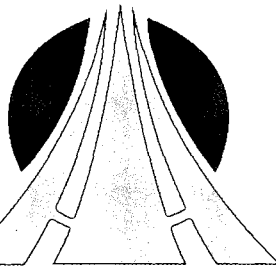


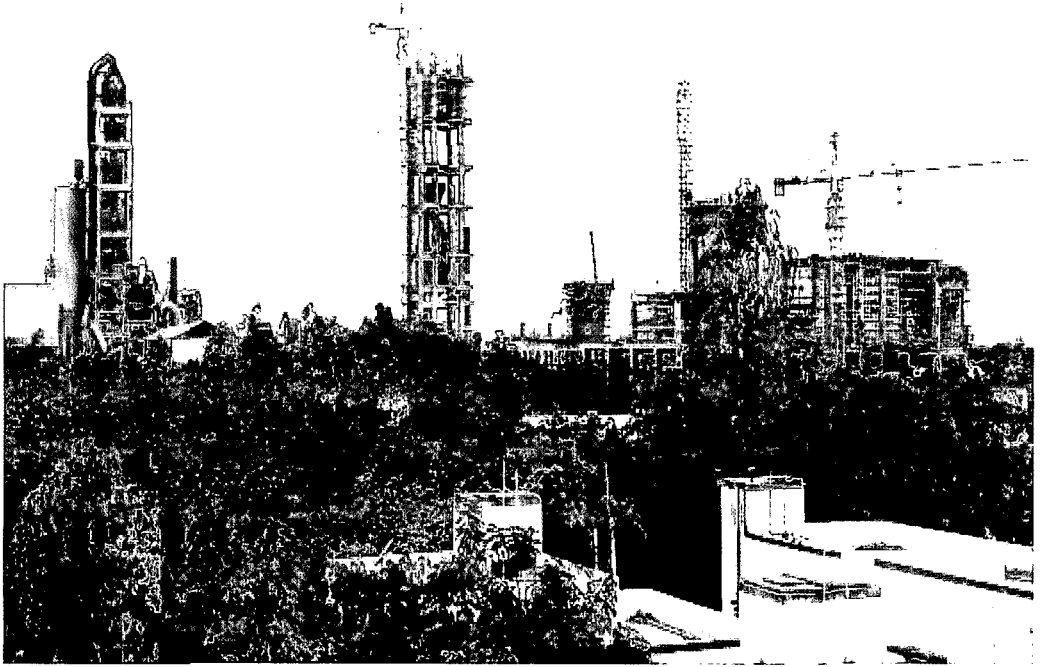
25th Annual Report

2008-2009



ANJANI

ANJANI PORTLAND CEMENT LIMITED



Anjani Cement Plant



Central Control Room of Cement Plant

BOARD OF DIRECTORS

K.V. Vishnu Raju	Chairman & Managing Director
P.V.R.L. Narasimha Raju	Executive Director
Vanitha Datla	Whole-time Director (upto 23.06.2008)
V.V. Rama Raju	Director (upto 08.12.2008)
R.A. Rama Raju	Director
P.S. Ranganath	Director

MANAGEMENT TEAM

S.V.S. Shetty	Chief Executive Officer
S.N. Raju	Vice President (Works)
Ch.Gandhi Raju	Vice President (Marketing)
P.Rajendra Babu	Chief General Manager (Finance) & Company Secretary
P.Sitharama Raju	Senior General Manager (Mechanical)
N.Venkata Raju	Senior General Manager (Works)
P.Satyanarayana Raju	Group General Manager (HR & MS)
P.Ganapathi Raju	General Manager (Quality Control)
M.Nagabhushana Rao	General Manager (Projects)
P. R. Raju	Financial Advisor

REGISTERED OFFICE

"Sitha Nilayam",
153, Dwarakapuri Colony,
Punjagutta,
Hyderabad – 500 082

FACTORY

Chintalapalem (Village),
Mellacheruvu (Mandalam)
Nalgonda (District)
Andhra Pradesh

STATUTORY AUDITORS

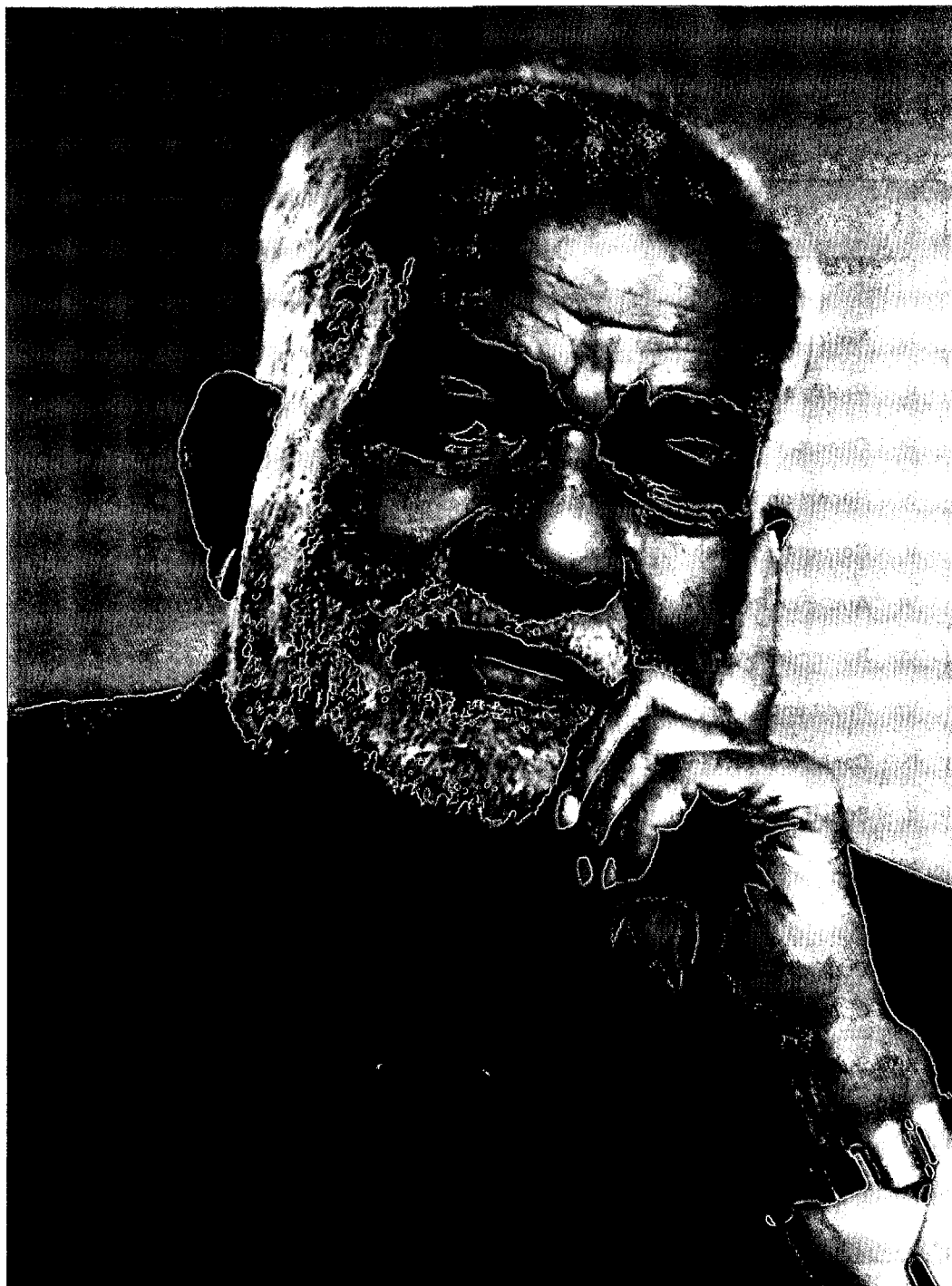
M. Anandam & Co.,
Chartered Accountants,
7 'A', Surya Towers, S.P. Road,
Secunderabad – 500 003

BANKERS

State Bank of India
Punjab National Bank
Indian Overseas Bank
State Bank of Hyderabad

Registrars & Share Transfer Agents :

Sathguru Management Consultants (P) Ltd. Plot No. 15, Hindi Nagar, Punjagutta,
Hyderabad - 500 034. Phone No(s) : 040-23356507, 23356975
E-mail : sta@sathguru.com



Padma Bhushan Dr. B.V.Raju - The Guiding Force

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NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Anjani Portland Cement Limited will be held on Friday, the 25th day of September, 2009 at 11.00 A.M. at Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2009, and the Audited Balance Sheet together with the Report of the Board of Directors' and the Auditors' thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Mr. R.A. Rama Raju, who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors and fix their remuneration.

By order of the Board

P. Rajendra Babu
Chief General Manager (Finance)
& Company Secretary

Place : Hyderabad
Date : 25.6.2009

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 such proxy need not be a member of the Company.
2. The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Members are requested to notify immediately any change in their address to the Demat Registrar & Share Transfer Agents of the Company.
4. The Register of Members and share transfer books of the Company will remain closed from Saturday, the 19th September, 2009 to Friday, the 25th September, 2009 (both days inclusive).
5. Payment of Dividend on shares, if declared at the meeting, will be made to those members whose names appear on the Company's Register of Members on 25th September, 2009 and as per list of beneficial ownership furnished by depositories for this purpose for shares held in Electronic Form.
6. Members are requested to utilize the Electronic Clearing System (ECS) for receiving dividend and may accordingly advise their Depository Participants in case the shares are held in electronic form and the Registrar & Share Transfer Agent in case of shares in physical form.
7. The members may note that share transfers, otherwise than through stock exchanges, in physical mode, will have to be sent to the company's Registrar & Share Transfer Agents M/s. Sathguru Management Consultants (Pvt) Limited directly for processing. The members may contact the Registrar & Share Transfer Agents of the Company (Ph: 23356507, 23356975) for any further clarification in this regard.
8. The shares of the Company are listed with Mumbai Stock Exchange. The Listing Fee for the year 2009 – 2010 has been paid to the Stock Exchange.
9. Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting.
10. A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
11. Information required under Listing Agreement entered into with the Stock Exchange(s) with respect to the Directors retiring by rotation and Directors who are retiring at this Annual General Meeting is given under the head "Corporate Governance".

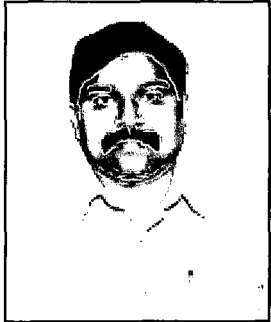
Profile of Directors



Mr. K.V. Vishnu Raju **Chairman and Managing Director**

Mr. K.V. Vishnu Raju is the Chairman & Managing Director of the Company. He did his B.Tech in Chemical Engineering at R.E.C., Trichy and then M.S. from the Michigan Technological University in U.S. He started his career with Dupont, U.S.A. and later joined Raasi Cement Limited as Executive Director. His expertise in cement technology helped to bring remarkable change at Raasi Cements, where he later became the Managing Director. He is also credited in achieving a turn around of Raasi Ceramics Limited, where he was the Vice Chairman. Currently his visionary guidance has enabled the team at Anjani to achieve a commendable turn-around performance.

Mr. K.V. Vishnu Raju is also the Chairman of Sri Vishnu Educational Society, which runs a host of Educational Institutions.



Mr. P.V.R.L. Narasimha Raju **Executive Director**

Mr. P.V.R.L. Narasimha Raju is a commerce graduate from Osmania University and has rich experience in Marketing and Finance in Cement, Construction, Ceramics and Agri-Business. He is actively involved in the marketing activities of Anjani Portland Cement Limited and also instrumental in execution of Power Plant i.e. Vennar Ceramics Ltd.



