

NOTICE

NINETEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth Annual General Meeting of the members of RCC Cements Limited will be held on Thursday, the 30th day of September 2010 at 10:45 A.M. at the registered office of the company at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010 and the 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 Shri Kishore Bhatia, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to pass with or without modification, the following resolution as an ordinary resolution:

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

SPECIAL BUSINESS:

4. RE - APPOINTMENT OF MR. SUNIL KUMAR AS MANAGING DIRECTOR

To appoint Mr. Sunil Kumar as the Managing Director of the company and to pass with or without modification, the following resolution as an ordinary resolution:

"Resolved that subject to the approval of shareholders in the general meeting and in accordance with the provisions of section 269, 198, 309, 310, 311 and Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, consent of the Board of Directors of the Company be and is hereby accorded for the re appointment of Mr. Sunil Kumar as the Managing Director of the Company for a period of 5 years w.e.f.30/09/2010.on the following terms and conditions including remuneration as mentioned herein below:

- a) Gross Salary- To be decided by the Board with the maximum ceiling of Rs.25,000/- per month (including the value of perquisites with annual increment as decided by the Board effective from April every year)

Other Perquisites:

- a) Medical Reimbursement: Expenses incurred for self and the family subject to a ceiling of Rs. 15,000/- per annum.
- b) Leave Travel Concession: For self and family as per amount admissible under Income Tax Act, 1961.

Other Terms and Conditions:

- a.) The remuneration as above shall be suitably structured in consultation with tax consultants of the company.
- b.) Reimbursement of all official expenses on actual basis.
- c.) Leave at the rate allowable as per the rules of the Company and encashment at the end of the tenure.
- d.) Appointee shall not be entitled to any sitting fee for attending the meeting of Board of Directors or Committee thereof.
- e.) The salary and other allowances mentioned above shall be within the limit specified under para 1(A) of section II, part II of Schedule XIII of the Act and the payment of salary shall be subject to the approval the Remuneration Committee to be appointed later on.
- f.) Wherein any financial year during the currency of the tenure of the Managing Director, the company has no profit or its profit is inadequate, the company may pay to the Managing Director such remuneration as minimum remuneration as may be prescribed in Section II of the Part II of the said Schedule XIII to the said Act from time to time.

RESOLVED FURTHER THAT the Remuneration Committee/Board of Directors (herein after referred as "The Board", which term shall deem to include any Committee which the Board may constitute to exercise its powers conferred by this resolution) be and is hereby authorised to alter and to vary the terms and conditions of the said appointment and/or remuneration within the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Sunil Kumar.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director such remuneration as may be prescribed in Section II of the said Part II of the said Schedule XIII to the said Act from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT Mr. Kishore Bhatia, Director of the Company, be and is hereby authorised to sign and file the necessary Forms with the Ministry of Corporate Affairs and other prescribed Authorities and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board
For RCC Cements Limited

Sunil Kumar

(Sunil Kumar)
Chairman

Place: New Delhi
Dated: 25th August, 2010

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. THE EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS MENTIONED UNDER ITEM NO. 4 OF THE NOTICE AS REQUIRED UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956 IS ANNEXED HERETO.
3. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 27.09.2010 – 30.09.2010 (BOTH DAYS INCLUSIVE).
4. MEMBERS ARE REQUESTED TO CARRY ALONG WITH THEM THEIR COPY OF ANNUAL REPORT AT THE ANNUAL GENERAL MEETING FOR READY REFERENCE.

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

As required by Section 173 of the Companies Act, 1956, the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice dated 25th August, 2010.

ITEM NO. 4

The tenure of Mr. Sunil Kumar as a Managing Director of the company expires at the ensuing annual general meeting. Therefore, the Board of Directors has proposed to reappoint Mr. Sunil Kumar as the Managing Director of the Company subject to the approval of the Members of the Company.

Mr. Sunil Kumar, aged 48 years, is a Commerce graduate from a reputed University. He has an enriched experience and significant expertise of over 25 years in preparing business plans, business valuation, audit, accounts, finance, taxation, project management and stock broking activities. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Keeping in view the experience and expertise of Mr. Sunil Kumar, the Board considers it desirable to reappoint Mr. Sunil Kumar as the Managing Director of the Company and accordingly commends the Resolution at Item Nos. 4 for approval by the Members.

The Remuneration Committee to be formed shall subject to the approval of Board of Directors and shareholders approve the remuneration to be paid to Mr. Sunil Kumar.

The main terms and conditions of appointment of Mr. Sunil Kumar are as follows:

- a) Gross Salary- To be decided by the Board with the maximum ceiling of Rs.25,000/- per month (including the value of perquisites with annual increment as decided by the Board effective from April every year)

Other Perquisites:

- a) Medical Reimbursement: Expenses incurred for self and the family subject to a ceiling of Rs. 15,000/- per annum.
- b) Leave Travel Concession: For self and family as per amount admissible under Income Tax Act, 1961.

Other Terms and Conditions:

- a) The remuneration as above shall be suitably structured in consultation with tax consultants of the company.
- b) Reimbursement of all official expenses on actual basis.
- c) Leave at the rate allowable as per the rules of the Company and encashment at the end of the tenure.
- d) Appointee shall not be entitled to any sitting fee for attending the meeting of Board of Directors or Committee thereof.
- e) The salary and other allowances mentioned above shall be within the limit specified under para 1(A) of section II, part II of Schedule XIII of the Act and the payment of salary shall be subject to the approval the Remuneration Committee to be appointed later on.

