



ANJANI PORTLAND CEMENT LIMITED

Our Company was incorporated as a public limited company under the Companies Act, 1956, at Hyderabad, as Shez Chemicals Limited. Our Company was granted a certificate of incorporation and certificate of commencement of business dated December 17, 1983 and June 4, 1985, respectively, by the Registrar of Companies, Andhra Pradesh at Hyderabad. The name of our Company was changed to Shez Cements Limited and a fresh certificate of incorporation was issued on October 17, 1985. The name of our Company was further changed to Anjani Portland Cement Limited and a fresh certificate of incorporation was issued on October 7, 1999. For further details of the change in the name and registered office of our Company, please see the chapter entitled 'History and Certain Corporate Matters' on page 102 of the Letter of Offer.

Registered Office: 306 A, The Capital, 3rd Floor, Plot No. C-70, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India;
Corporate Office: No. 6-3-553, Unit Nos. E3 & E4, 4th Floor, Quena Square, Off Taj Deccan Road, Erramanzil, Hyderabad - 500082, Telangana, India;
Contact Person: Ms. Anu Nair, Company Secretary and Compliance Officer; Tel: +91 22 4023 9909; E-mail: anjani.rights@anjanicement.com;
Website: www.anjanicement.com; **Corporate Identification Number:** L26942MH1983PLC265166

OUR PROMOTER: CHETTINAD CEMENT CORPORATION LIMITED FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY

NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF ANJANI PORTLAND CEMENT LIMITED (THE 'COMPANY' OR THE 'ISSUER') ONLY

ISSUE OPENS ON	LAST DATE FOR RECEIPT OF REQUEST FOR SPLIT APPLICATION FORMS	ISSUE CLOSES ON
WEDNESDAY, MAY 25, 2016	WEDNESDAY, JUNE 1, 2016	WEDNESDAY, JUNE 8, 2016

ISSUE OF UP TO 68,96,099 EQUITY SHARES WITH A FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 108.75 PER RIGHTS SHARE (INCLUDING A PREMIUM OF ₹ 98.75 PER RIGHTS SHARE) FOR AN AMOUNT AGGREGATING UPTO ₹ 7,500 LAKHS ON RIGHTS BASIS IN THE RATIO OF 3:8 (3 (THREE) RIGHTS SHARES FOR EVERY 8 (EIGHT) FULLY PAID UP EQUITY SHARES) HELD BY THE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. MAY 18, 2016. THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH AND THE ISSUE PRICE IS 10.875 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER ENTITLED 'TERMS OF THE ISSUE' ON PAGE 235 OF THE LETTER OF OFFER.

ASBA*

Simple, Safe, Smart way of Application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): ASBA Investor shall mean an Applicant who (a) hold the Equity Shares in dematerialised form as on the Record Date and have applied towards their Rights Entitlements or additional Equity Shares in the Issue in dematerialised form; (b) has not renounced their Rights Entitlements in full or in part; (c) is not a Renouncee; and (d) is applying through blocking of funds in a bank account maintained with SCSBs. Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/DIL/11/2011 dated April 29, 2011 all applicants who are (i) QIBs, (ii) Non-Institutional Investors or (iii) other applicants whose application amount exceeds ₹ 200,000 can participate in the Issue only through the ASBA process, subject to them complying with the requirements of SEBI Circular dated December 30, 2009. Further, all QIB applicants and Non-Institutional Investors are mandatorily required to use ASBA, even if application amount does not exceed ₹ 200,000, subject to their fulfilling the eligibility conditions to be an ASBA Investor. All Retail Individual Investors complying with the conditions prescribed under the SEBI circular dated December 30, 2009 may optionally apply through the ASBA process provided they are eligible ASBA Investors. The Investors who are (i) not QIBs, (ii) not Non-Institutional Investors, or (iii) Retail Individual Investors whose application amount is less than ₹ 200,000 can participate in the Issue either through the ASBA process or the non ASBA process. Notwithstanding anything contained herein above, all Renouncees (including Renouncees who are Individuals) shall apply in the Issue only through the non-ASBA process. Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF and submit the same with their SCSB which in turn will block the amount in the account as per the authority contained in CAF and undertake other tasks as per the specified procedure. On allotment, amount will be unblocked and account will be debited only to the extent required to pay for the allotment of shares. Hence, there will be no need of refunds etc. ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For further details, please see 'Application by ASBA Investors' on page 247 of the Letter of Offer.

THE ELIGIBLE EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE RIGHTS ISSUE EQUITY SHARES OF THE COMPANY UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE BEING HELD ON RECORD DATE.

