

25th
ANNUAL REPORT
2011-2012



TRINETRA CEMENT LIMITED

25th Annual General Meeting

Date : 5th September 2012

Time : 11.00 A.M.

Venue : 'Coromandel Towers',
93, Santhome High Road,
Karpagam Avenue,
R.A.Puram,
Chennai 600028.

A REQUEST

Shareholders are requested to bring their copy of the Annual Report to the meeting.

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TRINETRA CEMENT LIMITED

BOARD OF DIRECTORS :

Sri N.Srinivasan, Chairman

Dr. B.S.Adityan

Sri Arun Datta

Sri R.K.Das

Sri N.R.Krishnan

Sri A.Sankarakrishnan

Sri L.Sabaretnam

Sri T.S.Raghupathy

Sri PL.Subramanian

Sri R.Srinivasan

Sri V.M.Mohan

AUDITORS :

M/s. Chaturvedi SK & Fellows,
Chartered Accountants,
410, Dev Plaza, SV Road,
Andheri West,
Mumbai - 400 058.

REGISTERED OFFICE :

'Dhun Building',
827, Anna Salai,
Chennai - 600 002.

CORPORATE OFFICE :

'Coromandel Towers',
93, Santhome High Road,
Karpagam Avenue, R.A.Puram,
Chennai - 600028.

CEMENT PLANT :

Nokhla Village,
Wajwana Post,
Banswara District,
Rajasthan.

TRINETRA CEMENT LIMITED

Registered Office:

'Dhun Building' 827, Anna Salai, Chennai - 600 002.

Corporate Office:

'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai 600028.

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Twentyfifth Annual General Meeting of Trinetra Cement Limited will be held at 11.00 A.M. on Wednesday, the 5th September 2012 at 'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai 600028 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and the accounts of the Company for the year ended 31st March 2012 and the Auditors' Report thereon.
2. To appoint a Director in the place of Mr.N.R.Krishnan who retires by rotation and is eligible for reappointment.
3. To appoint a Director in the place of Mr.A.Sankar Krishnan who retires by rotation and is eligible for reappointment.
4. To appoint a Director in the place of Mr.L.Sabaretnam who retires by rotation and is eligible for reappointment.
5. To appoint a Director in the place of Mr.T.S.Raghupathy who retires by rotation and is eligible for reappointment.
6. To appoint Auditors and fix their remuneration:
To consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT M/s.Chaturvedi SK & Fellows (Registration No.112627W) Chartered Accountants, Mumbai, be and are hereby appointed Auditors of the Company to hold office from the conclusion of the Twentyfifth Annual General Meeting until conclusion of the Twentysixth Annual General Meeting and that their remuneration be and is hereby fixed at Rs.5,00,000/- exclusive of service tax, all travelling and out of pocket expenses which shall be reimbursed to them."

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to Sections 94 and 16 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory

modification(s) thereto or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company:

- a) The Authorised Share Capital of the Company be and is hereby increased from Rs.675,00,00,000/- (Rupees Six Hundred and Seventy Five Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 6,15,00,000 (Six Crores Fifteen Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.875,00,00,000/- (Rupees Eight Hundred and Seventy Five Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 8,15,00,000 (Eight Crores Fifteen Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each.
- b) The existing Clause V(a) of the Memorandum of Association of the Company be and is hereby amended to read as follows:

The Authorised Share Capital of the Company is Rs.875,00,00,000 (Rupees Eight Hundred and Seventy Five Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 8,15,00,000 (Eight Crores Fifteen Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each. The Company shall have power to increase or reduce or consolidate or subdivide the capital of the Company from time to time. Any shares of the original or increased capital may from time to time be issued with guarantee or any right of the preference whether in respect of dividend or of repayment of capital or both or any other special privilege or advantage over any shares previously issued, or then about to be issued or with deferred or qualified rights as compared with any share previously issued or subject to any provisions or conditions and with any special right, without any right of voting and generally on such terms as the Company may from time to time determine."

8. To consider and if thought fit, to pass with or without modification(s) the following Resolutions as SPECIAL RESOLUTIONS:
"RESOLVED THAT pursuant to Sections 80, 81 and all other applicable provisions, if any, of the



Companies Act, 1956 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the securities of the Company are listed and subject to the necessary approvals, consents, permissions and/or sanctions, as may be necessary of banks, financial institutions and all other concerned authorities and Departments, if and to the extent necessary and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) may agree to, at its sole discretion, consent of the Company be and is hereby accorded to the Board to offer, issue and allot such number of Non-Convertible Redeemable Preference Shares of the face value of Rs.100/- each (hereinafter referred to as "Preference Shares") for an amount not exceeding Rs.200 Crores (Rupees Two Hundred Crores only) as the Board at its sole discretion may at any time or times hereafter decide, to various persons and / or entities including promoters and / or promoter group companies and / or their associates, whether or not such investors are Members of the Company, through private placement / preferential basis, in one or more tranches, at such price and on such terms and conditions, including the number of shares to be issued, terms of payment, rate of dividend, cumulative or non-cumulative, premium / discount, if any, on issue / redemption, redemption period, manner and terms of redemption as the Board may in its absolute discretion thinks fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot subject to the Memorandum and Articles of Association of the Company, such number of Preference Shares, as may be required to be issued and allotted in accordance with the terms of offer and the said preference shares shall rank pari passu in all respects with the existing preference shares of the Company for and from the financial year in which they are allotted save and except that the said new preference shares shall be entitled to such dividend as and when declared at any time after allotment thereof on the amount paid up thereon on pro-rata basis."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, at its discretion deem necessary or desirable for such purpose, with power to settle any questions, difficulties or doubts that may arise in regard to this issue and the allotment of preference shares."

NOTES:

1. Explanatory Statement is annexed to the Notice of the Twentyfifth Annual General Meeting of the Company as required by Section 173(2) of the Companies Act, 1956 in respect of items no.7 and 8.
2. Details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking reappointment at the Annual General Meeting are annexed hereto for items no. 2 to 5.
3. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 30th August 2012 to 5th September 2012 (both days inclusive).
5. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Enterprises (India) Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600017. Tel.:044-28140801 to 28140803 & Fax : 044-28142479 Email: corpseiv@integratedindia.in
6. Members holding Share Certificate(s) in the name of Indo Zinc Limited are requested to send the same to the RTA to get the new name viz., 'Trineta Cement Limited', affixed on the Share Certificate(s).
7. The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the members to dematerialize the equity shares of the Company. The ISIN Number allotted by NSDL and CDSL for dematerializing the Company's shares is INE031L01014.

TRINETRA CEMENT LIMITED

8. Members holding shares in physical form are requested to notify change of address, if any, to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their share certificates for consolidation of their holdings into one folio.
9. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
10. Under the provisions of Sections 109A and 109B of the Companies Act, 1956, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest after his/her/their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company/RTA.
11. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and jointholder(s) respectively, along with necessary documents at the time of lodgement of request for transfer / transmission / transposition, is now mandatory.
12. The Ministry of Corporate Affairs, vide Circular No. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively, clarified that a company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronic mode provided the company has obtained e-mail addresses of its members for sending the notice / documents through e-mail. An amendment to the listing agreement with the stock exchanges permits companies to send soft copies of the annual reports to all those shareholders who have registered their e-mail address for the said purpose. Members are requested to register their e-mail address and changes therein from time to time, with their Depository Participant (in case of shares held in dematerialized form) or with the Company's Share Transfer Agent (in case of shares held in physical form) for receiving annual reports electronically.

(By order of the Board)
for TRINETRA CEMENT LIMITED

Place: Chennai
Date : 25th April, 2012

S. SRIDHARAN
Company Secretary

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE REAPPOINTED, VIDE ITEMS NO. 2 to 5 OF NOTICE DATED 25TH APRIL, 2012

(i)	Name of the Director	: Mr.N.R.Krishnan
	Date of Birth	: 20 th June 1938
	Date of appointment on the Board as Director	: 25 th March 2010
	Date of last reappointment as Director	: 30 th September 2010
	Expertise in specific functional areas	: Indian Administrative Service (Retd.)
	Qualification	: B.Sc. (Hons.) Chemistry, M.Sc. Chemistry
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Ponni Sugars (Erode) Limited 2. Tamil Nadu Petroproducts Limited 3. Tamil Nadu Road Development Company Limited 4. The India Cements Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Member



	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: 1. Ponni Sugars (Erode) Limited - Audit Committee - Member 2. Tamil Nadu Petroproducts Limited - Audit Committee - Member 3. Tamil Nadu Road Development Company Limited - Audit Committee - Chairman
	Relationship with other Directors	: Nil
(ii)	Name of the Director	: Mr.A.Sankarakrishnan
	Date of Birth	: 27 th October 1942
	Date of appointment on the Board as Director	: 25 th March 2010
	Date of last reappointment as Director	: 30 th September 2010
	Expertise in specific functional areas	: Industry
	Qualification	: B.E.(Mechanical)
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Allsec Technologies Limited 2. India Cements Capital Limited 3. India Cements Investment Services Ltd 4. The India Cements Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Chairman
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: 1. Allsec Technologies Limited - Audit Committee - Member 2. India Cements Capital Limited - Audit Committee - Member Shareholders' / Investors' Grievance Committee - Member
	Relationship with other Directors	: Nil
(iii)	Name of the Director	: Mr.L.Sabaretnam
	Date of Birth	: 19 th June 1940
	Date of appointment on the Board as Director	: 28 th May 2010
	Date of last reappointment as Director	: 30 th September 2010
	Expertise in specific functional areas	: Advisor
	Qualification	: M.B.A (Marketing)
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: Nil
	List of outside Directorships held in Public Companies	: 1. Biosynth Life Sciences India Ltd 2. Chennai Petroleum Corporation Ltd 3. Coromandel Sugars Ltd
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Chennai Petroleum Corporation Ltd - Audit Committee - Chairman Shareholders' / Investors' Grievance Committee - Chairman
	Relationship with other Directors	: Nil

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(iv)	Name of the Director	: Mr.T.S.Raghupathy
	Date of Birth	: 4 th November 1951
	Date of appointment on the Board as Director	: 9 th October 2009
	Date of last reappointment as Director	: 30 th September 2010
	Expertise in specific functional areas	: Marketing
	Qualification	: B.Com., MMSC
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: 50
	List of outside Directorships held in Public Companies	: 1. Coromandel Electric Company Limited 2. Coromandel eServices Limited 3. Coromandel Infotech India Limited 4. Coromandel Sugars Limited 5. ICL Financial Services Limited 6. ICL International Limited 7. ICL Securities Limited 8. ICL Shipping Limited 9. India Cements Capital Limited 10. India Cements Investment Services Limited 11. Industrial Chemicals & Monomers Limited 12. Jhunjhunu Cement Limited 13. Raasi Cement Limited 14. Trishul Concrete Products Limited
	Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Member Shareholders' / Investors' Grievance Committee - Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: India Cements Capital Limited - Audit Committee - Member
	Relationship with other Directors	: Nil



EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE TWENTYFIFTH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEMS NO.7 AND 8 OF NOTICE DATED 25TH APRIL, 2012

Item No. 7:

The Company proposes to offer, issue and allot Preference Shares for an amount not exceeding Rs.200 crores to various persons and / or entities including promoters and / or promoter group companies and / or their associates, on private placement / preferential basis as set out under item no.8 of the accompanying Notice.

