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18th ANNUAL GENERAL MEETING

DAY	: Monday
DATE	: Sept. 26, 2011
TIME	: 11.30 A.M.
VENUE	: Registered Office Situated at 215/2, "Jyoti Towers", 6th Cross, Nazar Camp, Karbhar Galli, M. Vadgaon, Belgaum - 590 005.

BOARD OF DIRECTORS

Shri. H. D. Katwa	Chairman Emeritus
Shri. Venkatesh Katwa	Chairman
Shri. Vilas Katwa	Managing Director
Shri. Deepak Katwa	Director
Shri. Dinesh Kotecha	NED - I Till 25-07-2011
Shri. Govindraj Chitta	NED - I
Smt. Bharati Kamatgi	NED - I
NED - I [Non Executive Director - Independent]	

COMPANY SECRETARY

Shri. Rajesh Lakkar

BANKERS

Syndicate Bank, Camp, Belgaum.
Karnataka Bank Ltd., Tilakwadi, Belgaum

AUDITORS

C. A. Prabhakar K. Latkan
Chartered Accountant
1083, Ananat Shayan Galli,
Belgaum - 590 002.

REGISTERED OFFICE

215/2, Jyoti Towers, 6th Cross,
Nazar Camp, Karbhar Galli,
M. Vadgaon, Belgaum - 590 005.
E-mail : keshavcement@katwa.com
Website : www.keshavcement.com

PLANTS

Plants I	: R.S.No.346, Kaladgi Village, Bagalkot - 587 313 [Karnataka]
Plant II	: R.S. No.15/4, At, Mudhol, Nagnapur Industrial Area, Bagalkot - 587 122 [Karnataka]

REGISTRAR & SHARE TRANSFER AGENT

Can Bank Computer Service Limited
Unit : Shri Keshav Cements & Infra Limited
218, J. P. Royale, 1st Floor, 14th Cross,
Sampige Road, Malleshwaram,
Bangalore - 560 003
Phone No.: +91-080-23469661/62/64/65
Fax No. +91-080-23469667/68
E-mail : canbankrta@ccsl.co.in
Website : canbankrta.com

**18th ANNUAL GENERAL MEETING
NOTICE**

NOTICE is hereby given that the eighteenth Annual General Meeting of the Members of **SHRI KESHAV CEMENTS & INFRA LTD.**, will be held on Monday the 26th September 2011, at 11.30 A.M. at the Registered Office of the Company: 'Jyoti Towers', 215 Karbhar Galli, Nazar Camp, M. Vadagon, BELGAUM 590005 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2011 and Profit and Loss Account for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mrs. Bharati Kamatgi, who retires by rotation and, being eligible, offers herself for reappointment.
3. To appoint a Director in place of Mr. Venkatesh Katwa, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint the Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification, following as an ordinary resolution. **RESOLVED** that Mr. Mahesh Udadar, Chartered Accountant, Belgaum who has furnished his consent in writing to act as a Director and in respect of whom the Company has received a notice from a member signifying his intention to propose his candidature be and is hereby appointed u/s 257 of the Companies Act, 1956 as a Director of the Company.

Registered Office:

'Jyoti Towers',
215 Karbhar Galli, Nazar Camp,
M. Vadagon, BELGAUM 590002
Date: 16th August 2011

By Order of the Board of Directors

For **SHRI KESHAV CEMENT & INFRA LIMITED**

Rajesh Lakkar
Company Secretary

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/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September 2011 to 26th September 2011 [both days inclusive] for the purpose of Annual General Meeting.
3. Members/Proxies should bring the Attendance Slips sent herewith duly filled in, for attending the Meeting.
4. An Explanatory Statement Pursuant to Section 173 of the companies Act 1956 is annexed hereto
5. Corporate Members intending to send their authorized representative/s to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative/s to attend and vote at the meeting.
6. Members desiring any information on accounts or operations of the Company are requested to forward his/her queries to the Company at least Eight days prior to the date of the Meeting, so that the required information is made available at the Meeting.
7. As members are aware, equity shares of the Company are traded in electronic form for all shareholders. Members who hold shares in physical form may dematerialize the same. ISIN allotted to the Company for this purpose is INE 260E01014.

8. Shareholders are requested to immediately notify any change in their address or bank mandate to their depository participants with whom they are maintaining their demat account or to the Company's Registrar and Transfer Agents, namely, M/s. Canbank Computer Services Limited Unit: Katwa Udyog Limited J.P Royalle, Malleshwaram 14th Cross, Sampige Road, Bangalore -590 002 if shares are held in physical form.

Registered Office:

'Jyoti Towers',
215 Karbhar Galli, Nazar Camp,
M. Vadagon, BELGAUM 590002
Date: 16th August 2011

By Order of the Board of Directors
For **SHRI KESHAV CEMENT & INFRA LIMITED**

Rajesh Lakkar
Company Secretary

AN EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESS

The Company has received notice from Mr. Vijay Bansur, a member signifying his intention to propose the candidature of Mr. Mahesh Udadar, Chartered Accountant as a Director of the Company under section 257 of the companies Act, 1956. Mr. Mahesh Udadar is a young practicing Chartered Accountant and the Board feels that his presence in the Board would be an asset to the Company

Therefore, the Board commends his appointment as a Director, who would be an independent Director

MEMORANDUM OF INTEREST

Name of the Directors some the appoints Director are interested in this appointment.

[ANNEXURE TO THE NOTICE DATED 16th August 2011]

DETAILS OF THE DIRECTORS SEEKING REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT

Sl. No.	Name of the Director	Date of Birth	Date of Appointment	Qualification	Directorship held in other public Cos if any	Chairmanship/ Memberships of committees across other public Cos if any	No. of equity shares held
1	MAHESH UDADAR	03.01.1979	Will be appointed in forthcoming AGM	B.Com. F.C.A.	NIL	NIL	NIL
2	MRS.BHARATI KAMATGI	15.07.1975	01.04.2003	Graduate	NIL	NIL	NIL
3	MR.VENKATESH KATWA	04.08.1973	24.10.1994	B.E. M.S	Katwa Finlease Ltd. Katwa Infotech Ltd. Katwa Construction Co. Ltd. Katwa Finance & Investment Co. Ltd. Katwa Oil Ltd.	NIL	680350

SHRI KESHAV CEMENT & INFRA LIMITED
Formerly KATWA UDYOG LIMITED

DIRECTORS REPORT

To,

The Members,

The Directors hereby present their Eighteenth Annual Report along with audited profit and loss account for the year ended March 31st 2011.

Amount in Rupees]

Particulars	For the year ending March 31st 2011	For the year ending March 31st 2010
Total Income	22,47,25,106	27,44,30,343
Less : Interest	2,47,02,131	3,97,53,791
Depreciation	2,31,30,414	1,95,72,657
Profits before Tax	1,16,90,371	1.13.58,883
Add : Excess / [short] Provision of Taxes	22,78,737	NIL
Add : MAT Credit Entitlement	23,29,950	NIL
Add : Deferred Tax Asset	(79,59,800)	6,50,000
Total	75,95,908	1,20,08.883
Less: Provision for Income tax	25,50,000	2,000,000
Profit after Tax	57,89,258	1,00,08,883
Add : Balance brought forward	2,36,82,556	1,36,73,673
Amount available for appropriation	2,94,71,814	2,36,82,556
Proposed available for appropriation	--	--
Provision for corporate dividend tax	--	--
Transfer to General Reserve	--	--
Amount carried to balance sheet	--	--
Total	2,94,71,814	2,36,82,556

REVIEW OF THE OPERATIONS**OPERATIONS:**

During the years under review the sales turn over has decreased to Rs. 23.34 crores as against Previous year sales turnover of Rs. 28.31 crores. The pre-tax profit is Rs. 1.17 crore as against Previous profit of Rs. 1.14 crore. Post tax profit is of Rs. 57.89 lakhs as against Previous year profit of Rs. 100.09 lakhs. The market conditions for cement industry were not favorable during whole of the financial year and in addition, the Lokapur plant gave trouble as a result the plant was closed for almost five months as a result the turn over as well as the profitability is adversely affected. Nonetheless, the Directors are confident of achieving the targeted sales and profit in the current financial year.

DIVIDEND :

Keeping in view the long term interests of this company and its stakeholders, the Board has decided to skip the dividend for the year. The Directors hope and trust that the members would appreciate the reason for skipping the dividend.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors confirm

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures,
2. That the board had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the period,
3. That the Board has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularity ,
4. That the Board had prepared the annual accounts on going concern basis.

LISTING OF SHARES [DISCLOSURE REQUIREMENT AS PER SEBI CIRCULAR NO.14/98 DATED 24.4.1998]

During the year under report, the equity shares of the Company were traded on the Bombay Stock Exchange. The Company has paid annual listing fee to the Bombay Stock Exchange up to the financial year 2011-12 . During the financial year 2010-11 or up to the date of this report, the trading in the equity shares of the Company was not suspended.

