

ISO 9001 : 2015, ISO 14001 : 2015 and
ISO 45001 : 2018 Company
CIN : L26942TG1983PLC157712

Anjani Portland Cement Ltd.

(A Subsidiary of Chettinad Cement Corporation Pvt. Ltd.)



Ref: APCL/SECTL/SE/2024-25/20

July 15, 2024

BSE Limited Phiroje Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 518091	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: APCL
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Dear Sir / Madam,

Sub: Notice of 40th Annual General Meeting (“AGM”) of Anjani Portland Cement Limited:

Please find enclosed herewith the Notice of the 40th AGM of Anjani Portland Cement Limited (‘Company’) scheduled to be held on Friday, August 9, 2024 at 12:30 p.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). The said Notice forms part of the 40th Annual Report of the Company for the Financial Year 2023-24.

The Notice of the 40th Annual General Meeting shall be made available on the Company’s website at <http://www.anjanacement.com>.

This is submitted pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The above is for your information and record.

Thanking you,

Sincerely Yours,

For **Anjani Portland Cement Limited**

Subhanarayan Muduli
Company Secretary and Compliance Officer



Registered Office : # 6-3-553, Unit No.: E3 & E4,
4th Floor, Quena Square, Off Taj Deccan Road,
Erramanzil, Hyderabad - 500 082. Telangana.
T : +91 040 2335 3096 / 3106
E : secretarial@anjanacement.com

Works : Chintalapalem Village & Mandal,
Suryapet Dist. - 508 246. Telangana.
M : +91 733 077 6609
+91 738 260 9535

ANJANI PORTLAND CEMENT LIMITED

CIN: L26942TG1983PLC157712

Registered Office: #6-3-553, Unit No. E3 & E4, 4th Floor, Quena Square Off. Taj Deccan Road, Erramanzil, Hyderabad – 500 082, Telangana, India. Tel. No.: 040 2335 3096/3106

Email id: secretarial@anjanicement.com **website:** www.anjanicement.com

NOTICE OF 40TH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 40th Annual General Meeting of the Members of Anjani Portland Cement Limited will be held on Friday, August 9, 2024 at 12:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Dr. (Mrs.) S. B. Nirmalatha (DIN:03092392), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
3. **To appoint M/s S C Bose & Co., Chartered Accountants (Firm Registration No.004840S) as Statutory Auditors of the Company.**

To appoint M/s S C Bose & Co., Chartered Accountants (Firm Registration No. 004840S) as Statutory Auditors of the Company in place of M/s. Ramanatham & Rao, Chartered Accountants (Firm Registration Number: S-2934) and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and approval and recommendation of the Audit Committee and the Board of Directors of the Company, M/s S C Bose & Co., Chartered Accountants (Firm Registration No. 004840S), be and are hereby appointed as the Statutory Auditors of the Company for the first term of 5 (five) years commencing from the conclusion of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. **Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2025:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and approval and recommendation of the Audit Committee and the Board of Directors of the Company, the Company hereby ratifies the remuneration of ₹2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred and payable to M/s Narasimha Murthy & Co., Cost Accountants (Firm Registration Number 000042), the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year ending March 31, 2025."

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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5. **Approval for Material Related Party Transactions with Chettinad Cement Corporation Private Limited:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 2(76) of the Companies Act, 2013, Regulation 2(1)(zb), 2(1)(zc) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and other applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and rules made thereunder, if any, each as amended from time to time and the Company’s Policy on Related Party Transactions and upon approval the approval and recommendation of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into/continue the contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction (or) transactions taken together (or) series of transactions (or) otherwise) with Chettinad Cement Corporation Private Limited (‘CCCPL’), Holding Company of the Company being a related party, on such terms and conditions as may be agreed between the Company and CCCPL, for an aggregate value of up to ₹200 Crore (Rupees Two Hundred Crore Only) entered into/ to be entered from the date of 40th Annual General Meeting upto the date of 41st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months, as per the details provided in the explanatory statement, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Approval for Material Related Party Transactions with Bhavya Cements Private Limited:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 2(76) of the Companies Act, 2013, Regulation 2(1)(zb), 2(1)(zc) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and other applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and rules made thereunder, if any, each as amended from time to time and the Company’s Policy on Related Party Transactions and upon the approval and recommendation of the Audit Committee and Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into/continue the contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction (or) transactions taken together (or) series of transactions (or) otherwise) with Bhavya Cements Private Limited (‘BCPL’), Subsidiary Company of the Company being a related party, on such terms and conditions as may be agreed between the Company and BCPL, for an aggregate value of up to ₹150 Crore (Rupees One Hundred Fifty Crore Only) entered into/ to be entered from the date of 40th Annual General Meeting upto the date of 41st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months, as per details provided in the explanatory statement, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **Appointment of Mr. Umesh Prasad Patnaik (DIN: 10619857) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT Mr. Umesh Prasad Patnaik (DIN: 10619857) who was appointed as an Additional Director of the Company effective from May 15, 2024, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’), each as amended and the Articles of Association of the Company, Mr. Umesh Prasad Patnaik, who meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years commencing from May 15, 2024 to May 14, 2029 (both days inclusive).”

