



Scrutinizer's Report – Postal Ballot

[Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Anjani Portland Cement Limited
153, Sitha Nilayam
Dwarakapuri Colony
Punjagutta, Hyderabad - 500 082
Phone No(s): 23351696 / 97

Dear Sir,


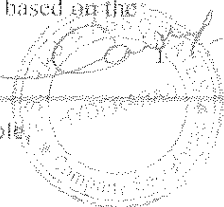
SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted Pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

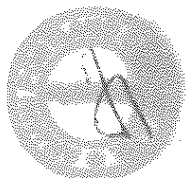
The Board of Directors of 'Anjani Portland Cement Limited' ('the Company') have vide resolution passed on 29th September 2014, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the special resolutions as set out in the notice dated 29th September 2014 for obtaining approval of the Members of the Company to (1) Private Placement of Non-convertible bonds/ Debentures and / or other Debt Securities u/s 42 of the Companies Act, 2013 and (2) Shifting of registered office from State of Telangana to State of Maharashtra u/s 12 and 13 of the Companies Act, 2013.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B (i) of the Listing Agreement as entered by the Company with the BSE Limited.

I, N. Vanitha, was appointed as a Scrutinizer by 'Anjani Portland Cement Limited' for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of Special Resolutions to (1) Private Placement of Non-convertible bonds/ Debentures and / or other Debt Securities u/s 42 of the Companies Act, 2013 and (2) Shifting of registered office from State of Telangana to State of Maharashtra u/s 12 and 13 of the Companies Act, 2013 as stated in Item No.1 and 2 of the above said Notice.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the



reports generated from the postal ballots received from the shareholders and e-voting system provided by the Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 29th September 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares as on 19th September, 2014 were entitled to vote on the resolutions proposed as set out in the notice.

In this regard, I submit my report as under:

- 1) The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
- 2) The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
- 3) All Postal Ballot Forms received up to the close of the working hours on Thursday, October 30, 2014, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
- 4) The Postal Ballot Forms were kept in my safe custody.
- 5) The Company has completed on 1st October, 2014 the dispatch of postal ballot forms along-with postage prepaid envelopes to its members whose names appeared on the Register of Members / list of beneficiaries as on 19th September, 2014 and newspaper advertisement was published in the Business Standard, Hyderabad (English) and Praja Shakti (Telugu) on 02nd October 2014, informing about the completion of dispatch of postal ballot forms.
- 6) The e-voting period commenced from 1st October, 2014 (9.00 a.m.) to 30th October 2014 (5.00 p.m.).
- 7) At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
- 8) The details containing list of shareholders who voted 'for' or 'against' the resolution put to vote were downloaded from the e-voting website of Karvy Computershare Private Limited.
- 9) I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
- 10) The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
- 11) The Postal Ballot Forms and all other relevant records will be handed over to the Company officials as authorized by the Board for safe keeping as per Rule 22 (11) of the Companies (Management and Administration) Rules, 2014.
- 12) I did not find any defaced or mutilated ballot paper.
- 13) A summary of the Postal Ballot Forms is as under:



[Handwritten Signature]

Item No.1: Special Resolution for Private Placement of Non-convertible bonds/ Debentures and / or other Debt Securities u/s 42 of the Companies Act, 2013:

Mode of Voting	Ballots Received	Total Votes	Favour			Against			Invalid		
			Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
Electronic	11	1540	10	1435	93.18	1	105	6.82	0	NA	NA
Poll	131	13807248	98	13803766	99.974	14	762	0.006	19	2720	0.020
Total	142	13808788	108	13805201	99.974	15	867	0.006	19	2720	0.020

Recommendation: The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot including e-voting.

Item No.2: Special Resolution for Shifting of registered office from State of Telangana to State of Maharashtra u/s 12 and 13 of the Companies Act, 2013:

Mode of Voting	Ballots Received	Total Votes	Favour			Against			Invalid		
			Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
Electronic	11	1540	9	1434	93.12	2	106	6.88	0	NA	NA
Poll	133	13807448	80	13802436	99.963	24	592	0.004	29	4420	0.033
Total	144	13808988	89	13803870	99.962	26	698	0.005	29	4420	0.033

Recommendation: The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot including e-voting.