AUDITORS

Mr. Prabhakar Latkan Chartered Accountant retires at the ensuing annual general meeting. The retiring auditor has confirmed his willingness and eligibility to accept audit assignment, if re-appointed.

The audit report is qualified on the aspect that the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956; save the compliance with accounting standards 28 on impairment of assets. As in respect of Previous year, the Directors would like to state that the management has done thorough examination of the plant and machineries of the Company. As the plant II at Lokapur which was commenced in the last year gave initial teething problems, the management has taken great efforts to locate the problems and carried out substantial repairs, recondition of the machineries and the cost thereof is reflected in the books. Thus, the Directors feel that the value of fixed assets shown in the books does reflect its 'current carrying cost' and hence there is no violation of Accounting Standards.

So far as the other qualifications in the audit report, the management feels that the same are made with reference to notes on accounts prepared by the management themselves hence no separate explanation from the management is necessary.

BOARD OF DIRECTORS

During the year under report, the Board was duly constituted in so far as the number of independent Directors was 50% and the Mr. Venkatesh Katwa as the Non Executive Chairman.

COMPOSITION OF THE BOARD OF DIRECTORS

Name of the Director	Designation	Date of appointment
Mr. Venkatesh Katwa	Chairman	Appointed as a director on 25.09.1995 and elected as a Chairman on 28.07.2008
Mr. Govindraj Chitta	Non Executive Director	24.10.1994
Mr. Vilas Katwa	Managing Director	1.4.2002 re-appointed on 1-4-2007
Mrs. Bharati Kamatgi	Independent Director	1.4. 2003
Mr. Deepak Katwa	Non Executive Director	25.5.2007
Mr. Dinesh Kotecha	Independent Director	26.7.2007 till 25th July 2011

The Board would like to mention here that Mr. Dinesh Kotecha, Chartered Accountant and Chairman of the Audit Committee resigned with effect from 23rd July 2011. Mr. Mahesh Udadar, Chartered Accountant has agreed to act as a Director and Chairman of the Audit Committee and accordingly, the notice convening forthcoming annual general meeting throws more light on this point.

BOARD COMMITTEES**AUDIT COMMITTEE**

After reconstitution of the Board on 28th July 2008 the audit committee consisted of following Directors during the financial year 2010-11.

1. Mr. Dinesh Kotecha, Chairman till 25th July 2011
2. Mrs. Bharati Kamatgi
3. Mr. Govindraj Chitta

Remuneration Committee

After reconstitution on 28th July 2008, the audit committee consisted of the following:

1. Mr. Dinesh Kotecha, Chairman till 25th July 2011
2. Mrs. Bharati Kamatgi
3. Mr. Govindraj Chitta

CORPORATE GOVERNANCE

Pursuant to clause No 49 of Listing Agreement with the stock exchanges, a management discussion and analysis, Corporate Governance Report and Auditors' certificate regarding compliance of conditions of corporate governance are made part of the annual report.

CONSERVATION OF ENERGY**A. Energy Consumption**

a. Energy conservation measures taken:	Efforts to conserve and optimize use of energy through improved operational methods are made on continuous basis. During the year, the Company has installed great cooler in Lokapur Plant II to cut down cost of coal consumption by taking financial assistance from Karnataka Bank Limited.
b. Additional investments and proposals, if any, being implemented for the reduction of consumption of energy	Rs. 8,00,00,000 (Approx)
c. Impact of the measures at (a) and (b) above for the reduction of energy consumption and consequent impact on the cost of production of goods	As the installation of great cooler was completed in March 2011, the impact of the same could not be ascertained in this financial year.
d. Total energy consumption and energy consumption as per Form A	Annexed to this report separately

B. Technology, absorption, adoption & ennovation foreign exchange earning & outfeow : NIC/NOT APPLICABLE**1. EMPLOYEE STATEMENT**

No statement of employees pursuant to section 217[2A] of the Companies Act, 1956 is annexed hereto as none of the employee of the Company was in receipt of remuneration @ Rs. 24 lakhs per annum or at the said rate for any part of the year.

2. ACKNOWLEDGEMENTS

The Directors record their grateful appreciation of the co-operation extended by Syndicate bank as well as the continued trust and confidence reposed by business associates, regulatory authorities, customers, shareholders and employees at all levels.

For and on behalf of the Board of directors

Place: Belgaum-590005

Dated: 16th August 2010

Venkatesh Katwa
Chairman

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2010-11

(As required under clause 49 of the listing agreement entered in to with the stock exchanges)

A brief statement on the Company**1. MANAGEMENT DISCUSSION AND ANALYSIS**

Shri Keshav Cements and Infra Limited formerly Katwa Udyog Limited is a Company promoted by first-generation entrepreneurs from upcountry place. The management of the Company has focused its attention on rehabilitation of sick cement industries as shall be borne out by the fact that in the initial stage, the Company has taken over the ailing sick Sangam Cements, Kaladgi from KSFC and in the second stage the Company has taken over the sick cement Unit of SHRI QUALITY CEMENT LIMITED, Lokapur from IDBI in the year 2007. After implementing programs of substantial expansion and modernization to these sick units, both units are now running successfully albeit some initial teething problems do exist. Management hopes to cover all these in the current year and the operations would be conducted to the optimum level so as to create value for the stakeholders. As explained elsewhere, the Company has established great cooler plant during this financial year at an approximate aggregate cost of Rs. 8 crores by taking financial assistance from Karnataka Bank Limited. Management hopes to curtail energy cost through this means which would reduce cost of production.

2. CEMENT INDUSTRY- OUTLOOK AND OPPORTUNITIES

Though the market for the cement in the previous financial year was depressed, nonetheless, cement being one of the core infrastructure product, demand for it is bound to pick on account of the growing population of India as well as emphasis and stress accorded to it by the Central and State Governments. So although short term scenario may not look bright, but then the long term picture is very rosy.

3. RISKS AND CONCERNS

The outlook seems to be positive for the current as well as the next year, however the performance in the coming months would be largely dependent on the overall industry scenario

The company perceives threat from imports and consequent pressure on the domestic prices apart from the increase in prices of raw materials and other inputs due to any spurt in crude oil prices

The compliance with the requirements of clause 49 are being reported in the form of questionnaire

Board of Directors

The Board should have an optimum combination of Executive and Non-executive Directors and at least 50% of the Board should comprise Non-executive Directors. Further, at least one third of the Board should comprise Independent Directors where Chairman is non-executive and at least half of the Board should be independent in case of an executive Chairman.

SHRI KESHAV CEMENT & INFRA LIMITED

On and from 28th July 2008, the Board consisted of the following six Directors

Name of the Director	Designation	Date of appointment
Mr.Venkatesh Katwa	Non executive Chairman	Appointed as a director on 25.09.1995 and elected as a Chairman on 28.07.2008
Mr. Govindraj Chitta	Independent Non Executive Director	24.10.1994
Mr.Vilas Katwa	Managing Director	1.4.2002 re-appointed on 1-4-2007
Mrs. Bharati Kamatgi	Independent Non Executive Director	1.4. 2003
Mr.Deepak Katwa	Non Executive Director	25.5.2007
Mr.Dinesh Kotecha	Independent Non Executive Director	26.7.2007 till 25 th July 2011

The names and categories of Directors on the Board, their attendance at the meetings during the year and at the annual general meeting, as also the number of directorships and committee membership held by them is given below.

Name	Category	No of Board meetings attended during 2009-10	Whether attended AGM on 26 th August 2009	No. of Directorships in other public companies	No of committee position held
Venkatesh Katwa	Promoter	5	Yes	3	NIL
Govindraj Chitta	Independent	5	No	NIL	NIL
Vilas Katwa	Promoter	5	Yes	3	3
Bharati Kamatagi	Independent	5	Yes	NIL	NIL
Depak Katwa	Promoter	5	Yes	3	NIL
Dinesh Kotecha	Independent	5	Yes	NIL	NIL

The Board should set up a committee under the chairmanship of a Non-executive director to specifically look into shareholder issues including share transfers and other complaints.

The company had established share transfer Committee way back in the year 1995 itself and during the year 2003-04, the terms of reference of the said committee were enlarged to include all issues concerning shareholders. Thus, besides,

transfer and transmission of shares, issue of duplicate shares, non receipt of annual report, dividend, and the committee looks in to specific complaints from shareholders on all aspects and issues affecting the interests of the investors.

During the financial year 2010-11, the composition of the committee is as under:

Mr. Venkatesh Katwa, Non Executive Chairman

Mr. Rajesh Lakkar, Company Secretary and Compliance Officer

The committee met 12 times during the year.

