

CORPORATE GOVERNANCE REPORT

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the requirements of Corporate Governance is set out below.

1. A brief statement on Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance aims at ethical corporate behavior and a management policy aimed at meeting its commitment and assuring optimum tangible and intangible returns to all its stakeholders including the social and economic environment in which your Company evolves. The Company always strives to achieve optimum performance at all levels by adhering to most ethical corporate governance practices.

2. Board of Directors:

As on March 31, 2017 the composition of the Board and directors is as mentioned below,

Sr. No.	Name of the Director	Category
1.	Mr. A. Subramanian	Managing Director & Executive
2.	Mr. V. Subramanian	Independent and Non-Executive
3.	Mr. P. Gopal	Independent and Non-Executive
4.	Dr.(Mrs.) S.B. Nirmalatha	Non-Independent and Non-Executive

3. Board Procedure:

Board Meetings:

The details about performance of the Company, financial position, statutory compliances, quarterly results, market environment and all other aspects of the Company which are relevant for review of the Board of Directors are being given in a structured format at each meeting. The said information substantially complies with the requirements of the code of Corporate Governance with regard to the information to be placed before the Board of Directors.

During the financial year 2016-2017, six meetings of the Board of Directors were held on April 16, 2016, May 27, 2016, August 11, 2016, September 14, 2016, December 12, 2016 and February 14, 2017,

The details of attendance of each Director of the Board and last AGM held during the financial year 2016-2017 and details of number of outside directorships and committee positions held by each of the Directors in other public companies are given below.

Name	Category	Attendance		No. of Directorships in other public companies	No. of Companies and Positions held in other public companies	
		Board Meetings	Last AGM		Member	Chairman
A. Subramanian	Executive	6	Yes	---	---	----
Mr. V. Subramanian	Independent, Non-Executive	5	No	---	----	----
Mr. P. Gopal	Independent, Non-Executive	6	Yes	---	----	----
Dr. (Mrs) S.B. Nirmalatha	Non-Independent, Non-Executive	5	No.	---	----	----

Mr. V. Subramanian is the Chairperson of the Board.

None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 committees across all the companies in which they are Directors.

Non-Executive Directors are not entitled for any remuneration other than the sitting fees. The Non-Executive Directors do not hold any shares in the Company.

None of the Directors are related to each other.

Familiarization Programme: The Company has conducted familiarization programme during the year for Independent Directors so as to assist them in performing their role as Independent Directors. Details of the Programme is available in the investor section on the Company's website at <http://www.anjanacement.com>

4. Board Committees

As on March 31, 2017 the Board has six committees, the Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee, Debenture Issue Committee and Rights Issue Committee.

4.1. Audit Committee:

(A) Composition of the Audit Committee as on March 31, 2017.

Mr. V. Subramanian	Independent, Non-Executive	Chairperson
Mr. P. Gopal	Independent, Non-Executive	Member
Mr. A. Subramanian	Non-Independent, Executive	Member

Mrs. Anu Nair, Company Secretary acts as the secretary to the committee.

(B) Terms of Reference

The Audit Committee shall have the following Scope and Responsibilities:

- Overview of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statements are true and fair, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of statutory auditor and fixation of audit fees.
- Reviewing with management, the quarterly financial results before submission to the board for approval.
- Reviewing with the management, the annual financial statements before submission to the board for approval.
- Reviewing with the management, performance of Statutory and Internal Auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function including reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors regarding any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the board.
- To review the Risk Assessment and Management measures.
- Reviewing of Management Discussion and Analysis of Financial condition and Results of Operations.
- Reviewing of statements of significant related party transactions.
- Reviewing of Internal Audit Reports relating to Internal Control Weaknesses.
- Any other items considered appropriate or necessary to have effective overview of financial reporting.

(C) Meetings and Attendance:

During the financial year 2016-17, Five meetings of the Audit Committee were held on April 16, 2016, May 27, 2016, September 14, 2016, December 12, 2016 and February 14, 2017. The details are as given below:

Name	Meetings held during FY 2016-17	Meetings Attended
Mr. V. Subramanian	5	4
Mr. P. Gopal	5	5
Mr. A. Subramanian	5	5

4.2 Nomination and Remuneration Committee (NRC):

(A). Composition of the Nomination and Remuneration Committee as on March 31, 2017.

