

**Brief particulars of Anjani Portland Cement Limited, Transferee Company and  
Bhavya Cements Private Limited, Transferor Company**

Particulars	Transferee Company	Transferor Company
Name of the company	Anjani Portland Cement Limited	Bhavya Cements Private Limited
Date of Incorporation & details of name changes, if any	17/12/1983. 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 Company to "Shez Cements Limited" was issued on October 17, 1985 by the Registrar of Companies, Andhra Pradesh, pursuant to a special resolution passed by the members in their meeting held on February 25, 1985. Thereafter, pursuant to a special resolution passed by the members in their 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 Company was issued on October 7, 1999 by Registrar of Companies, Andhra Pradesh at Hyderabad.	16/04/2007. The Company was originally incorporated as Bhavva Cements Limited on April 16th, 2007 as a public limited company under the Companies Act, 1956 with the Registrar of Companies, Vijayawada, Andhra Pradesh. Subsequently a fresh certificate of incorporation consequent upon conversion of the Company from public limited company to private limited company was issued on November 26th, 2020 by the Registrar of Companies, Vijayawada, Andhra Pradesh, pursuant to a special resolution passed by the members in their meeting held on December 9th, 2019.
Registered Office	# 6-3.553, Unit No. E3 & E4, 4th Floor, Quena Square Off: Taj Deccan Road, Erramanzil, Hyderabad – 500 082, Telangana, India.	Thangeda (Village), Dachepally (Mandal), Guntur, Andhra Pradesh – 522 414, India
Brief particulars of the scheme	The Scheme of Amalgamation between Bhavva Cements Private Limited ("Transferor Company") with Anjani Portland Cement Limited ("Transferee Company") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013, SEBI Master Circular No. No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with Section 2(1B) and other applicable provisions of the Income Tax and other applicable law if any. The Scheme provided for amalgamation of the Transferor Company into and with the Transferee Company and dissolution of the Transferor Company without being wound-up and also provides for various other matters consequent and incidental thereto or otherwise integrally connected thereto.	

For ANJANI PORTLAND CEMENT LTD.



<p>Rationale for the scheme</p>	<p>Commercial rationale for amalgamation of the Transferor Company with the Transferee Company</p> <ol style="list-style-type: none"> <li>1. Greater integration and financial strength for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the financial position of the amalgamated entity.</li> <li>2. The amalgamation would benefit shareholders and other stakeholders of the respective Companies by consolidating and simplifying the group structure and business operations thereby facilitating in optimal utilization of various resources.</li> <li>3. The Transferor and Transferee Company are engaged in the same line of business of manufacturing and sale of various kinds of cement. Hence, the amalgamation would result in achieving greater market synergy for the amalgamated company by virtue of consolidation of brands resulting in better shareholder value for the shareholders of the companies.</li> <li>4. The amalgamation would lead to greater and efficient use of infrastructure facilities and optimum utilisation of the available resources. There would be greater efficiency in cash management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to further improve shareholders' value.</li> <li>5. Simplified management structure, leading to better administration and reduction in costs from more focused operational efforts, rationalization, standardization and simplification of business processes, the elimination of duplication, and rationalization of administrative expenses.</li> <li>5. Reduction in duplication of regulatory and legal compliances / filings including accounting, reporting requirements, statutory and internal audit requirements, tax filings, etc. and consequential reduction in administrative costs for both the companies on account of holding – subsidiary structured elimination.</li> </ol>	
<p>Date of resolution passed by the Board of Director of the company approving the scheme</p>	<p>January 9, 2024</p>	<p>January 9, 2024</p>
<p>Date of meeting of the Audit Committee in which the draft scheme has been approved</p>	<p>January 8, 2024</p>	<p>Not Applicable</p>