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Anjani Portland Cement Limited**

Subhanarayan Muduli
Company Secretary
Membership No.: A41513

Chennai, July 10, 2024

Registered Office:

#6-3-553, Unit No. E3 & E4, 4th Floor,
Quena Square Off: Taj Deccan Road,
Erramanzil, Hyderabad – 500 082, Telangana, India
Tel No.: +91 40 2335 3096/3106
Email: secretarial@anjanicement.com
Website: www.anjanicement.com
CIN: L26942TG1983PLC157712

NOTES:

1. Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and No.17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary resolution and special resolution by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos.20/2020 dated May 5, 2020, No.10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being No.09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 40th AGM of the Company is being held through VC / OAVM. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed to be the venue of the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 7 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM are also annexed.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2023-24 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".

Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <https://anjanicement.com/>, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the Company's Registrar and Transfer Agent ("RTA"), KFIN Technologies Limited at www.evoting.kfintech.com. However, if any specific request is received from any member demanding the physical copy of the Annual Report, the same will be provided by the Company.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote either through remote e-voting or during the AGM. The said Resolution/

Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to dh300@gmail.com with a copy marked to secretarial@anjaniment.com. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

6. This 40th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars issued by MCA from time to time.
7. **Attendance at the AGM:** Members will be provided with a facility to attend the AGM through VC/OAVM provided by KFIN Technologies Limited. Members may access the same at <https://evoting.kfintech.com> by clicking "eAGM-Video Conference & Streaming" and access the shareholders'/members' login by using the remote e-voting credentials which shall be provided as per Note No.16 below. Kindly refer to Note No15 below for detailed instructions for participating in AGM through VC.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. As per MCA Circulars, the facility for joining the AGM through VC/OAVM shall be made available for 1000 members on a first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect to business to be transacted at the AGM. For this purpose, the Company has appointed KFIN Technologies Limited for facilitating voting through electronic means, and as an independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by KFIN Technologies Limited.
11. **Voting during the AGM:** Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 3, 2024 to Friday, August 9, 2024 (both days inclusive) for the purpose of the AGM.
13. The Company has fixed Friday, August 2, 2024 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of remote e-voting or participate and vote in the AGM. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
14. **Procedure for registering the email addresses and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).**
 - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFIN Technologies Limited by sending an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the duly signed request letter by the first holder providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual Report, AGM Notice and the e-voting instructions.
 - ii. Those members who have registered their e-mail address, mobile no., postal address and bank account details are requested to validate /update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFIN Technologies Limited, the Registrar and Share Transfer Agent of the Company, in case of shares held in physical form.

15. Instructions to the Members for attending the AGM through Video Conference.

- i. **For attending the AGM:** Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFIN Technologies Limited. Members may login into its website link <https://emeetings.kfintech.com/loginv2.aspx> by using the remote e-voting credentials. After logging in, click on "Video Conference" option and the Name of the Company can be selected.
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-voting in Note No.15 below.
- iii. Members are encouraged to join the Meeting through Desktops, Laptops, Smart phones, Tablets and iPads with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22 for better experience.
- iv. Further, Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- v. Please note that participants using Mobile Devices or Tablets or Laptops or accessing the internet via "Mobile Hotspot" may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.
- vii. **Submission of Questions / Queries prior to AGM:**
 - a) Members desiring any additional information with regard to Accounts / Annual Report or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., secretarial@anjaniment.com and marking a copy to evoting@kfintech.com mentioning their name, DP ID and Client ID / Folio number at least 2 days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, members' questions will be answered only if they continue to hold the shares as of cut-off date.
 - b) Alternatively, shareholders holding shares as on cut-off date can also post their questions by logging on to the link <https://emeetings.kfintech.com/loginv2.aspx>, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
- viii. **Speaker Registration before AGM:**

In addition to above, speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/loginv2.aspx> and click on 'Speaker Registration' which will be opened from 9:00 A.M. on Tuesday, August 6, 2024 to 5:00 P.M. on Thursday, August 8, 2024. Members shall be provided with a 'queue number' before the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairpersons of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in Note No.15 (vii) above.
- ix. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act will be available for inspection by Members electronically during the AGM. Members seeking to inspect such documents can send an email to secretarial@anjaniment.com.