Thanking You.

Hyderabad, 31st October, 2014

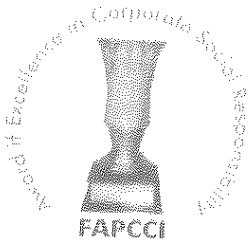
For, P.S.Rao & Associates
Company Secretaries


Vaniitha
M No.26859
CP No.10573



For Anjani Portland Cement Ltd.

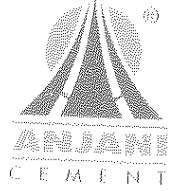

Director/Chairman



ISO 9001 : 2008, ISO 14001 : 2004 and
BS OHSAS 18001 : 2007 company

CIN: L26942TG1983PLC004323

Anjani Portland Cement Ltd



Date 31/10/2014

Bombay Stock Exchange Limited
Department of Corporate Services,
Floor – 25, PJ Tower, Dalal Street,
Mumbai 400 001
Scrip Code: 518091

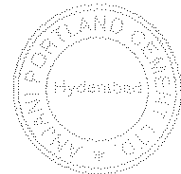
Sub: Results of Postal Ballot of Anjani Portland Cement Limited.

Sir/Madam,

Further to our communication dated October 1st, 2014 forwarding therewith Notice of Postal Ballot dated 29th September 2014, it is to inform that based on the report of scrutinizer as appointed by Board of Directors, Chairman, Anjani Portland Cement Limited has declared the resolutions related to the following items as indicated in the notice of Postal Ballot dated 29th September 2014, passed as Special Resolutions:

- Item No. 1: Private Placement of Non – Convertible Debentures/ Bonds and / Or Other Debt Securities.
- Item No. 2: Shifting of Registered Office from the State of Telangana to the State of Maharashtra.

The details of the voting (including e-voting) is as under:-



Corporate Office : Anjani Cement Centre
Plot No. 7 & 8, Nagarjuna Hills
Punjagutta, Hyderabad 500 082, AP
T: +91 40 2335 3096 / 3106, F: +91 40 2335 3093
e: info@anjanicement.com

Works : Chintalapalem Village, Mallacheruvu Mandal,
Nalgonda Dist. - 508 246, A.P.
T: +91 08683 230 140, 230 158, 230 168
F: +91 08683 230 024
www.anjanicement.com

**ANJANI
SUPER GOLD
CEMENT**

Item No. 1 **Private Placement of Non – Convertible Debentures/ Bonds And/ Or Other Debt Securities**

Type of Resolution : Special Resolution

Mode of Voting : Postal Ballot Forms & E-Voting

Promoter/Public	No of Shares Held	No of Votes Polled	% of Votes polled on Outstanding Shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	13792197	13792197	100	13792197	0	100	0
Public – Institutional Holders	42200	0	0	0	0	0	0
Public-Others	455200	16591	0.36	13004	867	78.37	5.23
Total	18389597	13808788	75.09	13805201	867	99.97	0.006



[Handwritten signature]

Item No. 2 Shifting of Registered Office from the State of Telangana to the State of Maharashtra

Type of Resolution : Special Resolution

Mode of Voting : Postal Ballot Forms & E-Voting


Promoter/Public	No of Shares Held	No of Votes Polled	% of Votes polled on Outstanding Shares	No of Votes in favour	No of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	13792197	13792197	100	13792197	0	100	0
Public – Institutional Holders	42200	0	0	0	0	0	0
Public-Others	4555200	16791	0.37	11673	698	69.5	4.15
Total	18389597	13808988	75.09	13803870	698	99.96	99.96

This is for information and records.

Thanking you,

Yours faithfully,

For Anjani Portland Cement Limited


(Anu Nair)

Company Secretary

