

Ref: APCL/SECTL/SE/2024-25/41

December 3, 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: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In continuation to our earlier intimation dated November 12, 2024 and in compliance with Regulation 30 read with Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), we are enclosing herewith the Notice of Postal Ballot dated November 12, 2024, for seeking approval of Members of the Company for re-appointment of Mr. N. Venkat Raju (DIN:08672963) as the Managing Director of the Company, by way of Special Resolution, by Postal Ballot through electronic means (remote e-voting) only.

In compliance with the provisions of the Companies Act, 2013 read with Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), the Notice of Postal Ballot is being dispatched to all the Members through electronic mode, whose e-mail addresses are registered with the Depository Participants/the Company/the Registrar and Share Transfer Agent of the Company as on the **Cut-Off Date i.e. Friday, 29th November, 2024**. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules framed thereunder, relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.



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

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.) **ANJANI**
C E M E N T

The Company has engaged the service of KFin Technologies Limited for the purpose of providing remote e-voting facility to its Members. **The remote e-voting period shall commence on Thursday, December 5, 2024 at 9:00 a.m. (IST) and ends on Friday, January 3, 2025 at 5:00 p.m. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the “Notes” section to this Notice.

The Postal Ballot Notice is also being uploaded on the Company’s website at
https://www.anjanicement.com/postal_ballot.html.

This intimation is also available on the website of the Company at
<https://www.anjanicement.com/announcement.html>.

The above is for your information and record.

Thanking you,

Sincerely Yours,

For **Anjani Portland Cement Limited**

Subhanarayan Muduli
Company Secretary and Compliance Officer

Encl.: as above



Registered Office : # 6-3-553, Unit No.: E3 & E4,
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M : +91 733 077 6609
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ANJANI PORTLAND CEMENT LIMITED

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

Corporate Identity Number (CIN): L26942TG1983PLC157712

Tel No.: +91 40 2335 3096/3106 | **E-mail:** secretarial@anjanicement.com

Website: www.anjanicement.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, December 5, 2024 at 9:00 a.m. (IST)	Friday, January 3, 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard -2 on General Meeting issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively the “**MCA Circulars**”), for seeking the approval of the Members of Anjani Portland Cement Limited (“**the Company**”) to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot only, by voting through electronic means (“**remote e-voting**”).

Pursuant to Section 102 and 110 and other applicable provisions of the Act, the Statement in terms of Section 102 of the Act, pertaining to the said Resolution setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (“**RTA**”) / Depositories / Depository Participants. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the “Notes” section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the service of KFin Technologies Limited for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.anjanicement.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the “Notes” section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Friday, January 3, 2025. The remote e-voting facility will be disabled by KFin Technologies Limited immediately thereafter. The remote e-voting period shall commence from 9:00 a.m. (IST) Thursday, December 5, 2024 and ends at 5:00 p.m. (IST) on Friday, January 3, 2025.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company (“**Board**”) has appointed M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries, as the Scrutinizer (“**Scrutinizer**”), to conduct the Postal Ballot / remote e-voting process in a fair and transparent manner. M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries has consented to act as Scrutinizer for this postal ballot process. Mr. D. Hanumanta Raju (Membership No. FCS 4044, CP No.1709) or failing him, Mrs. Shaik Razia (Membership No. FCS 7122, CP No. 7824) or failing her, Mr. Mohit Kumar Agarwal (Membership No. FCS 9967, CP No. 12751), Partners will represent M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries.

Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his/her report to the Chairperson of the Company or any other person authorised by the Chairperson.

The results of postal ballot / remote e-voting shall be declared within 2 (two) working days from conclusion of the remote e-voting i.e., on or before Tuesday, January 7, 2025. The results of the Postal Ballot / remote e-voting along with the Scrutinizer’s Report shall be displayed at the Notice Board at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed. The results and the Scrutinizer’s Report will also be hosted on the Company’s website at www.anjanicement.com and on the website of remote e-voting agency, i.e. KFin Technologies Limited at <https://evoting.kfintech.com/>.