16. Instructions for members for remote e-voting:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, provisions of Regulation 44 of the SEBI Listing Regulations the Members are provided with the facility to cast their vote by remote e-voting platform provided by KFIN Technologies Limited. Members attending the AGM who have not already cast their vote by remote e-voting shall be able to cast their vote electronically during the AGM.

However, in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

The remote e-Voting period will commence at 9:00 A.M. on Tuesday, August 6, 2024 and will end at 5:00 P.M. on Thursday, August 8, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN Technologies Limited upon expiry of aforesaid period. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 2, 2024 i.e. cut-off date, may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The e-voting module shall be disabled by KFIN Technologies Limited for voting thereafter. Members have the option to cast their vote on any resolutions using the remote e-voting facility, either during the period commencing from Tuesday, August 6, 2024 and to Friday, August 8, 2024, or e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, August 2, 2024 may obtain the login ID and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> e-Voting Event Number + Folio No. or DP ID and Client ID to 9212993399.

1. Example for NSDL:	
2. MYEPWED<SPACE>	IN12345612345678
3. Example for CDSL:	
4. MYEPWED<SPACE>	1202345612345670
5. Example for Physical:	
6. MYEPWED<SPACE>	XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID and Client ID and PAN to generate a password.
- c) Members may call KFIN Technologies Limited's Toll free number 1800-3094-001. Member may also send an email to evoting@kfintech.com.

17. The procedure and instructions for the remote e-voting facility for individual shareholders holding securities in demat mode are provided as follows:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' Section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider's website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAS e-Services:</p> <ul style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com Click on the icon "Login" which is available under 'Shareholder/Member's Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the Company and the e-voting Service Provider's name, i.e. KFintech. On successful selection, you will be redirected to KFintech's e-voting page for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest:</p> <ul style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login Or URL: https://www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech’s e-voting portal. <p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.
Individual Shareholders login through their demat account / Website of Depository Participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL /CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider’s name KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free 1800 1020 990 and 1800 44 33
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

18. The procedure and instructions for the remote e-voting facility for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode are provided as follows:

- Open your browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>
- Enter the login credentials (i.e. User ID and password mentioned in the mail). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN Technologies Limited for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on “LOGIN”.

You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password shall comprise of minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- d. You need to login again with the new credentials.
 - e. On successful login, the system will prompt you to select the e-voting Event Number for Anjani Portland Cement Limited.
 - f. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
 - g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., Friday, August 2, 2024 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on cut-off date.
 - h. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - j. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - k. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
 - l. During the voting period, Members can login any number of times and vote until they confirm the voting on the resolutions.
 - m. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned (PDF Format) certified true copy of the relevant board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who is/are authorised to vote, to the Scrutinizer at email ID dhr300@gmail.com with a copy to evoting@kfintech.com and secretarial@anjanicement.com and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members at the download Section of at <https://evoting.kfintech.com> or contact Mr. Veeda Raghunath, Manager – Corporate Registry of KFIN Technologies Limited at 1800-3094-001 (toll free).
19. M/s D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad has been appointed as the Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final.
 20. The Scrutinizer shall within two working days from the conclusion of the AGM, submit their report of the votes cast in favour or against, if any, to the Chairperson of the Company or any other person authorised by her, and the result of the same will be disclosed forthwith.
 21. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. www.anjanicement.com and on the website of KFIN Technologies Limited i.e. www.kfintech.com within two working days from the conclusion of AGM and shall also simultaneously be communicated to the Stock Exchanges where the Company's shares are listed and also displayed in the Notice Board at the Registered Office of the Company.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHODERS

22. As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated April 20, 2018 such shareholders holding shares of the Company in the physical form are required to provide details of the PAN and Bank Account details to the Registrar and Share Transfer Agent of the Company. Further, SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
23. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - a. **For shares held in electronic form:** to their Depository Participants ("DPs")
 - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