At present, the Authorised Share Capital of the Company is Rs.675 Crores (Rupees Six Hundred and Seventy Five Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 6,15,00,000 (Six Crores Fifteen Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each. The present issued Share Capital of the Company is 45,00,000 Equity Shares of Rs.10/- each and 615,00,000 Preference Shares of Rs.100/- each.

The proposed issue of Preference Shares as aforesaid will lead to increase in the Subscribed and Paid-up Share Capital of the Company beyond the present limit of Authorised Share Capital of Rs.675 Crores.

Hence, a resolution is proposed to increase the Authorised Share Capital from Rs.675 Crores to Rs.875 Crores (Rupees Eight Hundred and Seventy Five Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and 8,15,00,000 (Eight Crores Fifteen Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each and to make consequent amendment in the relevant Clause of the Memorandum of Association of the Company.

The Board of Directors recommends the resolution set out in Item No.7 of the accompanying Notice for your approval.

Inspection of Documents:

The Memorandum and Articles of Association of the Company will be available for inspection by the shareholders at the Registered Office of the Company between 10.00 a.m. and 12.00 Noon on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors:

The Directors of the Company may be deemed to be interested or concerned in the resolutions to the extent of preference shares that may be offered to or subscribed by them or by the Companies / entities in

which they are Directors or Members or employees or otherwise interested.

Item No.8:

The Company's 1.5 million tonne per annum cement plant commissioned its operations in January 2011, stabilized in stages and has crossed one million tonne mark in its first full year of operations 2011 - 12. Further, the Company's 20 MW Thermal Captive Power Plant was commissioned during February 2012.

The Company has availed loans and advances from time to time from promoters, banks and other entities for the aforesaid purposes and it may be necessary to avail further financial assistance for meeting various requirements including capital expenditure, operations and working capital requirements of the Company.

The Company is in the process of acquiring lands for mining and for the plant to take care of future expansion and incur additional cost in acquiring machineries / equipments for improving efficiencies.

Considering the above as well as for other corporate purposes, the Board of Directors proposes to issue, offer and allot Non-convertible Redeemable Preference Shares for an amount not exceeding Rs.200 crores (Rupees Two Hundred Crores only) to various persons and / or entities including promoters and / or promoter group companies and / or their associates, against loans and advances and / or share application money received and to be received.

The Board of Directors recommends the special resolutions set out in Item No.8 of the accompanying Notice for your approval.

Interest of Directors:

The Directors of the Company may be deemed to be interested or concerned in the resolutions to the extent of preference shares that may be offered to or subscribed by them or by the Companies / entities in which they are Directors or Members or employees or otherwise interested.

(By order of the Board)
for TRINETRA CEMENT LIMITED

Place: Chennai
Date : 25.04.2012

S. SRIDHARAN
Company Secretary

TRINETRA CEMENT LIMITED

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Twentyfifth Annual Report together with the audited accounts for the year ended 31st March 2012.

FINANCIAL RESULTS

	(Rs. in Lakhs)	
	For the year ended 31 st March	
	2012	2011
Profit/(Loss) before Interest & Depreciation	2680.57	92.60
Less: Interest	3543.22	879.07
Less: Depreciation	2820.78	513.53
Less: Forex Fluctuation Loss	497.62	—
Profit/(Loss) before Tax	(4181.05)	(1300.00)
Provision for Tax	0.00	0.00
Profit/(Loss) after Tax	(4181.05)	(1300.00)

DIVIDEND

In view of the loss incurred, your Directors do not recommend any dividend for the year ended 31.03.2012.

SHARE CAPITAL

During the year, the Authorised Share Capital of the Company increased to Rs.675 Crores from Rs.350 Crores. The Company has allotted 605,00,000 - 9% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs.100/- each fully paid up, at par, amounting to Rs.605 Crores to The India Cements Limited, the holding company, in February 2012, on adjustment of outstanding loans / advances.

RIGHTS ISSUE

The Company deferred its decision on the proposed rights issue in view of adverse market conditions.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statement in terms of Section 217 (2AA) of the Companies Act, 1956:

"We confirm

1. That in the preparation of the accounts for the year ended 31st March 2012, the applicable Accounting Standards have been followed.
2. That such Accounting Policies have been selected and applied consistently and made judgements and

estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2012 and of the loss of the Company for the year ended on that date.

3. That proper and sufficient care has been taken 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.
4. That the annual accounts for the year ended 31st March 2012 have been prepared on a going concern basis."

OPERATIONS

The performance of the Company has been discussed in detail in the "Management Discussion and Analysis" section.

The Company's 1.5 million tonne per annum cement plant which commenced its operations in January 2011 stabilized in stages and has crossed one million tonne mark in its first full year of operation.

The 20 MW captive power plant has been commissioned during March 2012 and is expected to supply uninterrupted power during the current financial year.

The capacity of the limestone stacker and reclaimer was enhanced during the year after obtaining the additional area of land for that purpose.

During the second quarter of the financial year, the fly-ash handling system at Wankbhoari Thermal Power Plant in Gujarat was also commissioned and has started supplying fly-ash to your Company.

With regard to acquisition of further lands for expansion and for mining lease, necessary applications have been made and are being processed by the State Government.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the Listing Agreement, a Management Discussion and Analysis Report is given as addition to this report.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, a report on Corporate Governance along with Auditors' Certificate of its compliance is included as part of the Annual Report of the Company.



FINANCIAL POSITION

The Company was discharged from the purview of SICA/BIFR by the Board for Industrial and Financial Reconstruction (BIFR), vide its order No.277/98 dated 17th March 2009. However, as per the audited annual accounts as on 31st March 2010, the Company had become a potentially sick company in terms of Section 23 of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) and the prescribed form was filed with BIFR on 11th October 2010. Even at the time of discharge of the Company from the purview of SICA, the accumulated losses were more than 50% of the peak net worth and the status has been continuing since then.

Consequent to the issue of Preference Share Capital as mentioned under the heading 'Share Capital' elsewhere in the report, the networth of the Company has increased substantially and the same was intimated to BIFR in February 2012.

REGISTERED OFFICE

The Hon'ble Company Law Board, Western Region Bench, Mumbai, has passed an order on 26th September 2011, confirming the shifting of the Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu. Consequently, the Registered Office of the Company has been shifted to "Dhun Building", 827, Anna Salai, Chennai 600002, with effect from 17th October 2011, after complying with requisite formalities.

PUBLIC DEPOSITS

During the year under review, the Company has neither invited nor accepted any public deposits within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975. Also there were no outstanding public deposits at the beginning or end of the year.

CONSERVATION OF ENERGY, ETC.

The prescribed details, as required under Section 217(1)(e) of the Companies Act, 1956, are set out in the Annexure 'A'.

PERSONNEL

Industrial relations were cordial during the year.

The Company has no employee drawing a salary of Rs.5,00,000/- per month or above or which in aggregate was not less than Rs.60 lakhs during the year.

DIRECTORS

Mr.N.R.Krishnan, Mr.A.Sankarakrishnan, Mr.L.Sabaretam and Mr.T.S.Raghupathy retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for reappointment.

Brief particulars of Directors eligible for reappointment in terms of Clause 49 of the Listing Agreement are annexed to the Notice dated 25.04.2012 convening the 25th Annual General Meeting.

AUDITORS

M/s.Chaturvedi SK & Fellows, Chartered Accountants, Mumbai, Auditors of the Company, retire at the ensuing Annual General Meeting and are eligible for reappointment.

Mr.S.A.Murali Prasad, Cost Accountant, Chennai, has been appointed as Cost Auditor for the year 2012-13 subject to approval by the Government of India.

M/s.Brahmayya & Co., Chartered Accountants, Chennai, have been appointed as Internal Auditors for the year 2012-13.

ACKNOWLEDGEMENT

The Directors are thankful to the Bankers for their continued support. The Directors also thank the Central Government and the State Governments for their support. The Directors are appreciative of the performance of the stockists during the year. The continued dedication and sense of commitment shown by the employees at all levels during the year deserve special mention.

for and on behalf of the Board

Place: Chennai
Date : 25th April, 2012

N.SRINIVASAN
Chairman

TRINETRA CEMENT LIMITED

ANNEXURE 'A' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2012

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988.

A. Conservation of Energy:

The plant was commissioned only during January 2011 and has since started stabilizing in stages during the year.

(a) Energy conservation measures undertaken:

- i. Improvement of power factor from 0.95 to 0.98 in stages.
- ii. Process optimization studies undertaken which resulted in reduction in power consumption gradually during the year.
- iii. The idle running of equipments were controlled through energy optimization studies.
- iv. The 20 MW power plant for this unit has since been commissioned during the last quarter of the year which will ensure saving in power cost.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

- i. Further installation of HT and LT capacitors for improving power factor.
- ii. Compressor with drier for fly-ash unloading and for mechanical feeding arrangements of fly-ash.
- iii. Process improvement studies being undertaken to optimize the power consumption for the various sections.
- iv. Use of alternate fuel like waste sludge to reduce the cost of energy.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on cost of production of goods:

The power consumption during the year due to stabilization has come down substantially and the heat consumption by 15 k.cals per kg of clinker.

(d) Total energy consumption and energy consumption per unit of production:

Given in Form 'A' annexed.

B. Technology Absorption:

Efforts made in technology absorption:

Particulars given in Form 'B' annexed.

C. Foreign exchange earnings and outgo:

(a) Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans:

There was no export sales during the year under review.

(b) Total foreign exchange used and earned:

	Current Year	Previous Year
Used Rs.Lakhs	—	—
Earned Rs.Lakhs	—	—



FORM A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

		Current Year	Previous Year
A. POWER & FUEL CONSUMPTION			
1. Electricity			
(a) Purchased			
Units - KWH - Lakhs		1069.49	188.42
Total amount - Rs.Lakhs		5477.54	852.37
Rate per unit - Rs.		5.12	4.52
(b) Own Generation			
(1) Through Diesel/Furnace Oil Genset			
Units - KWH - Lakhs		0.62	Nil
Unit per Litre of Diesel/Furnace Oil-KWH		3.55	Nil
Cost per unit - Rs.		54.10	Nil
(2) Through Steam Turbine/Genset			
Units - KWH - Lakhs		Nil	Nil
Unit per Litre of Furnace Oil/Gas-KWH		Nil	Nil
Cost per unit - Rs.		Nil	Nil
2. Coal for Kilns (various grades including Lignite)			
Quantity	Tonnes	109825	16690
Total Cost	Rs.Lakhs	8393	1305
Average Rate	Rs./Tonne	7642	7817
3. HSD/Furnace Oil for Kilns			
Quantity	K.Litres	204.45	28.00
Total Cost	Rs.Lakhs	88.58	10.58
Average Rate	Rs./K.Litre	43325	37786
4. Consumption per unit of Production	Standards (if any)		
Electricity (KWH/Tn of Cement)	110	107.19	131.09
Coal Consumption Per Tn of Clinker (Depending on Quality of Coal)	20-25	14.08	14.27
Diesel Oil/Furnace Oil per Tn of Cement (Litres)		0.20	Nil

TRINETRA CEMENT LIMITED

FORM B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

Research and Development (R & D) :

- | | | |
|---|---|--|
| 1. Specific areas in which R & D carried out by the Company : | } | Nil |
| 2. Benefits derived as a result of above R & D : | | |
| 3. Future plan of action : | | |
| 4. Expenditure on R & D: | | |
| (a) Capital : | | Nil |
| (b) Recurring : | | A sum of Rs. 7.54 lakhs has been contributed to National Council for Cement and Building Materials (NCCBM) which carries out Research on behalf of the Industry. |
| (c) Total : | | Rs. 7.54 lakhs |
| (d) Total R & D expenditure as a percentage of total turnover : | | 0.02 |

Technology absorption, adaptation and innovation:

- | | | |
|--|---|----------------|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation. : | } | Not Applicable |
| 2. Benefits derived as a result of above efforts e.g. product improvement, cost reduction, product development, import substitution etc. : | | |
| 3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished : | | |
| (a) Technology imported | | |
| (b) Year of Import | | |
| (c) Has technology been fully absorbed | | |
| (d) If not fully absorbed, areas where this has not taken place, reasons therefor and future plans of action. | | |



MANAGEMENT DISCUSSION AND ANALYSIS

Economy - An Overview

India's GDP growth for the year 2011-12 is estimated at 6.9%, a sharp fall from the growth of 8.4% recorded last year. This growth can be considered to be reasonable in view of the Eurozone crisis, turmoil in West Asia and a spike in crude prices. We also need to reckon the administrative factors like high inflation, depressed investment climate, unaddressed manufacturing bottlenecks which has slowed down the industrial activity. The industry growth witnessed a sharp fall to 4.1% in February, 2012 as compared to 6.7% growth in the corresponding month of the previous fiscal. As per the revised IIP data, the industrial production grew only by 1.1% during the year under review that too driven by above growth in February, 2012.