The last date of remote e-voting, i.e. Friday, January 3, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Re-Appointment of Mr. N. Venkat Raju (DIN:08672963) as Managing Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee of the Board of Directors and approval of the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. N. Venkat Raju (DIN:08672963), as the Managing Director and Key Managerial Personnel of the Company for further period of 5 (five) years with effect from January 24, 2025 to January 23, 2030 (both days inclusive), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Managing Director, not liable to retire by rotation, and subject to control, superintendence and direction of the Board of Directors of the Company who are hereby authorized to delegate to him such further powers of substantial management of the Company as they may deem fit.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the Board of Directors to fix, alter / vary the terms and conditions of his appointment as the Managing Director of the Company from time to time based on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the Board of Directors for payment of remuneration to Mr. N. Venkat Raju, in excess of limits as specified in Section II of Part II of Schedule V of the Act, in the event of absence or inadequacy of profits in any financial year(s), during his tenure as the Managing Director of the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. N. Venkat Raju, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

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

Subhanarayan Muduli
Company Secretary and Compliance Officer
Membership No. ACS: 41513

Chennai, November 12, 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
E-mail: secretarial@anjanacement.com
Website: www.anjanacement.com
CIN: L26942TG1983PLC157712

NOTES:

- 1) The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons / rationale thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
- 2) In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received by the Company from the Depositories / KFin Technologies Limited, the Company’s Registrar and Transfer Agent (“**RTA**”), as on Friday, November 29, 2024 (“**Cut-Off Date**”) and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
- 3) Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

- 4) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, MCA Circulars, SS-2, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“**SEBI Master Circular**”), and any amendments thereto, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of KFin Technologies Limited as the agency to provide remote e-voting facility. The detailed procedure with respect to remote e-voting is mentioned in Note No.13 of this Notice.
- 5) The remote e-voting period shall commence on Thursday, December 5, 2024 at 9:00 a.m. (IST) and ends on Friday, January 3, 2025 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter.
- 6) The Board of Directors of the Company has appointed Mr. D. Hanumanta Raju (Membership No. FCS 4044, CP No. 1709) or failing him, Mrs. Shaik Razia (Membership No. FCS 7122, CP No. 7824) or failing her, Mr. Mohit Kumar Agarwal (Membership No. FCS 9967, CP No. 12751), Partners of M/s. D. Hanumanta Raju & Co, Practising Company Secretaries, as the Scrutinizer, to scrutinize the postal ballot process in a fair and transparent manner.
- 7) The Scrutinizer will submit his/her report to the Chairperson of the Company, or any other person authorised by her, after scrutiny of the votes cast, on the result of the Postal Ballot within 2 (two) working days from the conclusion of the postal ballot e-voting i.e., on or before Tuesday, January 7, 2025. The Scrutinizer’s decision on the validity of votes cast will be final.
- 8) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at www.anjanicement.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com> immediately after the results are declared by the Chairperson or any other person authorised by her, and the same shall be communicated to the Stock Exchanges i.e., BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”), where the equity shares of the Company are listed. The postal ballot voting results shall also be displayed on the notice board of the Company at its Registered Office at #6-3-553, Unit No. E3 & E4, 4th Floor, Quena Square Off. Taj Deccan Road, Erramanzil, Hyderabad – 500 082.
- 9) The resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for remote e-voting i.e., Friday, January 3, 2025.

- 10) Resolution passed by the Members through Postal Ballot by remote e-voting is deemed to have been passed as if the same has been passed at a general meeting of the Members.
- 11) In line with the MCA Circulars, the Postal Ballot Notice is hosted on the website of the Company at www.anjanicement.com. The Notice can also be accessed from the websites of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of e-voting agency i.e., KFin Technologies Limited at <https://evoting.kfintech.com>.
- 12) The vote in this Postal Ballot cannot be exercised through proxy.
- 13) **Procedure and manner for remote e-voting is as under:**

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 and in terms SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Companies, the Members are provided with the facility to cast their vote electronically, through the remote e-voting platform provided by KFin Technologies Limited, on the resolution set forth in this Notice.

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/ Depository Participants 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. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access e-voting facility.

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin Technologies Limited e-voting system in case of shareholders holding shares in physical and non-individual shareholders holding shares in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Members 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.nsd.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.nsd.com ▪ Select “Register Online for IDeAS” or click at https://eservices.nsd.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., KFin Technologies Limited. ▪ On successful selection, you will be redirected to KFin Technologies Limited e-voting page for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. KFin Technologies Limited 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. KFin Technologies Limited where the e-voting is in progress.

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

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / RTA / Depositories/ Depository Participants, will receive an email from KFin Technologies Limited which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- 1) Open your browser during the remote e-voting period and navigate to <https://evoting.kfintech.com/>
- 2) 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.
- 3) After entering these details appropriately, click on "LOGIN".
- 4) 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.
- 5) You need to login again with the new credentials.
- 6) On successful login, the system will prompt you to select the e-Voting Event Number for Anjani Portland Cement Limited.
- 7) 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.
- 8) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date i.e., Friday, November 29, 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.
- 9) 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.
- 10) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 11) 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.
- 12) 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.
- 13) During the voting period, Members can login any number of times and vote until they confirm the voting on the resolutions.
- 14) 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 dh300@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).