24. Member may please note that that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <https://anjanicement.com/investorDownloads.html> and on the website of the Company’s RTA, KFIN Technologies Limited at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
25. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://anjanicement.com/investorDownloads.html> or <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company’s website and on the website of the Company’s Registrar and Transfer Agent.
26. SEBI vide its Notification No. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 and its circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 has amended Regulation 40 of SEBI Listing Regulations and has mandated that all request for transfer of securities including transmission and transposition request shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or KFIN Technologies Limited, for assistance in this regard.
27. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFIN Technologies Limited, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Letter of Confirmation in lieu of consolidation share certificate will be issued to such Members after making the requisite changes for dematerializing said shares.
28. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website <https://anjanicement.com/investorDownloads.html>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to KFIN Technologies Limited in case the shares are held in physical form, quoting their folio number.
29. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website <https://anjanicement.com/InvestorQuerySection.html>
30. Members are requested to note that pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 (“the Act”) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), the dividends, which remains unclaimed for a period of 7 (seven) years from the date of transfer to the Unclaimed Dividend Account of the Company is liable to be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. Further, according to the Act read with the IEPF Rules, all the shares on which dividend remains unclaimed for 7 (seven) consecutive years or more are required to be transferred to the IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

In compliance with the aforesaid requirements, during the financial year 2023-24, the Company has transferred Rs.7,18,613 unpaid / unclaimed interim dividends pertaining to the financial year 2016-17 to the IEPF. Further, the Company has also transferred 1,20,620 corresponding equity shares which were liable to be transferred in favour of IEPF Authority in the prescribed manner.

Please note that the unpaid/unclaimed final dividend for the financial year 2016-17 shall become due for transfer to IEPF on October 12, 2024 upon completion of seven years in terms of section 124(6) of the Act. The corresponding shares shall be transferred to relevant Demat Account of the IEPF Authority as per Rule 6 of the IEPF Rules, 2016, as amended. Members are thus requested to

claim the unclaimed dividend by sending a written application to KFIN Technologies Limited or to the Company's Registered Office address along with (a) copy of PAN Card; (b) a cancelled cheque of your registered bank account; and (c) the original un-encashed Dividend warrant or a duly filled in indemnity letter in the format available on the website of the Company www.anjanacement.com. The said application should reach the Company on or before September 10, 2024 so as to enable us to submit your request to the bankers for transfer by NEFT or issuance of Demand Draft. In case no claim is received with respect to the above dividend, the shares (whether held in physical or electronic form) will be transferred by the Company to the Demat Account of the IEPF Authority. In accordance with the aforesaid IEPF Rules, as amended, the Company had sent notices to all the Members whose shares were due to be transferred to IEPF requesting them to comply with the requirements to claim back the Dividends and avoid transfer of shares and had simultaneously published newspaper advertisement for the same.

The Members whose unclaimed dividends and/or shares have been transferred to the IEPF, may contact the Company or KFIN Technologies Limited and are requested to follow the below process:

1. Submit self-attested copies of documents provided in IEPF 5 help kit, which is available on IEPF website (www.iepf.gov.in) to the Company / Registrar and Share Transfer Agent (RTA).
2. After verification of the aforesaid documents submitted, Company will issue an entitlement letter.
3. File Form IEPF-5 on IEPF website and send self-attested copies of IEPF-5 form along with the acknowledgement (SRN), Indemnity bond and entitlement letter to Company.
4. On receipt of the physical documents mentioned above, Company will submit e-Verification report, for further processing by the IEPF Authority.

In terms of Section 124 and 125 of the Act read with the IEPF Rules, the Company has transferred the unpaid / unclaimed Interim dividend declared up to the financial year 2016-17 to the IEPF established by the Central Government.

The following table provides information about outstanding dividend and their respective date of transfer to the IEPF.

Financial Year	Type of Dividend	Date of Declaration of Dividend	Dividend (%)	Due date of Transfer to IEPF
2016-17	Final	08-09-2017	10	12-10-2024
2017-18	Final	07-09-2018	20	11-10-2025
2018-19	Final	28-08-2019	25	03-10-2026
2019-20	Final	21-08-2020	50	26-09-2027
2020-21	Final	15-09-2021	50	20-10-2028
2021-22	Final	16-09-2022	30	21-10-2029

31. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Pursuant to Finance Act 2020, dividend income if any declared by the Company will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company shall be required to deduct tax at source from dividend paid to shareholders at rates prescribed in the Income-Tax Act, 1961 (the IT Act). For the prescribed rates for various categories, the shareholders are requested to refer to the IT Act and Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/KFIN (if shares are held in physical form).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2023-24 does not exceed ₹5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above. A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by Friday, July 10, 2024.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SEBI LISTING REGULATIONS

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 7 of the accompanying Notice dated July 10, 2024.