- f) Wherein any financial year during the currency of the tenure of the Managing Director, the company has no profit or its profit is inadequate, the company may pay to the Managing Director such remuneration as minimum remuneration as may be prescribed in Section II of the Part II of the said Schedule XIII to the said Act from time to time.

MINIMUM REMUNERATION:

Notwithstanding anything hereinabove stated, where in any financial year, the company has no profits or its profits are inadequate, the remuneration payable to Mr. Sunil Kumar by way of salary, perquisites and any other allowance shall not exceed the ceiling limits prescribed under Schedule XIII to the Companies act, 1956 or any amendments thereto.

In accordance with the provisions of part I of the Schedule XIII to the Companies Act, 1956, Mr. Sunil Kumar appointment shall have to be approved by members by passing ordinary resolution.

The above may also be treated as an abstract of the memorandum of interest of Mr. Sunil Kumar pursuant to the provisions of Section 302 of the Companies Act, 1956.

Except Mr. Sunil Kumar, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

**By the order of the Board
For RCC Cements Limited**

Sunil Kumar

**(Sunil Kumar)
Chairman**

**Place: New Delhi
Dated: 25th August, 2010**

DIRECTOR S' REPORT

To the Members of RCC Cements Limited (Formerly, KLA Biotech Industries Limited)

The Directors are pleased to present their 19th Annual Report on the business and operations of RCC Cements Limited and the Financial Accounts of the company for the Financial Year ended on March 31, 2010.

FINANCIAL RESULTS

| Particulars | Rs.(In Lacs) | |
|--|---------------|---------------|
| | Current Year | Previous Year |
| Income from Operations | 3.40 | 1.62 |
| Total Revenue | 3.40 | 1.62 |
| Profit(Loss) before Depreciation and Taxation | 0.22 | 0.01 |
| Less: Depreciation | 0.11 | 0.11 |
| Profit(Loss) before taxation | 0.12 | (0.10) |
| Provision for taxation | 0.04 | (0.03) |
| Profit(Loss) after taxation | 0.08 | (0.07) |
| Profit/(Loss) brought forward from previous year | (222.37) | (222.37) |
| Balance carried forward | (222.37) | (222.45) |

RESULTS OF OPERATIONS

During the financial year under review the company has earned a profit of Rs.11,805/- as compared to loss of Rs. 9,831/- in the previous financial year.

DIVIDEND

In view of insufficiency of profits, your Directors regret their inability to recommend dividend for the year under review

DIRECTORS

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

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement for the financial year ended 31st March, 2010 it is hereby confirmed:

- That in the preparation of annual accounts for the financial year ended March 31, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures

- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under consideration.
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2010 on a going concern basis.

AUDITORS' REPORT

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

AUDITORS

M/s RMA & Associates, Chartered Accountants, who were appointed as the statutory auditors of the company at an extraordinary general meeting of the shareholders of the Company to hold the office till the conclusion of the ensuing Annual General Meeting of the company retires as the statutory auditors of the company, at the conclusion of the forthcoming annual general meeting of the company and, being eligible, offer themselves for re-appointment which, if made, will be in accordance with Section 224(1B) of the Companies Act, 1956. The Board has obtained a certificate u/s 224(1B) of the Companies Act, 1956 from M/s RMA & Associates confirming that their appointment, if made, will be within the limits provided under the aforesaid Section. Your Directors recommend their reappointment.

PARTICULARS OF EMPLOYEES

There were no employees in the Company employed throughout the year and in receipt of remuneration more than Rs. 24,00,000/- per annum or employed for part of the year and in receipt of remuneration more than Rs. 2,00,000/- per month. As such, disclosure of particulars required in accordance with the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable.

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

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

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

FIXED DEPOSITS

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

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CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, Management Discussion and Analysis and Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are given in Annexure, which is part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. Industry Structure and Developments

The Indian construction industry is expected to grow at 22.4 per cent in 2009-10 compared to just 7.1 per cent growth in 2008-09. Growth of the construction industry declined substantially in the previous year due to the global economic slowdown and the liquidity crunch faced by contractors and developers.

In about just a decade India will move on from ninth-largest to third-largest construction market in the world, a new 10-year forecast titled Global Construction 2020 published by Global Construction Perspectives and Oxford Economics has said. The report has predicted that, by 2020, India's construction market will be worth almost \$650 billion—making up 5 per cent of the world's total construction output. Only construction giants China and USA will be doing better than India.

The Indian economy is expected to record 8 per cent GDP growth for the next three years up to 2012. With the expected average annual compounded growth rate of 8.5 per cent, GDP is expected to be \$1.4 trillion by 2017 and \$2.8 trillion by 2027. Construction accounts for nearly 7 per cent of GDP and is the second biggest contributor (to GDP) after agriculture. It is estimated that there are \$860 billion worth of construction opportunities in India.

Business Monitor International's Q409 India Infrastructure Report has pointed out that the construction sector was growing, in real terms, at a rate of 2.6 per cent y-o-y in 2009. This still remains, historically, a low figure for India. With the strong recovery, it is forecasted that the sector will grow by 9.4 per cent in 2010.