Mr. R.A. Rama Raju **Director**

Mr.R.A. Rama Raju has done his B.Tech in Mechanical Engineering & has over 35 years of experience in the Cement Industry. He started his career in A.P. Scooters and had a long stint in Raasi Cement Ltd., and Priyadarshini Cement Ltd.,



Mr. P.S. Ranganath **Director**

Mr. P.S. Ranganath, Chartered Accountant in practice for more than 17 years. JBRK & Co is a five partner firm having wide experience in management consultancy services and audits of public sector, government and private sector in areas including internal audit and special audits.

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the Twenty Fifth Annual Report together with the audited accounts and Cash Flow statement for the year ended 31st March, 2009.

Financial Results:

The Financial results for the year ended 31st March, 2009 are summarised below:

	2008- 2009 Rs. in Lakhs	2007 - 2008 Rs. in Lakhs
Sale / Income	16622.46	13565.80
Profit before		
Interest, Depreciation	3536.49	3273.50
Less : Interest	629.14	655.72
Less : Depreciation	372.93	312.89
Profit for the year	2534.42	2304.89
Provision for Taxation	832.88	373.85
Fringe Benefit Tax	10.93	7.33
Deferred Tax	23.35	292.59
Profit after Taxation	1667.26	1631.12
Appropriations:		
General Reserve	90.00	90.00
Dividend	275.84	275.84
Dividend Tax	46.88	46.88

Review of Operations:

The Company has achieved a record production of 474030 M.T of Cement compared to previous year's production of 407851 M.T. of Cement registering an increase of 16 %, mainly because of better utilization of capacities and increase in the production of blended cement.

The gross sales for the financial year under review were at Rs166.00 Crores as against Rs 135.53 Crores for the previous financial year registering an increase of 22 %. The Profit before tax of Rs. 25.34 Crores and Profit after tax of Rs 16.67 Crores for the financial year under review as against Rs 23.05 Crores and

Rs 16.31 Crores respectively for the previous financial year have improved by 10 % and 2.21% respectively.

Expansion Project:

Your company has taken up expansion by adding additional capacity of 0.66 million tonnes of cement. The total cost of the expansion is estimated at Rs 181.53 Crores, of which Rs 115 Crores is being met by the Term Loans from Banks and the balance from internal accruals/unsecured loans.

The financial closure for the term loans has been completed with State Bank of India, Punjab National Bank, Indian Overseas Bank and State Bank of Hyderabad. It is expected that the Commercial Production would commence in the first quarter of the financial year 2010-2011. The production capacity of the Company, after expansion would be 1.20 million Tonnes per annum.

Dividend:

The Board of Directors of the Company has recommended a dividend of Rs. 1.50 per equity share of Rs.10/- each on Paid up Equity Share Capital of the Company for the year ended 31st March, 2009.

Fixed Deposits:

The aggregate amount of deposits accepted by the Company stood at Rs.113.64 Lakhs and matured and unclaimed deposits as on 31st March, 2009 were NIL.

Directors:

In accordance with the provisions of the Companies Act, 1956 and in terms of Articles of Association of the Company Mr. R.A. Rama Raju retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The detailed profile of the above director is given under the head "Corporate Governance".

During the year Mrs. Vanitha Datla and Mr. V.V. Rama Raju have resigned as Directors effective 23.06.2008 & 08.12.2008 respectively. The Board takes this opportunity to thank them for their valuable contribution during the tenure of their directorship.

Directors' Responsibility Statement:

Pursuant to provision of Section 217 (2AA) of the Companies (Amendment) Act, 2000 your Directors hereby confirm :

a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) that the Directors have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for the year under review;

c) 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;

d) that the Directors have prepared the accounts for the financial year ended 31st March, 2009 on a 'going concern' basis.

Subsidiary Companies:

The Ministry of Corporate Affairs (MCA), Government of India vide their letter No.47/188/2009-CL-III, dated 24.4.2009, granted exemption from attaching the Balance Sheet, Profit & Loss Account, Directors Report and Auditors Report of Subsidiary Companies to the Balance sheet of the Company. Your Company will provide with the copy of the Annual Accounts of the subsidiary companies and other related information upon written request by any member of your Company or its Subsidiary Companies. These documents will be available for inspection by any shareholder at the Registered Office of the Company, on any working day during business hours.

A statement of Anjani Portland Cement Limited (Holding Company) interest in Hitech Print Systems Limited and Vennar Ceramics Limited (Subsidiary Companies) is enclosed as required under Section 212 of the Companies Act, 1956.

The information of Subsidiary companies as required to be disclosed as per the directions given by MCA while granting exemption under section 212(8) of the Companies Act, 1956 is enclosed and forms part of the Annual Report.

Consolidated Financial Statements:

Your Directors have pleasure in attaching the consolidated financial statements pursuant to Clause 41 of the Listing Agreement entered into with the Stock Exchanges. These statements were prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India in this regard.

The Auditors' Report does not contain any qualifications.

Corporate Governance:

A separate section on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this Report.

Auditors:

M/s. M. Anandam & Co., Chartered Accountants, Secunderabad, the Statutory Auditors of the company, retire at the ensuring Annual General Meeting and are eligible for re-appointment.

Particulars of Employees:

Information on particulars of employees under Section 217 (2A) of the Act read with the Companies (Particulars of Employees) Rules, 1975 (as amended) forms part of this Report.

Energy, Technology and Foreign Exchange:

Additional information on conservation of energy, Technology absorption, Foreign Exchange earnings and outgo as required to be disclosed in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto in Forms A, B & C which are part of this report.

Industrial Relations:

During the period, Industrial relations continued to be cordial. Your Directors take this opportunity to thank all the employees for their dedicated and sincere services towards a harmonious relationship and the progress of the company.

Acknowledgement:

Your Directors place on record their appreciation to the various statutory bodies and departments of the State and Central Governments and Bankers, Dealers, Stockists, Customers, Suppliers and Share holders of the Company for their valuable support to the Company.

For and on behalf
of the Board of Directors

K.V. Vishnu Raju
Chairman and Managing Director

Place : Hyderabad
Date : 25.6.2009

ANNEXURE FORMING PART OF DIRECTORS' REPORT

FORM – “A”

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. POWER AND FUEL CONSUMPTION:

	Current Year 2008 - 2009	Previous Year 2007 - 2008
01. ELECTRICITY		
Purchases:		
Units (in Lakhs)	375.45	330.46
Total Amount (Rs. in Lakhs)	1456.95	1141.17
Rate/Unit (in Rs.)	3.88	3.45
02. COAL:		
Quantity (MT)	64004	57858
Total Cost (Rs. in Lakhs)	2225.33	1517.71
Average Rate (Rs. per tonne)	3477	2623

B. CONSUMPTION PER UNIT OF PRODUCTION

Electricity - KWH/T of Cement	86.55	82.68
Coal % - per MT of Clinker	19.86	20.71

FORM – “B”

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION, RE-SEARCH AND DEVELOPMENT (R & D)

No R & D was carried out and no expenses were incurred on R & D.

FORM – “C”

FOREIGN EXCHANGE EARNINGS & OUTGO

- a) There are no activities relating to exports or imports.
 b) Total Foreign Exchange:

	Current Year 2008 – 2009	Previous Year 2007 – 2008
Used (Rs. in Lakhs)	Nil	57.90
Earned (Rs. in Lakhs)	Nil	Nil

Annexure to the Directors' Report

Statement of Particulars of employees pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended) and forming part of the Directors' Report for the year ended 31st, March 2009.

Name	Age in Years	Designation / Nature of Duties	Gross Remuneration (Rs. In Lakhs)	Qualification	Experience in years	Date of Commencement of employment	Particulars of last employment
Mr. K.V.Vishnu Raju	45	Chairman & Managing Director	54.03	M.S (Chemical Engg.)	20	27.12.1999	Raasi Cement Ltd., - Managing Director
Mr. P.V.R.L Narasimha Raju	45	Executive Director	37.93	B.Com	9	01.04.2001	First Employment

8

Notes :

1. Gross Remuneration includes salary, taxable allowances, commission, value of perquisites as per the Income-Tax Rules, 1962 and Company's contribution to provident fund.
2. The nature of employment is as per terms approved by the share holders.
3. None of above is a relative of any Director of the Company.

For and on behalf
of the Board of Directors

Place : Hyderabad
Date : 25.6.2009

K.V. Vishnu Raju
Chairman and Managing Director

Corporate Governance Report

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, compliance with the requirements of Corporate Governance is set out below:

1. A brief statement on Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance aims at assisting the management of the Company in the efficient conduct of the business and in meeting its responsibilities to all the share holders. The Company always strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as:

- * Fair and transparent business practices
- * Effective Management Control by Board
- * Adequate representation of promoter, executive and independent directors on the Board
- * Accountability for performance
- * Monitoring of executive performance by the Board
- * Compliance of Laws
- * Transparent and timely disclosure of financial and management information

2. Board of Directors:

The Board of the Company consists of four Directors, two of whom are Independent and Non-Executive Directors.

The details of Composition and categories of Directors are given below.

Sr. No.	Name of the Director	Category
1.	Mr. K. V. Vishnu Raju	Chairman and Managing Director
2.	Mr. P.V. R.L. Narasimha Raju	Executive Director
3.	Mrs. Vanitha Datla*	Whole-Time Director
4.	Mr. V.V. Rama Raju*	Independent and Non-Executive
5.	Mr. R.A. Rama Raju	Independent and Non-Executive
6.	Mr. P.S. Ranganath	Independent and Non-Executive

* Mrs. Vanitha Datla & Mr.V.V. Rama Raju have resigned as Directors w.e.f. 23.6.2008 & 08.12.2008 respectively.

Brief profile of Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement:

Mr. R.A. Rama Raju

Mr. R.A. Rama Raju has done his B.Tech in Mechanical Engineering & has over 35 years of experience in the Cement Industry. He started his career in A.P. Scooters and had a long stint in Raasi Cement Ltd., and Priyadarshini Cement Ltd.,

He does not hold directorships in any other companies

3. Board Procedure:

Board Meetings:

The details about performance of the Company, financial position, statutory compliances, quarterly results, market environment and all other aspects of the Company which are relevant for review of the Board of Directors are being given in a structured format at each meeting. The said information substantially complies with the requirements of the code of Corporate Governance with regard to the information to be placed before the Board of Directors.

During the financial year 2008-2009, the Board of Directors met six times. The details of the Board Meetings held during the year are given below.

Meetings of	Date of the Meeting	Total members	Attendance by Number of members
Board of Directors	08 th April, 2008	6	3
	23 rd June, 2008	6	5
	25 th July, 2008	5	4
	31 th October, 2008	5	4
	08 th December, 2008	5	4
	29 th January, 2009	4	4

Non-Executive Directors are not entitled for any remuneration other than the sitting fees. An amount of Rs.5000/- is paid towards sitting fees for attending each Board Meeting.