Mr. P. Gopal	Independent, Non-Executive	Chairperson
Dr.(Mrs) S.B. Nirmalatha	Non-Independent, Non-Executive	Member
Mr. V. Subramanian	Independent, Non-Executive	Member

(B). Terms of Reference

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

- d) To recommend evaluation criteria of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure the level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

(C) Meetings and Attendance:

During the financial year 2016-17, two meeting of the Nomination and Remuneration Committee were held on April 16, 2016 and September 14, 2016. The details are as given below:

Name	Meetings held during FY 2016-17	Meetings Attended
Mr. V. Subramanian	2	2
Mr. P. Gopal	2	2
Dr.(Mrs.) S.B. Nirmalatha	2	2

The Nomination and Remuneration policy of the Company is available in the investor section on the Company's website at <http://www.anjanicement.com>

Performance evaluation criteria for Independent Directors:

The Company has laid down evaluation criteria separately for Independent Directors. The Criteria for evaluation of Directors includes parameters such as attendance, maintaining effective relationship with fellow Board members, providing quality and valuable contribution during meetings, successfully bringing their knowledge and experience for the benefit of the Company. Based on such criteria, the evaluation is done in a structured manner through consultation and discussion.

4.3. Stakeholders Relationship Committee (SRC) :

(A): Composition of the Stakeholders Relationship Committee as on March 31, 2017.

Mr. P. Gopal	Independent, Non-Executive	Chairperson
Mr. A. Subramanian	Non-Independent, Executive	Member
Mr. V. Subramanian	Independent, non-Executive	Member

(B). Meetings and Attendance

During the financial year 2016-17, four meetings of the Stakeholders Relationship Committee was held. The details are as given below:

Name	Meetings held during FY 2016-17	Meetings Attended
Mr. P. Gopal	4	4
Mr. A. Subramanian	4	4
Mr. V. Subramanian	4	4

Ms. Anu Nair, Company Secretary of the Company is the Compliance Officer.

Shareholder's grievances status:

Opening Balance	Received during the year 2016-17	Resolved during the Year 2016-17	Closing Balance
Nil	53	53	Nil

4.4 Corporate Social Responsibility Committee:

(A). Composition of the Corporate Social Responsibility Committee as on March 31, 2017.

Mr. A. Subramanian	Non-Independent, Executive	Chairperson
Mr. V. Subramanian	Independent, Non-Executive	Member
Dr.(Mrs.) S.B. Nirmalatha	Non-Independent, Non-Executive	Member

Corporate Social Responsibility (CSR) Committee met once during the Financial Year on December 12, 2016.

The Corporate Social Responsibility policy is available in the investor section on the Company's website at www.anjanicement.com

4.5 Debenture Issue Committee:

The Debenture Issue Committee (Members – Mr. A. Subramanian and Mr. V. Subramanian) was formed for the limited purpose to consider and approve the detailed Terms of Issue, allotment and listing of Secured Redeemable Non-Convertible Debentures. Debenture Issue Committee did not meet during the financial year ended 2016-17.

4.6 Rights Issue Committee:

Rights issue Committee comprising of the under mentioned Directors as members was formed to decide on the various procedures and Compliances in relation to the Rights Issue.

Mr. A. Subramanian	Non-Independent, Executive	Chairperson
Mr.V. Subramanian	Independent, Non-Executive	Member

Mr. A. Subramanian, Managing Director acted as the Chairperson of the Committee.

The Rights Issue Committee met three times during the year on May 7 2016, May 17, 2016 and June 16, 2016.

5. Remuneration of Directors

The Non-Executive Directors are paid sitting fees for meetings of the Board and Committees of Directors. There is no other pecuniary relationship or transaction of the non-executive directors with the Company. The Company pays remuneration to its Managing Director, by way of salary. Salary is paid within the range as approved by the shareholders. Details of the same have been disclosed as an annexure to the "Directors Report".

6. General Body Meetings:

Year	Location	Date	Time	Special Resolutions
2013 -2014	Bhaskara Auditorium B.M. Birla Science Centre, Adarsh Nagar, Hyderabad	September 10,2014	11.00 a.m.	<ul style="list-style-type: none"> Approval under Section 180(1)(a) of the Companies Act, 2013. Approval under Section 180(1)(c) of the Companies Act, 2013
2014 -2015	20, Down Town, 2 nd Floor, South-West Wing, Cambata Building, 42, M. Karve Road, Church Gate, Mumbai – 400020	September 9,2015	3.30 p.m.	No special resolution were passed at this meeting
2015 -2016	Mysore Association Hall, 393, Bhau Daji Road, Matunga East, Mumbai – 400019	September 9,2016	10.00 a.m.	Approval under Section 186, of the Companies Act, 2013.