To expedite the process of share transfers, the Board should delegate the power of share transfer to an Officer or a Committee or to the Registrar and Share transfer Agents. The delegated authority should attend to share transfer formalities at least once in a fortnight

Yes, the power to approve transfer of shares is delegated to a committee consisting of compliance officer and Chairman of the Board. 86.03 % percent of the shares are in the demat form.

In respect of shares in the physical segment, the Board has authorised Mr. K. Ravi and Mr. Naidu officials of CANBANK COMPUTER SERVICES LTD, J. P. Royalle, 215, 1st Floor, 2nd Main, Sampige Road, Near 14th Cross, Malleshwaram Bangalore-560 003 the RTAs with powers of share transfer and upon preliminary scrutiny by those officials of the RTA, the transfers are placed before the Share transfer committee from time to time for ratification.

As on 31st March 2011, there were no pending share transfers with the company.

1. ***The Corporate Governance Section of the Annual Report should make disclosures on remuneration paid to directors in all forms including salary, benefits, bonuses, stock options, pension and other fixed as well as performance linked incentives paid to the Directors.***

Details of remuneration for the year 2010-11

Name of director	Salary / Commission	Sitting fees	Bonus, stock options, pension other incentives
Mr. Venkatesh Katwa	Nil	Nil	Nil
Mr. Dinesh Kotecha	Nil	Rs.1000 per meeting	Nil
Mr. Govindraj Chitta	Nil	Rs.1000 per meeting	Nil
Mr. Vilas Katwa	Rs. 25,000 p.m.	Nil	Nil
Mrs. Bharati Kamatgi	Nil	Rs. 1,000 per meeting	Nil
Mr. Deepak Katwa	Nil	Nil	Nil

The Board meetings should be held at least four times in a year, with a maximum time gap of four months between any two meetings and all information as mentioned in Annexure I to clause 49 of the Listing Agreement should be made available to the Board.

Date of Board meeting	City	No. of Directors present
30 th April 2010	BELGAUM	All Directors Present
10 th May 2010	BELGAUM	All Directors Present
27 th July 2010	BELGAUM	All Directors Present
13 th October 2010	BELGAUM	All Directors Present
14 th February 2011	BELGAUM	All Directors Present

2. *As a part of disclosures related to the management, in addition to the Director's Report, Management Discussion and Analysis Report should form part of the Annual Report.*

This Management discussion and Analysis Report forms part of Annual Report and the same is in accordance with the requirements of clause 49V(A) of the listing agreement. A certificate from the Statutory Auditors confirming compliance with the conditions of corporate Governance as stipulated in clause 49 of the Listing Agreement of the Stock Exchanges in India forms part of this Annual Report.

3. *All company related information like quarterly results, presentation made by companies to analysts may be put on the Company's web site or may be sent in such a form so as to enable the stock exchange on which the company is listed to put it on its own web-site.*

Although the copies of the press releases and financial results are not put on the company web site, but then all efforts are made to send the quarterly financial results, distribution schedule, secretarial audit reports and other information to the stock exchanges immediately.

4. *There should be separate section on Corporate Governance in the Annual Report, with details on the level of compliance by the Company. Non-compliance of any mandatory recommendation with reasons thereof and the extent to which the non-mandatory recommendations have been adopted should be specifically highlighted.*

The management is committed to total transparency in running the company. The level of compliance with the provisions of the applicable laws of the country as well as compliance with the requirements of the Corporate Governance as per the listing agreement, forms part of the Annual report.

5. *The Non-Executive Chairman of the Company should be entitled to maintain an office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. This will enable him to discharge the responsibilities effectively (This is a non mandatory recommendation)*

This being a non-mandatory requirement, the same is not implemented.

6. *A qualified and an independent "Audit Committee" should be set up at the Board level, as it would go a long way in enhancing credibility of the financial disclosures and promoting transparency.*

As stated earlier, our company has constituted an audit committee at the Board level from January 2001, soon after enactment of section 292A of the Companies Act, 1956 effective from 13.12.2000, prior to that the company was not required to constitute the committee as per the schedule of implementation of clause 49 of the listing agreement.

During the financial year 2010-11 audit committee consisted of

- Mr. Dinesh Kotecha (till 25th July 2011)
- Mrs. Bharati Kamatgi
- Mr. Govindraj Chitta

The audit committee met five times during the year, on 30th April 2010, 10th May 2010, 13th October 2010 and 14th February 2011. The annual audited accounts were reviewed by the audit committee and recommended to the Board.

The Chairman of the audit committee was present at the Annual General Meeting of the company held on 27th July 2010

7. ***The Board should set up a "Remuneration Committee" to determine on their behalf and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment.***

As stated earlier, our company has constituted remuneration committee. Presently the Remuneration Committee consists of the following three Directors:

- Mr. Dinesh Kotecha (till 25th July 2011)
- Mrs. Bharati Kamatgi
- Mr. Govindraj Chitta

The committee recommends remuneration of executive directors based on the parameters laid down in schedule xiii to the Companies Act, 1956. Looking at the size and volume of the company's business, the committee has not taken in to account the industry trend and remuneration practices of other companies because the fact that the facts and figures of our company are not comparable.

8. ***No Director should be a member in more than 10 committees or act as chairman of more than five committees across all companies in which he/she is a Director. Furthermore, it should be a mandatory requirement for every Director to inform the company about the committee positions he occupies in other companies and notify changes as and when they take place.***

None of the Directors of your company is a member of more than ten committees or Chairman of more than 5 committees across all companies in which he is a Director.

9. ***The Company should provide a brief resume, expertise in specific functional areas and names of companies in which he/she holds Directorship and the membership of Committees of the Board, while appointing a new Director or re-appointing an existing Director.***

During the financial year 2010-11, no new Director was inducted hence information concerning Directors seeking re-election was furnished. IN the notice convening the forthcoming annual general meeting, information concerning directors seeking re election by rotation as well as the induction of fresh director is being furnished.

10. ***Disclosures to be made to the Board by the management relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the***

company at large. These include dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives, etc.

No transaction of material nature has been entered in to by the company with promoters, Directors or the management or associate companies or relatives etc. that may have potential conflict of interests of the company.

- 11. The half-yearly declaration of financial performance including summary of the significant events in last six-months, should be sent to each household of shareholders.**

This been a non-mandatory recommendation, the same is not implemented.

- 12. The financial institutions should, under normal circumstances, have no direct role in the decision making of the Board of the Company. There is however a ground for the term lending financial institutions to have nominees on the Boards of the borrower companies, to protect their interests as creditors. In such cases, the nominee directors should take an active interest in the activities of the Board and assume equal responsibility, as any other director on the Board.**

Presently the company has no nominee of any Bank or financial institution on its board. Therefore, this is not a relevant issue for the year.

Other disclosures

1. Details of Annual General Meetings

Location and time, where last three AGMs held

Year	Location	Date	Time
2009-10	Belgaum	27 th July 2010	11.30 A.M.
2008-09	Belgaum	26 th August 2009	11.30A.M..
2007-08	Belgaum	15 th September 2008	11.30 A.M.

Whether special resolutions were put through postal ballot last year?

No.

Are votes proposed to be conducted through postal ballot this year?

No as presently no such agenda, which mandates postal ballot.

- 2. Disclosures on materially significant related party transactions of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. That may have potential conflict with the interests of company at large.**

A Statement on related parties transactions is annexed to the notes on

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

None during the financial year 2010-11

- 4. Means of communication**

Half yearly report sent to each household of shareholders : not sent to members individually but reported to the stock exchanges and reported to the press through announcement.

Quarterly results : not sent to members individually but reported to the stock exchanges and reported to the press through announcement.

Free Press Journal, Bombay and "Pudhari" Local Marathi Daily, Belgaum.

Any website, where displayed:

4.3.1. All official news releases: Not applicable

4.3.2. Presentation made to Institutional Investors/Analysts: Not Applicable

SHAREHOLDER INFORMATION

1. Annual General Meeting: 27th July 2010
2. Financial Calendar: 1st April 2009 to 31st March 2010
3. Dates of Book Closure: 21st July to 27th July 2010

5. Registered Office:

Jyoti Towers, Karbhar Galli, Nazar Camp,

M. Vadagoan, BELGAUM – 590 005.

Ph: 0831 – 2483510

Fax: 0831 – 2484421

E-mail: investorrelations@keshvcement.com

6. Listing Details:

The shares of the company are listed on The Bombay Stock Exchange. The data as to monthly high and low price quoted on The Bombay stock exchanges is as under

Year/Month	High(Rs.)	Low(Rs.)	No. of Share traded during the month
APRIL 2010	21.9	17	28,473
MAY 2010	21.5	17	23,902
JUNE 2010	19.5	15.35	14,646
JULY 2010	18.5	16.05	13,938
AUGUST 2010	19	15.80	32,999
SEPTEMBER 2010	18.5	15.85	34,002
OCTOBER 2010	18.7	15.20	36,275
NOVEMBER 2010	29.8	15.65	3,01,473
DECEMBER 2010	20.45	16.40	34,183
JANUARY 2011	19.3	14.2	15,521
FEBUARY 2011	17.1	13.35	4,941
MARCH 2011	18.95	13.25	4,095

At the BSE : Closing share price as on March 31 2011 was Rs. 13.25

(Share transfer and communication regarding share certificates, dividends and change of address)

SHRI KESHAV CEMENT & INFRA LIMITED

1. Share transfer system: Share Transfer requests received in physical form are registered within an average period of 30 days.