Indeed, infrastructure was the focal point of the 2009-10 budget. Investment in construction accounts for nearly 65 per cent of the total investment in infrastructure and it is expected to be the biggest beneficiary of inflows in the core sector in the next five to six years. In transport sector, funding earmarked for the national highways development project increased by 23 per cent compared with the previous year's budget, while funding for railways increased by close to 45 per cent. In power sector, allocation for power development programmes increased by 160 per cent.

Crisil Research has estimated construction expenditure to almost double from Rs 6,217 billion from 2003-04 through 2007-08 to Rs 12,189 billion from 2008-09 through 2012-13. Currently, the size of the construction industry is Rs 1,866 billion.

According to a Crisil official, the roads sector will be the primary growth driver in the infrastructure sector. Roads, irrigation and urban infrastructure will together constitute 72 per cent of total construction expenditure on infrastructure over the next five years (2008-09 through 2012-13). The report by BMI also pointed out that transport would contribute the vast majority of infrastructure industry value, 73 per cent, in 2009-10, equal to Rs 1.69 trillion (\$35.53 billion).

The roads and ports sectors have seen most activity over the past quarter, with a number of contracts awarded as both EPC and concessions. Increased focus by the central and state governments and urban local bodies on development of infrastructure in urban areas will support investments. A combination of higher government funding and public-private partnerships will also drive new investments into infrastructure projects.

India's construction industry will continue to exhibit strong growth over our forecast period, although it will be far reduced from the levels seen before 2008. In BMI's Q209 India Infrastructure Report, we have used a new methodology for our forecasting method which aims to increase the relevance and reliability of BMI's infrastructure data. We are forecasting real growth of 5.4% in the construction industry in 2009, to reach a value of INR4,200bn.

Despite the global downturn and much reduced growth forecast for 2009, India is exhibiting enviable growth compared to many other countries around the world. This is illustrated through the number of projects recorded in the construction industry's subsectors in late 2008 and thus far in 2009. The power sector has seen probably the largest amount of activity. Most of which is has followed the opening up of the country's nuclear power sector in late 2008. Negotiations are ongoing with international majors in the nuclear power sector from France, Russia and the US, as companies fight to get a slice of the very profitable sector. In March GE Hitachi Nuclear and Bharat Heavy Electricals Limited (BEHL) signed an agreement with India's state-run nuclear monopoly, Nuclear Power Corporation of India Limited (NPCIL), to co-operate in the construction of nuclear reactors. In February, France's Areva signed an MoU with NPCIL for the construction of six reactors and discussions with Russia's Atomstroyexport are still ongoing also for the supply of six reactors.

The transport sector has also seen ongoing activity, with the expansion of Chennai Airport. The Port sector, which has been suffering from the decline in global exports, received good news in February when the India-focused fund of UK private equity group 3i announced it would invest US\$161mn for a stake in the deep water port of Krishnapatnam, which is being developed under design-finance-build and operate initiative for 30 years.

Infrastructure investment in the region of US\$500bn is being planned between 2007 and 2012 under the government's 11th five-year plan. Of this, utilities will receive the largest portion with US\$167bn, roads will be allocated US\$92bn, railways US\$65bn, ports US\$22bn and airports US\$8bn. The government envisages 30% of the total amount in the plan to come from private sector companies through public private partnerships (PPPs). However, the global economic downturn has highlighted the barriers in India's infrastructure sector, which may harm the government's ability to attract private sector participation, especially at a time of risk aversion and tightening access to credit.

However, BMI believes that there are strong fundamentals to growth in the industry. Growing demand from a fast-expanding population (forecast to reach 1.34bn by 2018) will continue the need for increased capacity in the country's transport and utilities sectors. Strong economic growth of 6.5% on average per year between 2009 and 2013 is forecast, which will increase demand for infrastructure, however, if it is not up to scratch, it could hinder the achievement of this rate.

The role of cement industry in Indian GDP is significant in the economic development of the country. The cement industry in India is one of the oldest sectors in India.

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The industry is driven by the immense growth in the housing sector, the infrastructure development and construction of transport systems. The infrastructure development of the country in the recent years is the demand driver for the cement industry.

Future Outlook

Builders are now looking for new opportunities in building houses affordable to middle income groups. The builders and the buyers have become more practical. For example apartment units are now available for below rupees 20 lakhs. Rise in demand for ready to occupy units have tremendously increased. Falling bank rates on home loans are considered important. Now there is more understanding between builders and promoters. The increasing population finds it difficult to acquire land and the idea of apartments and villa solve this problem to a certain extent. Apart from civil engineering there are wide opportunities for architects and interior designers who are associated with the technical level.

Construction and infrastructure is one of the most developing industries that provide job opportunities to many people. The role of this industry in increasing the GDP of our nation is very high. The future of this industry is therefore secure. The development of this industry contributes to the growth of GDP which will enhance the industry and also the overall performance of our country and economy.

Opportunities And Threats

A. Opportunities

The construction industry which is one of the most developed industries in recent years has great relevance today. It is a sector which provides employment opportunities to many and also contribute a great to the development of our country. Through this analysis various subsectors like real estate, architecture, cement industry, management etc are included. From the analysis we can conclude that this industry has a wonderful future and for the development of any economy construction industry is very valuable.