The details of attendance of each Director at the Board, Audit Committee, Share Transfer Committee Meetings and last AGM held during the financial year 2008 - 2009 and details of number of outside directorships and committee positions held by each of the Directors are given below:

Sl. No.	Name	Attendance at Board & Committee Meetings				Outside Directorships and Committee positions			
		No. of Board Meetings Attended	No. of Audit Committee Meetings Attended	No. of Share Transfer Committee Meetings Attended	Attendance at Annual General Meeting	Directorships		Committee Positions	
						Member	Chairman	Member	Chairman
1	Mr. K.V. Vishnu Raju	5	N.A	13	Yes	7	-	1	-
2	Mr. P.V.R.L. Narasimha Raju	6	N.A	11	Yes	5	-	-	-
3	Mrs. Vanitha Datla	-	-	-	-	-	-	-	-
4	Mr. V.V. Rama Raju	3	2	9	Yes	-	-	-	-
5	Mr. R.A. Rama Raju	6	4	14	Yes	-	-	-	-
6	Mr. P.S. Ranganath	4	4	N.A	Yes	1	-	-	-

The Board has constituted Committees of Directors to deal with matters in detail and to monitor the activities falling within the terms of reference. The Board Committees are as follows:

4. Audit Committee:

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

- To review the reports of Internal Audit Department;
- To review the Auditors' Report on the financial statements;
- To review the strength and weakness of the internal controls and to provide recommendations relating thereto.
- To review the company's financial and risk management policies and practices
- To generally assist the Board to discharge their functions more effectively.

Meetings and Attendance:

Meetings : The Audit Committee met 4 times during the year under review on the following dates: 23.6.2008, 25.7.2008, 31.10.2008 and 29.1.2009.

The Audit Committee consists of the following Directors:

S.No.	Name of the Director	No. of meetings held	No. of meetings attended
1	Mrs. Vanitha Datla*	4	-
2	Mr. V.V. Rama Raju*	4	2
3	Mr. R.A. Rama Raju	4	4
4	Mr. P.S. Ranganath	4	4

- * Mrs. Vanitha Datla & Mr.V.V. Rama Raju. ceased to be members of the Committee w.e.f. 23.6.2008 & 08.12.2008.

Sri. P.S. Ranganath is the Chairman of the Committee. All the members have the financial and accounting knowledge.

5. Share Transfer Committee :

The details of Share Transfer Committee meetings held during the financial year under review and attendance by each of the members are as given below:

S.No.	Name of the Director	No. of meetings held	No. of meetings attended
1	Mr. K. V. Vishnu Raju	14	13
2	Mrs. Vanitha Datla*	14	-
3	Mr. P.V.R.L. Narasimha Raju **	14	11
4	Mr. V.V. Rama Raju*	14	9
5	Mr. R.A. Rama Raju	14	14

- * Mrs. Vanitha Datla & Mr.V.V. Rama Raju ceased to be members of the Committee w.e.f. 23.6.2008 & 08.12.2008 respectively.

- ** Sri. P.V.R.L. Narasimha Raju co-opted as a member of the committee w.e.f. 23.6.2008

Mr. P. Rajendra Babu, Chief General Manager (F) & Company Secretary is the Compliance Officer

6) Remuneration Committee:

- a) This Committee comprises of the following Non-Executive and Independent Members of the Board.

1. Mr. V.V. Rama Raju*
2. Mr. R.A. Rama Raju
3. Mr. P.S. Ranganath

- * Mr.V.V. Rama Raju ceased to be member of the Committee w.e.f. 08.12.2008.

- b) Terms of Reference:

To fix the remuneration payable to Managerial Personnel and such other matters as may be entrusted from time to time.

Remuneration Committee did not meet during the year as there was no consideration of remuneration to Whole Time Directors.

7. General Body Meetings:

Year	Location	Date	Time
2005 -2006	Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad	8th September, 2006	10.00 A.M.
2006 -2007	Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad	28th September, 2007	11.00 A.M.
2007 -2008	Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad	24th September, 2008	11.00 A.M.

Special resolutions passed in the previous three Annual General Meetings :

At the 23rd AGM held on 28th September, 2007 three special resolutions were passed for the following purposes :

1. Payment of Commission to Mr. K.V.Vishnu Raju, Managing Director
2. Payment of Commission to Mr. P.V.R.L Narasimha Raju, Whole Time Director
3. Payment of Commission to Mrs. Vanitha Datla, Whole Time Director

8. Disclosures:

Disclosure regarding materially significant related party transactions:

No transaction of material nature has been entered into by the Company with its promoters, directors or the management, subsidiaries or relatives etc., that may have potential conflict with the interest of the Company.

Disclosure of non-compliance by the Company:

There were no instances of non-compliance or penalty, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the year.

9. CEO / CFO Certification :

The CEO and CFO have certified to the Board with regard to the financial statements and other matters as required by clause 49 of the Listing Agreement.

10.Means of Communication :

The quarterly financial results of the company and distribution of shareholding as required under Clause 35 of the listing agreement is made available in the SEBI's Electronic Data Information Filing and Retrieval (EDIFAR) website i.e. www.sebiedifar.nic.in.

The quarterly/half yearly results of the Company were published during the financial year under review in leading news papers namely, *Business Standard/Economic Times/ The Financial Express* and *Eenadu/Andhra Bhoomi/Andhra Prabha* (Regional language).

Management Discussion and Analysis Report forms part of this Annual Report.

11.Shareholder Information:

This Annual Report includes yearly financial statements, key financial data and a section on Shareholder information giving required information.

a. Annual General Meeting

The Twenty Fifth Annual General Meeting ("the AGM") of the Company will be held on Friday the 25th September, 2009 at 11.00 A.M. at Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad.

b. Dates of Book Closure :

The Register of Members and share transfer will remain closed from Saturday, the 19th September, 2009 to Friday, the 25th September, 2009 (both days inclusive)) to determine the members entitled to the dividend for 2008-2009.

c. Registrar and Share Transfer Agents :

M/s. Sathguru Management Consultants Pvt. Ltd., Plot No.15, Hindi Nagar, Panjagutta, Hyderabad - 500 034 were appointed as Depository Registrars for dematerialised shares and Physical form of share transfers and share holder related services.

d. Share Transfer System

The share transfer committee attends to share transfer formalities once in 15 days, Demat requests as normally confirmed within an average period of 10 days, from the date of receipt, subject to the documents being valid and complete in all respects.

e. Auditors' Certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement, the Auditors' Certificate is given as an annexure to the Corporate Governance.

f. Financial Calendar 2009 - 2010

(Tentative Schedule)

Annual General Meeting : August/September, 2010
(Next year)

Adoption of Quarterly results for the Quarter ending 3rd / 4th Week of

- June 30, 2009 : July, 2009
- September 30, 2009 : October, 2009
- December 31, 2009 : January, 2010
- March 31, 2010 : April, 2010

g. Shareholder Statistics and Distribution of Shareholdings as on 31st March, 2009 was as follows:

Category (No. of shares)	No. of Shareholders		No. of Shares		% to Total Equity	
	Physical (A)	Demat (B)	Physical (A)	Demat (B)	Physical (A)	Demat (B)
1 - 500	5032	3300	791523	652499	4.32	3.55
501 - 1000	153	490	123950	425348	0.67	2.31
1001 - 2000	36	231	58950	373245	0.32	2.02
2001 - 3000	18	78	46800	205917	0.25	1.12
3001 - 4000	10	37	34609	135740	0.19	0.74
4001 - 5000	11	42	52560	196671	0.29	1.069
5001 - 10000	11	66	76354	475409	0.42	2.58
10001 & above	19	57	4991477	9748545	27.14	53.01
Total	5290	4301	6176223	12213374	33.59	66.41
Grand Total (A+B)	9591		18389597		100%	

h. The monthly high and low share quotations of your company during the financial Year 2008-09 as traded on the Bombay Stock Exchange Ltd., are given below:

S.No	Month	High (Rs.)	Low (Rs.)
1	April, 2008	41.35	31.15
2	May, 2008	37.75	27.10
3	June, 2008	32.45	25.80
4	July, 2008	35.95	26.15
5	August, 2008	37.00	29.75
6	September, 2008	34.60	21.10
7	October, 2008	25.90	15.00
8	November, 2008	22.10	18.00
9	December, 2008	24.00	18.00
10	January, 2009	23.50	17.15
11	February, 2009	19.40	16.50
12	March, 2009	18.10	15.00

i. Dematerialisation of Shares

Trading in Company's shares is permitted only in dematerialised form for all investors. The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to offer depository services to its share holders. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialised form. Over 66% of the Company's shares are now held in electronic form.

The ISIN of Dematerialised shares of the Company allotted by the NSDL & CDSL is "INE071F01012"

j. Investor Correspondence

The Company's Secretarial Department provides assistance to shareholders.

Any query relating to shares and requests for transactions such as transmissions and duplicate share certificates, non-receipt of Annual Report, may please be taken up with the Secretarial department of the Company.

Email : finance@anjanicement.com

Any requests for transactions such as transfers, dematerialisation of shares, change of Address, nomination facilities, may please be taken up with the Registrar & Share Transfer Agents of the Company

M/s. Sathguru Management Consultants (Pvt) Ltd.,
Plot No.15, Hindi Nagar,
Punjagutta, Hyderabad - 500 034
Phone No(s) : 23356507, 23356975
Email : sta@sathguru.com

DECLARATION ON CODE OF CONDUCT

I, K.V. Vishnu Raju, Chairman and Managing Director of Anjani Portland Cement Ltd., hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2009 as envisaged in clause 49 of the Listing Agreement with Stock Exchanges.

For Anjani Portland Cement Ltd.,

Place : Hyderabad
Date : 25.6.2009

K.V. Vishnu Raju
Chairman and Managing Director

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To
The Members of
Anjani Portland Cement Ltd.,

We have examined the compliance of conditions of Corporate Governance by Anjani Portland Cement Limited for the year ended March, 31st, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of condition of Corporate Governance is the responsibility of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement.

We state that in respect of investor grievances received during the year ended March, 31st 2009, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company. 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 **M. ANANDAM & CO.,**
Chartered Accountants,

M.V. Ranganath

Partner

M.No. 28031

Place : Hyderabad

Date : 25.6.2009

Anjani Portland Cement Limited

Management Discussion and Analysis Report

We submit hereunder the Management Discussion and Analysis Report on the Business of the Company as applicable to the extent relevant:

Cement Industry Structure and Development:

The Indian Cement Industry is the second largest producer of globally benchmarked Cement. The demand for cement, being a derived demand, depends primarily on the industrial activity, real estate business, construction activity and investment in the infrastructure sector projects like Roads and Buildings, Ports etc., of the Government of India and State Governments. Indian cement industry is globally competitive because the industry has witnessed healthy trends such as cost control and continuous technology upgradation.

The cost of the raw material and fuel namely limestone, coal and power are all controlled by the Government authorities and any increase in the price of the above affects the cost of production on which the Company does not have any control.

Opportunities and Challenges:

Opportunities:

Despite apprehensions about the impact of inflation and slowdown in Industrial production and overall economic scenario, the outlook for the cement sector remains positive with the growth in Infrastructure, Housing, Roads, ports, power, urban infrastructure and irrigation projects.

Cement demand is likely to remain robust in the near term, driven by the housing and infrastructure sectors which will correspondingly be aided by higher disposable income, rising population, changing demographics and reduction in average size of household.

Challenges:

A sharp slowdown in real estate and the capital-starved infrastructure sector, coupled with a broad economic downturn may see the industry face considerable pressure on profitability.

Earlier, the cement sector had seen a rise in prices driven by strong demand, but the slowdown in the real estate sector and expansion of cement plants may see an over supply of cement and consequently, a fall in prices.

In order to meet the competitive market situation all round efforts including expansion (for economies of scale) cost reduction techniques and market driven pricing strategy have been adopted.

Segment Wise Performance:

The company's main business activity is manufacturing of Cement which falls in a single segment.

Outlook:

There is a phenomenal growth in consumption of cement. The Government is focusing on infrastructure development like express highways and other large irrigation projects. There is also an increase in Export Market. The buoyancy in Housing Sector shall also facilitate to improve the demand further.