While the exports of the country according to the provisional figures exceeded the target of \$ 300 billion for the fiscal year 2011-12, imports also correspondingly rose on account of raising global oil prices resulting in further widening of the trade deficit.

Inflation

Inflation which had raged at double digit levels over the last two years is now below 7% and this has provided some relief and the time is ripe to boost further investment in the economy. The Prime Minister's Economic Advisory Council has opined that inflation would drop further and hover around 5% to 6% during the current fiscal 2012-13.

Industry Scenario

The demand for cement in the country marginally improved during the current year registering a growth of 6.6% better than 4.7% registered in the previous year according to the information furnished by CMA. However, an analysis of the region-wise pattern of growth reveals that the demand growth was healthy in regions where infrastructure and housing activities were brisk on the back of progressive policy of the State Governments. The Western region registered a significant growth of 13.8%, North followed it with 11%, Central with 9.3% and East with 2.9%, while there was a flat growth in South. The capacity utilization of the industry in general was at 75% as compared to 76% in the previous year. But it was higher at 89% in

Central and more than 80% in East and West. Only South registered a sub-optimal capacity utilization of 63%.

However, it is heartening to note that during January to March, 2012 quarter, the demand for cement on an all India basis has grown sharply by 10% as compared to 5.6% in the preceding 9 months.

With a pronounced GDP growth of around 7.5% next year, the industry can expect a reasonable growth rate of 8% to 9% in the coming years enabling a normative capacity utilization of over 80%.

The industry was also hit during the year on the cost front with revision in power tariff in various States and depreciation of rupee against dollar by more than 15%. The union budget 2012 has also proposed to increase the excise duty from 10% to 12% and a steep increase in railway freight inward and outward movement of materials has also been announced. Given all these adverse factors, your company's challenge during the year was to stabilize the plant quickly, improve the operating parameters and reduce the cost of production on one hand while optimizing the selling price on the other hand to maintain a reasonable bottom line.

Company Performance

The unit which was commissioned in January, 2011 stabilized in stages during the year and achieved a grinding of 1 million tons in its first full year of operation. The clinker production was at 7.80 lakh tons (2.79 lakh tons) while the cement grinding was at 10.07 lakh tons (3.24 lakh tons) and sales of 10.08 lakh tons as opposed to 3.16 lakh tons of the previous year. The performance could have been better but for the infrastructure bottlenecks during the period of monsoon resulting in lesser evacuation of materials. The captive power plant of 20 MW has been commissioned during the last quarter of the year.

Opportunities, Threats, Risks and Concerns

The capacity utilization of the industry in general has been affected due to the demand supply mismatch arising out of new capacity additions and not necessarily due to lack of growth in demand. Given the resilient nature of the economy, India has been able to achieve a reasonable GDP growth of 6.9% in FY 12

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which is expected to increase to around 8% in FY 13 implying a demand growth of 8% to 10% in cement. Therefore, the industry can reasonably estimate a gradual increase in capacity utilization over the next three years. However, the markets served by the Company namely West and North have shown substantial growth over that of other regions which augur well for the industry in that region.

To overcome the constraints in the availability of power and to economise the cost of power, your Company has installed a 20 MW Power Plant to take care of its power requirements and which has since been commissioned during the last quarter of the year.

To circumvent high cost of fuel, your Company has also started using low cost high moisture coal and other alternative fuels like petcoke.

With the deployment of dedicated trucks for this unit, the availability of trucks has been improved at this remote place which has enabled the Company to dispatch over one million tonnes of cement in its first full year of operation.

However, the ever increasing prices of petroleum products is also a cause of concern which the Company expects to pass on to consumers given the better demand supply situation in its markets.

Outlook

There are certain positive developments on the global front with the better than expected performance of the US economy which is estimated to grow by 2% in 2012 and forward looking indicators of the OECD showing improvement in the advanced country's outlook and prospects.

Economic experts are banking on the domestic market to sustain growth through a Government led initiative to boost private sector investments. With signs of industry growth revival, it is anticipated that the projected growth rate of 7.5% in GDP is eminently possible. The recent proposal of the Reserve Bank of India in its Credit Policy to reduce Repo and Reverse Repo rates by 50 basis points is expected to soften housing loan interest rates thereby giving a fillip to demand for housing for the middle income groups. All these positive factors point to a reasonable growth rate in GDP and thereby higher implied growth rate for cement demand which should augur well for the industry.

Value Enhancing Strategies

The Company has put up a plant at a strategic location in the ever growing markets of North and West regions. There has been no let up in the growth in demand in the area catered by the unit which augurs well in enhancing the shareholders' value. To ensure continuous availability of power, the Company has installed 20 MW power plant. To rationalize the cost of coal, the Company has started using alternative fuel like petcoke. The Company has also installed collection systems for fly-ash at Wankbhor Thermal Power Plant of Gujarat State Electricity Board to ensure uninterrupted supply of fly-ash to the plant. The manpower across the unit has also been rationalized and it is one of the modern plants with lesser manpower and with high level of multitasks for the workers.

Human Resources

Industrial relations remained cordial throughout the year.

Internal Control Systems & their Adequacy

The Company has a well defined internal control system to support efficient business operations and statutory compliance. A strong internal audit function that carries out concurrent audit of the plant and offices adds to the stability of the internal control system. Suitable internal checks have been built-in to cover all monetary transactions with proper delineation of authority, which provides for checks and balances at every stage. The Company has a strong system of budgetary control which covers all aspects of operations, finance, capital expenditure at a macro level on a monthly basis reporting directly to top management. All the physical performances and efficiency parameters are monitored on a daily basis and actions are taken then and there. The Company has an Audit Committee of Directors to review financial statements to shareholders. The role and terms of reference of the Audit Committee cover the areas mentioned under Clause 49 of the Listing Agreement with Stock Exchanges and Section 292A of the Companies Act, 1956 besides other terms as may be referred to by the Board of Directors from time to time.



CORPORATE GOVERNANCE

(As required by Clause 49 of the Listing Agreement with the Stock Exchanges)

A. MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY:

The Company's Philosophy on Corporate Governance aims at the attainment of the highest levels of transparency, accountability and responsibility in all operations and all interactions with its Shareholders, Investors, Lenders, Employees, Government and other stakeholders.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value consistently over a sustained period of time.

2. BOARD OF DIRECTORS:

The Board consists of 11 non-executive Directors including a non-executive Chairman.

The Board functions both as a full Board and through Committees. The Board and Committees meet at regular intervals. Policy formulation, evaluation of performance and control functions vest with Board, while the Committees oversee operational issues.

The Board has constituted four Committees viz., Audit Committee, Share Transfer Committee, Shareholders'/Investors' Grievance Committee and Share Issue Committee.

During the year 2011-12, 4 Board Meetings were held on 30.05.2011, 12.08.2011, 14.11.2011 and 06.02.2012.

The composition of Directors, attendance at the Board Meetings during the year and the last Annual General Meeting and also number of other directorships and Committee memberships are given below:

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended (From 01.04.2011 to 31.03.2012)	Attendance at last AGM	No. of other Directorships held in public Companies	No. of Membership(s) (M)/ Chairmanship(s)(C) in other Board Committee(s)*
						(As on 31.03.2012)
1.	Mr.N.Srinivasan Chairman	Promoter, Non-Executive Director	4	Yes	13	3(M) & 3(C)
2.	Dr.B.S.Adityan	Independent, Non-Executive Director	4	No	4	3(C)
3.	Mr.Arun Datta	Independent, Non-Executive Director	4	No	3	3(M)
4.	Mr.R.K.Das	Independent, Non-Executive Director	4	No	8	1(M)
5.	Mr.N.R.Krishnan	Independent, Non-Executive Director	3	No	4	2(M) & 1(C)
6.	Mr.A.Sankar Krishnan	Independent, Non-Executive Director	3	No	4	3(M)
7.	Mr.L.Sabaretnam	Independent, Non-Executive Director	4	No	3	2(C)
8.	Mr.T.S.Raghupathy	Promoter, Non-Executive Director	4	Yes	14	1(M)
9.	Mr.PL.Subramanian	Promoter, Non-Executive Director	4	No	2	1(M)
10.	Mr.R.Srinivasan	Promoter, Non-Executive Director	4	Yes	6	Nil
11.	Mr.V.M.Mohan	Promoter, Non-Executive Director	4	Yes	4	Nil

* only Audit Committee and Shareholders'/Investors' Grievance Committee are considered for the purpose.

3. AUDIT COMMITTEE:

The role and terms of reference of the Audit Committee cover the areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred to by the Board of Directors from time to time.

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The Audit Committee met 4 times during the year on 30.05.2011, 12.08.2011, 14.11.2011 and 06.02.2012.

The composition and attendance of the Audit Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1	Mr.A.Sankarakrishnan, Chairman	4	3
2	Mr.N.R.Krishnan	4	3
3	Mr.T.S.Raghupathy	4	4

The Company Secretary is also Secretary to the Audit Committee.

4. REMUNERATION COMMITTEE:

The Company has no Managing Director / Executive Director.

During the year ended 31st March, 2012, the Company has not paid any remuneration either in the form of commission or sitting fee to its non-executive Directors. Hence, the Remuneration Committee was not reconstituted.

There are no stock options available / issued to any Director of the Company.

There has been no pecuniary relationship or transactions between the Company and Non-Executive Directors during the year 2011-2012.