B. Threats

a) Impact of Rising Prices Of Steel And Cement

The cost of projects is likely to increase as a result of the increase in prices of steel and cement, the two basic materials used in construction. However such increase in costs has to be compatible with international prices in view of WTO imperative. At the same time the agencies will have to enhance their efficiency and competitiveness and optimize project costs so as to maintain their position in face of stiff global competition knocking at our doors.

b) Problems Faced By The Industry.

Construction industry suffers from capacity constraints, lack of trained manpower and managerial skills with performance much below international level. Though there are islands of excellence in a sea of mediocrity. Our companies must become global players by modernizing, intensive training of their manpower, enhancing their turnover and change of mindset. The industry is starved of finance. Small and medium contracts do not have the wherewithal to upgrade their capability both hard and soft, to undertake value time bound projects FIDIC conditions are not being rigorously follow and the contract agreements continue to be heavily loaded in favour of the owner or client.

Quality, safety, environment and social aspects are also not being addressed properly. The problem of sand mining is one of the issues raised by environmentalist. Issues of child labour and low wages for workers coming from other states create lot of social problems. So business laws should be effectively implemented.

II. Segment-wise performance

The Company is into single reportable segment only.

III. Internal Control Systems and their Adequacy

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

IV. Financials

During the financial year under review the company has earned a profit of Rs.11,805/- as compared to loss of Rs. 9,831/- in the previous financial year.

V. Material developments in human resources / industrial relations front

Our people are the company's greatest assets. Your company focuses on increasing the overall productivity per employee in the challenging market conditions. Men are the only active agent and acts as a catalyst in effective utilization of all other M's (Material, Machine and Money). The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in the challenging environment. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company, customers and shareholders. The Company has a well-defined appraisal system to assess and reward the employees appropriately and also to gauge the potentials of the individuals.

VI. Cautionary statement

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "Forward Looking Statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

VIII. Appreciation

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

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

**By the order of the Board
For RCC Cements Limited**

Sunil Kumar

**(Sunil Kumar)
Chairman**

Place: New Delhi
Dated: 25th August, 2010

REPORT ON CORPORATE GOVERNANCE

I. Philosophy on code of corporate governance

Your Company believes in and endeavors to practice good Corporate Governance. Your Company endeavors to attain highest levels of transparency, accountability and responsibility in all operations and believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

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

II. Board of Directors

106 The Board of Directors consists of three members, comprising of one Executive Director and two non Executive independent Directors. The Board's composition meets the stipulated requirements of clause 49 of the listing agreement of the Stock Exchanges.

During the year under review, six Board Meetings were held on 29th April, 2009, 31st July, 2009, 25th August, 2009, 30th October, 2009, 30th January, 2010 and 01st February, 2010.

Details of attendance of each Director at various meetings of the Company are as follows:

| Name | Category | Designation | No. of Board Meetings attended | Last AGM attended |
|-------------------|-----------------------------|-------------|--------------------------------|-------------------|
| Mr. Sunil Kumar | Executive & Non-Independent | Director | 6 | Yes |
| Mr. Mukesh Sharma | Non Executive & Independent | Director | 6 | Yes |
| Mr Kishore Bhatia | Non Executive & Independent | Director | 6 | Yes |

III. Committees of the Board

Currently, the Board has two committees

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

a) **Audit Committee**

Terms of reference

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

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

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

The Committee held its meetings on 29th April, 2009, 31st July, 2009, 25th August, 2009, 30th October, 2009 and 30th January, 2010. All the members of the committee were present in the meetings. Chairman of the Committee attended the Annual General Meeting held on 30.09.2009 and provided clarifications to members of the Company on matters relating to accounts and audit.

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

b) Shareholders/Investors' Grievance Committee

Terms of Reference

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

The committee held its meetings on 29th April, 2009, 31st July, 2009, 25th August, 2009, 30th October, 2009 and 30th January, 2010

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

| Name of Members | Status | No. of Meetings Attended |
|-------------------|--------------------------------------|--------------------------|
| Mr Mukesh Sharma | Chairman & Independent Director | 5 |
| Mr Sunil Kumar | Executive & Non Independent Director | 5 |
| Mr Kishore Bhatia | Independent Director | 5 |

Number of Shareholders/Investors complaints received:

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

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Correspondence regarding change of Address:

Shareholders are requested to ensure that any correspondence for change of address should be signed by the first named shareholder. The Company is now also requesting for supporting documents such as proof of residence, proof of identification whenever a letter requesting for change of address is received. This is being done in the interest of shareholders. Shareholders are requested to kindly co-operate and submit the necessary documents/evidence while sending the letters for change of address.

Investor's Correspondence may be addressed to:

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

RCC Cements Limited

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

CFO certification with regard to the Financials of the company.