Request for dematerialization received from the shareholders are affected within an average period of 30 days.

2. Distribution of share holding as on March 31st 2011

Share Holding Range	Number of Shareholders	% of shareholders	Number of shares held	% of shareholding
1 - 5000	5697	92.17	7842790	15.31
5001 - 10000	248	4.01	2044340	3.99
10001- 20000	133	2.15	1967540	3.84
20001- 30000	29	0.47	744010	1.45
30001- 40000	10	0.16	349110	0.68
40001- 50000	19	0.31	886530	1.73
50001- 100000	24	0.39	1711030	3.34
100001 and above	21	0.34	35696650	69.66
T o t a l	6181	100.00	51242000	100.00

9. Shareholding Pattern as on March 31st 2011

Particulars	Number of shareholders	Number of shares held	% of holding
Indian Promoters	11	3269937	63.81
Persons acting in concert	49	32474	.63
Bodies corporate	57	48419	0.94
Indian public	6064	1773365	34.62
T o t a l	6181	5124200	100.00

86.03% of the equity shares were held in dematerialized form as on March 31st 2011

4. Details on use of public funds obtained in the last three years

The company has not raised any funds through public issue during the last three years. Hence, nothing under this head is reportable

5. Outstanding GDR/Warrants and convertible

Bonds, Conversion date and likely impact on equity

No GDR/ADR has been issued during the year

6. Plant Locations:

The company's cement manufacturing plant No. I is located at R.S. No. 346, Kaladgi, Taluka and District BAGALKOT, Karnataka.

Plant II is located at R.S.NO. 15/4 & 88 of Village Nanganapur, Mudhol Road, Lokapur, Taluka Mudhol, Dist. Bagalkot, Karanataka

7. **Investor Correspondence:** All shareholders are requested to address their communication/suggestions/grievances/ queries at the Registered Office.

14. INVESTOR SERVICES

Name Designation and address of the compliance Officer:

Mr. Rajesh Lakkar, Company Secretary,
Jyoti Towers, 215/2, 6th cross,
Nazar Camp. M. Vadgaon Belgaum-590 005
E-mail lakkarrajesh@yahoo.co.in

Number of complaints received from the investors from 1.4.2010 to 31.3.2011 comprising Non receipt of securities sent for transfer, demat , demat queries , non receipt of dividend revalidations etc.:

No. of pending share transfers as on 31.3.2011

Nil

Means of communications with shareholders:

Annually through the annual report. From June 2011 through e mail in respect of investors who have provided their e mail identification addresses. For those members who have not provided e mail identification addresses, the means of communication would continue to be letters and annual reports in paper copies.

Shareholder information:

AGM: Date, time and venue: Monday, September 26th 2011, at 11.30 A.M.

Jyoti Towers,
Nazar Camp, M. Vadgaon
BELGAUM - 590 005

Dates of book closure: September 19th 2011to September 26th 2011.

Listing on stock exchanges:

BOMBAY STOCK EXCHANGE

Stock code Mumbai : 530977

Registrar and Transfer agents:

Consequent to the SEBI directive on common agency for the shares in physical and demat modes the Company has appointed M/s CAN BANK FINANCIAL SERVICES PVT.LTD. Bangalore as its Registrar and Transfer agents.

Tel : 080 - 23469661/62/64/65

Fax : 080 - 23469667/68

E-mail: canbankrta@ccsl.co.in

Web site: canbankrta.com

Dematerialization of shares and liquidity:

The company has arrangement with National Securities Depository Ltd. (NSDL) a well as the Central Depository Services (India) Ltd. (CDSL) for demat facility. 86.45% of the shares capital is dematerialized as on 31.3.2011

The Company's shares are regularly traded on the Bombay stock exchange.

Plant locations:

Company's cement works at Plant I : R.S.No.346, Kaladgi, Taluka and district Bagalkot

Plant II : Sr. No. 15/4, 88, Nanganapur, Lokapur Tal. Mudhol, Dist. Bagalkot

Address for correspondence

Jyoti Towers, 215/2, 6th cross, Nazar Camp. M. Vadgaon
Belgaum-590 005

AUDITORS CERTIFICATE REGARDING COMPLIANCE WITH
CONDITIONS OF CORPORATE GOVERNANCE UNDER
CLAUSE NO. 49 OF THE LISTING AGREEMENT
WITH STOCK EXCHANGE

To

The Members,

Shri Keshav Cements & Infra Ltd.,

(Formerly Katwa Udyog Ltd.)

Belgaum

We have examined the compliance of the conditions of corporate governance by Shri Keshav Cements & Infra Ltd. for the financial year ended 31st March 2011, as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges in India.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination was limited to the compliance of the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance; It is neither an audit or an expression of the opinion on the financial statements of the company.

In our opinion and to the best of our information and explanation given to us, we certify that the company has complied with conditions of corporate governance as stipulated in the above mentioned agreement.

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

Place : Belgaum

Dated: 16-08-2011

Prabhakar K. Latkan

Chartered Accountant

AUDITORS' REPORT

The Members of
Shri Keshav Cements and Infra Limited
[formerly known as Katwa Udyog Limited]
Belgaum.

1. We have audited the attached Balance Sheet of SHRI. KESHAV CEMENTS AND INFRA LIMITED. BELGAUM, [formally known as Katwa Udyog Limited] as at 31st March 2011, Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. The Company has changed the name from Katwa Udyog Limited to Shri Keshav Cements and Infra Limited vide Registrar of Companies Bangalore Certificate dated: 07-11-2007. The change in name is intimated to all the State & Central Government Departments and the change of name is confirmed. The change of name is also intimated to BSE - Mumbai the approval is still under their consideration.
2. 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.
3. As required by the Companies [Auditor's Report] Order, 2003 as amended by the Companies (Auditor's Report)(Amendment) Order, 2004(the 'Order'), issued by Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further, to our comments in the Annexure referred to in paragraph (3) above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of the books.
 - iii) The Balance sheet, Profit and Loss Account and cash flow statements dealt with by this report are in agreement with the books of account;

- iv) In our opinion, the Balance sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956; save the compliance with accounting standards 28 on impairment of assets.
- v) On the basis of the written representation received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, we report that none of the directors of the company are disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;.
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other notes thereon subject to notes No v on accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of Balance Sheet of the state of affairs of the Company as at 31st March 2011,
 - b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
 - c) In the case of cash flow statement, of cash flows for the year ended on that date.

Place: Belgaum
Dated: 16-08-2011

C.A. Prabhakar K. Latkan
Chartered Accountant
M No. 200/21730
1083, Ananthashayan galli,
BELGAUM-590 002.

STATEMENT ON THE COMPANIES [AUDITOR'S REPORT] ORDER, 2003

ANNEXURE TO THE AUDITORS' REPORT

Shri. Keshav Cements and Infra Limited
[formerly known as Katwa Udyog Limited]
Belgaum.

Referred to in paragraph 3 of our report of even date:

In respect of Fixed Assets:

- i. a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. The Company has physically verified all the assets during the year in accordance with programme of verification, which in our opinion provides for physical verification of the Fixed Assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- c. In our opinion and according to the information and explanations given to us, the Company has not made any substantial disposal of assets during the year and therefore the going concern concept is not affected.
- d. In our opinion and according to the information and explanation given to us, the Company has undertaken expansion of Plant-II. During the year the expansion of Plant-II is completed and Company has purchased additional machinery and spares for an amount of Rs. 7,27,35,769/- including capitalization of electricity and Company has also spent for purchase of additional plant and machinery and spares for Plant-I for an amount of Rs. 70,07,387/- net of modvat credit.

In respect of Inventories:

- ii. a. As explained to us the management during the year physically verified the inventories. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, The procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and in the nature of its business.
- c. In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii. a. As informed, the company has not granted loans, secured and unsecured to Companies, Firms or Other parties, covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (b)(c) and (d) are not applicable.

