

Annexure 19

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

Confirmation to be submitted by the company

The BSE Limited
Phiroje Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir / Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation (the “Scheme”) of Bhavya Cements Private Limited (the “Transferor Company”) with Anjani Portland Cement Limited (the “Transferee Company”) and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013.

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders under section 230 ~~or accompanying a proposed resolution to be passed u/s 66~~ of the Companies Act 2013, it shall disclose:
 - i) the pre and post amalgamation (expected) capital structure and shareholding pattern,
 - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company,
 - iii) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus in Part E of Schedule VI of the SEBI ICDR Regulations,
 - iv) The Complaint report as per Annexure III,
 - v) The observation letter issued by the stock exchanges.

For ANJANI PORTLAND CEMENT LTD.



S. Madhuli
Company Secretary



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- c) The draft scheme of amalgamation together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 has been disseminated on company's website as per Website link given hereunder:
www.anjanacement.com
- d) No fractional certificates shall be issued by the Transferee Company in respect of the fractional entitlements arising if any on the issue and allotment of shares by the Transferee Company in accordance with the Scheme. The Board of Directors of the Transferee Company shall instead round off such shares to the nearest number and issue those shares to the concerned shareholders of the Transferor Company.
- e) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- f) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- g) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- h) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.
- i) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

Thanking You.

Yours faithfully,

For **Anjani Portland Cement Limited**



Subhanarayan Muduli

Company Secretary and Compliance Officer



Place: Hyderabad

Date: January 25, 2024