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

Distribution of Shareholding as on March 31, 2010

| S. No. | Category | No. of Shares Held | Percentage of Shareholding |
|----------|--|--------------------|----------------------------|
| A | Promoter's Holding | | |
| 1 | Promoters | | |
| | Indian Promoters | 5831100 | 64.06% |
| | Foreign Promoters | Nil | Nil |
| 2 | Persons acting in concert | Nil | Nil |
| | Sub-Total | 5831100 | 64.06% |
| B | Non-Promoters Holding | Nil | Nil |
| 3 | Institutional Investors | | |
| a | Mutual Funds and UTI | Nil | Nil |
| b | Banks, Financial Institutions, Insurance | 150000 | 1.65% |
| | Companies (Central/State Government | | |
| | Institutions) | Nil | Nil |
| c | FII's | Nil | Nil |
| | Sub-Total | 150000 | 1.65% |
| 4 | Others | | |
| a | Private Corporate Bodies | 1171100 | 12.87% |
| b | Indian Public | 1949800 | 21.42% |
| c | NRIs/OCBs | Nil | Nil |
| d | Any Other (please specify) | Nil | Nil |
| | Sub-Total | 3120900 | 34.29% |
| | Grand Total | 9102000 | 100.00% |

By the order of the Board
For RCC Cements Limited

Sunil Kumar

Place: New Delhi
Dated: 25th August, 2010

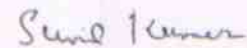
(Sunil Kumar)
Chairman

Confirmation of Compliance of Code of Conduct and Ethics

To,
The Members of
RCC Cements Limited

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

For RCC Cements Limited



Sunil Kumar
Chairman

Place: New Delhi
Dated: 25th August, 2010



AUDITORS' REPORT

**The Members,
RCC CEMENTS LIMITED**

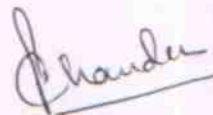
1. We have audited the attached Balance Sheet of **RCC CEMENTS LIMITED** as at 31st March 2010, the Profit & Loss Account and Cash flow statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of such books;
 - (c) The Balance Sheet, the Profit & Loss Account and the Cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, the Profit & Loss account and the Cash flow statement dealt with by this report complies with the mandatory Accounting Standards referred in section 211 [3C] of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors as at 31.03.2010 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2010 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.



CERTIFIED TRUE COPY

- (f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
 - (ii) in the case of the Profit & Loss Account, of the profit of the company for the year ended on that date; and
 - (iii) in the case of Cash Flow Statement, of the cash flow of the company for the year ended on that date.

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



Pankaj Chander
Partner
M. No. 89065



Place: New Delhi
Dated : 25th August, 2010

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date to the members
of M/s. RCC Cements Limited

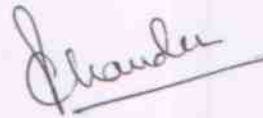
- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified at reasonable intervals by the management and no material discrepancy was noticed on such verification.
- (c)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



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

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

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



Pankaj Chander
Partner
M. No. 89065



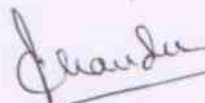
Place: New Delhi
Dated : 25th August, 2010

RCC CEMENTS LIMITED
(Formerly KLA Biotech Industries Limited)
BALANCE SHEET AS AT 31st MARCH, 2010

| | Schedule | As at 31.03.2010 (Rs.) | As at 31.03.2009 (Rs.) |
|---|----------|------------------------------|------------------------------|
| <u>SOURCES OF FUNDS:</u> | | | |
| Shareholder's funds | | | |
| a) Share Capital | 1 | 91,020,000 | 91,020,000 |
| b) Reserves & Surplus | 2 | 10,500,000 | 10,500,000 |
| Deferred Tax Liability | | 7,167 | 10,238 |
| | | 101,527,167 | 101,530,238 |
| <u>APPLICATION OF FUNDS:</u> | | | |
| Fixed Assets | | | |
| a) Gross Block | 3 | 223,809 | 223,809 |
| b) Less: Depreciation | | 196,696 | 186,065 |
| Net Block | | 27,113 | 37,744 |
| Capital Work in Progress | | 31,769,910 | 31,769,910 |
| Investments | | | |
| | 4 | 44,220,000 | 44,220,000 |
| Current Assets, Loans & Advances | | | |
| a) Cash & Bank Balances | 5 | 177,423 | 154,987 |
| b) Loans and Advances | 6 | 3,111,265 | 3,111,265 |
| Total Current Assets | | 3,288,688 | 3,266,252 |
| Less: Current liabilities & Provisions | | | |
| Current liabilities | 7 | 14,991 | 8,273 |
| Net current Assets | | 3,273,697 | 3,257,979 |
| Profit & Loss Account | | 22,236,446 | 22,244,605 |
| | | 101,527,167 | 101,530,238 |
| Notes to Accounts & Significant Accounting Policies | 9 | | |

Auditors' Report
As per our separate report of even date

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



(Pankaj Chander)
Partner
M.No. 89065



Place: New Delhi
Date : 25th August, 2010

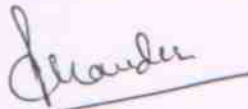

(Sunil Kumar)
Mg. Director


(Mukesh Sharma)
Director

RCC CEMENTS LIMITED
(Formerly KLA Biotech Industries Limited)
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31st MARCH, 2010

| | Schedule | 2009-10 AMOUNT (Rs.) | 2008-09 AMOUNT (Rs.) |
|---|----------|----------------------------|----------------------------|
| <u>INCOME:</u> | | | |
| Sales & Service Charges | | 340,120 | 162,350 |
| | | 340,120 | 162,350 |
| <u>EXPENDITURE:</u> | | | |
| Administrative Expenses | 8 | 317,684 | 161,550 |
| Depreciation on Fixed Assets | | 10,631 | 10,631 |
| | | 328,315 | 172,181 |
| Profit/(Loss) before tax | | 11,805 | (9,831) |
| Provision for : | | | |
| - Current Tax | | 6,718 | - |
| Add - Deferred Tax Liabilities Written Back | | 3,071 | 2,686 |
| Profit/(Loss) after tax | | 8,159 | (7,145) |
| Profit/(Loss) brought forward | | (22,244,605) | (22,237,460) |
| Balance of Profit/(Loss) carried forward to Balance Sheet | | (22,236,446) | (22,244,605) |
| Earning per share (EPS) - Basic/Diluted (Rs.) (Note No.9) | | 0.0009 | (0.0008) |
| Notes to Accounts & Significant Accounting Policies | 9 | | |
| Auditors' Report | | | |
| As per our separate report of even date | | | |