There are no convertible instruments issued to any of the Non-Executive Directors of the Company. The details of Equity Shares held by the Non-Executive Directors as on 31st March 2012, are as follows:

Name of the Member	No. of Equity shares
Mr.N.Srinivasan	NIL
Dr.B.S.Adityan	NIL
Mr.Arun Datta	NIL
Mr.R.K.Das	NIL
Mr.N.R.Krishnan	NIL
Mr.A.Sankarakrishnan	NIL
Mr.L.Sabaretham	NIL
Mr.T.S.Raghupathy	50
Mr.PL.Subramanian	50
Mr.R.Srinivasan	50
Mr.V.M.Mohan	50

5 a) SHARE TRANSFER COMMITTEE:

The shares received for transfer were registered in favour of transferees and certificates despatched within a month's time, wherever the documents received were in order and complete.

The Committee, during the year, met 6 times on 25.05.2011, 26.07.2011, 03.10.2011, 30.11.2011, 23.01.2012 and 27.03.2012 and approved the transfer of 14,800 equity shares in favour of transferees.

The composition and attendance of the Share Transfer Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1	Mr.N.Srinivasan, Chairman	6	6
2	Mr.T.S.Raghupathy	6	6

b) SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE:

During the year 2011-12, 21 complaints were received from shareholders and investors. All the complaints received during the year have generally been solved to the satisfaction of the complainants, except for disputed cases and sub-judice matters, which would be solved on final disposal by the Courts / Forums where they are pending.

During the year, the Shareholders' / Investors' Grievance Committee met four times on 25.05.2011, 26.07.2011, 03.10.2011 and 23.01.2012.

The composition and attendance of the Shareholders' / Investors' Grievance Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1	Mr.N.Srinivasan, Chairman	4	4
2	Mr.T.S.Raghupathy	4	4

Mr.S.Sridharan, Company Secretary is the Compliance Officer.

c) SHARE ISSUE COMMITTEE:

Share Issue Committee has been constituted for administration of further issue of securities.

During the year, the Share Issue Committee met two times on 26.07.2011 and 31.10.2011 and finalised the matters for further issue of Securities.

The composition and attendance of the Share Issue Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1	Dr.B.S.Adityan, Chairman	2	2
2	Mr.N.Srinivasan	2	2
3	Mr.T.S.Raghupathy	2	2
4	Mr.V.M.Mohan	2	2



6. ANNUAL GENERAL MEETINGS:

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue	Special Resolution passed in the AGM by the shareholders
2008-2009	29.09.2009	12.00 Noon	No. 601, Ravi Building, 189/191, Dr. D.N. Road, Fort, Mumbai - 400001	No
2009-2010	30.09.2010	4.00 p.m.	Chembur Mahila Samaj Hall, Near Hotel Malhar, D K Sandu Marg, Chembur, Mumbai - 400071	No
2010-2011	30.11.2011	11.00 a.m.	Coromandel Towers, 93, Santhome High Road, Karpagam Avenue, R.A. Puram, Chennai - 600 028	Yes

No special resolution was required to be put through postal ballot during 2011-12.

No item of business requiring voting by postal ballot is included in the Notice convening the 25th Annual General Meeting of the Company.

7. DISCLOSURES:

- a. During the year, there were no transactions of material nature with the Directors or relatives that had potential conflict with the interest of the Company. Related Party transactions are disclosed in the Notes to the Financial Statements forming part of this Annual Report.
- b. A certificate regarding review of the financial statements and cash flow statements for the financial year ended 31st March 2012 and a declaration on Code of Conduct as required under Clause 49(V) & 49(1)(D) respectively of the Listing Agreement are annexed.
- c. During the year, there were no instances of non-compliance on any matter relating to the capital market.
- d. The Company was discharged from the purview of SICA/BIFR by the Board for Industrial and Financial Reconstruction (BIFR) vide its order No.277/98 dated 17th March 2009. As per the audited annual accounts as on 31st March 2010 the Company had become a potentially sick company in terms of Section 23 of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), and the prescribed form was filed with BIFR on 11th October 2010. Even at the time of discharge of the Company from the purview of SICA, the accumulated losses were more than 50% of the peak net worth and the status has been continuing since then. During the year 2010-11 and 2011-12, the Company issued and allotted Preference Shares aggregating to Rs.615 Crores in favour of The India Cements Limited, the holding company, on adjustment of outstanding loans/advances. Consequently, the net worth of the Company has increased substantially and the same was intimated to BIFR in February 2012.
- e. Presently, the Company does not have a Whistle Blower Policy.
- f. The Company has complied with all mandatory requirements of the Clause 49 of the listing agreement. As regards the non-mandatory requirements, the extent of compliance has been stated in Part B of this report.
- g. Details of information on reappointment of directors:
A brief resume, nature of expertise in specific functional areas, number of equity shares held in the Company by the Director or for other persons on a beneficial basis, names of companies in which the person already holds directorship, membership of committees of the Board and relationship with other directors, forms part of the Notice convening the 25th Annual General Meeting.
- h. Code of Conduct for Prevention of Insider Trading:
The Company has adopted and implemented the Code of Conduct for Prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended. The code prohibits purchase/sale of securities of the Company by an 'insider' including Directors, Designated employees etc., while in possession of unpublished price sensitive information.
- i. Code of Conduct for Directors and Senior Management:
The Company has framed and implemented Code of Conduct for its Directors and Senior Management. Affirmation on compliance of Code of Conduct for

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the financial year 2011-12 has been received from all the Directors and Senior Management personnel of the Company.

j. Transfer to Investor Education and Protection Fund:
There is no amount due to be transferred to Investor Education and Protection Fund established by the Central Government.

k. Unclaimed Shares:
The Company does not have any share(s) remaining unclaimed, issued pursuant to public / other issues.

l. Subsidiary Company:
The Company does not have a subsidiary.

m. Cost Auditor:
Name, Membership : Mr.S.A.Murali Prasad,
number & address of Membership No.2730,
Cost Auditor 4 (New), Brindavan Street,
Chennai 600 004.

8. MEANS OF COMMUNICATION:

Quarterly, half yearly and annual/yearly financial results of the Company are filed with the Stock Exchanges and also published in the proforma prescribed by Stock Exchanges in the English newspaper 'Business Standard' and Tamil newspaper 'Dinamani' for investors' information. As the Company publishes the audited annual results within the stipulated period of 60 days from the close of the financial year as required by the Listing Agreement with Stock Exchanges, the unaudited results for the last quarter of the financial year are not published.

9. GENERAL INFORMATION FOR SHAREHOLDERS:

i. Date, time and venue : 5th September 2012
of the Annual General at 11.00 A.M.
Meeting at 'Coromandel Towers'
93, Santhome High Road
Karpagam Avenue
R.A. Puram,
Chennai 600028

ii. Financial Year - 1st April to 31st March

(Provisional) : Will be published on or before

- Results for the quarter ending June 30, 2012. : 14th August 2012

- Results for the quarter ending September 30, 2012 : 14th November 2012

- Results for the quarter ending December 31, 2012 : 14th February 2013

- Results for the quarter ending March 31, 2013 (audited) : 30th May 2013

iii. Date of Book Closure : 30th August 2012 to 5th September 2012 (both days inclusive)

iv. Dividend Payment Date : Not Applicable

v. Listing on Stock Exchanges:

a. The Company's Equity Shares are listed on the following Stock Exchanges:

1. Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001 (Stock Code: 513428).

2. The Delhi Stock Exchange Limited.,
DSE House, 3/1 Asaf Ali Road,
New Delhi - 110 002 (Stock Code: 6574).

3. Ahmedabad Stock Exchange Limited,
Kamadhenu Complex,
Opp. Sahajanand College, Panjarapole,
Ambawani, Ahmedabad - 380 015
(Stock Code: 26480).

4. Madhya Pradesh Stock Exchange Limited,
201, 'Palika Plaza', Phase-II,
M.T.H. Compound, Indore - 452 001
(Stock Code: 146).



- b. The Company's equity shares are traded in Group "T" category in Bombay Stock Exchange Limited (BSE).
- c. The Company has paid the Listing Fees for the year 2011-2012 to all Stock Exchanges where the Company's equity shares are listed.

vi. Market Price Data:

The market price data at BSE (Scrip Code 513428) are given below. There was no trading in other Stock Exchanges.

(In Rupees)

Month	Bombay Stock Exchange Limited	
	High	Low
April 2011	41.20	31.25
May 2011	36.10	32.60
June 2011	31.00	18.10
July 2011	18.10	13.40
August 2011	15.56	14.12
September 2011	15.20	14.50
October 2011	15.30	15.30
November 2011	14.55	14.55
December 2011	16.83	15.00
January 2012	16.53	15.71
February 2012	18.70	15.45
March 2012	18.75	16.35

vii. Dematerialisation of shares:

As on 31st March 2012, 67% of the Company's Equity Shares have been dematerialized.

The ISIN Number allotted by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerializing the Company's shares is INE031L01014.

During the year 2011-12, the Company received 114 requests for dematerialization of shares. The Company has acted upon all valid requests received for dematerialization during the year 2011-12.

viii. Registrar and Share Transfer Agent (RTA):

The Company has appointed Integrated Enterprises (India) Limited, Chennai, as Registrar and Share Transfer Agent. Shareholders / Investors / Depository Participants are requested to send all their documents and communications pertaining to both physical and demat shares to the RTA at the following address:

Integrated Enterprises (India) Limited,
2nd Floor, "Kences Towers",
No.1, Ramakrishna Street, North Usman Road,
T.Nagar, Chennai - 600017.
Phone : 044-28140801 to 28140803;
Fax: 044-28142479
Email: corperv@integratedindia.in

ix. Share Transfer System:

Shares lodged in physical form with the Company/ RTA are processed and returned, duly transferred, within 30 days from the date of receipt, if the documents submitted are in order and complete. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants.

x.a) Distribution of Equity Shareholding as on 31st March, 2012:

No. of Shares	No. of Shareholders	% of share-holders	No. of Shares held	% of share holding
Upto 500	3764	91.83	596500	13.33
501-1000	209	5.10	178880	4.00
1001-2000	64	1.56	101700	2.27
2001-3000	16	0.39	40600	0.91
3001-4000	11	0.27	40400	0.90
4001-5000	3	0.07	14900	0.33
5001-10000	13	0.32	91300	2.04
10001 and above	19	0.46	3411320	76.22
TOTAL	4099	100.00	4475600	100.00

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b) Pattern of Equity Shareholding as on 31st March, 2012:

Category code	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	No. of Shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV) x 100
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals / Hindu Undivided Family	-	-	-	-	-	-	-
(b)	Central Government / State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	1	2739874	2739874	61.22	61.22	2295600	83.78
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(1)	1	2739874	2739874	61.22	61.22	2295600	83.78
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1	2739874	2739874	61.22	61.22	2295600	83.78
(B)	Public shareholding						N.A	N.A
(1)	Institutions							
(a)	Mutual Funds/UTI	3	97600	-	2.18	2.18		
(b)	Financial Institutions / Banks	1	400	-	0.01	0.01		
(c)	Central Government / State Government(s)	-	-	-	-	-		
(d)	Venture Capital Funds	-	-	-	-	-		
(e)	Insurance Companies	-	-	-	-	-		
(f)	Foreign Institutional Investors	-	-	-	-	-		
(g)	Foreign Venture Capital Investors	-	-	-	-	-		
(h)	Any Other (specify)	-	-	-	-	-		
	Sub-Total (B)(1)	4	98000	-	2.19	2.19		
(2)	Non-institutions							
(a)	Bodies Corporate	51	246900	25600	5.52	5.52		
(b)	Individuals -							
	i) Individual shareholders holding nominal share capital up to Rs.1 lakh.	4007	973780	126600	21.76	21.76		
	ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	11	395946	95246	8.84	8.84		
(c)	Any Other (specify)							
	i. Directors	4	200	200	0.00	0.00		
	ii. Resident Individual - HUF	4	1700	1700	0.04	0.04		
	iii. Non-Resident Individuals	17	19200	100	0.43	0.43		
	Sub-Total (B)(2)	4094	1637726	249446	36.59	36.59		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	4098	1735726	249446	38.78	38.78	N.A.	N.A.
	TOTAL (A)+(B)	4099	4475600	2989320	100.00	100.00	2295600	51.29
(C)	Shares held by Custodians and against which Depository Receipts have been issued						N.A	N.A
	(1) Promoter & Promoter Group	-	-	-	-	-		
	(2) Public	-	-	-	-	-		
	TOTAL (C)	-	-	-	-	-	N.A.	N.A.
	GRAND TOTAL (A)+(B)+(C)	4099	4475600	2989320	100.00	100.00	2295600	51.29



xi. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity shares as on 31.03.2012:

No GDRs/ADRs/Warrants or any convertible instruments have been issued by the company and hence, there would not be any impact on the equity.

xii. Plant Location : Nokhla Village, Wajwana Post, Banswara District, Rajasthan.

xiii. Address for Correspondence : Trinetra Cement Limited
Registered Office:
'Dhun Building',
827, Anna Salai, Chennai 600002.
Tel. No. : (091) (044) 28521526 / 28572 100 / 400
Fax No. : (091) (044) 28517198

Corporate Office:
'Coromandel Towers', 93, Santhome High Road,
Karpagam Avenue, R.A.Puram, Chennai - 600028.
Tel. No. : (091) (044) 28521526 / 28572 100 / 400
Fax No. : (091) (044) 28517198

For Investor Complaints

Contact Person : Mr.S.Sridharan, Company Secretary
Email-Id : trinetracementltd@gmail.com

B. NON-MANDATORY REQUIREMENTS

1. The Board - A Non-executive Chairman may be entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. : At present, the Non-executive Chairman does not have any office at the Company's expense. No reimbursement of expenses is made by the Company for performance of his duties.

Independent Directors may have a tenure not exceeding, in the aggregate, a period of nine years, on the Board of a company. : No tenure has been fixed for independent directors.

The company may ensure that the person who is being appointed as an independent director has the requisite qualifications and experience which would be of use to the company and which, in the opinion of the company, would enable him to contribute effectively to the company in his capacity as an independent director. : This is ensured.

2. Remuneration Committee : At present, the Company does not have a Remuneration Committee.

3. Shareholders Rights- A half-yearly declaration of financial performance including summary of the significant events in last six months, may be sent to each household of Shareholders. : As the Company's half yearly results are published in one English newspaper having circulation all over India and in a Tamil newspaper, the same are not sent to the Shareholders of the Company. There is no publication of second half-yearly results as the annual results are approved by the Board and then published in the newspapers and also communicated to the shareholders through the Annual Report.

4. Audit qualifications - Company may move towards a regime of unqualified financial statements. : Nil

5. Training of Board Members - A Company may train its Board Members in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as directors and the best ways to discharge them. : At present, the Company does not have any such Training programme for Directors.

TRINETRA CEMENT LIMITED

6. Mechanism for evaluating non-executive Board Members - : At present, the Company does not have any such mechanism for evaluating the performance of non-executive Board Members.
The performance evaluation of non-executive directors could be done by a Peer Group comprising the entire Board of Directors, excluding the director being evaluated; and Peer Group evaluation could be the mechanism to determine whether to extend / continue the terms of appointment of non-executive directors.
7. Whistle Blower Policy. : The Company does not have a Whistle Blower Policy.

The Ministry of Corporate Affairs, Government of India, has issued in December 2009 "Corporate Governance Voluntary Guidelines 2009". While the Board welcomes the issue of these guidelines intended for better governance of corporates, introduction of the recommended measures will be considered carefully at the appropriate time.

CEO AND CFO CERTIFICATION

To

The Board of Directors of Trinetra Cement Limited

In compliance with Clause 49(V) of the Listing Agreement with the Stock Exchanges, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statements for the year ended 31st March 2012 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations; and
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2011-2012, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have not observed any deficiencies in the design or operation of internal controls.
- (d) We have indicated to the Auditors and the Audit Committee that there are:
- (i) no significant changes in the internal control during the year;
 - (ii) no significant changes in accounting policies during the year; and
 - (iii) no instances of significant fraud where the involvement of management or an employee having a significant role in the Company's internal control system have been observed.

Place : Chennai
Date : 25th April 2012

R.Srinivasan
Director

T.S.Raghupathy
Director

CODE OF CONDUCT - DECLARATION UNDER CLAUSE 49(I)(D)

This is to certify that:

1. In pursuance of the provisions of Clause 49(I)(D) of the Listing Agreement with Stock Exchanges, a Code of Conduct for the Board members and the Senior Management Personnel of the Company has been approved by the Board in its meeting held on 14th April 2010.
2. All Board members and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the period ended 31st March 2012.

Place: Chennai
Date : 25th April 2012

T.S.Raghupathy
Director

CHATURVEDI SK & FELLOWS

CHARTERED ACCOUNTANTS

410, Dev Plaza, SV Road, Andheri West, Mumbai - 400 058.

Phone: (+9122) 66943452 Fax: (+9122) 66943453. E-mail: cskfelos@cskfelos.in

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Trinetra Cement Limited

We have examined the compliance of conditions of Corporate Governance by Trinetra Cement Limited for the year ended on 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange(s) in India.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For CHATURVEDI SK & FELLOWS

Chartered Accountants

SRIKANT CHATURVEDI

Partner

Firm Regn No. 112627W

Partner's Membership No. 70019

Place : Chennai

Date : 25th April 2012

CHATURVEDI SK & FELLOWS**CHARTERED ACCOUNTANTS**

410, Dev Plaza, SV Road, Andheri West, Mumbai - 400 058.

Phone: (+9122) 66943452 Fax: (+9122) 66943453.

E-mail: cskfelos@cskfelos.in

AUDITORS' REPORT

To the Members of Trinetra Cement Limited.

We have audited the attached Balance Sheet of **TRINETRA CEMENT LIMITED** as at 31st March, 2012 and also the Statement of Profit and Loss and the 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.

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 from 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order 2003, issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraph 4 of the said Order.

Further to our comments in the Annexure referred to 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 purpose 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 the books.
- c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account and in our opinion comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- d) On the basis of written representation received from the directors as on 31.03.2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of provisions of Section 274(1)(g) of the Companies Act, 1956.
- e) In our opinion and to the best of our information and according to the explanation given to us, the said accounts read with the notes to 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:
- (i) In the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2012;
- (ii) In the case of Statement of Profit & Loss, of the loss for the year ended on that date;
- (iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For CHATURVEDI SK & FELLOWS

Chartered Accountants

SRIKANT CHATURVEDI

Partner

Place : Chennai

Firm Regn No. 112627W

Date : 25th April 2012

Partner's Membership No. 70019

ANNEXURE TO THE AUDITORS' REPORT

Referred to in our report of even date on the accounts of **TRINETRA CEMENT LIMITED** for the year ended 31st March 2012.

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the fixed assets were physically verified during the period by the management. No material discrepancies were noticed on such verification.
- (c) The Company has not disposed off substantial part of its fixed assets during the year.
2. (a) According to the information given to us, physical verification of inventory was conducted by the management during the year at reasonable intervals.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. According to the information and explanations given to us, no material discrepancies were noticed on physical verification of inventories.
3. (a) The Company has not granted any loans, secured and unsecured to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, paragraphs 4(iii)(b), (c) and (d) of the Order are not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not taken any loans from the parties covered in the register

maintained under Section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and the explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, the Company did not do any transactions that needed entry in the register maintained under Section 301 of the Companies Act, 1956.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. The provisions of Sections 58A and 58AA of the Companies Act, 1956 and the Rules framed thereunder are not applicable.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. In our opinion and according to the information and explanations given to us, the Company has made and maintained the cost records as required by the Rules for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for Cement industry. We have however not made detailed examination of the said records to verify correctness or completeness of the said records.
9. (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Income-tax, Sales-tax, Custom duty, Excise duty, Provident Fund and other statutory dues applicable to it. According to the information and explanations given to us, provisions of Employees' State Insurance Scheme were not applicable to the company during this year. According to the information and explanations given to us, no undisputed amounts of above mentioned statutory dues were in arrears as at 31.03.2012 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, following amount of tax, duty or cess was under dispute hence not paid:

Nature of dues	Period	Amount Rs. in lacs	Forum where the dispute is pending
Rajasthan Entry Tax	2011-13	148.13	Rajasthan High Court

10. The Company is registered for a period of more than five years. Its accumulated losses at the end of the

financial year were less than fifty percent of its net worth. The Company incurred cash losses during the current financial year and the immediately preceding financial year.

11. In our opinion and according to the information and explanations given to us by the management, the Company has not defaulted in repayment of dues to the financial institutions or banks or the debenture holders during the year.
12. The Company has not granted loans and advances on the basis of security of shares, debentures and other securities.
13. The Company is not engaged in the business of chit funds, nidhi, mutual benefit fund or mutual benefit society.
14. The Company is not dealing or trading in shares, securities, debentures or other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others.
16. In our opinion and according to the information and explanations given to us, on an overall basis, the term loans availed by the Company during the year were applied for the purpose for which they were obtained.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act 1956 during the year.
19. The Company did not have any outstanding secured debentures as on the date of the balance sheet.
20. The Company has not raised any money by way of public issue during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For CHATURVEDI SK & FELLOWS
Chartered Accountants

SRIKANT CHATURVEDI
Partner

Place : Chennai

Firm Regn No. 112627W

Date : 25th April 2012

Partner's Membership No. 70019

TRINETRA CEMENT LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2012

	Note No.	2012		2011	
		Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
EQUITY AND LIABILITIES					
1. Shareholders' Funds :					
a. Share Capital	3	61948.78		1448.78	
b. Reserves and Surplus	4	(5109.34)	56839.44	(928.29)	520.49
2. Share Application money pending allotment	42		14491.37		17741.68
3. Non-Current Liabilities :					
a. Long-term borrowings	5	25293.85		78339.44	
b. Other Long-term liabilities	6	706.93		625.21	
c. Long-term provisions	7	188.05	26188.83	109.92	79074.57
4. Current Liabilities :					
a. Short-term borrowings	8	2116.23		0.00	
b. Trade Payables	9	9847.71		8204.95	
c. Other Current Liabilities	10	7600.35	19564.29	5206.89	13411.84
			117083.93		110748.58
ASSETS					
1. Non-Current Assets :					
a. Fixed Assets	11				
i. Tangible Assets		63821.75		52332.46	
ii. Intangible Assets		231.11		223.61	
iii. Capital Work-in-Progress		1920.25		15133.31	
		65973.11		67689.38	
b. Long-term loans and advances	12	46602.61	112575.72	36524.31	104213.69
2. Current Assets :					
a. Inventories	13	3076.47		3215.07	
b. Trade Receivables	14	659.49		624.78	
c. Cash and cash equivalents	15	25.63		564.04	
d. Short-term loans and advances	16	746.62	4508.21	2131.00	6534.89
			117083.93		110748.58
Notes to the Financial Statements	1 to 44				

As per our Report of even date.