(B) Members whose email IDs are not registered with the Company / RTA / Depositories/ Depository Participants, and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- 1) Members holding shares in physical mode and who have not registered / updated their email address / KYCs with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), KFin Technologies Limited at einward.ris@kfintech.com. Members holding shares in dematerialized mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address / KYC, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the Member. In case of any queries, Members may write to einward.ris@kfintech.com.

- 2) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.
- 3) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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

Subhanarayan Muduli
Company Secretary and Compliance Officer
Membership No. ACS: 41513

Chennai, November 12, 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
E-mail: secretarial@anjanicement.com
Website: www.anjanicement.com
CIN: L26942TG1983PLC157712

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI LISTING REGULATIONS:

Re-appointment of Mr. N. Venkat Raju (DIN: 08672963) as Managing Director and payment of remuneration thereof

The Board of Directors, at its meeting held on January 24, 2020, had appointed Mr. N. Venkat Raju as Managing Director of the Company for a period of 5 years from January 24, 2020 to January 23, 2025. Subsequently, at the 36th Annual General Meeting of the Company held on August 21, 2020, the Members had approved the appointment of Mr. N. Venkat Raju as Managing Director of the Company and his remuneration thereof. Accordingly, his current term of appointment as the Managing Director of the Company is due for expiration in January 23, 2025.

Mr. N. Venkat Raju holds degree in M.Sc. Chemistry from Andhra University, Visakhapatnam and is also a Certified Energy Manager from Bureau of Energy Efficiency, Ministry of Power, Govt. of India. He has more than four decades of rich and varied experience in the cement industry and is mainly responsible for operations, process, quality assurance & administration of the cement plant and allied activities which encompasses the entire operations of the Company's cement manufacturing unit. Mr. N. Venkat Raju has been involved in the various leadership roles in the Company during his tenure and under his leadership the Company has achieved many notable milestones. He worked as Joint President-Works (Unit Head) in the Company prior to his appointment as Managing Director. He is a veteran in the Industry and ideally suited for the post. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. N. Venkat Raju should be available to the Company for a further term. Mr. N. Venkat Raju's continued association with the Company as the Managing Director is highly desirable and will be in the best interest of the Company.

In view of the above, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their Meeting held on November 12, 2024, approved the re-appointment of Mr. N. Venkat Raju as the Managing Director of the Company for a further period of 5 (five) years with effect from January 24, 2025 to January 23, 2030, subject to the approval of the Members of the Company.

Mr. N. Venkat Raju also holds the position of Managing Director of Bhavya Cements Private Limited, a Subsidiary of the Company and therefore the consent of all the Directors present at the meeting was accorded in terms of third proviso to Section 203(3) and specific notice of the same was given to all the Directors then in India.

The Company has received notice under Section 160 of the Act from a member proposing candidature of Mr. N. Venkat Raju as Managing Director of the Company. Mr. N. Venkat Raju is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation.

Terms and Conditions of appointment of Mr. N. Venkat Raju is as under:

I. Tenure of Appointment: January 24, 2025 to January 23, 2030 (both days inclusive)

II. Remuneration:

a) Salary:

Current Salary of ₹1,10,19,540 per annum.

b) Leave Travel Allowance:

For Mr. N. Venkat Raju and his family, once in a year, incurred in accordance with the Rules specified by the Company, subject to a ceiling of one month's basic salary per year.

c) Bonus:

Once in a year, in accordance with the Rules specified by the Company, subject to a ceiling of 8.33% of the basic salary per year.

d) Provident Fund:

Company's contribution towards Provident Fund is subject to a ceiling of 12% of basic salary, as per rules of the Company.

e) Gratuity:

Gratuity payable as per the applicable laws, acts and rules of the Company.

f) Leave and encashment:

Leave and encashment of unveiled leave as per the Rules of the Company.

III. Minimum Remuneration:

Notwithstanding anything herein above stated, where in any financial year during the currency of the tenure of Mr. N. Venkat Raju as Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay the remuneration in excess of limits as specified in Section II of Part II of Schedule V of the Act but subject to being within the overall limits on managerial remuneration as provided under Section 197 of the Act and other applicable provisions of the Act including any statutory modification or re-enactment thereof for the time being in force and the rules framed there under read with Schedule V to the said Act.

The Contract of service of Mr. N. Venkat Raju is terminable with a notice period of 90 days on either side.