Item No.3

The members at their 35th Annual General Meeting of the Company held on August 28, 2019 had appointed M/s Ramanatham & Rao, Chartered Accountants (Firm Registration No. S-2934) as the Statutory Auditors of the Company to hold office for a second consecutive term of five years i.e. from the conclusion of the 35th Annual General Meeting until conclusion of ensuing 40th Annual General Meeting to be held in year 2024.

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the term of the present Statutory Auditors expires at the conclusion of this Annual General Meeting. The Board of Directors place on record their appreciation for the service rendered by M/s Ramanatham & Rao, Chartered Accountants.

Accordingly, the Board of Directors of the Company has, based on the recommendation of the Audit Committee and subject to approval of the Members, at its meeting held on July 10, 2024., proposed the appointment of M/s S C Bose & Co., Chartered Accountants (Firm Registration No. 004840S) as Statutory Auditors of the Company for a term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in year 2029.

M/s S C Bose & Co., Chartered Accountants (Firm Registration No. 004840S), have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

<p>Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.</p>	<p>The fee proposed to be paid to M/s S C Bose & Co., Chartered Accountants towards statutory audit for the financial year 2024-25 shall not exceed ₹ 7 lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.</p> <p>The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors. The provisions of such permissible non-audit services will be reviewed and approved by the Audit Committee.</p> <p>There is no material change in the proposed fee for the auditor from that of the outgoing auditor.</p>
<p>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.</p>	<p>The Audit Committee and the Board of Directors, while recommending the appointment of M/s S C Bose & Co., Chartered Accountants as Statutory Auditor of the Company, have taken into consideration, among other things, the credential of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Companies Act, 2013.</p> <p>M/s S C Bose & Co., offering professional services in the areas of Audit & Assurance, Regulatory & Compliance, Business Advisory & Consultancy. Driven by sound principles, M/s S C Bose & Co., has in the past, catered to the needs of big Corporate and Business groups. The Firm is professionally managed firm since year 1991 and consists of distinguished Chartered Accountants, Taxation experts, MBAs, MCAs, Attorneys and arbitrators, Bankers, and Company Secretaries.</p>

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None of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board, recommends the resolution as set out at Item No. 3 of this Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Item No.4

The Board of Directors at their meeting held on July 10, 2024, on the recommendation of the Audit Committee, had approved re-appointment of M/s Narasimha Murthy & Co, Cost Accountants (Firm Registration Number: 000042) as Cost Auditors to conduct the audit of Cost records of the Company for the financial year ending 31st March, 2025 at a remuneration of ₹2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and out of pocket expenses actually incurred for the purpose of such audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board, recommends the resolution as set out at Item No. 4 of this Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Item No.5

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particulars transaction or not. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at arm's length basis.

It is in the above context that item No. 5 is placed for the approval of the Shareholders of the Company.

Chettinad Cement Corporation Private Limited ("CCCPL"), Holding Company of the Company is primarily engaged in manufacturing and selling of cement. CCCPL being the Holding Company, is considered as a related party of the Company as per Section 2(76) of the Companies Act, 2013. As per Regulation 2(1)(zc) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), any transfer of resources, services or obligation between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged or not is considered as a Related Party Transaction (RPT).

The Company is proposing to enter into/ continue to enter into certain business with CCCPL from the date of 40th Annual General Meeting upto the date of 41st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months. The nature of transactions are in the form of purchase and sale of cement and allied products, materials and rendering and receipt of services on such terms and conditions as the Board of Directors of both the Companies may deem fit.

These transactions of the Company with CCCPL are expected to exceed 10% of the annual consolidated turnover of the Company for the last audited financial statements as on March 31, 2024. Therefore, the said RPTs proposed to be entered into by the Company with CCCPL will be material RTPs and require prior approval of the shareholders through resolution as per Regulation 23 of the SEBI Listing Regulations.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the Act and SEBI Listing Regulations, had granted approval for entering into these RPTs with CCCPL while noting that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

None of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. However, the Promoter, CCCPL is interested in this resolution.