For CHATURVEDI SK & FELLOWS
Chartered Accountants

N.SRINIVASAN
Chairman

T.S.RAGHUPATHY
Director

SRIKANT CHATURVEDI
Partner
Firm Regn. No. 112627W
Partner's Membership No. 70019

R.SRINIVASAN
Director

V.M.MOHAN
Director

Place : Chennai
Date : 25th April, 2012

S.SRIDHARAN
Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

	Note No.	2011-12 Rs. Lakhs	2010-11 Rs. Lakhs
INCOME:			
Revenue from Operations	17	35232.73	8119.24
Other Income	18	245.55	98.97
Total Revenue		35478.28	8218.21
EXPENSES:			
Cost of materials consumed	19	4819.13	717.63
Purchases of stock-in-trade	20	0.00	2389.72
Changes in Inventories of finished goods, work-in-progress	21	170.41	165.20
Employee benefits expense	22	1768.96	325.74
Finance costs	23	4040.84	879.07
Depreciation (Refer Note No.11)		2820.78	513.53
Other Expenses			
Manufacturing and other Operating Expenses	24	14776.45	2201.62
Administration and Other Charges	25	562.59	188.65
Selling and Distribution Expenses	26	10700.17	2137.05
Total Expenses		39659.33	9518.21
Profit / (Loss) before extraordinary items and tax		(4181.05)	(1300.00)
Profit / (Loss) before tax		(4181.05)	(1300.00)
Tax expense			
Current Tax		0.00	0.00
Profit / (Loss) after tax		(4181.05)	(1300.00)
Earnings / (Loss) per Equity Share (Rs.) - Basic	27	(95.76)	(29.16)
Earnings / (Loss) per Equity Share (Rs.) - Diluted	27	(95.76)	(29.16)
Notes to the Financial Statements	1 to 44		

As per our Report of even date.

For CHATURVEDI SK & FELLOWS
Chartered Accountants

N.SRINIVASAN
Chairman

T.S.RAGHUPATHY
Director

SRIKANT CHATURVEDI
Partner
Firm Regn. No. 112627W
Partner's Membership No. 70019

R.SRINIVASAN
Director

V.M.MOHAN
Director

Place : Chennai
Date : 25th April, 2012

S.SRIDHARAN
Company Secretary

TRINETRA CEMENT LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	2012		2011	
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs
A. Cash flow from operating activities:				
Net Profit / (Loss) before tax and exceptional items		(4181.05)		(1300.00)
Adjustments for non-operating and non-cash expenses:				
Depreciation	2820.78		513.53	
Interest Expense	4040.84		879.07	
Bad & doubtful advances written-off	0.00		0.00	
Loss on sale of fixed assets	0.00		0.00	
		<u>6861.62</u>	<u>0.00</u>	<u>1392.60</u>
		2680.57		92.60
Adjustment for non-operating income:				
Profit on sale of fixed asset	0.00		(4.84)	
Other non-operating income	(232.31)		(93.59)	
Provisions no more required	0.00		0.00	
Interest received	(13.24)		(0.54)	
Operating profit before working capital changes		<u>(245.55)</u>	<u>(0.54)</u>	<u>(98.97)</u>
Adjustment for changes in working capital:		2435.02		(6.37)
(Increase)/Decrease in inventories	138.60		(3215.07)	
(Increase)/Decrease in debtors	(34.72)		(617.61)	
(Increase)/Decrease in other receivables	1402.18		(330.25)	
Increase/(Decrease) in long-term liabilities & provisions	159.85		0.00	
Increase/(Decrease) in trade payable and other liabilities	<u>1808.38</u>	<u>3474.29</u>	<u>8899.66</u>	<u>4736.73</u>
Cash generated from operations		5909.31		4730.36
Less: Direct taxes paid		<u>(17.80)</u>		<u>(6.01)</u>
Net cash from operating activities – A		<u>5891.51</u>		<u>4724.35</u>
B. Cash flow from investing activities				
Interest received	12.71		0.11	
Other non-operating income	232.31		93.59	
Sale of fixed assets	0.00		5.50	
Capital advances	(10078.27)		(10236.45)	
Purchase of fixed assets / Expenditure on cement project	<u>(1104.52)</u>		<u>(29007.14)</u>	
Net cash used in investing activities – B		<u>(10937.77)</u>		<u>(39144.39)</u>
C. Cash flow from financing activities:				
Issue of Preference Shares	60500.00		1000.00	
Loans adjusted towards issue of preference shares	(52542.27)		0.00	
Share application money	(3250.31)		17740.68	
Term Loans received from Bank and others	3082.42		10720.88	
Repayment of Term loan to Banks and others	(2142.87)		0.00	
Working capital finance from Banks	2116.23		0.00	
Repayment of unsecured loans from others	700.01		0.00	
Interest paid	(3955.88)		(801.68)	
Share issue expenses	0.00		(200.50)	
Other unsecured loans	0.00		4571.78	
Net cash from financing activities – C		<u>4507.33</u>		<u>33031.16</u>
D. Net Increase/(Decrease) in cash & cash equivalents (A+B+C)		<u>(538.93)</u>		<u>(1388.88)</u>
Cash and Cash equivalents at the beginning of the year		557.79		1946.67
Cash and Cash equivalents at the end of the year		18.86		557.79

Note : Figures in brackets represent cash outflow.

As per our Report of even date.

For CHATURVEDI SK & FELLOWS
Chartered Accountants

N.SRINIVASAN
Chairman

T.S.RAGHUPATHY
Director

SRIKANT CHATURVEDI
Partner
Firm Regn. No. 112627W
Partner's Membership No. 70019

R.SRINIVASAN
Director

V.M.MOHAN
Director

Place : Chennai
Date : 25th April, 2012

S.SRIDHARAN
Company Secretary



NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP), includes generally under the historical cost convention on accrual basis and exceptions to this basis, if any, are herein specifically mentioned. GAAP comprises of mandatory Accounting Standards issued by the National Advisory Committee on Accounting Standards (NACAS) and The Institute of Chartered Accountants of India (ICAI), the provisions of the Indian Companies Act, 1956 and the Guidelines issued by ICAI and Securities and Exchange Board of India (SEBI). Accounting policies have been consistently adopted except where a change in existing GAAP requires a change in accounting policy hitherto in use.

During the year ended 31.03.2012, the revised Schedule VI notified under the Indian Companies Act, 1956, has become applicable to the Company for preparation and presentation of its Financial Statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of Financial Statements. However, it has significant impact on presentation and disclosure made in the Financial Statements. The previous year's figures have also been reclassified accordingly.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2.2 Fixed Assets

- (a) Fixed assets are stated at cost of acquisition or construction. All costs including financing and applicable overheads incurred on specific projects are capitalised.
- (b) Expenditures and outlays of money on uncompleted projects of a capital nature are shown as capital works-in-progress until such time these projects are completed and put into commercial operation.
- (c) Depreciation on fixed assets is provided in the following manner:
 - (i) The Company provides depreciation on written down value method for Zinc division assets and Motor Vehicles.
 - (ii) Software development costs are capitalised and depreciated along with computers on Straight Line method as per Section 205(2)(b) of the Companies Act, 1956.
 - (iii) For all other assets Straight Line method as per Section 205(2)(b) of the Companies Act, 1956 is adopted.
 - (iv) Depreciation on additions is provided on pro rata basis for the period for which assets are put to use.
 - (v) Assets costing less than Rs.5000 are fully depreciated in the year of purchase.
 - (vi) Leasehold land is not amortised.
 - (vii) Fixed assets are tested for impairment and impairment loss, if any, is charged to the Profit and Loss Account.

2.3 Sale / Turnover includes sale value of goods and excise duty thereon but excludes VAT recovered.

2.4 Inventories

- (a) Valuation of inventories of raw materials, packing materials, stores, spares, fuels is at weighted average cost.
- (b) Work-in-Process (WIP) & Semi-finished goods are valued at cost or net realisable value whichever is lower. The value of WIP and Semi-finished goods does not include interest and other administrative overheads.
- (c) Finished goods are valued at cost or net realisable value whichever is lower. The value of finished goods includes excise duty and does not include interest and other administrative overheads.

2.5 Borrowing Costs

Interest and other costs in connection with borrowing of funds to the extent related/attribution to the acquisition/construction of qualifying fixed assets are capitalised upto the end of the month in which such assets are put into commercial operation. Other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

2.6 Claims / Incomes arising from price escalation and/or any other item of compensation and which are indeterminate are accounted on cash basis.

2.7 Retirement benefits are provided by charge to revenue including provision for gratuity and superannuation fund determined on an actuarial basis. Unavailed leave balances are accounted based on respective employee's earnings as at the balance sheet date.

2.8 Foreign Currency Transactions

Foreign exchange transactions, on current account, are accounted at the exchange rates prevailing at the time of transactions or at contracted rates. Current assets and liabilities in foreign currencies are translated at values prevailing as at the balance sheet date. Gains/losses, if any, arising therefrom are recognised in the Profit & Loss Account.

TRINETRA CEMENT LIMITED

3. SHARE CAPITAL	No. of shares	Par value per share (Rs.)	2012 Rs. Lakhs	No. of shares	Par value per share (Rs.)	2011 Rs. Lakhs
AUTHORISED :						
Equity Shares	60000000	10	6000.00	150000000	10	15000.00
Preference Shares	61500000	100	61500.00	20000000	100	20000.00
			<u>67500.00</u>			<u>35000.00</u>
ISSUED :						
Equity Shares	4500000	10	450.00	4500000	10	450.00
9% Non-Convertible Cumulative Redeemable Preference Shares	1000000	100	1000.00	1000000	100	1000.00
9% Non-Convertible Non-Cumulative Redeemable Preference Shares	60500000	100	60500.00	0	0	0.00
			<u>61950.00</u>			<u>1450.00</u>
SUBSCRIBED AND PAID UP :						
Equity Shares - fully paid up	4475600	10	447.56	4475600	10	447.56
9% Non-Convertible Cumulative Redeemable Preference Shares - fully paid up	1000000	100	1000.00	1000000	100	1000.00
9% Non-Convertible Non-Cumulative Redeemable Preference Shares - fully paid up	60500000	100	60500.00	0	0	0.00
Add: Amount paid on Forfeited Shares, not re-issued (other than directors)			1.22			1.22
Total			<u>61948.78</u>			<u>1448.78</u>

Reconciliation of number of shares

Preference Shares:

Balance at the beginning of the year

9% Non-Convertible Cumulative Redeemable Preference Shares	1000000	100.00	1000.00	1000000	100.00	1000.00
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Add: Issued during the year

9% Non-Convertible Non-Cumulative Redeemable Preference Shares	60500000	100.00	60500.00	0	0.00	0.00
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Balance at the end of the year 61500.00 1000.00

Rights, preferences and restrictions attached to shares

The Company has only one class of Equity Shares. Each Share has a paid up value of Rs.10/-. Every shareholder is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees at the discretion of Board of Directors, subject to availability of profits. The Dividend proposed by the Board of Directors are subject to the approval of the shareholders at the Annual General Meeting.