No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

He is not liable to retire by rotation.

In accordance with the provisions of Section 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. N. Venkat Raju require approval of members by passing Special Resolution. Accordingly, the Board, recommends the resolution as set out at Item No. 1 of this Notice for approval of the Members of the Company as a Special Resolution.

Accordingly, the approval of the Members is being sought for the re-appointment and for the terms, conditions and stipulations for the re-appointment of Mr. N. Venkat Raju as the Managing Director and remuneration payable to him.

Except Mr. N. Venkat Raju, none of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

INFORMATION PERTAINING TO DIRECTORS SEEKING RE-APPOINTMENT AS MENTIONED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mr. N. Venkat Raju
Director Identification Number	08672963
Date of Birth and Age	September 30, 1960 (64 years)
Brief Profile	Refer Terms and Conditions of appointment furnished in the Explanatory statement.
Date of appointment on the Board (Original)	January 24, 2020
Qualifications	<ul style="list-style-type: none"> ▪ M.Sc Chemistry from Andhra University, Visakhapatnam. ▪ Certified Energy Manager from Bureau of Energy Efficiency, Ministry of Power, Govt. of India.
Nature of experience, expertise in specific functional areas	Mr. N. Venkat Raju has more than four decades of rich and varied experience in the cement industry and is mainly responsible for operations, process, quality assurance & administration of the cement plant and allied activities which encompasses the entire operations of the Company's cement manufacturing unit.
No. of Board Meetings attended during the year (FY 2024-25 till date) (Conducted/Attended)	4/4
Terms & conditions of appointment/re-appointment along with details of remuneration sought to be paid	Refer Terms and Conditions of appointment furnished in the Explanatory statement.
Number of Shares held in the Equity Capital of the Company	Nil
Shareholding in the Company as a beneficial owner	Nil
Directorships held in other companies	Bhavya Cements Private Limited (A deemed Public Company being the subsidiary of the Company)
Resignation from the directorship of the listed companies in the past three years	Not Applicable
Memberships / Chairmanships of other Committees of other public companies (include only Audit Committee and Stakeholders Relationship Committee)	<p>Bhavya Cements Private Limited (A deemed Public Company being the subsidiary of the Company)</p> <ul style="list-style-type: none"> ▪ Audit Committee - Member
Remuneration last drawn (Paid for the Financial Year 2023-24)	₹1,10,70,125/-
Remuneration sought to be paid	Refer Terms and Conditions of appointment furnished in the Explanatory statement.
Disclosure of relationships between Directors/ Key Management Personnel inter-se	Mr. N. Venkat Raju is not related to any of the Directors/KMP of the Company.

THE INFORMATION REQUIRED TO BE DISCLOSED IN THE EXPLANATORY STATEMENT TO THE NOTICE PURSUANT TO ITEM (IV) TO THIRD PROVISOR OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IS DETAILED BELOW:

I. GENERAL INFORMATION

1	Nature of Industry	Cement & Cement Products		
2	Date or expected date of commencement of commercial production	<p>Not Applicable.</p> <p>The Company was originally incorporated as “Shez Chemicals Limited” on December 17, 1983 as a public limited company under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh. Subsequently a fresh certificate of incorporation consequent upon change of name of the Company to “Shez Cements Limited” was issued on October 17, 1985 by the Registrar of Companies, Andhra Pradesh, pursuant to a special resolution passed in the shareholders’ meeting held on February 25, 1985. Thereafter, pursuant to a special resolution passed at the Shareholders meeting held on September 30, 1999, the name of the Company was changed to “Anjani Portland Cement Limited”, its current name, and a fresh certificate of incorporation consequent upon change of name of our Company was issued on October 7, 1999 by Registrar of Companies, Andhra Pradesh at Hyderabad.</p> <p>The Company has been in the business of manufacturing of Cement since 1999 including Ordinary Portland Cement, Portland Pozollana Cement and Composite Cement and trading in cement. Further, it is also engaged in activity of power generation.</p> <p>The Corporate Identity Number (CIN) of the Company is L26942TG1983PLC157712.</p>		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators	FY 2023-24 (₹ In lakhs)	FY 2022-23 (₹ In lakhs)	FY 2021-22 (₹ In lakhs)
	Total Revenue	45,942	42,218	47,021
	Total Expenses	47,826	44,270	42,209
	Net Profit/(Loss) Before Tax	(1,851)	(2,011)	4,914
	Net Profit/(Loss) After Tax	(1,171)	(1,892)	3,497
	Net Worth	41,114	42,305	36,870
5	Foreign investments or collaborations, if any	Not Applicable		

