



ANJANI PORTLAND CEMENT LIMITED

Corporate Identity Number (CIN): L26942MH1983PLC265166

Regd. Office: 'A-610, Kanakia Wall Street, 6th Floor, Andheri Kurla Road, Chakala Junction, Andheri (E), Mumbai, Maharashtra - 400093

Tel No.: +91 22 62396051 / 62396070 | **Website:** www.anjaniment.com

Email: secretarial@anjaniment.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the provisions of Sections 108 and 110 of the Companies Act, 2013 (Act) read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to other applicable laws and regulations, read with the General Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), that the Special Resolutions set out below, are circulated herewith for approval by the Members of **ANJANI PORTLAND CEMENT LIMITED** ("the Company") through Postal Ballot which consists of voting by electronic means through the remote e-voting process ("e-voting") and voting through postal ballot physically.

Considering the ongoing COVID-19 pandemic and in accordance with the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form in the first instance to all those members whose email id is registered with the Company or the Depository Participants (DP's). These members shall communicate their assent / dissent for the proposed resolutions only through the remote e-voting system. With respect to those members whose email id is not registered either with the Company or the DP's, the hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will be sent to them at the registered address available with the Company. These members may exercise their voting rights through the remote e-voting system or by filling in the postal ballot form and send it to the Scrutinizer by the stipulated date namely 28th April, 2021. In case the members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot form will be treated as invalid.

The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts and the reasons thereof, concerning the Resolutions mentioned in this Notice is annexed hereto.

The Board of Directors of the Company, have appointed MSDS & Associates, Practicing Company Secretaries, as the Scrutinizer, to conduct the Postal Ballot including the e-voting process in a fair and transparent manner. Ms. Meghna Shah (Membership No. F9425), Partner and failing her, Mr. Sekar Ananthanarayan (Membership No. A8649), Associate Partner, will represent MSDS & Associates, Practicing Company Secretaries.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) either through the remote e-voting process not later than 5:00 p.m. (IST) on Wednesday April 28, 2021 or by sending the postal ballot forms duly signed which shall reach the Scrutinizer not later than 5:00 p.m. (IST) on Wednesday, April 28, 2021 failing which it will be considered that no reply has been received from the Member. The information and other instructions relating to the postal ballot including remote e-voting are mentioned in the Notes.

The Company has engaged the services of KFIN Technologies Private Limited ("KFIntech") for the purpose of providing e-voting facility to all its Members.

Upon completion of the scrutiny of the votes cast through e-voting (including postal ballot) in a fair and transparent manner, the Scrutinizer will submit their report to the Chairperson or any Director or Company Secretary or Chief Financial Officer as authorised by the Board of Directors of the Company in this regard. The results of Postal Ballot shall be declared within 48 hours from conclusion of the e-voting through Postal Ballot i.e., on or before Friday, April 30, 2021. The Results of the Postal Ballot 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.anjaniment.com and on the website of e-voting agency i.e. KFIN Technologies Private Limited at <https://evoting.kfintech.com>.

Resolution No. 1:

Shifting of Registered Office Address of the Company from the State of Maharashtra to the State of Telangana.

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

“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government through Regional Director, Western Region and such other approvals, permissions and sanctions, as may be required from time to time, consent of the members of the Company be and is hereby accorded for shifting of the registered office of the Company from the State of Maharashtra to the State of Telangana and that Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause: "II. The registered office of the Company will be situated in the State of Telangana."

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for shifting the Registered Office of the Company from 'A-610, Kanakia Wall Street, 6th Floor, Andheri Kurla Road, Chakala Junction, Andheri (E), Mumbai – 400093, Maharashtra to 'Unit No. E3 & E4, 4th Floor, Quena Square, Taj Deccan Road, Erramanzil, Hyderabad – 500082, Telangana.'

