

ANJANI PORTLAND CEMENT LIMITED

CIN : L26942TG1983PLC004323

Registered Office: Sitha Nilayam, 153 Dwarakapuri Colony, Punjagutta, Hyderabad, Telangana 500082

Tel: +91 40 2335 3096 Fax: +91 40 2335 3093

Email-id: info@anjanicement.com| www.anjanicement.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

To,

The Members

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof as applicable from time to time, for seeking the approval of the Members of Anjani Portland Cement Limited for passing the following Special Resolutions by way of Postal Ballot/ E-Voting.

SPECIAL BUSINESS

1. PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES/BONDS AND /OR OTHER DEBT SECURITIES

To consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution.

"RESOLVED THAT in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the rules made thereunder and pursuant to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable laws, rules, regulations etc in force and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, including the approval of any long term lenders, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board") or any duly constituted committee of the Board or such other authority as may be approved by the Board, consent of the Company be and is hereby accorded to raise funds through Private Placement of Non-Convertible Debentures /Bonds and/or other Debt Securities, during the period of one year from the date of passing of this Special Resolution, within the overall borrowing limits of the company as may be approved by the members from time to time, in one or more tranches, to such person or person(s), who may or may not be the bond/debenture holders of the company, as the Board or such other person as may be approved by the Board may at its sole discretion decide, including eligible investors (whether residents or non - residents, Foreign institutional Investors, Venture Capital Funds, Foreign Venture Capital Investors, Mutual Funds, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds , Development Financial Institutions, Bodies Corporate, Companies, Private or public or other entities , authorities) and to such other persons in one or more combinations thereof at such terms as may be determined under the guidelines as may be applicable and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any duly constituted committee of the Board or such other authority as approved by the Board, be and is hereby authorized to determine the terms of the issue, including the class of investors to whom the bond/ debentures are to be allotted , the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/debenture holders, listing, security, redemption, issuing any declaration/undertaking etc required to be placed in the Private Placement Offer Letter and other regulatory requirement for the time being in force and to do all such acts and things and deal with all such matters and take all such steps as may be necessary or expedient and to sign and execute any deeds/documents/undertakings /agreements as may be required in this regard."

2. SHIFTING OF REGISTERED OFFICE FROM THE STATE OF TELANGANA TO THE STATE OF MAHARASHTRA

To consider and if thought fit, to give assent or dissent to the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 12 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, and subject to the approval of the Central Government and all other authorities concerned and conditions as may be prescribed or imposed by the Central Government, Memorandum of Association of the Company be altered so as to change the place of Company's Registered Office from State of Telangana to the State of Maharashtra by substituting Clause II of the Memorandum of Association with the following words:

"II. The Registered office of the Company will be situated in the State of Maharashtra."

RESOLVED FURTHER THAT on obtaining the confirmation from the Regional Director, South Eastern Region, the Registered Office of the Company be shifted from State of Telangana to the State of Maharashtra."

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to take necessary steps to obtain confirmation of the Regional Director in respect of the aforesaid alteration of Clause II of the Memorandum of Association of the Company and to agree to such modifications, terms and conditions with reference thereto as may be directed by the Regional Director and to do such Acts and deeds as may be required for the same purpose."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be required in this connection."

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

Place : Chennai
Date : 29th September 2014

B.Ramesh
Chairman

NOTES:

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013, which sets out material facts and reasons for the special business, is appended hereto.
2. The Postal Ballot Notice is being sent to all the members of the company, whose names appear in the Register of members/ list of beneficial owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on **19th September, 2014**
3. Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed in the postal ballot form and return the same duly completed and signed in the enclosed pre-paid self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing hours **(5:00 PM IST) on 30th October, 2014**. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the member.

In compliance with Clause 35B of the listing agreement, the Company is pleased to provide Electronic Voting ("e-voting"), to enable the members to cast their votes electronically instead of dispatching the physical Postal Ballot. The Company has engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") to provide e- voting facility. The e- voting facility is available at the link <https://evoting.karvy.com>

4. The e- voting facility will be available during the following voting period:
(a) Commencement of e- voting: From 9:00 A.M (IST) on Wednesday, October 1, 2014
(b) End of Voting : Upto 5:00 P.M (IST) on Thursday, October 30, 2014
5. The e-voting module will be disabled by Karvy for voting thereafter.
6. The Board of Directors has appointed Mrs. N.Vanitha (Practising Company Secretary) as a scrutinizer to scrutinize the postal ballot/ e-voting process in a fair and transparent manner.