There were no special resolutions passed in the last year through postal ballot.

7. Disclosures:

Disclosure regarding materially significant related party transactions:

The materially significant related party transaction had no potential conflict with the interest of the Company. The Company has adopted a related party transaction policy and it is available on its website http://www.anjanicement.com/investor/corporategovernance/related_party_transaction_policy.pdf.

Disclosure of non-compliance by the Company:

There were no instances of non-compliance or penalty, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the year.

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. The Vigil Mechanism Policy/Whistle Blower Policy is available on the portal of the Company, www.anjanicement.com and the Company confirms that no personnel has been denied access to the Audit Committee.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosure on commodity price risks and commodity hedging activities – Not applicable.

Following discretionary requirements as specified in Part E of Schedule II has been adopted by the Company.

- The Company has moved towards a regime of financial statements with unmodified audit opinion.
- The Company has separate posts of Chairperson and Managing Director.
- The internal auditor is free to report directly to the Audit committee.

8. Managing Director Certification:

The Managing Director of the Company have given a certificate to the Board of Directors as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, for the year ended March 31, 2017.

9. Means of Communication :

The Company's website, serves to inform the shareholders, by giving complete financial details, Shareholding Patters, information relating to Stock Exchange, Registrar & Share Transfer Agents, and list of shareholders who have not claimed their dividend to comply with MCA Guidelines.

The Company regularly interacts with the shareholders through the multiple channels of communication such as publication of results, Annual Report, and the Company's website. The Company also informs the Stock Exchange in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.

The results of the Company are published in the newspapers Business Standard (English) and in Nav Shakthi (Marathi), they are also displayed on the official website of the Company (www.anjanacement.com) under Investor section.

10. General Shareholder Information:

This Annual Report includes yearly financial statement, key financial data and a section on Shareholder information giving required information.

- Annual General Meeting

The Thirty Third Annual General Meeting ("the AGM") of the Company will be held on Friday September 8, 2017 at 10.00 A.M at Mysore Association Hall, 393, Bhaudaji Road, Matunga East, Mumbai, Maharashtra- 400019.

- Financial Year

1st April 2016 to 31st March 2017.

- Dividend Payment Date

Dividend will be paid within the time stipulated as per the Companies Act, 2013.

- Dates of Book Closure :

The Register of Members and share transfer will remain closed from Saturday, the September 2, 2017 to Friday, the September 8, 2017 (both days inclusive).

- Listing on Stock Exchange

Listed with the BSE (Scrip Code 518091, Scrip ID APCL) and NSE (Scrip Code: APCL). Payment of Annual Listing fees has been done within the stipulated time frame. The shares of our Company were listed on the NSE from April 10, 2017 onwards. The Annual Listing Fees to the Stock Exchange(s) has been paid on time.

- Registrar and Share Transfer Agents :

M/s. Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No. 31-32, Gachi Bowli, Financial District, Nanakramguda, Hyderabad-500032.

- Share Transfer System

The Stakeholder Relationship Committee attends to share transfer formalities. Demat requests are normally confirmed within an average period of 10 days, from the date of receipt, subject to the documents being valid and complete in all respects.

- Shareholder Statistics and Distribution of Shareholdings as on March 31, 2017 was as follows:

Category (No. of shares)	No. of Shareholders		No. of Shares		% to Total Equity	
	Physical	Demat	Physical	Demat	Physical	Demat
	(A)	(B)	(A)	(B)	(A)	(B)
1 - 500	4383	3418	679348	471155	2.68	1.86
501 - 1000	115	328	93662	256481	0.37	1.02
1001 - 2000	27	176	41400	265586	0.16	1.05
2001 - 3000	11	59	28600	150751	0.12	0.60
3001 - 4000	6	33	20500	119698	0.08	0.47
4001 - 5000	6	31	29400	146343	0.12	0.57
5001 - 10000	6	40	47600	278111	0.19	1.10
10001 & above	6	33	112710	22544351	0.45	89.16
Total	4560	4118	1053220	24232476	4.17	95.83
Grand Total (A+B)	8678		25285696		100	