During the year, the Company issued 60,500,000, 9% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs.100 each fully paid up. These Preference shares shall be redeemable at the end of six years commencing from 06.02.2012, the date of allotment.

During the year 2010-11, the Company issued 1,000,000, 9% Non-Convertible Cumulative Redeemable Preference Shares of Rs.100 each fully paid up. These Preference Shares shall be redeemable at the end of six years commencing from 14.03.2011, the date of allotment.



3. SHARE CAPITAL - (Contd.)	No. of shares	Par value per share (Rs.)	2012 Rs. Lakhs	No. of shares	Par value per share (Rs.)	2011 Rs. Lakhs
Details of Shares held by holding company and subsidiary of holding company						
Equity Shares:						
Held by ICL Financial Services Limited, wholly owned subsidiary of The India Cements Limited, the holding company.	2739874	10	273.99	2739874	10	273.99
Preference Shares:						
9% Non-Convertible Cumulative Redeemable Preference Shares - fully paid up						
Held by The India Cements Limited, the ultimate holding company.	1000000	100	1000.00	1000000	100	1000.00
9% Non-Convertible Non-Cumulative Redeemable Preference Shares - fully paid up						
Held by The India Cements Limited, the ultimate holding company.	60500000	100	60500.00	0	0	0.00
Details of shares held by each shareholder holding more than 5% of shares						
Equity Shares:						
1. ICL Financial Services Limited	2739874 61.22%	10	273.99	2739874 61.22%	10	273.99
2. Kamal Kumar G Jalan	262500 5.87%	10	26.25	262500 5.87%	10	26.25
Preference Shares:						
9% Non-Convertible Cumulative Redeemable Preference Shares						
The India Cements Limited	1000000 100%	100	1000.00	1000000 100%	100	1000.00
9% Non-Convertible Non-Cumulative Redeemable Preference Shares						
The India Cements Limited	60500000 100%	100	60500.00	0	0	0.00
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash in the last 5 years.						
	NIL		NIL	NIL		NIL
Aggregate number and class of shares allotted as fully paid up by way of bonus shares in the last 5 years.						
	NIL		NIL	NIL		NIL
Aggregate number and class of shares bought back in the last 5 years.						
	NIL		NIL	NIL		NIL

TRINETRA CEMENT LIMITED

	2012	2011
	Rs. Lakhs	Rs. Lakhs
4. RESERVES AND SURPLUS		
Capital Investment Subsidy	15.00	15.00
Amalgamation Reserve	153.60	153.60
Securities Premium		
Opening Balance	265.07	465.57
Less: Share Issue expenses of proposed rights issue	<u>0.00</u>	<u>200.50</u>
Closing Balance	265.07	265.07
General Reserve	3453.36	3453.36
Debit balance of Statement of Profit and Loss		
Opening Balance	-4815.32	-3515.32
Loss for the year	-4181.05	-1300.00
Closing Balance	-8996.37	-4815.32
Total Reserves and Surplus	-5109.34	<u>-928.29</u>
NON-CURRENT LIABILITIES		
5. LONG-TERM BORROWINGS		
1. Secured (Refer Note No. 28)		
a. Term Loans from Banks	17280.99	17341.46
b. Others	6285.71	7428.57
2. Unsecured Loans		
a. The India Cements Limited, the ultimate holding company	0.00	52542.27
b. Others	1727.15	1027.14
	25293.85	<u>78339.44</u>
6. OTHER LONG-TERM LIABILITIES		
Trade Deposits	706.93	625.21
	706.93	<u>625.21</u>
7. LONG-TERM PROVISIONS		
Provision for employee benefits (Refer Note No.41)	188.05	109.92
	188.05	<u>109.92</u>
CURRENT LIABILITIES		
8. SHORT-TERM BORROWINGS		
Cash Credit facilities from banks	2116.23	0.00
(The fund based and non-fund based working capital facilities are secured by a first charge on all current assets and second charge on the fixed assets of the cement plant at Banswara, Rajasthan, on <i>pari passu</i> basis.)		
	2116.23	<u>0.00</u>
9. TRADE PAYABLES		
1. Creditors for Goods including Acceptances	5117.21	3407.83
2. Customer Credit balances	730.44	677.19
3. Other Trade Payables	4000.06	4119.93
	9847.71	<u>8204.95</u>



2012
Rs.Lakhs

2011
Rs.Lakhs

CURRENT LIABILITIES - (Contd.)

10. OTHER CURRENT LIABILITIES

1. Current maturities of long-term debt - Secured (Refer Note No. 28)	4285.72	2142.85
2. Interest accrued but not due on borrowings	162.35	77.39
3. Creditors for Capital Goods	1057.65	2184.83
4. Retention Money towards Capital Goods	885.96	705.57
5. Employee Related Payables and Contributions	84.13	15.87
6. Other Liabilities	1124.54	80.38
	7600.35	5206.89

NON-CURRENT ASSETS

11. FIXED ASSETS

Rs. Lakhs

Particulars	GROSS BLOCK			As at 31 st March 2012	DEPRECIATION		NET BLOCK	
	As at 31 st March 2011	Additions	Deductions		For the year	As at 31 st March 2012	As at 31 st March 2012	As at 31 st March 2011
Tangible Assets:								
Land	81.66	0.00	0.00	81.66	0.00	0.00	81.66	81.66
Buildings	1533.76	1063.23	0.00	2596.99	51.00	229.81	2367.18	1354.95
Plant and Machinery including Electrical installations *	51234.37	13145.32	0.00	64379.69	2706.14	3172.76	61206.93	50767.76
Furniture and Fixtures	72.77	9.39	0.00	82.16	4.72	25.98	56.18	51.51
Office Equipments and Computers	83.61	42.11	0.00	125.72	11.98	30.68	95.04	64.92
Vehicles	14.24	7.54	0.00	21.78	4.44	7.02	14.76	11.66
Total Tangible Assets	53020.41	14267.59	0.00	67288.00	2778.28	3466.25	63821.75	52332.46
Intangible Assets:								
Computer software	258.00	50.00	0.00	308.00	42.50	76.89	231.11	223.61
Total Tangible and Intangible Assets	53278.41	14317.59	0.00	67596.00	2820.78	3543.14	64052.86	52556.07
Capital Work-in-Progress							1920.25	15133.31
Total							65973.11	67689.38

* Value of Plant and Machinery includes Rs.1207.15 Lakhs being cost of Plant and Machinery installed in the premises of third party on "License to use" basis. This amount is depreciated over the term of license / agreement (As at March 2011 : Nil).

During the year finance cost amounting to Rs.795.35 Lakhs has been capitalised. (Previous year: Rs.4663.42 Lakhs).

2012
Rs.Lakhs

2011
Rs.Lakhs

12. LONG-TERM LOANS AND ADVANCES

Unsecured and Considered good:		
Capital Advances	46391.96	36585.87
Other Loans and Advances:		
Housing Loan and other Loans to Employees	40.47	0.00
Electricity Board Deposit	529.98	298.24
	46962.41	36884.11
Less: Provision for Doubtful Advances	359.80	359.80
	46602.61	36524.31

TRINETRA CEMENT LIMITED

	2012	2011
	Rs.Lakhs	Rs.Lakhs
CURRENT ASSETS		
13. INVENTORIES		
Stores / Spares (including coal and packing material)	2403.64	2544.32
Raw Materials	278.81	106.32
Work-in-Process	113.02	67.64
Semi-finished Goods	83.54	196.78
Finished Goods	197.46	300.01
	<u>3076.47</u>	<u>3215.07</u>
14. TRADE RECEIVABLES		
Outstanding for more than six months	0.13	0.00
Other debts	659.36	624.78
Total - Sundry Debtors, considered good	<u>659.49</u>	<u>624.78</u>
15. CASH AND CASH EQUIVALENTS		
Cash on Hand	7.84	4.95
Cash at Banks	11.02	552.84
Total	<u>18.86</u>	<u>557.79</u>
Margin Deposits with banks	6.77	6.25
Total Cash and Cash Equivalents	<u>25.63</u>	<u>564.04</u>
16. SHORT-TERM LOANS AND ADVANCES (Unsecured and considered good)		
Advance for goods	162.56	263.78
Prepaid Expenses	21.23	18.26
Other Advances	546.91	1812.93
Deposits	15.92	36.03
	<u>746.62</u>	<u>2131.00</u>
	Rs. Lakhs	2011-12
	Rs.Lakhs	Rs.Lakhs
17. REVENUE FROM OPERATIONS		
Sales including Excise Duty	40194.66	9059.95
Less: Excise Duty	(4961.93)	(940.71)
	<u>35232.73</u>	<u>8119.24</u>
18. OTHER NON-OPERATING INCOME		
Rent Recovery	0.38	0.10
Profit on Sale of Assets	0.00	4.84
Foreign Exchange translation difference	48.46	80.91
Interest Income	13.24	0.54
Miscellaneous Income	183.47	12.58
Total Other Income	<u>245.55</u>	<u>98.97</u>
19. COST OF MATERIALS CONSUMED		
Raw Material consumed		
Opening Stock	106.32	0.00
Add: Purchases	3413.42	536.87
Own Quarrying (Net) (Refer Note No.31)	1578.20	4991.62
Less: Closing Stock	278.81	287.08
Total Raw Materials consumed	<u>4819.13</u>	<u>823.95</u>
		106.32
		<u>717.63</u>



	Rs. Lakhs	2011-12 Rs.Lakhs	Rs.Lakhs	2010-11 Rs. Lakhs
20. PURCHASES OF STOCK-IN-TRADE				
Trade Purchases		<u>0.00</u>		<u>2389.72</u>
21. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS				
Opening Stock:				
Work-in-Process	67.64		0.00	
Semi-finished Goods	196.78		0.00	
Finished Goods	<u>300.01</u>		<u>0.00</u>	
		564.43		0.00
From Trial Run Production:				
Work-in-Process	0.00		16.63	
Semi-finished Goods	0.00		509.83	
Finished Goods	<u>0.00</u>		<u>203.17</u>	
		0.00		729.63
Closing Stock:				
Work-in-Process	113.02		67.64	
Semi-finished Goods	83.54		196.78	
Finished Goods	<u>197.46</u>		<u>300.01</u>	
		394.02		564.43
Total (Increase)/Decrease in stock		<u>170.41</u>		<u>165.20</u>
22. EMPLOYEE BENEFITS EXPENSE				
Salaries, Wages and Bonus		1385.03		197.54
Contribution to Provident Fund		56.03		7.34
Gratuity		9.33		10.59
Superannuation		44.54		20.00
Employees' Provident Fund Administration Charges		5.13		0.65
Workmen and Staff Welfare Expenses		156.63		9.26
Unavailed leave / leave encashment		112.27		80.36
		<u>1768.96</u>		<u>325.74</u>
23. FINANCE COSTS				
Interest on Term Loans from Banks		2829.07		370.15
Others		665.58		477.02
Bank Charges		48.57		31.90
Loss on foreign currency transactions and translation		497.62		0.00
		<u>4040.84</u>		<u>879.07</u>
24. MANUFACTURING AND OTHER OPERATING EXPENSES				
Stores Consumed		308.39		36.99
Power and Fuel		13992.79		2157.06
Repairs & Maintenance		496.25		6.28
Excise Duty on stock adjustment		(20.98)		1.29
		<u>14776.45</u>		<u>2201.62</u>