The Company has taken up capacity expansion enabling it to tap new markets and also widen its dealer network. With the initiatives taken by the Government of India and Government of Andhra Pradesh for infrastructure development, irrigation and housing projects will further increase the demand in the State, where the Company sells a major portion of its produce.

Risks and Concerns:

Though the outlook of overall industry looks encouraging, rising energy prices and high growth of inflation among others, may affect the cement industry.

The shortage of coal is a major bottleneck for the industry with a prospective effect on power generation, a major input for cement production. The other major concern is the rising freight cost.

The demand supply mismatch for the cement in Andhra Pradesh and pressure on margins is a factor for concern.

Internal Control Systems & their Adequacy:

The Company is having adequate Internal Control System and an external agency of Chartered Accountants have been appointed as the Internal Auditors and the Audit Committee reviews the Internal Auditors Report. It suggests remedial actions wherever required.

Discussion on Financial Performance with respect to Operation Performance:

The financial performance with respect of operation of the Company is discussed below:

The sales and other income were at Rs. 166.00 Crores as against Rs. 135.53 Crores in the previous year. The profit before tax of the Company was Rs. 25.34 Crores as compared to Rs. 23.05 Crores in the previous year. The net profit for the year was Rs.16.67 Crores against Rs. 16.31 Crores in the previous year.

Material Development in Human Resources / Industrial Relations:

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development and training opportunities to equip them with skill, enabling them to adapt to contemporary technological advancements. Industrial relations during the year continued to be cordial and the Company is committed to maintain good industrial relations through negotiations and meetings.

Cautionary Statement:

Statements in the “Management Discussion & Analysis” which seek to describe the Company’s objective, projections, estimates, expectations may be considered to be “forward looking statements” within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include economic conditions affecting demand-supply and price conditions in which the Company operates, changes in Government regulations, tax laws and other incidental factors.

Corporate Social Responsibility

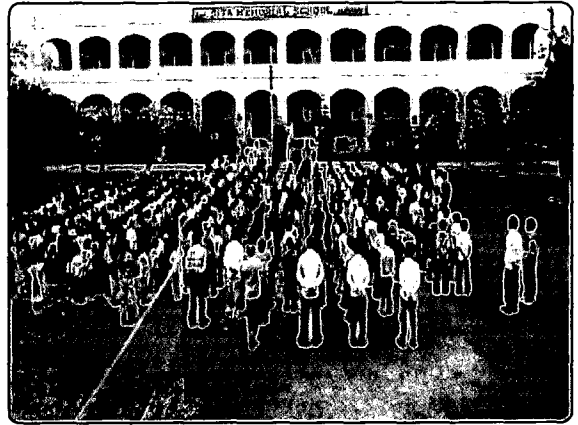
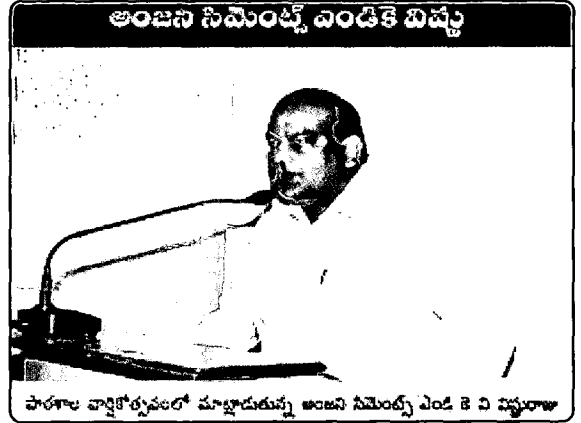
Anjani believes that industries are economic organs of society and therefore, need to be ultimately evaluated in terms of overall value they create for society.

Anjani as an enterprise consciously exercises the strategic choice of contributing to, and securing the competitiveness of the entire value chain of which it is a part. This has shaped the vision for the company – the vision of “A Commitment Beyond the Market”.

The primary issues focused for the rural development are on Education, Public Health & sanitation, Housing, Roads and Water besides participating in various welfare services in the neighbouring villages of the Anjani Plant.

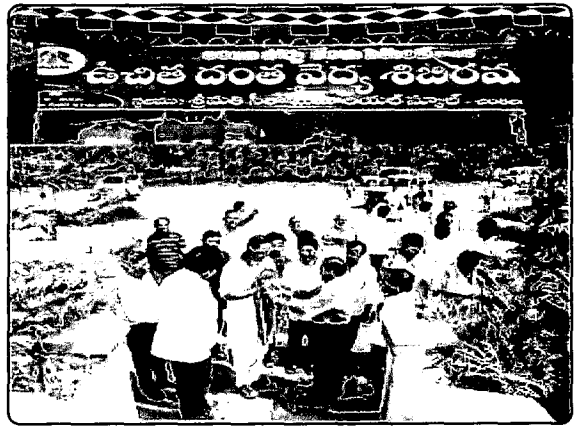
1. Education:

The Company is running a full fledged English Medium School upto 10th standard. The school was established in the center of four villages. Nearly 450 students are studying in the school of which many are from the near by villages to whom the transportation facility is provided.



2. Public Health & Sanitation:

To take care of health of people residing in neighbouring villages, periodical medical and health camps are being conducted where expert doctors in the field of Dental, Eye, Heart and other specialists are regularly participating. Besides the above free medicines also are being distributed to poor patients. This is being done on regular basis. Further actions are taken for improving sanitation facilities in the villages.



3. Housing :

The Company has contributed for construction of Pucca Houses in near by villages and Indiramma Housing Scheme initiated by Government of Andhra Pradesh for construction of Pucca Houses to Rural Poor.

Anjani Cements has contributed for construction of Pucca Houses in the name of Dr. B.V. Raju SC Model Colony in the near by village.

4. Laying of Pucca Roads:

The Company has also contributed for laying cement roads in all the neighbouring villages.

5. Welfare Activities:

a. Drinking Water

The company has taken up effective measures to ensure the surrounding villages have a steady supply of drinking water, by building water storage tanks and delivering water through pumps / tankers during the summer months.

b. Distrubution of Rice to poor and handicaped villagers is being done periodically.

c. Youth is being motivated for extending human related services to the needy public and encourage in the field of sports and games.

d. Anjani contributes its might to the religious activities for construction / renovation of temples, churches and masjids without any disparity.

6. Environmental Protection:

The Company makes continuous efforts for maintaining a better and clean working environment both within plant & also across the neighbouring villages. The company maintains a very Large Green Belt Area and does everything possible to achieve Zero level Pollution Around the Plant Area. In recognition of our continuous efforts in this regard, the company was awarded Appreciation Certificates by Andhra Pradesh Pollution Control Board in the years 2004 & 2008 on the occasion of the World Environmental Day.



7. Employment Opportunities:

Anjani prefers to provide employment to the local residents considering their skills and experience.

Directors' Responsibility Statement:

Pursuant to provision of Section 217 (2AA) of the Companies (Amendment) Act, 2000 your Directors hereby confirm :

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the Directors have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for the year under review;
- c) 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;
- d) that the Directors have prepared the accounts for the financial year ended 31st March, 2009 on a 'going concern' basis.

Subsidiary Companies:

The Ministry of Corporate Affairs (MCA), Government of India vide their letter No.47/188/2009-CL-III, dated 24.4.2009, granted exemption from attaching the Balance Sheet, Profit & Loss Account, Directors Report and Auditors Report of Subsidiary Companies to the Balance sheet of the Company. Your Company will provide with the copy of the Annual Accounts of the subsidiary companies and other related information upon written request by any member of your Company or its Subsidiary Companies. These documents will be available for inspection by any shareholder at the Registered Office of the Company, on any working day during business hours.

A statement of Anjani Portland Cement Limited (Holding Company) interest in Hitech Print Systems Limited and Vennar Ceramics Limited (Subsidiary Companies) is enclosed as required under Section 212 of the Companies Act, 1956.

The information of Subsidiary companies as required to be disclosed as per the directions given by MCA while granting exemption under section 212(8) of the Companies Act, 1956 is enclosed and forms part of the Annual Report.

Consolidated Financial Statements:

Your Directors have pleasure in attaching the consolidated financial statements pursuant to Clause 41 of the Listing Agreement entered into with the Stock Exchanges. These statements were prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India in this regard.

The Auditors' Report does not contain any qualifications.

Corporate Governance:

A separate section on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, forms part of this Report.

Auditors:

M/s. M. Anandam & Co., Chartered Accountants, Secunderabad, the Statutory Auditors of the company, retire at the ensuing Annual General Meeting and are eligible for re-appointment.

Particulars of Employees:

Information on particulars of employees under Section 217 (2A) of the Act read with the Companies (Particulars of Employees) Rules, 1975 (as amended) forms part of this Report.

Energy, Technology and Foreign Exchange:

Additional information on conservation of energy, Technology absorption, Foreign Exchange earnings and outgo as required to be disclosed in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto in Forms A, B & C which are part of this report.

Industrial Relations:

During the period, Industrial relations continued to be cordial. Your Directors take this opportunity to thank all the employees for their dedicated and sincere services towards a harmonious relationship and the progress of the company.

Acknowledgement:

Your Directors place on record their appreciation to the various statutory bodies and departments of the State and Central Governments and Bankers, Dealers, Stockists, Customers, Suppliers and Share holders of the Company for their valuable support to the Company.

For and on behalf
of the Board of Directors

K.V. Vishnu Raju
Chairman and Managing Director

Place : Hyderabad
Date : 25.6.2009

ANNEXURE FORMING PART OF DIRECTORS' REPORT
FORM – “A”
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY
A. POWER AND FUEL CONSUMPTION:

	Current Year 2008 - 2009	Previous Year 2007 - 2008
01. ELECTRICITY		
Purchases:		
Units (in Lakhs)	375.45	330.46
Total Amount (Rs. in Lakhs)	1456.95	1141.17
Rate/Unit (in Rs.)	3.88	3.45
02. COAL:		
Quantity (MT)	64004	57858
Total Cost (Rs. in Lakhs)	2225.33	1517.71
Average Rate (Rs. per tonne)	3477	2623
B. CONSUMPTION PER UNIT OF PRODUCTION		
Electricity - KWH/T of Cement	86.55	82.68
Coal % - per MT of Clinker	19.86	20.71

FORM – “B”
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION, RE-SEARCH AND DEVELOPMENT (R & D)

No R & D was carried out and no expenses were incurred on R & D.

FORM – “C”
FOREIGN EXCHANGE EARNINGS & OUTGO

a) There are no activities relating to exports or imports.

b) Total Foreign Exchange:

	Current Year 2008 – 2009	Previous Year 2007 – 2008
Used (Rs. in Lakhs)	Nil	57.90
Earned (Rs. in Lakhs)	Nil	Nil

Annexure to the Directors' Report

Statement of Particulars of employees pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended) and forming part of the Directors' Report for the year ended 31st, March 2009.

Name	Age in Years	Designation / Nature of Duties	Gross Remuneration (Rs. In Lakhs)	Qualification	Experience in years	Date of Commencement of employment	Particulars of last employment
Mr. K.V.Vishnu Raju	45	Chairman & Managing Director	54.03	M.S (Chemical Engg.)	20	27.12.1999	Raasi Cement Ltd., - Managing Director
Mr. P.V.R.L Narasimha Raju	45	Executive Director	37.93	B.Com	9	01.04.2001	First Employment

Notes :

1. Gross Remuneration includes salary, taxable allowances, commission, value of perquisites as per the Income-Tax Rules, 1962 and Company's contribution to provident fund.
2. The nature of employment is as per terms approved by the share holders.
3. None of above is a relative of any Director of the Company.