II. INFORMATION ABOUT THE APPOINTEE

1	Background details	<p>Mr. N. Venkat Raju holds degree in M.Sc. Chemistry from Andhra University, Visakhapatnam and is also a Certified Energy Manager from Bureau of Energy Efficiency, Ministry of Power, Govt. of India. He has more than four decades of rich and varied experience in the cement industry and is mainly responsible for operations, process, quality assurance & administration of the cement plant and allied activities which encompasses the entire operations of the Company's cement manufacturing unit.</p> <p>Mr. N. Venkat Raju has been involved in the various leadership roles in the Company during his tenure and under his leadership the Company has achieved many notable milestones. He worked as Joint President-Works (Unit Head) in the Company prior to his appointment as Managing Director. He is a veteran in the Industry and ideally suited for the post. Mr. N. Venkat Raju's continued association with the Company as the Managing Director is highly desirable and will be in the best interest of the Company.</p>
2	Past remuneration	The remuneration paid to Mr. N. Venkat Raju as Managing Director of the Company during the financial year 2023-24 was ₹1,10,70,125/-.
3	Recognition or awards	None
4	Job profile and his suitability	Please refer background section as stated above.
5	Remuneration proposed	Please refer Terms and conditions of the appointment as stated above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. N. Venkat Raju, the responsibilities undertaken by him and the industry benchmarks, the remuneration proposed to be paid will commensurate with the remuneration packages paid to similar level counterpart(s) in other companies. The appointee is a resident of India.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Beside the remuneration proposed to be paid to him, Mr. N. Venkat Raju does not have any other pecuniary relationship whether directly or indirectly with the Company or Managerial Personnel or other Director of the Company.

III. OTHER INFORMATION

1	Reasons of loss or inadequate profits	The Company had been consistently making adequate profits upto the Financial Year 2021-22. However, the Company had incurred losses for the financial year 2022-23 and 2023-24 mainly due to decrease in volume on account of sluggish market, weak pricing environment and lower price realization in the market where the company operates and also on account of increase in the price of coal both in domestic and international markets. Owing to these factors, the profit to be earned by the Company in subsequent financial years too may not be as per expectations and hence, may become inadequate also for the purpose of managerial remuneration in terms of Section 197 of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement	The management is pursuing various strategic and operational measures that is expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.
3	Expected increase in productivity and profits in measurable terms	While the Company does not give guidance about future profitability, the Company is pursuing various strategic and operational measures that is expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.

OTHER PARAMETERS UNDER SECTION 200 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

1	The Financial and operating performance of the company during the three preceding financial years	Details provided in para (I)(4) above.
2	The remuneration or commission drawn by the individual concerned in any other capacity	Mr. N. Venkat Raju draw remuneration from the Company in the capacity as Managing Director. Further, other Directors are getting sitting fees in their capacity as Non-Executive Directors (including Independent Directors).
3	The remuneration or commission drawn by him from any other company	Mr. N. Venkat Raju, Managing Director of the Company, is also the Managing Director of Bhavya Cements Private Limited, a Subsidiary Company of the Company. However, he draws remuneration only from the Company. Further, all other Directors also hold directorship in various other companies and may receive remuneration / commission from such companies in their capacity as Directors.
4	Professional qualifications and experience of the individual concerned	Please refer para (II)(1) above.

5	Relationship between remuneration and performance	<p>Mr. N. Venkat Raju, Managing Director draw remuneration from the Company in the capacity of Managing Director. Further, other Directors are getting sitting fees in their capacity as Non-Executive Directors (including Independent Directors).</p> <p>Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies to encourage good professionals with a sound career record.</p>
6	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company	<p>The Company has a strong performance management culture. Remuneration of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) are governed by the Company's Board approved Nomination and Remuneration Policy. The Non-Executive Directors of the Company are paid sitting fees for attending the meetings of the Board of Directors which is within the limit prescribed under the Companies Act, 2013. Further, every employee based on declared performance appraisal timelines undergoes appraisal of his/her performance.</p>
7	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference	<p>The Company has a Board approved Nomination and Remuneration Policy. This policy outlines, <i>inter-alia</i> remuneration parameters for Managing Director, Non-Executive Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs) and other employees.</p>
8	The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year	<p>None of the Directors hold any shares in the Company.</p>

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

Subhanarayan Muduli
Company Secretary and Compliance Officer
Membership No. ACS: 41513

Chennai, November 12, 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
E-mail: secretarial@anjanicement.com
Website: www.anjanicement.com
CIN: L26942TG1983PLC157712