TRINETRA CEMENT LIMITED

	Rs. Lakhs	2011-12 Rs.Lakhs	Rs.Lakhs	2010-11 Rs. Lakhs
25. ADMINISTRATION AND OTHER CHARGES				
Insurance		27.49		1.05
Rates and Taxes		37.63		11.46
Printing and Stationery		17.58		6.36
Postage, Telephones and Telegrams		28.49		9.88
Other Administration Expenses		415.97		113.21
Consultancy / Legal Fees		27.27		41.57
Auditors' Expenses:				
Statutory Audit Fees	3.00		3.00	
Cost Audit Fees	1.00		0.00	
Certifications/Others	2.30		1.47	
Tax Audit/Other Services	0.60		0.65	
Travel/out of pocket expenses	1.26	8.16	0.00	5.12
		<u>562.59</u>		<u>188.65</u>
26. SELLING AND DISTRIBUTION EXPENSES				
Packing Charges		1585.24		293.92
Additional Sales Tax		59.42		22.61
Freight outwards		7473.82		1356.85
Advertisement		159.07		123.81
Others		1422.62		339.86
		<u>10700.17</u>		<u>2137.05</u>
27. COMPUTATION OF EARNINGS / LOSS PER SHARE (EPS)				
Earnings				
Profit / (Loss) after tax but before extraordinary items (Rs.in lakhs)		(4181.05)		(1300.00)
Less: Dividend on Preference Shares including Dividend Distribution Tax		(104.95)		(5.18)
Profit / (Loss) after tax and extraordinary items (Rs.in lakhs)		(4286.00)		(1305.18)
No. of Equity Shares - Weighted average (in lakhs)		44.75		44.75
Earnings Per Share- Basic and Diluted (Face value - Rs.10 per share)				
Before extraordinary items (Rs.)		(95.76)		(29.16)
After extraordinary items (Rs.)		(95.76)		(29.16)



	Non-Current Portions		Current Maturities		Total	
	2012	2011	2012	2011	2012	2011
	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs	Rs. Lakhs

28. SECURITY CLAUSE

Secured

Term Loans

From Banks

Axis Bank Ltd	5888.13	3877.17	1071.43	535.71	6959.56	4412.88
UCO Bank	4714.29	5571.43	857.14	428.57	5571.43	6000.00
Yes Bank Ltd	6678.57	7892.86	1214.29	607.14	7892.86	8500.00
Total Secured Loans from banks	<u>17280.99</u>	<u>17341.46</u>	<u>3142.86</u>	<u>1571.42</u>	<u>20423.85</u>	<u>18912.88</u>

From Others

Infrastructure Development Finance Company Ltd	6285.71	7428.57	1142.86	571.43	7428.57	8000.00
Total Secured Loans from Others	<u>6285.71</u>	<u>7428.57</u>	<u>1142.86</u>	<u>571.43</u>	<u>7428.57</u>	<u>8000.00</u>
Total Secured long-term borrowings	<u>23566.70</u>	<u>24770.03</u>	<u>4285.72</u>	<u>2142.85</u>	<u>27852.42</u>	<u>26912.88</u>

Term Loans are secured in favour of Axis Trustee Services Limited, the Security Trustee for the Lenders, namely Yes Bank Limited, UCO Bank, Axis Bank Limited and Infrastructure Development Finance Company Limited by hypothecation of Company's movable properties, both present and future, including current assets, movable machinery, machinery spares, tools and accessories, tangible and intangible assets of the Company, subject to prior charges on current assets created / to be created in favour of Company's bankers for securing the working capital facilities and further secured by a first pari passu charge on all the fixed assets of the Cement Plant at Banswara, Rajasthan, pledge of shares held by Promoters and Corporate Guarantee from The India Cements Limited.

The above secured long-term borrowings are repayable in 26 equal quarterly instalments. The last instalment falls due on 1st July, 2018.

	2012	2011
	Rs.Lakhs	Rs.Lakhs
29. Commitments		
a. Estimated amounts of Capital Expenditure Commitments (Net of Advances)	454.92	5390.99
b. Arrears of fixed cumulative dividend on Preference Shares	104.95	5.18
30. Monies for which the Company is contingently Liabe		
a. Letter of Credit opened by Bankers	0.00	2502.88
b. Bank Guarantees Outstanding	167.91	0.00
c. Claims against the Company not acknowledged as debts		
(i) Tax demands under dispute	145.27	2.09
(ii) Other Claims	119.82	0.00
31. Raw Materials consumed		
Own Quarrying includes:		
(i) Salaries & Wages	72.02	11.60
(ii) Stores Consumed	69.30	35.62
(iii) Royalty	733.74	122.90
32. Repairs and Maintenance includes Stores & Spares	347.11	10.30

TRINETRA CEMENT LIMITED

	2012 Rs.Lakhs	2011 Rs.Lakhs
33. Detailed quantitative information of goods manufactured during the Report Period		
(a) Installed capacity in Tonnes per annum (as certified by the Management and relied upon by the Auditors)	1500000	1500000
(b) Production in Tonnes	1006887	175508
(c) Sales – Quantity in Tonnes - Cement	1008267	175147
(d) Sales – Quantity in Tonnes - Clinker	704.40	2131.00
Sales – Value of Cement	35217.04	6897.68
Sales – Value of Clinker	15.68	32.39
(e) Opening Stock of Cement produced in Tonnes	7836.91	Nil
Value (Excluding Traded Goods)	247.97	Nil
(f) Closing Stock of Cement produced in Tonnes	6457.12	7837.00
Value	197.46	247.97
34. Value of import on CIF basis		
(a) Raw Materials	Nil	Nil
(b) Fuel	2698.79	3509.19
(c) Spare Parts and Components	536.46	Nil
(d) Capital Goods	Nil	22.69
35. Expenditure and earnings in Foreign Currency (on accrual basis)		
	Nil	Nil
36. Details of imported and indigenous materials consumed during the year		
Raw materials:		
Imported	58.13	0.00
Indigenous	4761.00	717.63
Total	<u>4819.13</u>	<u>717.63</u>
Percentage to Total Consumption		
Raw materials:		
Imported	1.21%	0.00%
Indigenous	98.79%	100.00%
Total	<u>100.00%</u>	<u>100.00%</u>
Spare Parts and Components:		
Imported	3.88	0.00
Indigenous	164.73	0.44
Total	<u>168.61</u>	<u>0.44</u>
Percentage to Total Consumption		
Spare Parts and Components:		
Imported	2.30%	0.00%
Indigenous	97.70%	100.00%
Total	<u>100.00%</u>	<u>100.00%</u>
37. Details of Raw Materials consumed		
Quantity in Tonnes:		
Limestone	1099871	184412
Gypsum	71803	11497
Others	223640	31173
Value:		
Limestone	1578.20	311.12
Gypsum	1074.79	159.88
Others	2166.14	246.63
Total	<u>4819.13</u>	<u>717.63</u>



38. There are no dues to Micro, Small and Medium Enterprises which are outstanding as at the Balance Sheet date and there were no delays as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 in payment of dues to such enterprises. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors.

39. Related Party Disclosures

(Related party relationships are identified by the Company and relied upon by the Auditors)

A. Names of the related parties and the nature of the relationship:

The India Cements Limited	Parent Company and Holding Company of ICL Financial Services Limited
ICL Financial Services Limited	Holding Company
Key Management personnel [KMP]:	
Mr.Karan Vashisht	Manager

	2012 Rs.Lakhs	2011 Rs.Lakhs
B. Transactions with Related Parties:		
Purchase of Goods	Nil	2389.72
Interest on Unsecured Loan	Nil	3033.41
Loan Outstanding	Nil	70282.95
Corporate Guarantee	31500.00	31500.00
Transactions with KMP:		
Salary Paid	26.65	24.73

40. Deferred Taxation

In view of the losses incurred by the Company during last few years, the Company has accumulated net deferred tax assets of Rs.2036.57 Lakhs as on 31.03.2012 (Rs.770.24 Lakhs as on 31.03.2011) in terms of provisions of Accounting Standard 22 "Accounting for Taxes on Income", issued by the Institute of Chartered Accountants of India. However, following prudent accounting policy and the guidelines contained in paragraphs 15 to 18 of the said Accounting Standard, the management has decided not to make the adjustment in the books of accounts for the value of the said deferred tax assets until such time that there is reasonable certainty of realisation of the said deferred tax assets against sufficient future taxable income.

41. Employee Benefits

The details of parameters adopted for valuation of post-employment benefit plans and leave benefits, as per Accounting Standard 15 issued by ICAI, are as under:

(a) Leave of absence and encashment:

The Company has different leave plans including paid leave of absence plans and encashment of leave plans for employees at different grades and provision has been made in accordance with Accounting Standard 15. The total amount of provision available for the unavailed leave balances as at 31st March 2012 is Rs.188.05 Lakhs (as at 31st March 2011: Rs.79.33 Lakhs).

(b) Gratuity:

The Company has made a provision for Gratuity for Rs.9.33 Lakhs as per the actuarial valuation.

42. The amount of Rs.14490.37 Lakhs is received by the Company as advance share application money from its ultimate holding company, The India Cements Limited. This amount is proposed to be utilized towards issue of equity/preference shares by the Company after complying with necessary formalities. On the balance sheet date the Company had unissued share capital of Rs.5550 Lakhs consisting of 555 Lakhs equity shares of face value of Rs.10/- each.

43. Segment Results: The Company operates in single segment, i.e., Cement.

44. Previous year's figures have been regrouped wherever necessary.





TRINETRA CEMENT LIMITED

Registered Office:

'Dhun Building' 827, Anna Salai, Chennai - 600 002.

Corporate Office:

'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue,
R.A.Puram, Chennai - 600 028.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Only members or their proxies are entitled to be present at the meeting.

Name and address of the Shareholder	Folio No.	:
	Dp id.	:
	Client id.	:
	No of Shares held	:

I hereby record my presence at the Twentyfifth Annual General Meeting of the Company at 'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai 600028, on Wednesday, the 5th September 2012 at 11.00 A.M.

Signature of the Member/Proxy

Name :

----- Please Tear Here -----



TRINETRA CEMENT LIMITED

Registered Office:

'Dhun Building' 827, Anna Salai, Chennai - 600 002.

Corporate Office:

'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue,
R.A.Puram, Chennai - 600 028.

PROXY FORM

I/We	Folio No.	:
of	Dp id.	:
	Client id.	:
	No. of shares held	:

being a member/members of TRINETRA CEMENT LIMITED do hereby appoint

..... of

(or failing himof) as my/our proxy

and to vote for me/us on my/our behalf at the Twentyfifth Annual General Meeting of the Company to be held at

'Coromandel Towers', 93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai 600028, on Wednesday,

the 5th September 2012 at 11.00 A.M. and at any adjournment thereof.

Signed thisday of2012.

Affix
15 Paise
Revenue
Stamp

NOTE:

Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member. This form duly completed should be deposited at the Registered Office of the Company before 11.00 A.M on Monday the 3rd September 2012.

Please Tear Here

BOOK-POST

If undelivered please return to:

TRINETRA CEMENT LIMITED

'Coromandel Towers',
93, Santhome High Road,
Karpagam Avenue, R.A.Puram,
Chennai 600028.