For and on behalf
of the Board of Directors

Place : Hyderabad

Date : 25.6.2009

K.V. Vishnu Raju
Chairman and Managing Director



Corporate Governance Report

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, compliance with the requirements of Corporate Governance is set out below:

1. A brief statement on Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance aims at assisting the management of the Company in the efficient conduct of the business and in meeting its responsibilities to all the share holders. The Company always strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as:

- * Fair and transparent business practices
- * Effective Management Control by Board
- * Adequate representation of promoter, executive and independent directors on the Board
- * Accountability for performance
- * Monitoring of executive performance by the Board
- * Compliance of Laws
- * Transparent and timely disclosure of financial and management information

2. Board of Directors:

The Board of the Company consists of four Directors, two of whom are Independent and Non-Executive Directors.

The details of Composition and categories of Directors are given below.

Sr. No.	Name of the Director	Category
1.	Mr. K. V. Vishnu Raju	Chairman and Managing Director
2.	Mr. P.V. R.L. Narasimha Raju	Executive Director
3.	Mrs. Vanitha Datla*	Whole-Time Director
4.	Mr. V.V. Rama Raju*	Independent and Non-Executive
5.	Mr. R.A. Rama Raju	Independent and Non-Executive
6.	Mr. P.S. Ranganath	Independent and Non-Executive

* Mrs. Vanitha Datla & Mr.V.V. Rama Raju have resigned as Directors w.e.f. 23.6.2008 & 08.12.2008 respectively.

Brief profile of Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement:

Mr. R.A. Rama Raju

Mr. R.A. Rama Raju has done his B.Tech in Mechanical Engineering & has over 35 years of experience in the Cement Industry. He started his career in A.P. Scooters and had a long stint in Raasi Cement Ltd., and Priyadarshini Cement Ltd.,

He does not hold directorships in any other companies

3. Board Procedure:

Board Meetings:

The details about performance of the Company, financial position, statutory compliances, quarterly results, market environment and all other aspects of the Company which are relevant for review of the Board of Directors are being given in a structured format at each meeting. The said information substantially complies with the requirements of the code of Corporate Governance with regard to the information to be placed before the Board of Directors.

During the financial year 2008-2009, the Board of Directors met six times. The details of the Board Meetings held during the year are given below.

Meetings of	Date of the Meeting	Total members	Attendance by Number of members
Board of Directors	08 th April, 2008	6	3
	23 rd June, 2008	6	5
	25 th July, 2008	5	4
	31 th October, 2008	5	4
	08 th December, 2008	5	4
	29 th January, 2009	4	4

Non-Executive Directors are not entitled for any remuneration other than the sitting fees. An amount of Rs.5000/- is paid towards sitting fees for attending each Board Meeting.

The details of attendance of each Director at the Board, Audit Committee, Share Transfer Committee Meetings and last AGM held during the financial year 2008 - 2009 and details of number of outside directorships and committee positions held by each of the Directors are given below:

Sl. No.	Name	Attendance at Board & Committee Meetings				Outside Directorships and Committee positions			
		No. of Board Meetings Attended	No. of Audit Committee Meetings Attended	No. of Share Transfer Committee Meetings Attended	Attendance at Annual General Meeting	Directorships		Committee Positions	
						Member	Chairman	Member	Chairman
1	Mr. K.V. Vishnu Raju	5	N.A	13	Yes	7	-	1	-
2	Mr. P.V.R.L. Narasimha Raju	6	N.A	11	Yes	5	-	-	-
3	Mrs. Vanitha Datla	-	-	-	-	-	-	-	-
4	Mr. V.V. Rama Raju	3	2	9	Yes	-	-	-	-
5	Mr. R.A. Rama Raju	6	4	14	Yes	-	-	-	-
6	Mr. P.S. Ranganath	4	4	N.A	Yes	1	-	-	-

The Board has constituted Committees of Directors to deal with matters in detail and to monitor the activities falling within the terms of reference. The Board Committees are as follows:

4. Audit Committee:

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

- (i) To review the reports of Internal Audit Department;
- (ii) To review the Auditors' Report on the financial statements;
- (iii) To review the strength and weakness of the internal controls and to provide recommendations relating thereto.
- (iv) To review the company's financial and risk management policies and practices
- (v) To generally assist the Board to discharge their functions more effectively.

Meetings and Attendance:

Meetings : The Audit Committee met 4 times during the year under review on the following dates: 23.6.2008, 25.7.2008, 31.10.2008 and 29.1.2009.

The Audit Committee consists of the following Directors:

S.No.	Name of the Director	No. of meetings held	No. of meetings attended
1	Mrs. Vanitha Datla*	4	-
2	Mr. V.V. Rama Raju*	4	2
3	Mr. R.A. Rama Raju	4	4
4	Mr. P.S. Ranganath	4	4

- * Mrs. Vanitha Datla & Mr.V.V. Rama Raju. ceased to be members of the Committee w.e.f. 23.6.2008 & 08.12.2008.

Sri. P.S. Ranganath is the Chairman of the Committee. All the members have the financial and accounting knowledge.

5. Share Transfer Committee :

The details of Share Transfer Committee meetings held during the financial year under review and attendance by each of the members are as given below:

S.No.	Name of the Director	No. of meetings held	No. of meetings attended
1	Mr. K. V. Vishnu Raju	14	13
2	Mrs. Vanitha Datla*	14	-
3	Mr. P.V.R.L. Narasimha Raju **	14	11
4	Mr. V.V. Rama Raju*	14	9
5	Mr. R.A. Rama Raju	14	14

- * Mrs. Vanitha Datla & Mr.V.V. Rama Raju ceased to be members of the Committee w.e.f. 23.6.2008 & 08.12.2008 respectively.

- ** Sri. P.V.R.L. Narasimha Raju co-opted as a member of the committee w.e.f. 23.6.2008

Mr. P. Rajendra Babu, Chief General Manager (F) & Company Secretary is the Compliance Officer

6) Remuneration Committee:

- a) This Committee comprises of the following Non-Executive and Independent Members of the Board.

1. Mr. V.V. Rama Raju*
2. Mr. R.A. Rama Raju
3. Mr. P.S. Ranganath

- * Mr.V.V. Rama Raju ceased to be member of the Committee w.e.f. 08.12.2008.

- b) Terms of Reference:

To fix the remuneration payable to Managerial Personnel and such other matters as may be entrusted from time to time.

Remuneration Committee did not meet during the year as there was no consideration of remuneration to Whole Time Directors.

7. General Body Meetings:

Year	Location	Date	Time
2005 -2006	Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad	8th September, 2006	10.00 A.M.
2006 -2007	Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad	28th September, 2007	11.00 A.M.
2007 -2008	Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad	24th September, 2008	11.00 A.M.

Special resolutions passed in the previous three Annual General Meetings :

At the 23rd AGM held on 28th September, 2007 three special resolutions were passed for the following purposes :

1. Payment of Commission to Mr. K.V.Vishnu Raju, Managing Director
2. Payment of Commission to Mr. P.V.R.L Narasimha Raju, Whole Time Director
3. Payment of Commission to Mrs. Vanitha Datla, Whole Time Director

8. Disclosures:

Disclosure regarding materially significant related party transactions:

No transaction of material nature has been entered into by the Company with its promoters, directors or the management, subsidiaries or relatives etc., that may have potential conflict with the interest of the Company.

Disclosure of non-compliance by the Company:

There were no instances of non-compliance or penalty, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the year.

9. CEO / CFO Certification :

The CEO and CFO have certified to the Board with regard to the financial statements and other matters as required by clause 49 of the Listing Agreement.

10.Means of Communication :

The quarterly financial results of the company and distribution of shareholding as required under Clause 35 of the listing agreement is made available in the SEBI's Electronic Data Information Filing and Retrieval (EDIFAR) website i.e. www.sebiedifar.nic.in.

The quarterly/half yearly results of the Company were published during the financial year under review in leading news papers namely, Business Standard/Economic Times/ The Financial Express and Eenadu/Andhra Bhoomi/Andhra Prabha (Regional language).

Management Discussion and Analysis Report forms part of this Annual Report.

11. Shareholder Information:

This Annual Report includes yearly financial statements, key financial data and a section on Shareholder information giving required information.

a. Annual General Meeting

The Twenty Fifth Annual General Meeting ("the AGM") of the Company will be held on Friday the 25th September, 2009 at 11.00 A.M. at Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad.

b. Dates of Book Closure :

The Register of Members and share transfer will remain closed from Saturday, the 19th September, 2009 to Friday, the 25th September, 2009 (both days inclusive)) to determine the members entitled to the dividend for 2008-2009.

c. Registrar and Share Transfer Agents :

M/s. Sathguru Management Consultants Pvt. Ltd., Plot No.15, Hindi Nagar, Panjagutta, Hyderabad - 500 034 were appointed as Depository Registrars for dematerialised shares and Physical form of share transfers and share holder related services.

d. Share Transfer System

The share transfer committee attends to share transfer formalities once in 15 days, Demat requests as normally confirmed within an average period of 10 days, from the date of receipt, subject to the documents being valid and complete in all respects.

e. Auditors' Certificate on Corporate Governance

As required by Clause 49 of the Listing Agreement, the Auditors' Certificate is given as an annexure to the Corporate Governance.

f. Financial Calendar 2009 - 2010

(Tentative Schedule)

Annual General Meeting : August/September, 2010
(Next year)

Adoption of Quarterly results for the
Quarter ending : 3rd / 4th Week of

- June 30, 2009 : July, 2009
- September 30, 2009 : October, 2009
- December 31, 2009 : January, 2010
- March 31, 2010 : April, 2010

g. Shareholder Statistics and Distribution of Shareholdings as on 31st March, 2009 was as follows:

Category (No. of shares)	No. of Shareholders		No. of Shares		% to Total Equity	
	Physical (A)	Demat (B)	Physical (A)	Demat (B)	Physical (A)	Demat (B)
1 - 500	5032	3300	791523	652499	4.32	3.55
501 - 1000	153	490	123950	425348	0.67	2.31
1001 - 2000	36	231	58950	373245	0.32	2.02
2001 - 3000	18	78	46800	205917	0.25	1.12
3001 - 4000	10	37	34609	135740	0.19	0.74
4001 - 5000	11	42	52560	196671	0.29	1.069
5001 - 10000	11	66	76354	475409	0.42	2.58
10001 & above	19	57	4991477	9748545	27.14	53.01
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h. The monthly high and low share quotations of your company during the financial Year 2008-09 as traded on the Bombay Stock Exchange Ltd., are given below:

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1	April, 2008	41.35	31.15
2	May, 2008	37.75	27.10
3	June, 2008	32.45	25.80
4	July, 2008	35.95	26.15
5	August, 2008	37.00	29.75
6	September, 2008	34.60	21.10
7	October, 2008	25.90	15.00
8	November, 2008	22.10	18.00
9	December, 2008	24.00	18.00
10	January, 2009	23.50	17.15
11	February, 2009	19.40	16.50
12	March, 2009	18.10	15.00

i. Dematerialisation of Shares

Trading in Company's shares is permitted only in dematerialised form for all investors. The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to offer depository services to its share holders. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialised form. Over 66% of the Company's shares are now held in electronic form.

The ISIN of Dematerialised shares of the Company allotted by the NSDL & CDSL is "INE071F01012"

j. Investor Correspondence

The Company's Secretarial Department provides assistance to shareholders.

Any query relating to shares and requests for transactions such as transmissions and duplicate share certificates, non-receipt of Annual Report, may please be taken up with the Secretarial department of the Company.