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and/or Committee which the Board may have constituted or any officer so authorised by the Board, be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

Resolution No. 2:

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the relevant rules thereunder as amended from time to time, the Memorandum and Articles of Association of the company and in supersession of the Special Resolution passed by the Members of the Company through postal ballot process held on 10th July, 2018, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time, any sum or sums of monies from any Bankers, Financial Institutions, firms, companies/bodies corporate, mutual funds and/ or any other entity/entities or authority/authorities, whether in India or abroad, at its discretion on such terms and conditions as the Board of Directors may deem fit, whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, notwithstanding that the monies to be borrowed by the Company together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and outstanding at any one time shall not exceed the sum of Rs 1000 Crores (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things as it may be in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Resolution No. 3:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 and the relevant rules thereunder as amended from time to time and in supersession of the Special Resolution passed by the Members of the Company through postal ballot process held on 10th July, 2018, consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties, other assets and whole or substantially the whole of the undertaking(s) of the Company present and future, ranking pari-passu or otherwise and/ or second and/or subservient and/or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or that may be obtained from financial institutions, banks and/or other entity/entities, providing finances for purchase of assets and/ or for the business of the Company or for the working capital or for purchase of specific

items of machinery and equipment's under any deferred payment scheme or bills discounting scheme or in favour of trustees for Debenture holders / Bondholders, FCCB holders that may be appointed hereafter, as security for the debentures/ bonds/ FCCBs that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amount consented by the Company by the Resolution passed at this meeting pursuant to Section 180 (1) (c) of the Companies Act, 2013 i.e. Rs.1000 crores (Rupees One Thousand Crores Only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company, with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/Bond/FCCB holders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to a Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company.”

Resolution No. 4:

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

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and the relevant rules thereunder, as amended from time to time, and in supersession of the Special Resolution passed by the Members of the Company through postal ballot process held on 10th July, 2018, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to give loans / any form of debt to any person or other body corporate and/or provide guarantees and/or provide security in connection with any loan/any other form of debt to any person or body Corporate and to invest/acquire the securities of any Body Corporate, whether Indian or overseas, by way of subscription/purchase or otherwise, such that the aggregate of the loans guarantees investments so far made together with the loans/guarantees/investments proposed to be made shall not exceed Rs.1000 crores (Rupees One Thousand crores).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned loans/ guarantees/investment(s) (collectively “Transaction”) including the timing, the amount and other terms and conditions of such Transaction and also to take all other decisions including varying the terms of any of them, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid Transaction and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company.”

**By order of the Board
For Anjani Portland Cement Limited**

**Place : Chennai
Date : March 24, 2021**

**V. Palaniappan
Director**

NOTES:

- a. In compliance with the MCA Circular and on account of threat posed by COVID-19 pandemic situation, the Notice is being sent in electronic form in the first instance to all those members whose email id is registered with the Company or the Depository Participants (DP's). These members shall communicate their assent / dissent for the proposed resolutions only through the remote e-voting system. With respect to those members whose email id is not registered either with the Company or the DP's, the hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will be sent to them at the registered address available with the Company for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through Postal Ballot which consists of voting by electronic means through the remote e-voting process (“e-voting”) and voting through postal ballot physically.
- b. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Friday, March 19, 2021 will receive the Notice of this Postal Ballot.
- c. In line with the MCA Circulars, the 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 Private Limited at : <https://evoting.karvy.com>.

- d. The Explanatory Statement and the reasons for the proposed Resolutions pursuant to Section 102 and Section 110 of the Act, Secretarial Standard-2 on General Meetings and Regulation 36 of the Listing Regulations, setting out material facts are appended to this Notice.
- e. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a general meeting of the Members.
- f. The Resolutions, if approved, shall be deemed to have been passed on the last date of voting i.e. Wednesday, April 28, 2021.
- g. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is KFIN Technologies Private Limited ("KFintech/Registrar/ RTA") having its office at Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032.
- h. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to KFintech.
- i. The e-voting period commences on Tuesday, March 30, 2021 (9:00 a.m. IST) and ends on Wednesday, April 28, 2021 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on Friday, March 19, 2021 may cast their vote electronically or physically in the postal ballot process in the manner and process as set out herein below.
- j. Members of the Company whose email id is available with the Company or the DP shall exercise their votes only through the e-voting module. The e-voting module shall be disabled by KFintech for voting after April 28, 2021 (5.00 p.m. IST). Once the vote on Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.
- k. Members of the Company who exercise their vote through the physical postal ballot process should ensure that their duly signed postal ballot forms reach the scrutinizer latest by April 28, 2021 (5.00 PM).
- l. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Friday, March 19, 2021.
- m. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/ name etc. to their Depository Participants ("DPs") only and not to the Company or KFintech.
- n. Any such changes effected by the DPs will automatically reflect in the Company's records.
- o. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- p. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company in the nomination form (SH-13), by writing to Company's RTA. Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
- q. Members holding shares under multiple folios / demat accounts are requested to vote separately for each of their folios / demat accounts.
- r. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., to the Scrutinizer by email to meghna@shah3ca.com with a copy marked to evoting@kfintech.com and avr@anjanicement.com. Alternatively, the aforesaid documents can be uploaded directly on the portal of KFintech: <https://evoting.kfintech.com>, while casting the vote. The scanned images of the abovementioned documents should be named as 'Corporate Name_Event Number'.
- s. Non-Resident Indian Members are requested to inform their respective DPs, immediately of: Change in their residential status on return to India for permanent settlement, Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- t. E-voting is mandatory for the Members and is the only means to cast a vote on the stated items of business. Members may in accordance with the provisions of Sections 112 and 113 of the Act, appoint representatives for the purpose of voting through remote e-voting.