The Postal Ballot Notice has been uploaded on the Company's website viz., www.anjanicement.com and also in Karvy website <https://evoting.karvy.com>

Kindly note that Members have option to vote either through postal ballot form or through e-voting. If a member has opted for physical ballot, then he/she should not vote by e-voting and vice versa. However, in case a member casts votes by both modes, then voting done through e-voting shall prevail and the physical Postal Ballot shall be treated as invalid.

7. The Scrutinizer will submit her report to the Chairman after the completion of the postal ballots (including e-voting). The Chairman will announce the results on or before 6th November, 2014 at the Registered Office of the Company at Anjani Portland Cement Limited, Sitha Nilayam, 153 Dwarakapuri Colony, Punjagutta, Hyderabad, Telangana- 500082

1. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

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| User – ID | For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <u>EVEN no.</u> followed by Folio Number registered with the company |
| Password | Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice |
| Captcha | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- iv. After entering these details appropriately, click on "LOGIN".
- v. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be 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. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the 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.**
- vi. You need to login again with the new credentials.
- vii. **On successful login, system will prompt to select the 'Event' i.e., 'Anjani Portland Cement Limited'.**
- viii. **If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.**
- ix. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'
- x. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to csvanitha19@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Anjani Portland Cement Limited _ 1480."
- xii. Please contact our toll free No. **1800-3454-001** for any further clarifications.

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

1. PRIVATE PLACEMENT OF NON-CONVERTIBLE BONDS/ DEBENTURES AND /OR OTHER DEBT SECURITIES

As per provisions of section 42 of the companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the company by a special resolution for each of the offers or invitations. However, in case of offer or invitation for “non-convertible debentures”, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year. Non-convertible debentures (NCDs) and including subordinated debentures, bonds etc issued on private placement basis constitute a significant source of borrowings for the company. In view of the above and to meet the requirements of section 42 of the Companies Act, 2013 read with applicable rules, it is proposed to seek the approval of the shareholders of the company by way of a special resolution for private placement of unsecured/ secured non-convertible bonds/ debentures including but not limited to subordinated bond/ debentures and or other debt securities etc during the period of one year from the date of passing of the special resolution by the members, within the overall borrowing limits of the company as may be approved by the members from time to time, in one or more tranches, to such person or persons as the Board or such other person as may be approved by the Board may at its sole discretion decide.. Further, the Board of Directors of the company (the “Board”) or any duly constituted Committee of the Board or such other authority as may be approved by the Board, shall be authorized to determine the terms of the issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/ debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue private to a class of bond/debenture holders, listing, security, redemption, issuing any declaration/ undertaking etc required to be included in the private placement offer letter and any other regulatory requirement for the time being in force. The Board of Directors of the company in its Meeting held on 29th September, 2014 approved the above proposal.

The Board accordingly recommends the passing of the proposed Special Resolution as contained in the notice, by members of the company.

The Directors or key managerial personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution, except to the extent of their shareholdings, if any, in the Company.

2. SHIFTING OF REGISTERED OFFICE FROM STATE OF TELANGANA TO STATE OF MAHARASHTRA

The company is of the view that for better client visibility and administrative convenience it would be a good proposition to change the Registered Office of the company from Sitha Nilayam, 153 Dwarakapuri Colony, Punjagutta, Hyderabad, Telangana 500082 in the State of Telangana to The Capital, Unit No 306A, Plot No C-70, 3rd Floor, Bandra-Kurla Complex, Bandra (East), Mumbai 400051 in the State of Maharashtra.

In order to shift the Registered Office, the Company needs to amend its Memorandum of Association by way of passing special resolution through postal ballot in accordance with provisions of section 13 and 110 of the Companies Act, 2013 read with Companies (Management and Administrative) Rules, 2014.

The Board accordingly recommends the passing of the proposed special Resolution as contained in the notice, by members of the company.

The Directors or key managerial personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution, except to the extent of their shareholdings, if any, in the Company.