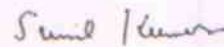
For M/s. RMA & Associates
Chartered Accountants
Firm Regn. No. 000978N



(Pankaj Chander)
Partner
M.No. 89065



Place: New Delhi
Date : 25th August, 2010



(Sunil Kumar)
Mg. Director



(Mukesh Sharma)
Director

RCC CEMENTS LIMITED
 (Formerly KLA Biotech Industries Limited)
**SCHEDULES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT AND
 PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010**

| | As at 31.03.2010 (Rs.) | As at 31.03.2009 (Rs.) |
|--|------------------------------|------------------------------|
| SCHEDULE - 1: SHARE CAPITAL | | |
| Authorised: 12000000 (12000000) Equity Shares of Rs. 10/- each | 120,000,000 | 120,000,000 |
| Issued, Subscribed & paid-up 9102000 (9102000) Equity Shares of Rs. 10/- each, fully paid up | 91,020,000 | 91,020,000 |
| SCHEDULE - 2: RESERVES & SURPLUS | | |
| Securities Premium Account | 10,500,000 | 10,500,000 |

RCC CEMENTS LIMITED

Sunil Kumar
 (Sunil Kumar)
 Mg. Director

Mukesh Sharma
 (Mukesh Sharma)
 Director



| | As at 31.03.2010 (Rs.) | As at 31.03.2009 (Rs.) |
|--|------------------------------|------------------------------|
| SCHEDULE - 4: INVESTMENTS | | |
| (Non-Trade, Long term investments) | | |
| (Valued at Cost) | | |
| Unquoted: | | |
| In fully paid up equity shares | 44,220,000 | 44,220,000 |
| | <u>44,220,000</u> | <u>44,220,000</u> |
| SCHEDULE - 5: CASH & BANK BALANCES | | |
| Cash in hand | 166,505 | 144,069 |
| Balance with Scheduled banks | | |
| - in Current Accounts | 10,918 | 10,918 |
| | <u>177,423</u> | <u>154,987</u> |
| SCHEDULE - 6 : LOANS & ADVANCES | | |
| (Unsecured, Considered Good) | | |
| (Advance recoverable in cash or in kind or for value to be received) | | |
| Advances | 3,111,265 | 3,111,265 |
| | <u>3,111,265</u> | <u>3,111,265</u> |
| SCHEDULE - 7: CURRENT LIABILITIES | | |
| a) Current Liabilities: | | |
| Expenses Payable | 2,758 | 2,758 |
| Audit Fee Payable | 5,515 | 5,515 |
| | <u>8,273</u> | <u>8,273</u> |
| b) Provisions: | | |
| Provision for taxation (A. Y. 2010-11) | 6,718 | - |
| | <u>14,991</u> | <u>8,273</u> |
| SCHEDULE - 8: OPERATING AND ADMINISTRATIVE EXPENSES | | |
| Office Expenses | 8,003 | 7,095 |
| Conveyance Expenses | 8,642 | |
| Travelling Expenses | 18,995 | |
| Legal & Professional expenses | 35,118 | 5,005 |
| Printing & stationery | 21,541 | 8,932 |
| Postage & Courier Charges | 10,425 | 7,658 |
| General Expenses | 15,370 | 2,845 |
| Salaries | 160,000 | 120,000 |
| Auditors' Remuneration | 5,515 | 5,515 |
| Filing Fee | 6,500 | 4,500 |
| Fee & Subscription | 27,575 | |
| | <u>317,684</u> | <u>161,550</u> |

RCC CEMENTS LIMITED

Sunil Kumar
(Sunil Kumar)
Mg. Director

(Mukesh Sharma)
(Mukesh Sharma)
Director



RCC CEMENTS LIMITED
 (Formerly KLA Biotech Industries Limited)
SCHEDULE - 3 : FIXED ASSETS

| Description | Rate | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | | |
|--------------------|----------------|---------------------|---------------------------------|----------------------------------|------------------------------|---------------------|-----------------|-------------------------------|---------------------|---------------------|---------------------|
| | | As on 01.04.2009 | Additions during the year | Sales/adj. during the year | Total As on 31.03.2010 | Up to 01.04.2009 | for the year | Adjust. during the year | Up to 31.03.2010 | As on 31.03.2010 | As on 31.03.2009 |
| Office Equipments | 4.75% (SLM) | 223,809 | - | - | 223,809 | 186,065 | 10,631 | - | 196,696 | 27,113 | 37,744 |
| Total | | 223,809 | - | - | 223,809 | 186,065 | 10,631 | - | 196,696 | 27,113 | 37,744 |
| Previous Year | | 223,809 | - | - | 223,809 | 175,434 | 10,631 | - | 186,065 | 37,744 | |
| Capital WIP - IPRs | | 31,769,910 | - | - | 31,769,910 | - | - | - | - | 31,769,910 | 31,769,910 |

RCC CEMENTS LIMITED

Sunil Kumar

(Sunil Kumar)
 Mg. Director

Mukesh Sharma

(Mukesh Sharma)
 Director



RCC CEMENTS LIMITED

SCHEDULE - 9:

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS AS ON 31.03.2010

A) SIGNIFICANT ACCOUNTING POLICIES:

1. Accounting Convention

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 except where otherwise stated.