Your Board of Directors considered the same and recommends the resolution as set out at Item No.5 of this Notice for approval of Members of the Company by way of an Ordinary Resolution.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided herein below:

Particulars of Material Related Party Transactions between the Company and CCCPL:

Sr. No	Description	Details
1	a) Name of Related Party	a) Chettinad Cement Corporation Private Limited ("CCCPL")
	b) Its relationship with the listed entity	b) Promoter
	c) Nature of its concern or interest in the Company	c) CCCPL holds 75% equity shares of the Company as on date of this notice.
2	Name of the director or key managerial personnel [KMP] who is related, if any and nature of relationship	Not Applicable
3	Nature of Transaction, material terms, monetary value and particulars of contracts or arrangements	The transaction involves purchase and sale of cement and allied products and materials, rendering of service, receipt of service for business purpose from/to CCCPL from the date of 40 th Annual General Meeting upto the date of 41 st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months, aggregating upto ₹200 crore.
4	Value of Transaction	Upto ₹200 crore
5	Tenure	Transactions entered/to be entered from the date of 40 th Annual General Meeting upto the date of 41 st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months.
6	Percentage of annual consolidated turnover considering Financial Year 2023-24 as immediately preceding financial year	32%
7	Justification	These transactions will help the Company to procure cement and clinker from CCCPL which has close proximity to the markets of your Company to benefit from logistical advantages. This would result in the reduction of delivery costs for the company. Further sale of cement and clinker to CCCPL will help the company for better capacity utilization and realization.
8	Any advance paid or received for the contract or arrangement, if any	Nil
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 forming part of this Notice.

Item No.6

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particulars transaction or not. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at arm's length basis.

It is in the above context that Resolution No. 6 is placed for the approval of the Shareholders of the Company.

Bhavya Cements Private Limited ("BCPL"), Subsidiary Company of the Company is primarily engaged in manufacturing and selling of cement. BCPL being the subsidiary Company, is considered as a related party of the Company as per Section 2(76) of the Companies Act, 2013. As per Regulation 2(1)(zc) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), any transfer of resources, services or obligation between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged or not is considered as a Related Party Transaction (RPT).

The Company is proposing to enter into/continue to enter into certain business with BCPL from the date of 40th Annual General Meeting upto the date of 41st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months. The nature of transactions are in the form of purchase and sale of cement and allied products, materials and rendering and receipt of services on such terms and conditions as the Board of Directors of both the Companies may deem fit.

These transactions of the Company with BCPL are expected to exceed 10% of the annual consolidated turnover of the Company for the last audited financial statements as on March 31, 2024. Therefore, the said RPTs proposed to be entered into by the Company with BCPL will be material RPTs and require prior approval of the shareholders through resolution as per Regulation 23 of the SEBI Listing Regulations.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the Act and SEBI Listing Regulations, had granted approval for entering into these RPTs with BCPL while noting that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

None of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board of Directors considered the same and recommends the resolution as set out at Item No.6 of this Notice for approval of Members of the Company by way of an Ordinary Resolution.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided herein below:

Particulars of Material Related Party Transactions between the Company and BCPL:

Sr. No	Description	Details
1	a) Name of Related Party	a) Bhavya Cements Private Limited ("BCPL")
	b) Its relationship with the listed entity	b) Subsidiary Company
	c) Nature of its concern or interest in the Company	c) The Company is the promoter of BCPL and holds 99.09% of its equity shares as on date of this Notice.
2	Name of the director or key managerial personnel [KMP] who is related, if any and nature of relationship	Mrs. V. Valliammai, Chairperson and Independent Director of the Company is also the Independent Director of BCPL. Mr. N Venkat Raju, Managing Director of the Company is also the Managing Director of BCPL. Mr. Palani Ramkumar, Non-Executive Non-Independent Director of the Company is also Non-Executive Non-Independent Director of BCPL.
3	Nature of Transaction, material terms, monetary value and particulars of contracts or arrangements	The transaction involves purchase and sale of cement and allied products and materials, rendering and receipt of service for business purpose from/to BCPL from the date of 40 th Annual General Meeting upto the date of 41 st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months, aggregating upto ₹150 crore.
4	Value of Transaction	Upto ₹150 crore.
5	Tenure	Transactions entered/to be entered from the date of 40 th Annual General Meeting upto the date of 41 st Annual General Meeting (both days inclusive) for a period not exceeding fifteen months.