DISPATCH OF THE ABRIDGED LETTER OF OFFER ('ALOF') & COMPOSITE APPLICATION FORMS ('CAF'): The dispatch of the ALOF along with the CAF for the Issue has been completed through Speed Post/Registered Post on May 20, 2016 to the Eligible Equity Shareholders of the Company, whose names appeared in the Register of Members/Beneficial Owners of the Company, on the Record date i.e. May 18, 2016. The CAF together with cheque/demand draft, should be sent to the collection centres of Banker to the Issue i.e. HDFC Bank Limited (indicated on the reverse of the CAF), or dispatched to the Registrar to the Issue before the close of banking hours on or before the Issue Closing Date, and not to the Company and the Lead Manager. Investors residing at places other than cities where the branches of the Banker to the Issue have been authorized by the Company for collecting applications will have to make payment by account payee cheque/demand draft payable at par of the full application amount, net of bank/demand draft charges crossed 'A/c Payee only' drawn in favour of 'ANJANI PORTLAND CEMENT LIMITED - RIGHTS ISSUE - R', in case of Resident Indians or Non Resident Indians applying on non-repatriable basis which should be submitted along with the CAF to the Registrar to the Issue, in case of non-resident investors applying with repatriation benefits should draw the cheques/demand drafts payable at par in favour of 'ANJANI PORTLAND CEMENT LIMITED - RIGHTS ISSUE - NR', crossed 'A/c Payee only' for the full application amount, net of bank/demand draft charges and which should be submitted along with the CAF to the Registrar to the Issue.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Equity Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Eligible Equity Shareholder who should furnish the registered folio number/DP and Client ID number and his/her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue at least 7 days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/found subsequently. If the Eligible Equity Shareholder violates such requirements, he/she shall face the risk of rejection of either original CAF or both the applications. Neither the Registrar to the Issue nor the Lead Manager or our Company, shall be responsible for postal delays or loss of duplicate CAFs in transit, if any.

APPLICATION ON PLAIN PAPER: An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper. The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars: Name of Issuer, being Anjani Portland Cement Limited; Name and address of the Equity Shareholder including joint holders; Registered Folio Number/DPand Client ID no.; Number of Equity Shares held as on Record Date; Ratio of Rights Issue; Number of Equity Shares entitled to; Number of Equity Shares applied for; Number of additional Equity Shares applied for, if any; Total number of Equity Shares applied for; Total amount paid at the rate of ₹ 108.75 per Equity Share; Particulars of cheque/demand draft; Savings/Current Account Number and name and address of the bank where the Equity Shareholder will be depositing the refund order. In case of Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories; Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue; Documentary evidence for exemption to be provided by the applicants; Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; Allotment option preferred - physical or demat form, if held in physical form (Rights Equity Shares will be allotted in physical form only if the Equity Shares held on the Record Date i.e. May 18, 2016 are in the physical form); If the payment is made by a draft purchased from NRE/FCNR/NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/FCNR/NRO account; Signature of the Equity Shareholders to appear in the same sequence and order as they appear in our records/Depositories; and For ASBA Investors, application on plain paper should have details of their ASBA Account. Additionally, all such applicants are deemed to have accepted the conditions as mentioned under section entitled 'Application on Plain Paper' on page 243 of the Letter of Offer. Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder violates such requirements, he/she shall face the risk of rejection of both the applications. We shall refund such application amount to the Eligible Equity Shareholder without any interest thereon and no liability shall arise on part of our Company, Lead Manager and their Directors. **INVESTORS ARE REQUESTED TO STRICTLY ADHERE TO THESE INSTRUCTIONS. FAILURE TO DO SO COULD RESULT IN AN APPLICATION BEING REJECTED, WITH OUR COMPANY, THE LEAD MANAGER AND THE REGISTRAR TO THE ISSUE NOT HAVING ANY LIABILITY TO THE INVESTOR.**

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in CAF is June 8, 2016. The Board or Right Issue Committee may extend the said date for such period as it may determine from time to time, subject to the Issue period not exceeding 30 days from the Issue Opening Date. If the CAF together with the amount payable is not received by the Banker to the Issue/Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board or Right Issue Committee the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board or Right Issue Committee shall be at liberty to dispose of the Rights Issue Equity Shares hereby offered, as provide under chapter entitled 'Terms of the Issue' on page 235 of the Letter of Offer. **INVESTORS MAY PLEASE NOTE THAT THE RIGHTS ISSUE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.**

LISTING: The existing Equity Shares of our Company are listed on the BSE Limited (BSE). Our Company has pursuant to the letter dated March 16, 2016 received the in-principle approval from the BSE for listing of the Rights Shares offered in this Issue. For the purposes of the Issue, the BSE shall be the Designated Stock Exchange.