- b. The Company has taken unsecured loans from directors covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 3,40,40,981/- the number of parties are 5 and year end balance of such loan taken was Rs. 6,75,83,606/-
 - c. In our opinion, the rate of interest and other terms and conditions under section 301 of the Companies Act, 1956 are prima facie, not prejudicial to the interest of the Company.
 - d. The Company is regular in repaying the principal amount as stipulated and has been regular in the payment of interest.
 - e. The Company has not given loans and advances in the nature of loans to employees.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regards to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v. a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangement have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi. In our opinion and according to information and explanations given to us, the company has accepted public deposits, and it has complied with the provisions of section 58A, 58AA of the Companies Act, 1956 and the Companies (Acceptance of the Deposit) Rules, 1975 with regard to the deposit accepted from public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal.
- vii. In our opinion, the company has an internal audit system commensurate with the size and nature of its business, but it needs to be strengthened.
- viii. It is reported by the management that the Company has appointed Mr. M.B. Astamkar, Mumbai Cost Auditor and has maintained cost records as required u.s. 209(1)(d) of the Companies Act 1956. The Cost Auditor has issued a certificate stating that the Company has complied with the requirements as required u.s. 209(1) (d) of the Companies Act 1956.
- ix. According to the records of the company, Provident Fund, Investors Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Cess, Fringe Benefit Tax and other material statutory dues applicable to it have been generally regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts

payable in respect of above were in arrears, as at March 31, 2011 for a period of more than six months from the date on which they became payable.

- x. According to the information and explanations given to us, there are no dues of Income Tax, Service Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Tax, and Cess Fringe Benefit Tax, which have not been deposited on account of any dispute.
- xi. The company does not have accumulated losses at the end of the financial year and had not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xii. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- xiii. Based on our examination of the records and the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiv. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the order are not applicable to the Company.
- xv. In our opinion, as per the information and explanations given to us the company has not given any guarantee for the loans taken by others.
- xvi. In our opinion, the term loans have been applied for the purpose which they were raised.
- xvii. According to the cash flow statement and other records examined by us and the information and explanations given to us, on an over all basis, funds raised on short term basis have prima facie, not been used during the year for a long term investment (fixed assets etc) other than temporary deployment pending application.
- xviii. According to the information and explanations given to us, the company has not made any preferential allotments of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix. According to the information and explanations given to us, during the period covered by our audit report the company has not issued any debentures.
- xx. The Company has not raised any money by public issue during the year.
- xxi. According to the information and explanation given to us, no fraud on or by the company has been noticed during the course of our audit

Place : Belgaum
Date: 16-08-2011

C.A. Prabhakar K. Latkan
Chartered Accountant
M.No. 200/21730
1083, Anantshayan Galli
Belgaum 590 002

SHRI KESHAV CEMENT & INFRA LIMITED

SHRI KESHAV CEMENTS & INFRA LIMITED

[formerly Katwa Udyog Limited]

215/2, Jyoti Towers, 6th Cross Nazar Camp M. Vadgaon, Belgaum - 590 005.

BALANCE SHEET AS ON 31-03-2011

[Figures in Rupees]

Particulars	SCH	As at March 31 2011		As at March 31 2010	
SOURCE OF FUNDS					
SHARE HOLDERS' FUND					
Equity Share Capital	1	51,242,000	84,490,814	51,242,000	78,701,556
Reserve and Surplus	2	33,248,814		27,459,556	
LOAN FUNDS					
Secured Loans	3	270,100,269	481,296,456	239,397,834	369,738,656
Unsecured Loans	4	188,325,800		115,430,235	
Deferred Tax Liability		22,870,387		14,910,587	
TOTAL			565,787,270		448,440,212
APPLICATION OF FUNDS					
FIXED ASSETS					
Gross Block	5	518,375,344	413,785,877	438,616,188	357,157,135
Less: Depreciation		104,589,467		81,459,053	
Capital Work in Progress					
INVESTMENTS					
CURRENT ASSETS					
Deposits	6	10,941,778	152,001,393	10,865,282	91,283,077
Inventories		136,934,048		89,002,812	
Sundry Debtors		9,098,794		11,498,299	
Cash and Bank Balances		5,588,121		2,748,966	
Loans and Advances		13,287,883		94,66,560	
		175,850,624		123,581,919	
LESS: CURRENT LIABILITIES & PROVISIONS					
Sundry Creditors	7	11,629,070	152,001,393	20,065,626	91,283,077
Provisions		12,220,161		12,233,216	
		23,849,231		32,298,842	
NET CURRENT ASSETS			152,001,393		91,283,077
Notes Forming part of the A/c	15		565,787,270		448,440,212
TOTAL					

As per our separate report of even date.

for and on behalf of Board of Directors

C.A. PRABHAKAR K LANKAN

Chartered Accountant
Membership No 200/21730
1083, Anantshayan Galli,
Belgaum 590 002
Date: 16-08-2011

Rajesh Lakkar

Company Secretary

VENKATESH H. KATWA Chairman

VILAS H. KATWA Managing Director

SHRI KESHAV CEMENTS AND INFRA LIMITED

[formerly Katwa Udyog Limited]

215/2, Jyoti Tower, 6th Cross, Nazar Camp, M.Vadgaon, BELGAUM - 590 005

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31-03-2011

Figures in Rupees

Particulars	SCH	for the year March 31 2011	for the year March 31 2010
INCOME			
Sales	8	233,401,319	283,080,725
Less: Excise Duty		9,831,919	11,167,813
		223,569,400	271,912,912
Other Income	9	1,645,982	1,027,056
Increase/ Decrease in Finished Goods	10	-490,276	1,490,375
TOTAL		224,725,106	274,430,343
EXPENDITURE			
Raw Material Consumed	11	108,439,729	112,870,987
Employees Remuneration & Benefits	12	4,027,585	4,750,383
Manufacturing Expenses	13	52,734,876	86,123,642
Interest	14	24,702,131	39,753,791
Deprecation	5	23,130,414	19,572,657
		213,034,735	263,071,460
PROFIT BEFORE TAX		11,690,371	11,358,883
ADD: Excess/ [short] Provision of Taxes		2,278,737	
ADD: MAT Credit Entitlement		2,329,950	
ADD: Deferred Tax Asset		-	650,000
		16,299,058	12,008,883
LESS: Provision for Taxation			
Current Tax [Income Tax] MAT		2,550,000	2,000,000
LESS: Deferred Tax Liability		7,959,800	-
PROFIT AFTER TAX		5,789,258	10,008,883
ADD: Balance Brought Forward		23,682,556	13,673,673
Amount Available for Appropriations		29,471,814	23,682,556
Balance Carried Forward		28,471,814	23,682,556
		29,471,814	23,682,556
Earning Per Share [Basic/ Diluted]		1.13	1.95

Notes forming part of the accounts
As per our separate report of even date.

for and on behalf of Board of Directors

C.A. PRABHAKAR K LATKAN

Chartered Accountant
Membership No 200/21730
1083, Anantshayan Galli,
Belgaum 590 002
Date: 16-08-2011

Rajesh Lakkar

Company Secretary

VENKATESH H. KATWA Chairman**VILAS H. KATWA** Managing Director

SHRI KESHAV CEMENT & INFRA LIMITED**SHRI KESHAV CEMENTS & INFRA LIMITED****[formerly Katwa Udyog Limited]**

215/2, Jyoti Towers, 6th Cross Nazar Camp M. Vadgaon, Belgaum - 590 005.

BALANCE SHEET AS ON 31-03-2011

[Figures in Rupees]

Particulars	2010-11	2009-10
SCHEDULE "1" SHARE CAPITAL		
AUTHORISED CAPITAL		
60,00,000 Equity Shares OF Rs.10 Each	60,000,000	60,000,000
ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
5124200 Equity Shares of Rs. 10 Each	51,242,000	51,242,000
SCHEDULE "2" RESERVE & SURPLUS		
General Reserve	2,325,000	2,325,000
Profit & Loss Account	2,94,71,814	23,682,556
State Subsidy	1,452,000	1,452,000
	33,248,814	27,459,556
SCHEDULE "3" SECURED LOANS		
Syndicate Bank - Cash Credit	86,541,247	80,099,351
Syndicate Bank - Term Loan	131,394,518	155,481,406
Karnataka Bank - Term Loan	50,460,274	-
[Secured by Hypothecation by way of Charge on inventories present & future and book debts with personal guarantee of Mr. H. D. Katwa Mr. Venkatesh.Katwa, Chairman Mr. Deepak Katwa, Director and Vilas Katwa Managing Director & Smt. N. H. Katwa]		
Centurion Bank of Punjab (Mortagage of Loader)	1,704,230	3,760,919
Sundaram Finance (Mortagage of Vehicles)	-	56,158
	270,100,269	239,397,834
SCHEDULE "4" UNSECURED LOANS		
Deposit from Dealers	2,715,363	2,702,832
Deposit from Public	4,641,242	5,016,277
Deposit from Directors	67,583,606	57,588,710
Syndicate Bank LD	69,981,709	50,122,416
Karnataka Bank LD	43,403,880	-
	188,325,800	115,430,235

[illegible]

SHRI KESHAV CEMENT & INFRA LIMITED

SHRI KESHAV CEMENTS & INFRA LIMITED

[formerly Katwa Udyog Limited]

215/2, Jyoti Towers, 6th Cross Nazar Camp M. Vadgaon, Belgaum - 590 005.