Appointed Date	1st April 2022, or such other date as the Hon'ble National Company Law Tribunals / SEBI or any other statutory authorities may direct / fix.	1st April 2022, or such other date as the Hon'ble National Company Law Tribunals / SEBI or any other statutory authorities may direct / fix.
Name of Exchanges where securities of the company are listed	BSE Limited The National Stock Exchange of India Limited	Not Applicable - Unlisted
Nature of Business	The Transferee Company is engaged in the business of manufacturing and sale of Cements.	The Transferor Company is engaged in the business of manufacturing and sale of Cements.
Capital before the scheme (No. of equity shares as well as capital in rupees)	<b>Authorised share capital</b>  Rs.233,00,00,000 divided into 4,30,00,000 Equity Shares of Rs.10/- each and 19,00,00,000 Preference Shares of Rs.10/- each  <b>Issued, subscribed and paid-up share capital</b>  Rs.29,37,47,640 divided into 2,93,74,764 Equity Shares of Rs.10 /-each fully paid-up	<b>Authorised share capital</b>  Rs.140,00,00,000 divided into 14,00,00,000 Equity Shares of Rs.10/- each  <b>Issued, subscribed and paid-up share capital</b>  Rs.132,31,58,750 divided into 13,23,15,875 Equity Shares of Rs.10 /-each fully paid-up
No. of shares to be issued	1,08,069 fully paid-up equity shares of the face of value of Rs.10/- each of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company in the proportion of their holding in Transferor Company.	
Cancellation of shares on account of cross holding, if any	Upon this Scheme becoming effective, the shares held by the Transferee Company in the Transferor Company shall without any further application, act, instrument or deed be deemed to have been automatically cancelled and be of no effect on and from the Effective Date.	Not Applicable



<p>Capital after the scheme (No. of equity shares as well as capital in rupees)</p>	<p><b>Authorised share capital</b> Rs. 233,00,00,000 divided into 4,30,00,000 Equity Shares of Rs.10/- each and 19,00,00,000 Preference Shares of Rs.10/- each</p> <p><b>Issued, subscribed and paid-up share capital</b> Rs. 29,48,28,330 divided into 2,94,82,833 Equity Shares of Rs.10 /-each fully paid-up</p>	<p>Not Applicable - Since after amalgamation, the Company will not be in existence.</p>
<p>Net Worth Pre Post</p>	<p>(Rs. In crores) Rs.414.04 crores Rs.102.47 crores</p>	<p>(Rs. In crores) Rs.121.76 crores Rs. NIL* <i>*NIL - Since after amalgamation, the Company will not be in existence.</i></p>
<p>Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.</p>	<p>Mr. Vishesh Unni Raghunathan, Registered Valuer Registration No. IBBI/RV/05/2019/11260</p>	
<p>Methods of valuation and value per share arrived under each method with weight given to each method, if any.</p>	<p>Market Price Method</p>	<p>Market Price Method</p>
<p>Fair value per shares</p>	<p>Rs.153.34 per share</p>	<p>Rs.13.79 per share</p>
<p>Exchange ratio</p>	<p>1,365 fully paid-up Equity Shares of face value of Rs.10/- each of the Transferee Company shall be issued and allotted for every 15,181 fully paid-up equity shares of Rs.10/- each held in the Transferor Company.</p>	
<p>Name of Merchant Banker giving fairness opinion</p>	<p>Saffron Capital Advisors Private Limited, an Independent SEBI registered Category – I Merchant Banker</p>	