Email : finance@anjanicement.com

Any requests for transactions such as transfers, dematerialisation of shares, change of Address, nomination facilities, may please be taken up with the Registrar & Share Transfer Agents of the Company

M/s. Sathguru Management Consultants (Pvt) Ltd.,
Plot No.15, Hindi Nagar,
Punjagutta, Hyderabad - 500 034
Phone No(s) : 23356507, 23356975
Email : sta@sathguru.com

DECLARATION ON CODE OF CONDUCT

I, K.V. Vishnu Raju, Chairman and Managing Director of Anjani Portland Cement Ltd., hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2009 as envisaged in clause 49 of the Listing Agreement with Stock Exchanges.

For Anjani Portland Cement Ltd.,

Place : Hyderabad
Date : 25.6.2009

K.V. Vishnu Raju
Chairman and Managing Director

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To
The Members of
Anjani Portland Cement Ltd.,

We have examined the compliance of conditions of Corporate Governance by Anjani Portland Cement Limited for the year ended March, 31st, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of condition of Corporate Governance is the responsibility of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement.

We state that in respect of investor grievances received during the year ended March, 31st 2009, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company. 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 **M. ANANDAM & CO.,**
Chartered Accountants,

M.V. Ranganath
Partner
M.No. 28031

Place : Hyderabad

Date : 25.6.2009

Management Discussion and Analysis Report

We submit hereunder the Management Discussion and Analysis Report on the Business of the Company as applicable to the extent relevant:

Cement Industry Structure and Development:

The Indian Cement Industry is the second largest producer of globally benchmarked Cement. The demand for cement, being a derived demand, depends primarily on the industrial activity, real estate business, construction activity and investment in the infrastructure sector projects like Roads and Buildings, Ports etc., of the Government of India and State Governments. Indian cement industry is globally competitive because the industry has witnessed healthy trends such as cost control and continuous technology upgradation.

The cost of the raw material and fuel namely limestone, coal and power are all controlled by the Government authorities and any increase in the price of the above affects the cost of production on which the Company does not have any control.

Opportunities and Challenges:

Opportunities:

Despite apprehensions about the impact of inflation and slowdown in Industrial production and overall economic scenario, the outlook for the cement sector remains positive with the growth in Infrastructure, Housing, Roads, ports, power, urban infrastructure and irrigation projects.

Cement demand is likely to remain robust in the near term, driven by the housing and infrastructure sectors which will correspondingly be aided by higher disposable income, rising population, changing demographics and reduction in average size of household.

Challenges:

A sharp slowdown in real estate and the capital-starved infrastructure sector, coupled with a broad economic downturn may see the industry face considerable pressure on profitability.

Earlier, the cement sector had seen a rise in prices driven by strong demand, but the slowdown in the real estate sector and expansion of cement plants may see an over supply of cement and consequently, a fall in prices.

In order to meet the competitive market situation all round efforts including expansion (for economies of scale) cost reduction techniques and market driven pricing strategy have been adopted.

Segment Wise Performance:

The company's main business activity is manufacturing of Cement which falls in a single segment.

Outlook:

There is a phenomenal growth in consumption of cement. The Government is focusing on infrastructure development like express highways and other large irrigation projects. There is also an increase in Export Market. The buoyancy in Housing Sector shall also facilitate to improve the demand further.

The Company has taken up capacity expansion enabling it to tap new markets and also widen its dealer network. With the initiatives taken by the Government of India and Government of Andhra Pradesh for infrastructure development, irrigation and housing projects will further increase the demand in the State, where the Company sells a major portion of its produce.

Risks and Concerns:

Though the outlook of overall industry looks encouraging, rising energy prices and high growth of inflation among others, may affect the cement industry.

The shortage of coal is a major bottleneck for the industry with a prospective effect on power generation, a major input for cement production. The other major concern is the rising freight cost.

The demand supply mismatch for the cement in Andhra Pradesh and pressure on margins is a factor for concern.

Internal Control Systems & their Adequacy:

The Company is having adequate Internal Control System and an external agency of Chartered Accountants have been appointed as the Internal Auditors and the Audit Committee reviews the Internal Auditors Report. It suggests remedial actions wherever required.

Discussion on Financial Performance with respect to Operation Performance:

The financial performance with respect of operation of the Company is discussed below:

The sales and other income were at Rs. 166.00 Crores as against Rs. 135.53 Crores in the previous year. The profit before tax of the Company was Rs. 25.34 Crores as compared to Rs. 23.05 Crores in the previous year. The net profit for the year was Rs.16.67 Crores against Rs. 16.31 Crores in the previous year.

Material Development in Human Resources / Industrial Relations:

The Company believes that the quality of its employees is the key to its success in the long run and is committed to provide necessary human resource development and training opportunities to equip them with skill, enabling them to adapt to contemporary technological advancements. Industrial relations during the year continued to be cordial and the Company is committed to maintain good industrial relations through negotiations and meetings.

Cautionary Statement:

Statements in the “Management Discussion & Analysis” which seek to describe the Company’s objective, projections, estimates, expectations may be considered to be “forward looking statements” within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include economic conditions affecting demand-supply and price conditions in which the Company operates, changes in Government regulations, tax laws and other incidental factors.



**CONSOLIDATED FINANCIAL ACCOUNTS OF
ANJANI PORTLAND CEMENT LIMITED**

AUDITORS' REPORT ON CONSOLIDATED ACCOUNTS

To
The Board of Directors
Anjani Portland Cement Ltd.,
Hyderabad

We have examined the attached Consolidated Balance Sheet of Anjani Portland Cement Limited, its subsidiaries Vennar Ceramics Limited and Hitech Print Systems Limited as at 31st March, 2009, the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statements for the year ended.

These financial statements are the responsibility of the Anjani Portland Cement Limited's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the 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.

We did not audit the financial statements of the subsidiary "Vennar Ceramics Limited", whose financial statements reflect total asset of Rs.395.02 Lakhs as at March 31, 2009 and total revenues of Rs. 261.31 Lakhs for the year then ended. These financial statements have been audited by other auditors whose reports have furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the subsidiary, is based solely on the reports of the other auditors.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting standard (AS)

21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India, and on the basis of the separate audited financial statements of the Anjani Portland Cement Limited and its subsidiaries included in the consolidated financial statements.

- a) On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of the Anjani Portland Cement Limited and its subsidiaries, and we are of the opinion that the said consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India.
- a. In the case of the Consolidated Balance Sheet, of the State of Affairs of Anjani Portland Cement Limited and its subsidiaries as at 31st March, 2009;
- b. In the case of the Consolidated Profit & Loss Account, of the Consolidated results of operations of Anjani Portland Cement Limited and its subsidiaries for the year ended on that date; and
- c. In the case of the Consolidated Cash Flow Statement, of the consolidated Cash Flows of Anjani Portland Cement Limited and its subsidiaries for the year ended on that date.

For **M. ANANDAM & CO.,**
Chartered Accountants,

Place : Hyderabad
Date : 25.6.2009

M.V. Ranganath
Partner
M.No. 28031



CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2009

Rs. In Lakhs

	Schedule No.	As at 31st March, 2009		As at 31st March, 2008	
I SOURCES OF FUNDS					
1. Shareholders Funds					
a) Share Capital	1	1838.96		1838.96	
b) Reserves & Surplus	2	3864.59	5703.55	2499.13	4338.09
2. Loan Funds					
a) Secured Loans	3	2063.00		2096.04	
b) Unsecured Loans	4	3656.50	5719.50	3274.10	5370.14
3. Deferred Tax Liability			453.00		444.26
TOTAL			11876.05		10152.50
II APPLICATION OF FUNDS					
1. Fixed Assets	5				
a) Gross Block		11719.03		11060.08	
Less: Depreciation		4361.31		3771.42	
Net Block		7357.72		7288.66	
Add: Capital Work in Progress		2012.47	9370.19	15.68	7304.34
2. Goodwill			295.09		295.09
3. Current Assets Loans and Advances	6				
a) Inventories		1267.01		1412.83	
b) Sundry Debtors		1545.77		1536.01	
c) Cash and Bank Balances		297.38		346.93	
d) Loans and Advances		2612.55		1869.23	
		5722.71		5165.00	
Less: Current Liabilities & Provisions	7				
Net Current Assets			2210.78		2353.07
TOTAL			11876.05		10152.50
Notes to the Accounts	13				

The Schedules referred to above form an integral part of the Balance Sheet

As Per our report of even date attached

For M.ANANDAM & CO
Chartered Accountants

For and On behalf of the Board

M.V.Ranganath
Partner
M.No :28031

K.V.Vishnu Raju
Chairman and
Managing Director

P V R L Narasimha Raju
Executive Director

Place:Hyderabad
Date : 25-06-2009

P. Rajendra Babu
Chief General Manager (Fin) &
Company Secretary

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2009

Rs. In Lakhs

	Schedule No.	Year Ended 31st March, 2009	Year Ended 31st March, 2008
INCOME			
Sales		18982.35	15378.20
Less: Taxes & Duties		3799.69	3344.15
Net Sales		15182.66	12034.05
Increase/(Decrease) in Stocks	8	(172.80)	(67.19)
Other Income	9	27.11	29.76
TOTAL		15036.98	11996.62
EXPENDITURE			
Material Consumption	10	4515.10	3446.10
Manufacturing Administrative & Selling Expenses	11	6107.69	4784.25
Interest & other Finance Charges	12	744.58	747.11
Depreciation	5	590.37	506.75
Deferred Revenue Expenses		-	0.15
TOTAL		11957.74	9484.36
Profit for the year		3079.25	2512.26
Non Complete Fees		400.00	
Profit before Tax		2679.25	2512.26
Provision for Taxation:			
Current Tax		945.27	448.70
Tax for Previous Years		23.01	-
Fringe Benefit Tax		14.06	9.76
Deferred Tax (Income)/Expenditure		8.74	287.38
Profit after Taxes		1688.18	1766.43
Balance brought forward		2886.78	1533.07
		4574.95	3299.50
APPROPRIATIONS:			
Transfer to General Reserve		90.00	90.00
Provision for Dividend		275.84	275.84
Corporate Dividend Tax		46.88	46.88
Balance Carried to Balance Sheet		4162.23	2886.78
Basic & Diluted Earnings Per Equity Share of Rs 10/- each		9.18	9.61

The Schedules referred to above form an integral part of the Profit & Loss Account
As Per our report of even date attached

For M.ANANDAM & CO
Chartered Accountants

For and On behalf of the Board

M.V.Ranganath
Partner
M.No :28031

K.V.Vishnu Raju
Chairman and
Managing Director

P V R L Narasimha Raju
Executive Director

Place:Hyderabad
Date : 25-06-2009

P. Rajendra Babu
Chief General Manager (Fin) &
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2009

Rs. In Lakhs

	As at 31st March, 2009	As at 31st March, 2008
A) Cash flow from operating activities :		
Net Profit before Tax :	3079.25	2512.26
Adjustment for :		
Depreciation	590.37	506.75
Deferred Revenue Expenses	-	0.15
Interest and Finance charges	744.58	747.11
Interest Income	(11.18)	(23.36)
Loss on sale of Assets	1.10	0.49
Operating Profit Before Working Capital Changes	4404.12	3743.40
(Increase)/Decrease in Inventories	145.82	(265.35)
(Increase)/Decrease in Sundry Debtors	(9.76)	(957.72)
(Increase)/Decrease in Loans and Advances	(943.32)	(564.68)
Increase/(Decrease) in Current Liabilities	(15.47)	1499.50
Cash Generated from Operations	3581.89	3455.15
Direct tax paid	(591.89)	(140.49)
Net Cash Flow from Operating Activity	2989.50	3314.66
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Inflow/(Outflow)		
Interest received	11.18	23.36
Net Purchase of Fixed Assets	(658.95)	(4351.53)
(Increase)/Decrease in Capital Work in Progress	(1996.79)	518.14
Proceeds from sale of Fixed Assets	0.74	0.36
Net Cash Flow from Investing Activities	(2643.82)	(3809.66)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2009

Rs. In Lakhs

	As at 31st March, 2009		As at 31st March, 2008	
C) CASH FLOW FROM FINANCIAL ACTIVITIES:				
Inflow / (Outflow)				
(Repayment)/ Proceeds of Other loans	6.26		55.56	
Proceeds / (Repayment) of from Long Term Borrowings	(105.54)		(428.67)	
Increase / (Decrease) in cash Credit Utilisation	66.24		42.08	
(Repayment) / Proceeds from Unsecured Loans	382.39		1879.37	
Interest Paid	(744.58)		(747.11)	
Net Cash Flow from Financing Activities		(395.23)		801.23
D) NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS:		(49.54)		306.23
Cash and Cash Equivalents as at the Commencement of the year		346.93		40.71
Cash and Cash Equivalents as at the close of the year		297.38		346.93

Note: Previous year's figures have been regrouped and recast wherever necessary to confirm with current year's classification.