Category	Number of shares held	As a percentage of total number of shares
Promoter and Promoter group	1,89,64,270	75.00
Mutual Funds/ UTS	34,400	0.14
Financial Institutions/Banks	7,700	0.03
Bodies Corporate	11,70,899	4.63
Indian Public	49,55,909	19.60
NRI	19,557	0.08
Others/Clearing Members	22,973	0.09
HUF	1,09,988	0.43
Total	2,52,85,696	100.00

- The monthly high and low share quotations of your Company during the Financial Year 2016-17 as traded on the BSE Ltd., are given below:

BSE Scrip Code : 518091 BSE Scrip ID : APCL

S No	Month	High(Rs.)	Low(Rs.)
1	April, 2016	188.60	148.00
2	May, 2016	201.00	137.00
3	June, 2016	169.00	135.00
4	July, 2016	179.50	145.00
5	August, 2016	189.90	151.75
6	September, 2016	171.00	148.00
7	October, 2016	197.00	161.05
8	November, 2016	182.95	122.50
9	December, 2016	180.00	138.00
10	January, 2017	181.50	155.50
11	February, 2017	198.00	170.25
12	March, 2017	233.40	181.55

- Performance in comparison to broad based indices

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

Particulars	April 1, 2016	March 31, 2017	% Change
Company Share Price (closing)	152.40	227.00	48.95
SENSEX (closing)	25269.64	29620.50	17.22

- Dematerialisation of Shares

Trading in Company's shares is permitted only in dematerialized form for all investors. The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to offer depository services to its share holders. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form. Over 95% of the Company's shares are now held in electronic form.

The ISIN of Dematerialized shares of the Company is : "INE071F01012"

The ISIN of Dematerialized NCD's of the Company are : Series A - "INE071FO7019"
Series B - "INE071FO7027"

- Address for Correspondence

The Company Secretary
Anjani Portland Cement Limited
306-A, The Capital, Bandra Kurla Complex,
Bandra East, Mumbai - 400051
Phone No. 022-40239909
email id: secretarial@anjaniment.com

Any requests for transactions such as transfers, dematerialization of shares, change of Address, nomination facilities, may please be taken up with the Registrar & Share Transfer Agents of the Company

M/s. Karvy Computershare (Pvt) Ltd.,
Karvy Selenium Tower B,
Plot No.31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500032
Phone No(s) : 040-67161605
email id: raghu.veedha@karvy.com

- **Unclaimed Dividend**

The following table shows the details of Dividend relating to financial years 2009-10 to 2016-17 and the due dates on which the unclaimed/ un-encashed dividend amounts with respect to the same have to be remitted into IEPF. Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2009-2010 and onwards are requested to make their claims without any delay to M/s. Karvy Computershare Pvt. Ltd.,

Financial Year	Date of Declaration	Dividend (%)	Due date of Transfer to IEPF
2009-10	28-09-2010	10	01-11-2017
2010-11	23-09-2011	8	27-10-2018
2011-12	25-07-2012	12	28-08-2019
2016-17	14-09-2016	10	19-10-2023

No Claim shall lie against the Company or the IEPF for the amounts so transferred prior to March 31, 2017, nor shall any payment be made in respect of such claims. Members who have not encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2009-10 and onwards are requested to make their claim without any delay to Karvy Computershare Private Limited.

- Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and like impact on Equity.

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

- Plant Location :
Chintalapalem (V& M),
Suryapet (District),
Telangana State - 508246

Declaration on Code of Conduct

I, A. Subramanian, Managing Director of Anjani Portland Cement Ltd., hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2017 as envisaged in Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place : Chennai

Date : August 9, 2017

A. Subramanian
Managing Director

Auditors' Certificate on Corporate Governance

To
The Members of
Anjani Portland Cement Limited

We have examined the compliance of conditions of Corporate Governance by Anjani Portland Cement Limited for the year ended 31st March, 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulations.

The compliance of condition of Corporate Governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement/ Listing Regulations as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ramanatham & Co.,
Chartered Accountants
Firm Regn.No.002934-S

Place: Chennai
Date: August 9, 2017

C. Kameshwar Rao
Partner
M.No.024363