Shareholding pattern	Pre		Post																																										
	No. of Shares	% of holding	No. of Shares	% of holding																																									
Promoter	<b>ANNEXURE A</b>																																												
Public																																													
Custodian																																													
<b>TOTAL</b>																																													
No of shareholders	Pre: 18,505 Post: 18,508		Pre: 7 Post: NIL																																										
Names of the Promoters (with PAN nos.)	Chettinad Cement Corporation Private Limited (PAN: AAACC3130A)		Anjani Portland Cement Limited (PAN: AACCA8115F)																																										
Names of the Board of Directors (with DIN and PAN nos.)	<table border="1"> <thead> <tr> <th>Name</th> <th>DIN</th> <th>PAN</th> </tr> </thead> <tbody> <tr> <td>Mr. N. Venkat Raju</td> <td>08672963</td> <td>AAUPN8004F</td> </tr> <tr> <td>Mrs. V. Valliammai</td> <td>01197421</td> <td>ABEPV9754D</td> </tr> <tr> <td>Mrs. S.B. Nirmalatha</td> <td>03092392</td> <td>ACKPN0805A</td> </tr> <tr> <td>Mr. RM. Palaniappan</td> <td>00143198</td> <td>AFIPP3682A</td> </tr> <tr> <td>Mr. Gopal Perumal</td> <td>06630431</td> <td>AIGPG9509G</td> </tr> <tr> <td>Mr. Palani Ramkumar</td> <td>09207219</td> <td>AIVPR6484L</td> </tr> </tbody> </table>			Name	DIN	PAN	Mr. N. Venkat Raju	08672963	AAUPN8004F	Mrs. V. Valliammai	01197421	ABEPV9754D	Mrs. S.B. Nirmalatha	03092392	ACKPN0805A	Mr. RM. Palaniappan	00143198	AFIPP3682A	Mr. Gopal Perumal	06630431	AIGPG9509G	Mr. Palani Ramkumar	09207219	AIVPR6484L	<table border="1"> <thead> <tr> <th>Name</th> <th>DIN</th> <th>PAN</th> </tr> </thead> <tbody> <tr> <td>Mr. N. Venkat Raju</td> <td>08672963</td> <td>AAUPN8004F</td> </tr> <tr> <td>Mrs. V. Valliammai</td> <td>01197421</td> <td>ABEPV9754D</td> </tr> <tr> <td>Mr. RM. Palaniappan</td> <td>00143198</td> <td>AFIPP3682A</td> </tr> <tr> <td>Mr. Maganthi Satyanarayana Murthy</td> <td>01612799</td> <td>AAUPS5990B</td> </tr> <tr> <td>Mr. Palani Ramkumar</td> <td>09207219</td> <td>AIVPR6484L</td> </tr> </tbody> </table>			Name	DIN	PAN	Mr. N. Venkat Raju	08672963	AAUPN8004F	Mrs. V. Valliammai	01197421	ABEPV9754D	Mr. RM. Palaniappan	00143198	AFIPP3682A	Mr. Maganthi Satyanarayana Murthy	01612799	AAUPS5990B	Mr. Palani Ramkumar	09207219	AIVPR6484L
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Please specify relation among the companies involved in the scheme, if any	Anjani Portland Cement Limited holds 99.09% of the paid-up share capital of Bhavya Cements Private Limited and accordingly Anjani Portland Cements Limited is the Holding Company of Bhavya Cements Private Limited.																																												



*S. Indrani*



Details regarding change in management control in listed or resulting company seeking listing if any	Not Applicable. There will be no change in Management control of the Company.
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Thanking You.

Yours faithfully,

For **Anjani Portland Cement Limited**

**Subhanarayan Muduli**

**Company Secretary and Compliance Officer**



**Place: Hyderabad**

**Date: January 25, 2024**

**ANNEXURE A**

**PRE-AMALGAMATION SHAREHOLDING PATTERN OF  
ANJANI PORTLAND CEMENT LIMITED, TRANSFEREE COMPANY**

Sr. No	Name of the Shareholders	No. of equity shares held	% of holding
1	Promoter	2,20,31,071	75.00
2	Public	73,43,693	25.00
3	Custodian	-	0.00
<b>Total</b>		<b>2,93,74,764</b>	<b>100.00</b>

**POST-AMALGAMATION SHAREHOLDING PATTERN OF  
ANJANI PORTLAND CEMENT LIMITED, TRANSFEREE COMPANY**

Sr. No	Name of the Shareholders	No. of equity shares held	% of holding
1	Promoter	2,20,31,071	74.73
2	Public	74,51,762	25.27
3	Custodian	-	0.00
<b>Total</b>		<b>2,94,82,833</b>	<b>100.00</b>

**PRE-AMALGAMATION SHAREHOLDING PATTERN OF  
BHAVYA CEMENTS PRIVATE LIMITED, TRANSFEROR COMPANY**

Sr. No	Name of the Shareholders	No. of equity shares held	% of holding
1	Promoter	13,11,13,974	99.09
2	Public	12,01,901	0.01
3	Custodian	-	0.00
<b>Total</b>		<b>13,23,15,875</b>	<b>100.00</b>

**POST-AMALGAMATION SHAREHOLDING PATTERN OF  
BHAVYA CEMENTS PRIVATE LIMITED, TRANSFEROR COMPANY**

**Not Applicable** – Pursuant to Scheme of Amalgamation, the entire share capital of the Transferor Company shall stand cancelled and the Transferor Company would be dissolved without winding up. Hence, there would not be any post Amalgamation shareholding pattern.

Thanking You.

Yours faithfully,

For Anjani Portland Cement Limited

*S. Subhanarayan Muduli*

Subhanarayan Muduli  
Company Secretary and Compliance Officer