For M.ANANDAM & CO
Chartered Accountants

for and on behalf of the Board

M.V.Ranganath
Partner
M.No :28031

K.V.Vishnu Raju P V R L Narsimha Raju
Chairman and Managing Director Executive Director

Place:Hyderabad
Date : 25-06-2009

P.Rajendra Babu
Chief General Manager (Fin) &
Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS

Schedules to Accounts

Rs. In Lakhs

SCHEDULE - 1 : SHARE CAPITAL	As at 31st March, 2009		As at 31st March, 2008	
	Authorised 1000000 14% Cumulative Redeemable Preference Shares of Rs.10/- each		100.00	
20000000 Equity Shares of Rs.10 each		2000.00		2000.00
		2100.00		2100.00
Issued Capital 18394463 Equity Shares of Rs.10 each fully issued		1839.45		1839.45
Subscribed and Paid Up 18389597 Equity Shares of Rs.10 each fully paid up		1838.96		1838.96
		1838.96		1838.96

SCHEDULE - 2 : RESERVES & SURPLUS	As at 31st March, 2009		As at 31st March, 2008	
	Capital Reserve			
Opening Balance	-		49.66	
Less : Set off against Goodwill	-	-	49.66	-
Capital Subsidy		20.00		20.00
General Reserve				
Opening Balance	140.00		50.00	
Less : Current Year Transfer	90.00	230.00	90.00	140.00
Profit & Loss Account				
Opening Balance	2339.13		1026.92	
Add : Current Year Profit	1275.45		1859.86	
Less : Set of against Goodwill	-	3614.59	547.65	2339.13
		3864.59		2499.13

CONSOLIDATED FINANCIAL STATEMENTS

Rs. In Lakhs

SCHEDULE - 3 : SECURED LOANS	As at 31st March, 2009		As at 31st March, 2008	
	Term Loans from Banks	1037.16		1142.69
Working Capital from Banks	948.06		881.82	
Others	77.79	2063.00	71.53	2096.04
		2063.00		2096.04

SCHEDULE - 4 : UNSECURED LOANS	As at 31st March, 2009		As at 31st March, 2008	
	Fixed Deposits			
From Directors	-		7.70	
From Others	113.64	113.64	221.78	229.48
Unsecured Loans				
- From Directors	-		211.35	
- From Others	3542.86	3542.86	2833.27	3044.62
		3656.50		3274.10

Consolidated Financial Statements

SCHEDULE-5 : FIXED ASSETS

Rs. In Lakhs

Assets	Gross Block				Depreciation				Net Block	
	As on 01.04.2008	Additions during the Year	Deletions during the Year	As on 31.03.2009	As on 01.04.2008	Additions during the Year	Deletions during the Year	As on 31.03.2009	As on 01.04.2008	As on 31.03. 2009
Freehold Land	243.81	51.99	-	295.80	-	-	-	-	243.81	295.80
Buildings	1234.22	282.19	-	1516.40	216.23	36.33	-	252.56	1017.98	1263.84
Plant & Machinery	9058.95	186.31	-	9245.26	3289.41	482.27	-	3771.68	5769.53	5473.57
Vehicles	161.32	82.51	2.27	241.56	47.98	20.37	0.43	67.92	113.34	173.64
Office Equipment	123.36	23.94	0.10	147.20	47.44	14.86	0.04	62.27	75.92	84.93
Furniture & Fixtures	39.12	16.33	-	55.45	16.17	3.07	-	19.24	22.96	36.21
Data Processing Equipment	199.30	18.05	-	217.35	154.19	33.46	-	187.65	45.11	29.70
Sub Total	11060.08	661.32	2.37	11719.03	3771.42	590.37	0.47	4361.31	7288.67	7357.71
Capital Work in Progress	15.68	2238.68	241.89	2012.47	-	-	-	-	15.68	2012.47
Total	11075.76	2899.99	244.27	13731.50	3771.42	590.37	0.47	4361.31	7304.35	9370.18
Previous Year	7242.37	5276.55	1443.19	11075.76	1916.96	1854.87	0.41	3771.42	5325.43	7304.33

CONSOLIDATED FINANCIAL STATEMENTS

Rs. In Lakhs

SCHEDULE - 6 : CURRENT ASSETS, LOANS & ADVANCES	As at 31st March, 2009		As at 31st March, 2008	
A. Current Assets				
a) Inventories				
(As certified and Valued by the Management)				
a) Stores and Spares	634.46		489.71	
b) Raw Material	235.95		203.15	
c) Coal & HSD Oil	103.46		231.32	
d) Packing Materials	7.76		30.47	
e) Work-in-Process	262.11		435.49	
f) Finished Stock	23.27	1267.01	22.69	1412.83
b) Sundry Debtors				
a) Debts outstanding for a period exceeding six months:				
Unsecured Considered Good	103.57		61.90	
b) Other Debtors : Secured Considered Good	6.50		47.26	
Unsecured Considered Good	1435.70	1545.77	1426.85	1536.01
c) Cash and Bank Balances				
Cash on hand	13.55		4.01	
Cheques in Hand	94.22		280.11	
Balance with Scheduled Banks				
in Current Accounts	164.90		56.10	
Deposit Accounts	24.70	297.38	6.71	346.93
B. Loans and Advances				
(Unsecured and considered good)				
Advances recoverable in cash or in kind or for value to be received	1162.29		975.89	
Advance Income Tax	812.14		446.75	
Deposit with Govt & Public Bodies	574.73		400.98	
Deposit - Others	63.40	2612.56	45.61	1869.23
		5722.71		5165.00

CONSOLIDATED FINANCIAL STATEMENTS

Rs. In Lakhs

SCHEDULE - 7 : CURRENT LIABILITIES AND PROVISIONS	As at 31st March, 2009		As at 31st March, 2008	
A.Current Liabilities				
Sundry Creditors				
- For Goods & services	828.86		614.77	
- For Expenses	536.20		619.30	
Advances from customers	352.46		449.04	
Interest Accrued but not Due	4.75		8.05	
Unclaimed Dividends *	6.16	1728.43	6.16	1697.32
B.Provisions				
- For Income Tax	1460.78		591.89	
- For Proposed Dividend	275.84		275.84	
- For Divident Tax	46.88	1783.50	46.88	914.61
* There are no amounts due to be remitted to Investor Education and Protection Fund out of these amounts		3511.93		2611.93

SCHEDULE - 8 : Increase / (Decrease) in Stocks	Year Ended 31st March, 2009		Year Ended 31st March, 2008	
Opening Stocks				
Work-in-process	435.49		515.48	
Finished Goods	22.69		9.89	
	458.18		525.37	
Closing Stocks				
Work-in Process	262.11		435.49	
Finished Goods	23.27		22.69	
	285.38		458.18	
Increase/ (Decrease) in Stocks		(172.80)		(67.19)

CONSOLIDATED FINANCIAL STATEMENTS

Rs. In Lakhs

SCHEDULE - 9 : OTHER INCOME	Year Ended 31st March, 2009		Year Ended 31st March, 2008	
	Interest on Deposits	11.18		23.36
Scrap Sales & Other Income	15.93	27.11	6.40	29.76
		27.11		29.76

SCHEDULE - 10 : Material Consumption	Year Ended 31st March, 2009		Year Ended 31st March, 2008	
	Raw Materials Consumed		3232.59	
Stores & Spares Consumed		579.69		374.54
Packing Material Consumed		702.82		546.76
		4515.10		3446.10

SCHEDULE - 11 : MANUFACTURING ADMINISTRATIVE & SELLING EXPENSES	Year Ended 31st March, 2009		Year Ended 31st March, 2008	
	Power & Fuel	3533.15	*	2372.69
Direct Manufacturing Expenses	364.88		239.06	
Repairs & maintenance				
Buildings	12.93		64.32	
Plant & machinery	155.11		40.73	
Others	43.83	4109.90	190.91	2907.71
EMPLOYEE COST				
Salaries & wages	592.60		503.69	
Contribution to Provident Fund & other funds	61.22		54.41	
Staff and Workmen welfare expenses	60.86	714.68	50.67	608.77
ADMINISTRATIVE EXPENSES				
Directors Remuneration & Perquisites	96.03		127.01	
Insurance	18.21		24.71	
Rent Rates & Taxes	56.49		41.52	
Travelling & Conveyance Expenses	119.78		49.28	
Directors Travelling Expenses	-		67.00	
Printing & Stationery	9.07		13.65	
Telephone Postal Expenses	26.18		22.90	
Office Maintenance	101.85		90.92	
Auditors Remuneration:	9.47		4.05	
Legal & Professional Charges	75.04		56.95	
Share Transfer & Other Secretarial Expenses	18.30		6.79	
Loss on Sale of Vehicle	1.10		0.49	
Misc. Balances Written Off	40.37		1.75	
Service Tax	4.08		4.75	
Sales Tax/Excise Duty Paid	5.94	581.91	7.28	519.05
Selling & Distribution Expenses				
Freight Charges	408.01		352.42	
Product Promotional expenses	120.12		106.09	
Trade Discount	173.08	701.21	290.21	748.72
TOTAL		6107.69		4784.25

CONSOLIDATED FINANCIAL STATEMENTS

Rs. In Lakhs

SCHEDULE - 12 : INTEREST AND FINANCE CHARGES	Year Ended 31st March, 2009		Year Ended 31st March, 2008	
	on Term Loans	168.05		239.64
on Working Capital	123.98		141.30	
on other Loans	365.82		288.39	
Bank Charges	86.73	744.58	77.78	747.11
		744.58		747.11

SCHEDULE 13: SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS TO THE CONSOLIDATED ACCOUNTS

A. Significant Accounting Policies:

1) Principles of Consolidation :

The consolidated financial statements relate to Anjani Portland Cement Ltd and its 100% subsidiaries viz Vennar Ceramics Ltd and Hitech Print Systems Ltd. The consolidated financial statements have been prepared on the following basis.

- a) *The financial statements of the Company and its subsidiary companies are combined on line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra group transactions in accordance with the Accounting Standard (AS) 21 – “Consolidated Financial Statements”.*
- b) *The difference between cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital reserve as the case may be.*
- c) *As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company’s separate financial statements.*

2) Other Significant Accounting Policies:

These are set out under Significant Accounting Policies and Notes on Account as given in the stand alone financial statements of Anjani Portland Cement Ltd.