2. Revenue Recognition

All Revenue / Income are recognised on accrual basis of accounting.

3. Expenditure

All expenses have been accounted for on accrual basis.

4. Use of Estimates

The preparation of financial statements in conformity with GAAP requires that the managements makes estimates and assumptions that affect reported amount of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements, and the reported amount of revenues and expenses during the reported year. Actual results could differ from those estimates.

5. Fixed Assets

Fixed Assets are stated at cost less depreciation. All costs including financing costs till commencement of commercial production relating to borrowings attributable to fixed assets are capitalised.

6. Depreciation

Depreciation on fixed assets has been provided on straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

7. Investments

Investments are treated as long term investments and are stated at cost. Any decline in the value of investments, other than a temporary decline, is recognised and charged to Profit & Loss Account.

8. Impairment of Assets

All assets other than inventories, investments and deferred tax assets are reviewed for impairment at each balance sheet date, wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets whose carrying values exceed their recoverable amount are written down to the recoverable amount.

9. Income Tax

Tax expense comprises both current and deferred taxes. Current tax is determined on the taxable profits of the year using the applicable tax rates and tax laws. Deferred tax for the year is recognised on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised and carried forward only if there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised



10. **Inventories**
Inventories are valued at cost.
11. **Contingent Liabilities**
Contingent liabilities are not provided for, and if any, are disclosed separately by way of notes.

B) NOTES TO ACCOUNTS:

1. Balances grouped under Sundry Debtors and Loans & Advances are subject to confirmation. However, in the opinion of the Board of Directors, the current assets, loans & advances are fully realisable at the values stated, if realised in the ordinary course of business. The provisions for depreciation and all other known liabilities are adequate in the opinion of the board.

2. **Deferred Tax Assets & Deferred Tax Liabilities:**

| Particulars | Amount in Rs. | | |
|---|---|---------------------|---|
| | Deferred Tax Liability as at 01.04.2009 | Current Year Charge | Deferred Tax Liability as at 31.03.2010 |
| On account of difference Between book & Tax Depreciation. | 10,238 | 3,071 | 7,167 |
| Total | 10,238 | 3,071 | 7,167 |

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

3. No provision for the payment of gratuity and leave encashment has been made as none of the employees has completed the qualifying period of service.
4. Managing Directors' Remuneration: Rs. NIL (Previous Year Rs. NIL).
5. Auditors' Remuneration:

| | 2009-10 (Rs.) | 2008-09 (Rs.) |
|-----------|------------------|------------------|
| Audit fee | 5,000 | 5,000 |
| Others | 515 | 515 |
| | 5,515 | 5,515 |

6. **Related Party Disclosure:** The company has not entered into any related party transactions during the year.
7. Previous year figures have been regrouped / rearranged / reconsidered, wherever considered necessary.
8. **Segment Reporting:-** The company has only one reportable segment.



9. Earning per share (EPS):

| | | 2009-10 | 2008-09 |
|----|--|---------|----------|
| a) | Weighted Average number of shares at the beginning and end of the year | 9102000 | 9102000 |
| b) | Net Profit / (Loss) After Tax | 11,805 | (9,831) |
| c) | Basic and Diluted Earning Per Share | 0.0009 | (0.0008) |

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

11. As per information available with the company, no amount is due to Small Scale Ancillary Industrial Undertakings as at 31st March, 2010.

ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PART - II OF SCHEDULE VI OF THE COMPANIES ACT, 1956

1. LICENSED / INSTALLED CAPACITIES:

-- NOT APPLICABLE --

2. PRODUCTION AND SALES:

| Unit | PRODUCTION | | SALES | |
|--------------------|------------------|------------------|--------------------|-----------------------------|
| | 31.03.10 Qty. | 31.03.09 Qty. | 31.03.2010 Qty. | 31.03.2009 Rs. (Lacs) |
| Sales & Services * | -- | -- | 3.40 | 1.62 |

* In view of the nature of business and type of products dealt with by the company, it is not possible to express these in any generic unit. Hence, it is neither practicable nor meaningful to give quantitative details.

3. CLOSING STOCK (FINISHED GOODS)

31.03.2010
NIL

31.03.2009
NIL

4. PURCHASES FOR TRADING

| Unit | 31.03.2010 | | 31.03.2009 | |
|--------------------|------------|---------------|------------|---------------|
| | Qty. | Rs. (Lacs) | Qty. | Rs. (Lacs) |
| Sales & Services * | | 0.00 | | 0.00 |

* In view of the nature of business and type of products dealt with by the company, it is not possible to express these in any generic unit. Hence, it is neither practicable nor meaningful to give quantitative details.