DISCLAIMER CLAUSE OF SEBI: SEBI only gives its observations on the Draft Letter of Offer and this does not constitute approval of either the Issue or the Draft Letter of Offer. Investors are advised to refer to the Letter of Offer for the full text of the 'Disclaimer Clause of SEBI' beginning on page 225 of the Letter of Offer.

DISCLAIMER CLAUSE OF THE BSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the 'Disclaimer Clause of BSE' Limited on page 228 of the Letter of Offer.

AVAILABILITY OF THE LETTER OF OFFER: A copy of the Letter of Offer can be downloaded from the website of the Lead Manager i.e. www.motilaloswal.com, website of BSE i.e. www.bseindia.com, website of SEBI i.e. www.sebi.gov.in and website of the Company i.e. www.anjanicement.com. Hard copy of the Letter of Offer, is available on request, and can be obtained by writing to the Company.

NOTICE TO OVERSEAS SHAREHOLDERS: No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer was filed with SEBI for observations. Accordingly, the rights or Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer/Abridged Letter of Offer and CAFs may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, under those circumstances, the Letter of Offer must be treated as sent for information only and should not be acted upon for subscription to rights or Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer should not, in connection with the issue of the rights or Equity Shares, distribute or send the same in or into the United States or any other jurisdiction where to do so would or might contravene local securities laws or regulations. If the Letter of Offer is received by any person in any such territory, or by their agent or nominee, they must not seek to subscribe to the rights or Equity Shares referred to in the Letter of Offer. Envelopes containing CAF should not be dispatched from any jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Equity Shares in this Issue must provide an Indian address.

NO OFFER IN THE UNITED STATES: The Rights Entitlements and the Equity Shares of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the 'Securities Act'), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (the 'United States'), or to, or for the account or benefit of, 'U.S. persons' as defined in Regulation S under the Securities Act ('Regulation S'), except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Letter of Offer are being offered in India, but not in the United States. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said Equity Shares or rights. Accordingly, the Letter of Offer and the CAF should not be forwarded to or transmitted in or into the United States at any time.

The Abridged Letter of Offer and CAF have been dispatched to non-resident Eligible Equity Shareholders at their Indian address, as provided to the Company.

BANKER AND REFUND BANKER TO THE ISSUE: HDFC Bank Limited.

PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORM FOR THE DETAILS OF THE BANKER TO THE ISSUE AND THEIR COLLECTION CENTRES.

All capitalised terms not defined herein shall have the same meanings ascribed to such terms in the Letter of Offer.

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER / ABRIDGED LETTER OF OFFER.

LEAD MANAGER TO THE ISSUE



Motilal Oswal Investment Advisors Private Limited
 Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot,
 Prabhadevi, Mumbai - 400 025 Maharashtra, India; **Telephone:** +91 22 3980 4380
Facsimile: +91 22 3980 4315; **Email:** anjani.rightsissue@motilaloswal.com
Website: www.motilaloswal.com
Investor Grievance Email: moiapredressal@motilaloswal.com
Contact Person Details: Zaid Motorwala/Paresh Raja
SEBI Registration No.: INM00001105
CIN: U67190MH2006PTC160583

REGISTRAR TO THE ISSUE



Karvy Computershare Private Limited
 Plot 31-32, Gachibowli, Karvy Selenium Tower B Plot 31-32, Gachibowli Financial
 District, Nanakramguda, Hyderabad - 500 032 Telangana, India
Telephone: +91 40 6716 2222; **Facsimile:** +91 40 2343 1551
Email: einward.ris@karvy.com
Investor Grievance E-Mail: anjaniporland.rights@karvy.com
Website: www.karisma.karvy.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Company Secretary and Compliance Officer: Ms. Anu Nair 306 A, The Capital, 3rd Floor, Plot No. C - 70, G - Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051 Maharashtra, India **Tel:** +91 22 4023 9909; **E-mail:** anunair@anjanicement.com; **Website:** www.anjanicement.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, Amount blocked, ASBA Account number and the Designated Branch of the SCSB where the CAF was submitted by the ASBA Investors.

For ANJANI PORTLAND CEMENT LIMITED

Sd/-

Anu Nair

Company Secretary and Compliance Officer

Place : Mumbai

Date : May 20, 2016

Anjani Portland Cement Limited, is proposing, subject to market conditions and other considerations, a rights issue of its equity shares, and has in this regard, filed a Letter of Offer, with the Securities and Exchange Board of India, ('SEBI'). The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, the stock exchange where the equity shares are listed i.e. BSE Limited at www.bseindia.com, the website of the Lead Manager to the Issue, i.e. Motilal Oswal Investment Advisors Private Limited at www.motilaloswal.com and website of the Company i.e. www.anjanicement.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see the section entitled 'Risk Factors' on page 14 of the Letter of Offer.