Particulars	2010-11	2009-10
SCHEDULE "6" CURRENT ASSETS LOANS & ADVANCES		
KEB Deposit	10,093,200	10,067,200
Telephone Depoist	16,000	16,000
Fixed Deposit with Syndicate Bank	822,578	772,082
CAN Bank deposit	5,000	5,000
Sybdicate Bank FD Goa	5,000	5,000
	10,941,778	10,865,282

INVENTORIES

SL. NO.	PARTICULARS	QTY M.T.	As at March 31 2011		As at March 31 2010	
			QTY	AMOUNT	QTY	AMOUNT
	Lime Stone	M.T.	12240.920	2,448,184	18854.790	3,846,377
	Coke Breeze	M.T.	1075.285	4,572,112	3103.329	16,550,514
	Coal	M.T.	14497.804	97,794,556	8692.958	34,967,980
	Clinker out	M.T.	1.381	4,143	489.651	1,507,146
	Clinker Own	M.T.	1058.006	3,041,767	902.406	2,777,606
	Gypsum	M.T.	1705.870	1,757,046	531.690	477,457
	Stores & Spares			22,740,309		23,791,112
	W.S.Bags	BAG	19355	125,807	24444	144,220
	<u>Finished Goods</u>					
	Diesel & Petrol	LTR	13687.050	702,647	0	-
	Factory	M.T.	585.000	2,632,500	347.000	1,388,000
	Head Office	M.T.	4.600	15,673	882.400	3,529,600
	Mahishai	M.T.	233.800	1,097,571	3.250	20,400
	Goa	M.T.	0.150	1,733	0.600	2,400
				136,934,048		89,002,812
					2010-11	2009-10
SUNDRY DEBTORS (UNSECURED)						
Outstanding for a period less than six months HO					5,391,654	6,660,314
Outstanding for a period Less than six months Goa Br.					2,354,440	1,897,000
Outstanding for a period Less than six months Mahishai					1,352,700	2,940,985
Debt considered good for which the company holds no security other than the debtors personal security						
TOTAL :-					9,098,794	11,498,299
CASH AND BANK BALANCES :-						
Cash in Hand					1,813,242	1,490,612
Cash at Bank					3,774,879	1,258,354
TOTAL :-					5,588,121	2,748,966

Particulars	2010-11	2009-10
LOANS & ADVANCES		
Central Excise PLA A/C	11,453	11,453
Service Tax	188,910	112,872
R.G.23 C Part II Capital Goods	288,835	65,950
R.G.23 A Part II Raw Material	136,968	34,211
Central Excise Under Protest	45,212	45,212
VAT receivable	17,634	-
MAT Credit Entitlement	4,856,966	991,629
Advance IT & TDS 10-11	147,321	-
Advance to Suppliers	2,313,496	4,549,962
BEMCIEL / Belgaum	2,715,000	1,600,000
Group Grauity	906,797	792,356
Indian Oil Corporation	150,000	150,000
Mallikarjun Mines	600,000	600,000
Advance for New Iron Ore Project	371,217	371,217
Katwa group TDS on Transportation	538,074	141,698
	13,287,883	9,466,560
SCHEDULE "7" CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES	8,576,197	9,461,773
Sundry Creditors	3,052,873	6,120,865
Advance from debtors	-	4,482,988
Creditors for Expenses	11,629,070	20,065,626
(SMME units are identified on the basis of available information)		
PROVISIONS		
Provision for expenses	6,912,003	7,583,131
Unclaimed Dividend 2007-08	-	10,280
Provision for Taxation[VAT & IT]	4,811,595	4,498,107
TDS payable	496,563	141,698
TOTAL :-	12,220,161	12,233,216

SHRI KESHAV CEMENT & INFRA LIMITED**SHRI KESHAV CEMENTS & INFRA LIMITED****[formerly Katwa Udyog Limited]**

215/2, Jyoti Towers, 6th Cross Nazar Camp M. Vadgaon, Belgaum - 590 005.

PARTICULARS	2010-11	2009-10
SCHEDULE "8" SALES		
Sale of Cement	158,513,798	178,767,142
Sales of Diesel & Petro	28,652,270	—
Sales of Coke Breeze	46,235,251	104,313,583
	233,401,319	283,080,725
Less: Excise Duty	9,831,919	11,167,813
	223,569,400	271,912,912
SCHEDULE "9" OTHER INCOME		
Group Gruavity	-	176,880
Interest on FD	54,592	55,709
Interest received	604,032	604,032
Discount	473,506	145,075
Income from Central excise	513,852	45,360
	1,645,982	1,027,056
SCHEDULE "10" INCREASE/DECREASE IN		
Finished Goods		
Opening Stock	4,904,400	3,450,025
Less : Closing Stock	4,450,124	4,940,400
	-490,276	1,490,375
SCHEDULE "11" RAW MATERIAL CONSUMED		
Raw Materials		
Opening Stock	60,271,305	64,538,540
Add: Purchases	155,969,788	106,705,897
	216,241,093	171,244,437
Less: Closing Stock	109,743,616	60,271,300
	106,497,477	110,973,137
	[A]	
Stores & Spares		
Opening Stock	23,792,113	23,791,113
Add: Purchases	891,449	1,897,849
	24,682,562	25,688,962
Less : Closing Stock	22,740,310	23,791,112
	1,942,252	1,897,850
	[B]	
[A+B] TOTAL	108,439,729	112,870,987

SHRI KESHAV CEMENTS & INFRA LIMITED**[formerly Katwa Udyog Limited]**

215/2, Jyoti Towers, 6th Cross Nazar Camp M. Vadgaon, Belgaum - 590 005.

PARTICULARS	2010-11	2009-10
SCHEDULE " 12 " EMPLOYEES REMUNERATION AND BENEFITS		
Salaries	990,409	905,996
Wages	2,714,636	3,494,518
Bonus	310,461	349,869
Group Gratuity	12,079	-
	4,027,585	4,750,383
SCHEDULE " 13 " MANUFACTURING AND OTHER EXPENSES		
Power	44,087,604	78,139,338
General Expenses	1,37,461	1,277,463
Professional Tax	2,500	2,500
Auditors Remuneration	42,500	42,500
Managerial Remuneration	300,000	300,000
Central Excise Fees & Fines	272,336	223,838
Bank Charges	347,953	673,115
Provident Fund & ESI	543,180	518,915
Sales Tax & Entry Tax	1,789,915	1,196,729
Building Rent	60,000	63,000
Insurance & Postage	202,850	230,116
Transport Charges	3,600,451	3,145,819
Stock Exchange Charges	94,288	238,329
Repairs & Maintance	12,838	71,981
	52,734,876	86,123,642
SCHEDULE " 14 " INTEREST		
Bank Interest	20,203,454	35,751,051
Others	4,498,677	4,002,740
	24,702,131	39,753,791

NOTES FORMING PART OF THE ACCOUNTS**1. SIGNIFICANT ACCOUNTING POLICIES:**

The Financial statements have been prepared in accordance with the applicable Accounting Standards and relevant presentational requirement of the Companies Act, 1956 and are based on the historical cost convention. The Company follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis. The Significant Accounting Policies followed are stated below:

a) FIXED ASSETS:

Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation and modvat.

b) DEPRECIATION:

Depreciation on fixed assets is provided on Straight Line Method (SLM) at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956. The depreciation has been calculated on pro rata basis considering the month of acquisition/installations of the assets.

c) INVENTORIES:

Items of Inventories are measured at lower of cost or net realizable value. Cost of inventories comprises of all cost of purchases, cost of conversion and other cost incurred in bringing them to their respective present location and condition (net of applicable CENVAT). The coke is valued at average price. The cost of semi finished and finished goods are valued at production cost.

d) INVESTMENTS:

There are no investments either long term or short term.

e) PROVISION FOR INCOME TAX:

In view of claim of depreciation under the Income Tax Act, the assessable income is loss. Hence the tax payable is NIL. However, a MAT provision of Rs. 25,50,000/- has been made.

f) REVENUE RECOGNITION:

Sale of goods is recognized at the point of dispatch of finished goods to the customers. Sale of cement is exclusive of sales tax and inclusive of excise duty, sale of coke is exclusive sale tax, sale of diesel & petrol is tax free.

g) EXCISE DUTY:

Excise duty is paid on finished goods, on clearance of goods from factory premises.

h) SALES TAX DISPUTES:

Sales tax Assessments are completed up to the financial year 2006-07.

i) EMPLOYEE BENEFITS:**Short term employee benefits:**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include benefit likes salary, wages, and production incentives, and are recognized as expenses in the period in which the employee renders the related service.