5. RAW MATERIALS CONSUMED

| | Unit | 31.03.2010 | | 31.03.2009 | |
|---|------|------------|---------------|------------|---------------|
| | | Qty. | Rs. (Lacs) | Qty. | Rs. (Lacs) |
| Indigenous | | | -- | | -- |
| Imported | | | -- | | -- |
| | | | ----- | | ----- |
| | | | -- | | -- |
| | | | ===== | | ===== |
| 6. VALUE OF IMPORTED AND INDEGENEOUS MATERIALS CONSUMED | | : | | : | NIL |
| 7. CIF VALUE OF IMPORTS | | : | | : | NIL |
| 8. EXPENDITURE IN FOREIGN CURRENCY | | : | | : | NIL |
| 9. EARNINGS IN FOREIGN CURRENCY | | : | | : | NIL |

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

FOR & ON BEHALF OF THE BOARD

Pankaj Chander

Pankaj Chander
Partner
M. No. 89065



Sunil Kumar
(Sunil Kumar)
Mg. Director

Mukesh Sharma
(Mukesh Sharma)
Director

Place: New Delhi
Dated : 25th August, 2010

RCC CEMENTS LIMITED
(Formerly KLA Biotech Industries Limited)
Balance Sheet Abstract and Company's General Business Profile
(Pursuant to Part IV of Schedule VI to the Companies Act, 1956)

REGISTRATION DETAILS:

| | | | |
|--------------------|------------|------------|----|
| Registration No. | 43776 | State Code | 55 |
| Balance Sheet Date | 31.03.2010 | | |

CAPITAL RAISED DURING THE YEAR (Rs. in '000):

| | | | |
|--------------|-----|-------------------|-----|
| Public Issue | NIL | Rights Issue | NIL |
| Bonus Issue | NIL | Private Placement | NIL |

POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Rs. in '000):

| | | | |
|-------------------|--------|--------------|--------|
| Total Liabilities | 101527 | Total Assets | 101527 |
|-------------------|--------|--------------|--------|

SOURCES OF FUNDS:

| | | | |
|------------------------|-------|--------------------|-------|
| Paid-up Capital | 91020 | Reserves & Surplus | 10500 |
| Secured Loans | NIL | Unsecured Loans | NIL |
| Deferred Tax Liability | 7 | | |

APPLICATION OF FUNDS:

| | | | |
|---------------------------|-------|--------------------|-------|
| Net Fixed Assets | 31797 | Investments | 44220 |
| Net Current Assets | 3274 | Accumulated Losses | 22236 |
| Miscellaneous Expenditure | NIL | | |

PERFORMANCE OF THE COMPANY (Rs. in '000):

| | | | |
|--------------------------|-----|------------------------|-----|
| Turnover | 340 | Total Expenditure | 328 |
| Profit(Loss) Before Tax | 12 | Profit(Loss) After Tax | 8 |
| Earning per Share in Rs. | Nil | Dividend Rate % | NIL |

GENERIC NAMES OF THREE PRINCIPAL PRODUCTS\SERVICE OF THE COMPANY:

| | |
|---------------------------------|----------------------------|
| <u>Item Code No. (ITC Code)</u> | <u>Product Description</u> |
| N.A. | Cement |

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


(Pankaj Chander)
Partner
M.No. 89065




(Sunil Kumar)
Mg. Director


(Mukesh Sharma)
Director

Place: New Delhi
Date : 25th August, 2010

RCC CEMENTS LIMITED
(Formerly KLA Biotech Industries Limited)

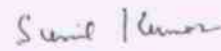
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2010

| | (Rs. in Thousand) | |
|---|----------------------|----------|
| | Year ended March 31, | |
| | 2010 | 2009 |
| A. Cash Flow From Operating Activities: | | |
| Net Profit/(loss) before tax and extraordinary items | 12 | (10) |
| Adjustments for: | | |
| Interest income | - | - |
| Depreciation | 11 | 11 |
| Interest & Finance Charges | - | - |
| Operating cash flow before changes in working capital | 23 | 1 |
| Cash Flow in Working Capital Activities: | | |
| (Increase)/Decrease in Sundry Debtors | - | - |
| (Increase)/Decrease in Inventories | - | - |
| (Increase)/Decrease in Loans & Advances | - | - |
| Increase/(Decrease) in Current Liabilities | - | 2 |
| Cash generated from operations | 23 | 3 |
| Interest Paid | - | - |
| Net cash provided by / (used in) operating activities | 23 | 3 |
| B. Cash Flow From Investing Activities: | | |
| Sale/(Purchase) of fixed assets | - | - |
| (Increase)/Decrease in investments | - | - |
| Interest received | - | - |
| Net cash provided by / (used in) investing activities | - | - |
| C. Cash Flow From Financing Activities: | | |
| Increase in capital | - | - |
| Proceeds from Long Term Borrowings | - | - |
| Interest and Finance Charges | - | - |
| Repayment of Long Term Borrowings | - | - |
| Net cash provided by / (used in) financing activities | - | - |
| Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)] | 23 | 3 |
| Cash and Cash Equivalents: | | |
| Opening Balance | 155 | 152 |
| Closing Balance | 178 | 155 |

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


(Pankaj Chander)
Partner
M.No. 89065




(Sunil Kumar)
Mg. Director


(Mukesh Sharma)
Director

Place: New Delhi
Date : 25th August, 2010