B. Notes on the Accounts

1) Secured Loans:

i) Term Loans:

Term loans are secured by a first/joint equitable mortgage by deposit of title deeds with State Bank of India, leader of consortium bankers, of all the Company’s immovable properties, both present and future and hypothecation of all movable assets (other than book debts) ranking pari passu with the charges created in favour of the Consortium Bankers State Bank of India, Punjab National Bank , Indian overseas Bank and State Bank of Hyderabad .The term loans are further secured by the personal guarantee of Managing Director and one of the Directors.

Term Loan of Hitech Print Systems Ltd. from Indian Bank is secured by a first charge by way of hypothecation of all Inventories and Receivables both present & future, Equitable Mortgage of Factory Land admeasuring Ac 4.5 acres together with building thereon and All plant & Machinery and Electrical Equipment. The Term Loan is further secured by the personal guarantee of Sri K.V.Vishnu Raju, Director of the Company.

ii) Working Capital:

Cash Credit facility with State Bank of India, Punjab National Bank, Indian Overseas Bank and State Bank of Hyderabad is secured by hypothecation of stocks of raw materials, Stock in Process, Finished Goods, Spares and Book debts and second charge on Fixed Assets and personal guarantee of Managing Director and one of the Directors.

The Hitech Print Systems Ltd having Cash Credit facility with Indian Bank is secured by hypothecation of stocks of raw materials, stock in process, finished goods, spares and book debts and second charge on Fixed Assets and personal guarantee of two Directors.

2) Contingent Liabilities not provided for:

Rs. In Lakhs

Particulars	2008-09	2007-08
A) Claims against the company not acknowledged as Debt, in respect of : Sales Tax demand dispute by the company pending in appeal with sales tax tribunal and writ filed in High Court. Amount paid under protest against the above Rs. 33.49 Lakhs	Rs.83.86	Rs.68.83
B) Towards Letter of Credit and Bank Gurantee	Rs. 1020.91	Rs. 6.71
C) Income Tax demand Disputed	-	Rs. 24.40

The Company has disputed a demand of Rs 92.93 Lakhs originally raised by M/s AP Transco Ltd on account of minimum demand charges claimed by them in the period 16.4.1997 to 15.12.1999. Subsequently they have revised the claim as per court order and demanded Rs 55.29 Lakhs after adjusting Rs 15.65 Lakhs which was paid under protest. The Honourable High Court has granted absolute stay subject to payment of Rs 30 Lakhs and the same was paid accordingly. In the opinion of the management of the company the demand is not justified. Accordingly the provision for the entire claim has not been made pending disposal of the case.

The company had availed input credit amounting to Rs 20.00 Lacs on coal purchases from 01-04-2005 to 31-12-2005. The AP Government vide GO no MS 2201 Ref CT II dept dt 29-12-2005 made input tax on coal purchase ineligible w.e.f 01-04-2005 and made demand for Rs 20.00 Lacs. The Company has appealed against the GO in Honourable High Court and paid 50% of disputed tax i.e 10.00 Lacs for admission of Appeal.

3. The balances of certain sundry creditors, sundry debtors, unsecured loans and loans and advances are subject to confirmation and reconciliation.

4. Managerial Remuneration:

Rs. In Lakhs

	As at 31st March, 2009	As at 31st March, 2008
Managing Director		
Salary	13.86	13.86
PF Contribution	1.08	1.08
Perquisites	0.05	0.11
Commission on Profits	39.04	35.83
Total	54.03	50.88
Whole Time Director(s)		
Salary	13.59	22.08
P F Contribution	1.06	1.73
Perquisites	0.60	1.30
Commission on Profits	29.28	47.77
Total	44.53	72.88

Rs. In Lakhs

	2008-09	2007-08
5. Earnings Per Share:		
Profit for the Year after tax	1688.18	1766.43
Number of Equity Shares	18389597	18389597
Earning Per Share (Basic and Diluted) (Rs.)	9.18	9.61
Face Value of each Equity Share (Rs.)	10.00	10.00
6. Deferred Tax Liability comprises of the following		
	2008-09	2007-08
Deferred Tax Liability		
Relating to Depreciation on Fixed Assets		
Opening Balance	444.26	3.41
Add: Current Year	8.74	440.85
Closing Balance	453.00	444.26

7. Segment Reporting: The company has no reportable segments under AS-17

8. Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring in line with the Parent Company's Financial Statements.

9. Previous year figures have been regrouped wherever necessary to conform to this year regroupings/ classification.

The Schedules referred to above form an integral part of the Balance Sheet
As Per our report of even date attached

for and On behalf of the Board

for and On behalf of
M.ANANDAM & CO.
Chartered Accountants

M.V.Ranganath
Partner

K V Vishnu Raju
Chairman and Managing Director

P.V.R.L.NarasimhaRaju
Executive Director

Place : Hyderabad
Date : 25.6.2009

P. Rajendra Babu
Chief General Manager (Fin) &
Company Secretary

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATION TO COMPANY'S INTERET IN SUBSIDIARY COMPANIES

Name of the Subsidiary Company	Vennar Ceramics Limited
1. The Financial year of the Subsidiary Company ended on	31.03.2009
2. Date from which they become Subsidiary Company	30.01.2001
3. a. Number of Shares held by Anjani Portland Cement Limited with its nominee in the Subsidiary at the end of the financial year if the subsidiary Company	49,66,070 ordinary shares of Rs. 10/- each
b. Extent of interest of Holding Company at the end of the financial year of the Subsidiary Company	100%
4. The net aggregate amount of the Subsidiary Company Profit / (Loss) so far as it concerns the members of the Holding Company	Rs. (123.39) Lakhs
a. Not dealt with in the Holding Company Accounts	
I) For the financial year ended 31st March, 2009	
II) For the previous financial years of the Subsidiary Company since it became the Holding Company's subsidiary.	
b. Dealt with in Holding Company's Accounts	
I) For the financial year ended 31st March, 2009	
II) For the previous financial years of the	

Information of Subsidiary Companies

Vennar Ceramics Ltd.	As on 31-03-2009	
	(Rupees in Lakhs)	
(a) Share Capital	:	496.61
(b) Reserves	:	---
(c) Total Assets	:	509.59
(d) Total Liabilities	:	509.59
(e) Detail of Investment (except in case of investment in the subsidiaries	:	NIL
(f) Turnover	:	258.41
(g) Profit / (Loss) before Taxation	:	(123.11)
(h) Prior Period Adjustments	:	0.04
(i) Provision for taxation	:	0.24
(j) Profit / (Loss) after taxation	:	(123.39)
(k) Proposed Dividend	:	NIL

for and On behalf of the Board

K V Vishnu Raju
Chairman and Managing Director

P.V.R.L.NarasimhaRaju
Executive Director

Place : Hyderabad
Date : 25.6.2009

P. Rajendra Babu
Chief General Manager (Fin) &
Company Secretary

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATION TO COMPANY'S INTERET IN SUBSIDIARY COMPANIES

Name of the Subsidiary Company	Hitech Print Systems Limited
1. The Financial year of the Subsidiary Company ended on	31.03.2009
2. Date from which they become Subsidiary Company	22.07.2007
3. a. Number of Shares held by Anjani Portland Cement Limited with its nominee in the Subsidiary at the end of the financial year if the subsidiary Company	15,00,000 ordinary shares of Rs. 10/- each
b. Extent of interest of Holding Company at the end of the financial year of the Subsidiary Company	100%
4. The net aggregate amount of the Subsidiary Company Profit / (Loss) so far as it concerns the members of the Holding Company	Rs. 144.29 Lakhs
a. Not dealt with in the Holding Company Accounts	
I) For the financial year ended 31st March, 2009	
II) For the previous financial years of the Subsidiary Company since it became the Holding Company's subsidiary.	
b. Dealt with in Holding Company's Accounts	
I) For the financial year ended 31st March, 2009	
II) For the previous financial years of the	

Information of Subsidiary Companies

As on 31-03-2009

Hitech Print Systems Ltd.	(Rupees in Lakhs)
(a) Share Capital	: 150.00
(b) Reserves	: 943.29
(c) Total Assets	: 1937.79
(d) Total Liabilities	: 1937.79
(e) Detail of Investment (except in case of investment in the subsidiaries	: NIL
(f) Turnover	: 2386.49
(g) Profit before Taxation	: 267.93
(h) Provision for taxation	: 123.64
(i) Profit after taxation	: 144.29
(j) Proposed Dividend	: NIL

for and On behalf of the Board

K V Vishnu Raju
Chairman and Managing Director

P.V.R.L.NarasimhaRaju
Executive Director

Place : Hyderabad
Date : 25.6.2009

P. Rajendra Babu
Chief General Manager (Fin) &
Company Secretary

FORM FOR ECS MANDATE / BANK MANDATE

M/s. Sathguru Management Consultants Private Limited
Unit : Anjani Portland Cement Limited
Plot No. 15, Hindi Nagar, Near Sai Baba Temple,
punjagutta, Hyderabad - 500 034.

Dear Sir,

I/We do hereby authorise Anjani Portland Cement Limited to
Credit my dividend amount directly to my Bank Account as per details furnished by
● Electronic Clearing Service (ECS)-ECS Mandate*
● Print the details of my Bank Account as furnished below, on my dividend warrant which
● will be mailed to me -Bank Mandate*

(*Strike out whichever is not applicable)

Folio No.
(For share held in physical form)

DP ID
Client ID

(For share held in electronic form)

A. Name of First holder

B. Bank Name

C. Branch Name

D. Branch Address (for ECS Mandate only)
& Telephone No. of Branch

E. Bank Account Number

F. Account Type (Savings / Current)

G. 9 Digit Code Number of the bank & branch
as appearing on the MICR cheque
(for ECS Mandate only)

I hereby declare that particulars given above the correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Anjani Portland Cement Limited will not be held responsible.

Place :

Date :

NOTE :

Signature of first named shareholder
(as per specimen lodged with the Company)

1. Please attach a blank cancelled cheque or a photocopy of a cheque issued by your Bank relating to your above account.



ANJANI PORTLAND CEMENT LTD
"Sitha Nilayam", 153, Dwarakapuri Colony,
Panjagutta, Hyderabad - 500 082

**TWENTY FIFTH ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Folio No _____ DP ID No* _____ Client ID No* _____
No.of Shares held _____

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company to be held on Friday, the 25th September, 2009 at 11.00 A.M. at Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad - 500 063.

Name of the Shareholder :
Name of the Proxy :

Signature of Shareholder / proxy :

* Applicable for investors holding shares in electronic form

NOTE :

Only shareholders of the Company or their proxies will be allowed to attend the meeting.

ANJANI PORTLAND CEMENT LTD
"Sitha Nilayam", 153, Dwarakapuri Colony,
Panjagutta, Hyderabad - 500 082

PROXY FORM

Folio No _____ DP ID No* _____ Client ID No* _____
No.of shares held
(To be filled by the Shareholder)

I/We being a Member/Member(s) _____
Of ANJANI PORTLAND CEMENT LIMITED hereby appoint _____
Of failing him/her _____ of _____
as my/our proxy to vote for me/us and on my/our _____
behalf at the Twenty Fifth Annual General Meeting of the Company to be held on Friday,
the 25th September, 2009 at 11.00 A.M and at any adjournment thereof.

Signed this _____ day of _____ 2009

Affix
Rs. 1.00
paise
Revenue
Stamp

NOTE: This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.



Hitech Print Systems Limited



Vennar Ceramics Limited (Power Plant)

**BOOK POST
PRINTED MATTER**

If Undelivered, please return to :

Anjani Portland Cement Ltd.
Sitha Nilayam,
153, Dwarkapuri Colony,
Panjagutta, Hyderabad - 500 082.