Sr. No	Description	Details
6	Percentage of annual consolidated turnover considering financial 2023-24 as immediately preceding financial year	24%
7	Percentage of annual standalone turnover of subsidiary on a standalone basis considering financial year 2023-24 as immediately preceding financial year	62%
7	Justification	These transactions will help the Company to procure cement and clinker from BCPL which has close proximity to the markets of your Company to benefit from logistical advantages. This would result in the reduction of delivery costs for the company. Further sale of cement and clinker to BCPL will help the company for better capacity utilization and realization.
8	Any advance paid or received for the contract or arrangement, if any	Nil
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
10	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 forming part of this Notice.

Item No.7

Pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors of the Company, on May 15, 2024, had appointed Mr. Umesh Prasad Patnaik (DIN: 10619857) as an Additional Director in the category of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years commencing from May 15, 2024 to May 14, 2029 (both days inclusive).

In terms of Regulation 17 (1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for appointment of Mr. Umesh Prasad Patnaik as a Non-Executive, Independent Director of the Company, not liable to retire by rotation.

Mr. Umesh Prasad Patnaik is a Chartered Accountant by profession having more than 20 years of experience in the field of Direct and Indirect Tax - India and APAC, Internal Audit, Accounts & Treasury management in diversified industries like Cement, Pharmaceutical, Consultancy, Textiles, EPC, of which 8 years in big four (E&Y) tax practice encompassing India and other APAC jurisdiction. Taxation being his core areas of expertise, Mr. Patnaik has specialization in handling litigation involving high pitch demands, tax planning and corporate restructurings.

He also has experience in handling transfer pricing including involvement in APA, master file maintenance, hands-on knowledge in country by country reporting, Permanent Establishment analysis, POEM mitigation strategies, tax implication analysis of foreign subsidiaries, Excise, VAT, Service Tax, GST, DRI and DGFT matters related to scrips, advance license, EPCG and drawback. Mr. Patnaik has hands-on experience in FEMA, Companies Act, Ind AS and Finance and Accounts.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Umesh Prasad Patnaik (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified to act as a Director under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/

COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Further, Mr. Umesh Prasad Patnaik has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Umesh Prasad Patnaik has also confirmed that he is registered with the data bank of Independent Directors maintained by the IICA.

In the opinion of the Board, Mr. Umesh Prasad Patnaik is a person of integrity, is independent of the Management of the Company and fulfils the conditions specified under the Act read with rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

As required under Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto and forms part of this Notice.

Except Mr. Umesh Prasad Patnaik, none of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board of Directors recommends the resolution as set out at Item No.7 of this Notice for approval of Members of the Company by way of a Special Resolution.

DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Particulars	Details
Name of the Director	Mr. Umesh Prasad Patnaik
Director Identification Number	10619857
Designation	Independent Director
Date of Birth	27-03-1974
Date of Appointment on the Board	May 15, 2024
Qualification	Chartered Accountant
Brief Profile	Please refer explanatory statement to Item No.7 of the Notice.
Expertise in specific functional area	Please refer explanatory statement to Item No.7 of the Notice.
Terms & Conditions of re appointment along with details of remuneration sought to be paid and last drawn by him	Please refer explanatory statement to Item No.7 of the Notice. Remuneration to be drawn from the Company to comprise sitting fees payable for attending the meetings of the Board of Directors and/or its Committees.
Shareholding in the Company as on date	NIL
Relationship with other Directors and KMPs of the Company	Mr. Umesh Prasad Patnaik is not related to any Director or Key Managerial Personnel of the Company.
Name of listed entities from which the person has resigned in the past three years.	NIL
No. of meetings of Board attended during the financial year	Mr. Umesh Prasad Patnaik was appointed as Additional Director effective from May 15, 2024. He attended the board meeting held on May 27, 2024.
List of outside Company Directorship held Public Companies	NIL

NOTICE



Particulars	Details
Chairman/Member of the Committees of other Companies on which he is a Director (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Skills and capabilities required for the role of Independent Director and the manner in which Mr. Umesh Prasad Patnaik meet such requirements and justification for appointment	Please refer explanatory statement to Item No.7 of the Notice.

By Order of the Board of Directors
For **Anjani Portland Cement Limited**

Subhanarayan Muduli
Company Secretary
Membership No.: A41513

Chennai, July 10, 2024

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