Post employment benefits:**a) Defined contribution plans**

The company has defined contribution plans for post employments benefits in the form of provident fund and ESI for all employees which are administered by the Regional Provident Fund Commissioner. They are classified as defined contribution plans as the company has no further obligation beyond making the contributions. The companies contributions to defined contribution plans are charged to Profit and Loss Account as and when incurred.

b) Funded Plan:

The Company has defined benefit plan for post employment benefit in the form of gratuity, which is administered by Life Insurance Corporation. Liability to the above defined benefit plan is provided on the basis of valuation as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used measuring liability is Projected Unit Credit Method. The actuarial gains and losses arising during the year are recognized in the Profit and Loss Account.

- c) The Company has adopted the Accounting Standards (AS-15) on employee benefits, pursuant to which the amount worked out by the actuary has been charged to Profit and Loss Account.

d. The other disclosures required under AS-15 are as follows:

	M.P. No. 529495		
1	Assumption Discount Rate Salary Escalation	31-3-2010 8.00% 7.00%	31-3-2011 8.00% 7.00%
2	Table showing changes in present value of obligations Present value of obligation as at beginning of year Interest cost Current Service Cost Benefit Paid Actuarial gain/loss on obligations Present value of obligations as at end of year		31-3-2011 561449 44916 133426 (52775) 55784 742800
3	Table showing changes in the fair value of plan assets Fair value of plan assets at beginning of year Expected return on plan assets Contribution Benefits paid Actuarial Gain/(Loss) on Plan assets Fair value of plan assets at the end of year		31-3-2011 792356 70742 96474 (52775) Nil 906797
4	Table showing fair value of plan assets Fair value of plan assets at beginning of year Actual return on plan assets ContributionsBenefits Paid Fair value of plan assets at the end of year Funded status Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31 st March)		31-3-2011 792356 70742 96474 (52775) 906797 163997 Nil
5	Actual Gain/Loss recognized Actuarial gain/loss for the year – obligation Actuarial gain/loss for the year – plan assets Total gain/loss for the year Actuarial gain/loss recognized in the year		31-3-2011 (55784) Nil 55784 55784
6	The amounts to be recognized in the balance sheet and statements of profit and loss Present value of obligations as at the end of year Fair value of plan assets as at the end of year Funded status Net Asset/liability recognized in balance sheet		31-3-2011 742800 906797 163997 (163997)

7	Expenses recognized in statement of Profit & Loss		
	Current Service CostInterest Cost		133426
	Expected return on plan assets		44916
	Net Actuarial gain/loss recognized in the year		(70742)
	Expenses recognized in statement of Profit & Loss		55784
			163384

1. The above report is not certification under AS-15 revised 2005 read with Actuaries Act, 2006. It is simply a report generated to help companies for proper accounting of employee's liabilities.

j) CONTINGENT LIABILITIES:

Management reports, that there are no Contingent Liabilities.

k) REMUNERATION U/S 217(1A):

Remuneration paid more than Rs.2,00,000/- per month when employed for part of the year or Rs. 24,00,000/- per annum is NIL.

l) Consumption of imported Raw materials and components: NIL

m) C.I.F. Values of imports, Expenditures of Earning in Foreign Currency: NIL.

n) ACCOUNTING FOR TAXES OF INCOME: AS 22

The Company has during the year, in order to comply with mandatory Accounting Standards-22 issued by the Institute of Chartered Accountants of India, Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset/ liability is recognized and carried forward only to the extent that there is a reasonable/ virtual certainty that the asset will be realized or liability will be repaid in future. Company has recognized a net deferred tax liability of Rs. 2,28,70,387/- in the Balance Sheet which comprises of Rs. 1,49,10,587/- relating to net deferred tax liability as on 1-4-2010. Company has worked out net deferred tax liability of Rs. 79,59,800/- for the current year, towards timing differences. In order to give net effect in the Balance Sheet the Deferred tax asset has been transferred to deferred tax liability and Net deferred tax liability is shown in the Balance Sheet under head deferred tax liability.

Calculation of Deferred Tax Liability: -

Particulars of Deferred tax liability	As on 1-4-2010	For the year 2010-11	As on Closing 31-03-2011
"Deferred Tax Asset towards timing differences"	1,49,10,587	79,59,800	2,28,70,387

o. EARNING PER SHARE: AS-20

Net Profit after taxes	57,89,258
Number of Equity shares	51,24,200 . =1.13

(No issue during the year, number of equity shares as on 01-04-2010 and 31-03-2011 are 51,24,200).

p. RAW MATERIALS CONSUMPTION STATEMENT:

Sl. No.	Particulars of Raw Materials	Units MT	2010-11		2009-10	
			Qty	Value in Rs.	Qty	Value in Rs.
i.	Lime stone	MT	24255.400	46,40,782	51912.900	86,21,395
ii.	Clinker	MT	29476.440	2,51,78,727	43738.380	77,91,162
iii.	Gypsum	MT	601.360	3,33,833	892.620	4,29,257
iv.	Woven sacks bags	Bags	596800	30,58,286	897181	45,53,568
v.	Coke Breeze and coal	MT	932.890	27,00,761	2012.184	57,83,950
vi.	Coke Breeze (R.S.)	MT	7662.930	18,00,640	23319.021	6,65,10,330
vii.	Cement (R.S.)	MT	11680.250	3,98,98,050	4346.500	1,72,83,474
viii.	Stores and spares	MT	—	19,42,252	—	18,97,851
ix.	Diesel & Petrol trading	LTRS	658322.950	2,88,86,398	—	—
			Total Rs.	10,84,39,729	Total Rs.	11,28,70,986

SHRI KESHAV CEMENT & INFRA LIMITED

q. DETAILS OF LICENCED AND INSTALLED CAPACITY & PRODUCTION:

Sl. No.	Class of goods	Licensed Capacity		Installed Capacity		Production	
		2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
1.	Cement Plant-I Plant-II	N.A.	N.A.	150 TPD	150 TPD	MT 15365	MT 20575
		N.A.	N.A.	200 TPD	200 TPD	14713	24506
						30078	44631

R. OPENING & CLOSING STOCK & TURNOVER OF PRODUCTION MANUFACTURED:

Particulars	Opening stock		Closing stock		Turnover	
	Qty.	Value Rs.	Qty.	Value Rs.	Qty.	Value Rs.
Cement	MT 519.850	20,79,800	MT 603.000	27,01,506	29994.850	11,35,25,576
Coke trading	Nil	Nil	Nil	Nil	7662.930	4,62,35,251
Cement trading	715.150	28,60,600	220.900	10,45,971	11680.250	4,49,88,222
Diesel & Petrol trading			LTRS 13687.050	7,02,647	658322.950	2,86,52,270
Total		49,40,400		44,50,124		23,34,01,319

The above information being of technical in nature, the Auditors have accepted the same on the basis of certificates issued by the management.

s. MANAGERIAL REMUNATION:

	2010-11	2009-10
Managerial Remuneration	3,00,000/-	3,00,000/-

t. AUDITORS REMUNERATION:

Audit fees	Rs. 30,000/-	Rs. 30,000/-
Other service and certification	Rs. 12,500/-	Rs. 12,500/-
Total	Rs. 42,500/-	Rs. 42,500/-

ii. AS-17:

The Company is engaged in manufacture of ordinary Portland cement accordingly management reports that it is single segment industry. Therefore no other separate statement is made.

v. NOTES ON ACCOUNTS:

- i) The previous year's figures have been reworked, regrouped, rearranged and re-classified wherever necessary.
- ii) The sundry debtors, sundry creditors and advances are subject to Confirmation and are stated as per books.
- iii) In the opinion of the Directors, current assets, loans and advances have the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business.
- iv) The unit is cement-manufacturing unit. During the year Company has manufactured cement. Company was also engaged in coke & Cement trading and petrol pump activities. The various quantity of raw material consumption and other inputs required for production of cement and consumption of electricity and other manufacturing expenses are highly technical in nature therefore; we have totally relied on the statement given by the management.
- v) Inventory valuation is as valued and certified by the management.
- vi) Company has availed modvat credit of Rs. 73,67,549/- comprises of modvat credit on capital goods Rs. 14,69,339/- and modvat credit on raw material Rs. 55,61,765/-, and Service Tax of Rs. 3,36,445/- The Company has deducted modvat credit of Rs. 12,46,454/- from the plant and machinery & Rs. 54,59,008/- from the raw materials. and Rs. 2,60,407/- from service tax. Balance amount of modvat of Rs. 6,26,166/- is carried forwarded.
- vii) As per the guidance note issued by the Institute of Chartered Accountants of India the Company has worked out MAT credit of Rs. 48,56,966/- and it is shown under the head Loans and Advances as 'MAT Credit Entitlement'.