- u. **The instructions to the Members for exercising their vote along with the process and the manner for remote e-voting are as under [for Members whose email ID are registered with the Company/ Depository Participant(s)]:**
- (i) Members shall cast their vote electronically by logging on to the e-voting system (<http://evoting.kfintech.com>)
 - (ii) On the Members receiving an e-mail from KFintech:
 - 1) Launch internet browser by typing the URL: <http://evoting.kfintech.com>
 - 2) Enter the login credentials [i.e., User ID and password mentioned in the e-mail]. Event Number followed by the Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
 - 3) After entering the details appropriately, click on LOGIN.
 - 4) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise a minimum of 8 characters with 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, e-mail 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 not to share your password with any other person and take utmost care to keep your password confidential.
 - 5) You will need to login again with the new credentials.
 - 6) On successful login, the system will prompt you to select the e-voting event number of Anjani Portland Cement Limited.
 - 7) On the voting page, enter the number of shares as on Friday, March 19, 2021 under FOR/AGAINST or alternately, you may enter partially any number in "FOR" and partially in "AGAINST" but the total number in FOR/AGAINST taken together should not exceed your total shareholding. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "ABSENT" and the shares held will not be counted under either head.
 - 8) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - 9) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 10) During the voting period, Members can login any number of times till they have voted on the Resolution.
 - 11) Eligible Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - 12) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to meghna@shah3ca.com with a copy marked to evoting@kfintech.com.
 - 13) In case of any queries pertaining to e-voting, please visit Help & Frequently Asked Questions ("FAQ") section of <http://evoting.kfintech.com>.
 - 14) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- v. **Instructions to the Members receiving physical copy of the Postal Ballot Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s)]:**
- i) User ID and initial password as provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all steps from Sr. No. (1) to (14) as mentioned in (u) above, to cast your vote.
 - iii) The votes should be cast either in favour of or against by putting the tick [√] mark in the column provided for assent or dissent. Postal Ballot Form bearing [√] in both the columns will render the form invalid.
- w. Members (including those Members who have previously registered their e-mail IDs with the Company, Depositories or Depository Participants and who have not previously registered with KFintech for the remote e-voting system by KFintech) will be required to submit their e-mail ID to KFintech in the manner prescribed in the Notes above to receive the login-ID and password for remote e-voting along with the process, manner and instruction (through an e-mail from KFintech).

- x. The cut-off date i.e. Friday, March 19, 2021, is the date on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- y. The e-voting period will commence at 9.00 a.m. IST on Tuesday, March 30, 2021 and will end at 5.00 p.m. (IST) on Wednesday, April 28, 2021.
- z. At the end of the remote e-voting period, the facility shall forthwith be blocked.
- aa. Once the vote on Resolutions is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- ab. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- ac. During the voting period, Members can login to KFintech's e-voting platform, any number of times, till they have voted on the Resolution. Once the vote on Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- ad. Process for obtaining User ID and Password/Postal Ballot Notice for those Members whose e-mail ids are not registered:
 - i. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card by e-mail to einward.ris@kfintech.com or evoting@kfintech.com (email of KFIN) or secretarial@anjanicement.com (investor email of company).
 - ii. In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar Card to einward.ris@kfintech.com or evoting@kfintech.com (email of KFintech) or secretarial@anjanicement.com (investor email of company).
- ae. General Guidelines for Members
 - i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://evoting.kfintech.com> to reset the password.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Presently, the registered office of the Company is located in the State of Maharashtra at A-610, Kanakia Wall Street, 6th Floor, Andheri Kurla Road, Chakala Junction, Andheri (E), Mumbai – 400093, Maharashtra. The vision of the Company in the short run is going to expand its base in South India and the long term vision is to establish a Pan India presence for the company. Presently, the company is having its only Cement Manufacturing Unit in Telangana and the operations of the Company is being managed from Hyderabad. In view of the above it is necessary to strengthen the Company's brand and base in Telangana which is the operational hub before launching further expansion. Shifting of the registered office to Hyderabad will help the company greatly in this endeavour and also support in managing its affairs better.

Additionally to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on March 24, 2021 has recommended to shift the Registered Office of the Company from the state of Maharashtra to the State of Telangana. The shifting of Registered Office from the state of Maharashtra to the State of Telangana is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out in notice except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution to the Members for their consideration and approval.

Items No. 2 and 3

Section 180 (1) (a) of the Companies Act, 2013, inter alia, provides that the Board of Directors of a Company shall not, without the consent of the Company by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings. The creation of charge on the moveable and immoveable properties and fixed assets of the company falls within purview of Section 180(1)(a) of the Companies Act, 2013.

Section 180(1) (c) of the Act further provides that the Board of a company shall not, without the consent of the Company by Special Resolution, borrow monies, where the money to be borrowed, together with the monies already borrowed by the Company will exceed aggregate of its paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The members of the Company had earlier passed Resolutions through postal ballot process held on 10th July, 2018, under Section 180(1)(a) of the Act authorising the Board of Directors to create security by way of mortgage of whole or substantially the whole of the undertaking of the Company upto a limit of Rs. 500 crore and under Section 180(1)(c) of the Act to authorise the Board to borrow monies including monies already borrowed not exceeding sum of paid up capital and free reserves by Rs. 500 crore.

Considering the Company's future expansion plans, it may not be possible to fund the same entirely through its internal accruals. Accordingly the consent of shareholders is sought to empower the Board of Directors to borrow from time to time by way of inter alia Term Loans / other financial assistance from various bank(s)/financial institution(s) and other lender(s) and/or issue of debt securities/other instruments including foreign currency borrowings, an amount not exceeding Rs. 1000 crores. Since the amount exceeds the aggregate of paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, the resolution under Item No.2 is proposed for the approval of the Shareholders as a Special Resolution.

The borrowings of the Company, where necessary, would be secured by way of charge/mortgage/extension of mortgage on the Company's assets/undertaking(s) in favour of the eligible lenders/security holders. It is therefore necessary to pass a resolution to enable the Board of Directors of the Company to create charges/mortgages for amounts not exceeding in aggregate the overall borrowing limit as approved by the shareholders pursuant to the provisions of Section 180(1)(c) of the Act, together with interest and costs/charges/expenses. Hence the Resolution under Item No.3 is proposed for the approval of the Shareholders as a Special Resolution.

The Board recommends the Special Resolutions as set out at Items No. 2 and 3 for approval by the members of the Company. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of Resolutions set out under Items No. 2 and No. 3 except to the extent of their shareholding in the Company, if any.

Items No. 4

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution where the loans/guarantee/investments to be made together with the loans/guarantees/investment already made, exceeds the limits as prescribed under the Act.

The members of the Company had earlier passed Resolution through postal ballot process held on 10th July, 2018, authorising the Board of Directors to give loans / any form of debt to any person or other body corporate and/or provide guarantees and/ or provide security in connection with any loan/any other form of debt to any person or body Corporate and to invest/acquire the securities of any Body Corporate, whether Indian or overseas, by way of subscription/purchase or otherwise, such that the aggregate of the loans guarantees investments so far made together with the loans/guarantees/investments proposed to be made shall not exceed Rs. 500 crores (Rupees Five Hundred crores).

Considering the long term growth plans (organic as well as inorganic) of the Company, it is proposed to increase the limits for giving of loans/ guarantees and making of investments, upto an amount not exceeding Rs. 1000 crores (Rupees One Thousand Crores).

Hence, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder.

The Board recommends the Special Resolutions as set out at Item No. 4 for approval by the members of the Company. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of Resolutions set out under Item No.4 except to the extent of their shareholding in the Company, if any.

**By order of the Board
For Anjani Portland Cement Limited**

**Place : Chennai
Date : March 24, 2021**

**V. Palaniappan
Director**