w. IMPAIRMENT OF ASSETS AS -28:

On the aspect of compliance of AS-28 on impairment of assets, the management asserts that its assets have not undergone any impairment. Therefore no provision is called for the impairment of assets.

x. BORROWING COSTS AS-16 :

There are no items of borrowing cost hence nothing is reportable.

y. RELATED PARTY DISCLOSURES AS-18 :

It is reported by the management and as per the information and explanations given to us. In our verification of books of accounts there are related party transactions:

As per Accounting Standard (AS-18) "Related Party Disclosures" notified in the Companies (Accounting Standards) Rules 2006, the disclosures of transactions with the related as defined in AS-18 are given below:

I. Key Management Personnel

1. Mr. Venkatesh Katwa Chairman
2. Mr. Vilas H. Katwa Managing Director
3. Mr. Deepak Katwa Director

II. Relative of Key Management Personnel

1. Mr. H.D. Katwa
2. Mrs. N.H. Katwa
3. Mr. Y.M. Katwa HUF
4. Mr. P.G. Katwa HUF

III. Enterprises where key management personnel have significant influence

1. Katwa Finlease Limited
2. Katwa Infotech Limited
3. Katwa Construction Co. Ltd.
4. Katwa Oil Limited
5. Katwa Finance & Investment Co. Ltd.
6. Katwa Inc (100% subsidiary of Katwa Infotech Ltd)

SHRI KESHAV CEMENT & INFRA LIMITED**IV. The following related transaction were carried out during the year:**

Nature of transactions	Parties referred in (I) above Rs.	Parties referred in (II) above Rs.	Parties referred in (III) above Rs.	Total
Unsecured Loans				
Opening Balance	48712722	8825770	---	57538492
Taken during the year	26723541	7317440	---	34040981
Repaid during the year	18376479	5619387	---	23995866
Bal.as on 31.03.2011	57059784	10523823	---	67583607
Interest paid	3090603	566045	---	3656648
Rent	60000	---	---	60000
Managerial Remuneration	300000	---	---	300000
Transport charges	---	7498570	---	7498570

Disclosure of loans/advances and investments in its own shares by the listed companies their subsidiaries associates etc., (as certified by the management)

Sl.No.	Particulars	Outstanding balance as on 31-3-2011	Outstanding balance as on 31-3-2010
i.	Loans and advances in the nature of loan to subsidiaries	NIL	NIL
ii.	Loans and advances in the nature of loans to associates	NIL	NIL
iii.	Loans and advances in the nature of loans where there is.	NIL	NIL
	a. No repayment schedule or repayment beyond 7 years.	NIL	NIL
	b. No interest or interest below section 372(a) of the Companies Act, 1956 staff advances	NIL	NIL
iv.	Loans and advances in the nature of loans to firms/Companies in which directors are interested	NIL	NIL
v.	Investments by loans in the nature of parent companies and subsidiaries companies when the company has made loans or advances in the nature of loan	NIL	NIL

AMOUNT DUE TO MICRO SMALL AND MEDIUM ENTERPRISES: DISCLOSURE UNDER MSMED ACT 2006

It is reported by the management that based on the information so far available with company up to 25th April, 2011 in respect of MSEs (as defined in "The Micro Small and Medium Enterprises Development Act 2006") the payments have been made to MSEs as per the terms and conditions of payments and on the agreed dates, hence interest provision is not made.

As per our separate report of even date.

C.A Prabhakar K Latkan

M.No.200/21730

1083, Anantshayan Galli,

Belgaum. 590 002.

Dated: 16-08-2011

Rajesh Lakkar
Company Secretary

Venkatesh Katwa, Chairman
Vilas Katwa, Managing Director

SHRI KESHAV CEMENTS AND INFRA LIMITED BELGAUM**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

I. Registration Details :			
Registration No.	: 08/14104	State code	: 08
Date of Balance sheet	: 31-03-2011		
II. Capital raised during the year : (amount in lacs)			
Public Issue	: Nil	Right Issue	: Nil
Bonus Issue	: Nil	Private Placement	: Nil
III. Position of Mobilisation of Deployment of Funds: (amount in lacs)			
Total Liabilities	: 5658	Total Assets	: 5658
Sources of Funds :			
Paid up Share capital	: 0512	Reserves & Surplus	: 0332
Secured Loans	: 2701	Unsecured Loans	: 1883
Deferred tax liability	: 0229		
Application of Funds :			
Net Fixed Assets	: 4138	Investments	: Nil
Net Current Assets	: 1520	Misc. Expenditure	: Nil
IV. Performance of Company : (amount in lacs)			
Gross Turnover	: 2247	Total Expenditures	: 2130
Net profit before taxes	: 117	Net profit after taxes	: 57
Earning per share (in Re)	: 1.13	Dividend rate %	: Nil
V. Generic names of three principal products/services of the Company : (as per monetary terms)			
Item code (ITC code)	: 25329-01		
Product Description	: Cement		

Place : Belgaum
Date : 16-08-2011

Venkatesh Katwa
CHAIRMAN

SHRI KESHAV CEMENTS AND INFRA LIMITED, BELGAUM - 590 005
CASH FLOW STATEMENT FOR THE YEAR MARCH 31, 2011

		YEAR ENDED 31.03.2011		YEAR ENDED 31.03.2010	
A.	CASH FLOW FROM OPERATING ACTIVITIES				
	NET PROFIT BEFORE TAX		11690371		11358883
	ADD EXTRA ORDINARY ITEMS				
	DEPRECIATION	23130414	23130414	19572657	19572657
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES				
	Adjustments for :				
	Trade Receivables	2399505		-3988282	
	Inventories	-47931236		2776867	
	Trade payables	-8436556	-53968287	7581357	6369942
	A		-19147502		37301481
B.	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of fixed Assets	-79759156		-37475868	
	Deposits	-76496		-217909	
	Loan & Advances	-3821323		-322475	
	B		-83656975		-38016252
C.	CASH FLOW FROM FINANCING ACTIVITIES				
	Increase in Borrowings	30702435		4696008	
	Decrease in Unsecured Loans	72895565		-2343170	
	Increase in provisions	2045632		-2717660	
	C		105643632		-364822
	Net Increase/Decrease in Cash or equivalents (A+B+C)		2839155		-1079593
	Cash & Cash equivalents 01.04.2010 (Opening Balance)		2748966		3828559
	Cash & Cash equivalents 01.04.2011 (Closing Balance)		5588121		2748966

AUDITORS CERTIFICATE

The Board of Directors,

SHRI KESHAV CEMENTS & INFRA LTD, BELGAUM-5.

We have examined the attached Cash flow Statement of SHRI KESHAV CEMENTS & INFRA LTD, for the year ended 31.03.2011. The Statement has been prepared by the Company in accordance with the requirements of the listing Agreement Clause 32 with Stock Exchanges and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by my report of 16th August 2011 to the members of the Company.

Belgaum

Date: 16.08.2011

C. A. Prabhakar K. Latkan

Chartered Accountant

SHRI KESHAV CEMENTS & INFRA LIMITED

[formerly Katwa Udyog Limited]

215/2, Jyoti Towers, 6th Cross Nazar Camp M. Vadgaon, Belgaum - 590 005.

ATTENDANCE SLIP

I/We hereby record my/our presence at the Eighteenth Annual Meeting of the Company held at Regd. Office 215/2, Jyoti Towers, 6th Cross, Nazar Camp, M. Vadgaon, Belgaum at 11:30 a.m. On Monday th 26th Sept. 2011.

I name of Member (in Block Letter) _____

Regd. Folio No. _____

No. of Shares Held _____

Full Name of the proxy (in Block Letter) _____

Signature of the Member (s) of Proxy / proxies Present _____

Please complete and sign this attendance slip and handover at the entrance of the meeting hall.

Only member (s) or their proxies with this attendance slip will be allowed entry to the Meeting.

SHRI KESHAV CEMENTS & INFRA LIMITED

[formerly Katwa Udyog Limited]

215/2, Jyoti Towers, 6th Cross Nazar Camp M. Vadgaon, Belgaum - 590 005.

PROXY FORM

Regd. Folio No. _____ No. of Shares held _____

I/We of _____

In the district being a member / members of Shri Keshav Cements & Infra Ltd. _____

_____ in the District _____

of failing him / her _____ of _____

_____ in the district of _____ as

my / our Proxy to attend and vote for me / us behalf at the Eighteenth Annual General Meeting of the Company to be held on at 11:30 a.m. on Tuesday the 26th Sept. 2011 Adjournment thereof.

As witness my hand / our hands this _____ day of _____

Signed by said _____

Affix
Rupee 1
revenue
stamp

Note :

- a) The form should be signed across the stamp as per specimen signatures registered with the Company.
B) The Proxy duly completely must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.