

CORPORATE GOVERNANCE REPORT

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

1. 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. The Board of Directors

As on March 31, 2018 the Board comprised of 5 members, consisting three Independent and Non-Executive Directors, one Non-Independent and Non-Executive Director and one Executive Director.

Composition of the Board and directorships held as on March 31, 2018.

Sr. No.	Name of the Director	Category
1.	Mrs. V. Valliammai	Independent and Non-Executive, Chairperson
2.	Mr. A. Subramanian	Executive, Managing Director
3.	Mr. V. Subramanian	Independent and Non-Executive
4.	Mr. P. Gopal	Independent and Non-Executive
5.	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 2017-2018, five meetings of the Board of Directors were held on May 25, 2017, August 9, 2017, November 9, 2017, February 12, 2018 and March, 22 2018. The Board passed one Circular resolution during the year under review.

The Board members are not related to each other. 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. None of the Directors hold any shares in the Company.

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 www.anjanicement.com.

The details of attendance of each Director of the Board and last AGM held during the financial year 2017-2018 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 held in other public companies	Positions held in the Committees of other public companies	
		Board Meetings	Last AGM		Member	Chairman
Mrs. V. Valliammai	Independent, Non-Executive	4	Yes	---	---	---
Mr. A. Subramanian	Non-Independent, Executive	5	Yes	---	---	---
Mr. V. Subramanian	Independent, Non-Executive	4	No	---	---	---

Name	Category	Attendance		No. of Directorships held in other public companies	Positions held in the Committees of other public companies	
		Board Meetings	Last AGM		Member	Chairman
Mr. P. Gopal	Independent, Non-Executive	5	Yes	---	---	---
Dr (Mrs). S.B. Nirmalatha	Non-Independent, Non-Executive	4	No.	---	---	---

*Mr. V. Subramanian resigned as Chairman of the Board with effect from August 9, 2017.

Mrs. V. Valliammai was appointed as Additional Director with effect from May 25, 2017 and elected as Chairperson of the Board with effect from August 9, 2017.

4. Board Committees

As on March 31, 2018 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) Our Audit Committee comprised of 3 directors as on March 31, 2018.

Mr. V. Subramanian*	Independent, Non-Executive	Chairman
Mr. P. Gopal	Independent, Non-Executive	Member
Mr. A. Subramanian	Executive, Managing Director	Member
Mrs. V. Valliammai**	Independent, Non-Executive	Chairperson

* Mr. V. Subramanian stepped down from the Chairmanship and membership of the Audit Committee on August 9, 2017.

**Mr. V. Valliammai was appointed as Chairperson of the Audit Committee from August 9, 2017.

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:

- Overseeing 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.
- Recommendation for appointment, remuneration and terms of appointment of auditors of company.
- 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 Financial Statements.
- 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 2017-18, four meetings of the Audit Committee were held on May 25, 2017, August 9, 2017, November 9, 2017 and February 12, 2018. The details are as given below:

Name	Meetings held during FY 2017-18	Meetings Attended
Mrs. V. Valliammai	4	3
Mr. P. Gopal	4	4
Mr. A. Subramanian	4	4
Mr. V. Subramanian	4	2

On August 9, 2017, Mr. V. Subramanian, expressed his desire to step down from the Chairmanship and Membership of the Committee, thereafter, Mrs. V. Valliammai was co-opted to the Committee and unanimously elected to be the Chairperson of the Committee.

4.2 Nomination and Remuneration Committee (NRC)

(A). The Nomination and Remuneration Committee comprised of 3 directors as on March 31, 2018.

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

(B). Terms of Reference

- Formulate 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.
- Recommend to the Board on evaluation, appointment and reappointment of Directors/ continuation on the terms of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors about their appointment and removal;
- Recommend to the Board on the policy relating to remuneration payable to Directors, KMPs and other employees;
- Ensure the level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Devising a policy on Board diversity.
- 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.
- 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 2017-18, one meeting of the Nomination and Remuneration Committee was held on May 1, 2017. The details are as given below:

Name	Meetings held during FY 2017-18	Meetings Attended
Mr. V. Subramanian	1	1
Mr. P. Gopal	1	1
Dr. (Mrs.) S.B. Nirmalatha	1	1

The Nomination and Remuneration policy of the Company is available in the investor section on the company's website at 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) Our Stakeholders Relationship Committee comprised of 3 directors as on March 31, 2018

Mr. P. Gopal	Independent, Non-Executive	Chairman
Mr. A. Subramanian	Executive, Managing Director	Member
Mr. V. Subramanian	Independent, non-Executive	Member

(B). Meetings and Attendance

During the financial year 2017-18, four meetings of the Stakeholders Relationship Committee were held on May 25, 2017, August 09, 2017, November 09, 2017 and February 12, 2018. The details are as given below:

Name	Meetings held during FY 2017-18	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.

Details of complaints/grievances/requests etc., received and resolved during the Financial Year 2017-18 are as below

Opening Balance	Received during the year 2017-18	Resolved during the Year 2017-18	Closing Balance
Nil	61	61	Nil

4.4 Corporate Social Responsibility Committee

(A). Our Corporate Social Responsibility Committee comprised of 3 directors as on March 31, 2018.

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

Corporate Social Responsibility (CSR) Committee met two times on August 9, 2017 and February 12, 2018 during the year which was attended by all the members.

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

4.5 Other Committees

The Debenture Issue Committee (Members – Mr. A. Subramanian and Mr. V. Subramanian) and the Right Issue Committee (Members – Mr. A. Subramanian and Mr. V. Subramanian) did not meet during the year under consideration

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
2014 -2015	20, Down Town, 2 nd Floor, South-West Wing, Cambata Building, 42, M. Karve Road, Church Gate, Mumbai – 400020	9 th September, 2015	3.30 P.M.

Year	Location	Date	Time
2015 -2016	Mysore Association Hall, 393, Bhau Daji Road, Matunga East, Mumbai – 400019	9 th September,2016	10.00 A.M.
2016 -2017	Mysore Association Hall, 393, Bhau Daji Road, Matunga East, Mumbai – 400019	8 th September,2017	10.00 A.M.

Special Resolution was passed for the financial year 2015-16 – Approval under Section 186 of the Companies Act, 2013. There were no special resolutions passed in the financial years 2014-15 & 2016-17.

No resolution was passed through Postal Ballot during the Financial Year 2017-18.

7. Disclosures

Disclosure regarding materially significant related party transactions:

There were no materially significant related party transactions that had potential conflict with the interest of the Company. The Company has adopted a Related party transaction policy and it is available on its website www.anjanacement.com

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.anjanacement.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 of Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Following discretionary requirements as specified in part E of Schedule II of Corporate Governance have been adopted by the Company.

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

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

Policy for determining Material Subsidiary-Not applicable

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, 2018.

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 during the last four years 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.

a. Annual General Meeting

The Thirty Fourth Annual General Meeting ("the AGM") of the Company will be held on Friday, September 7, 2018 at 10.00 A.M at Mysore Association Hall, 393, Bhaudaji Road, Matunga East, Mumbai, Maharashtra – 400019.

b. Financial Year

1st April 2017 to 31st March 2018

c. Dates of Book Closure

The Register of Members and share transfer will remain closed from Saturday, September 1, 2018 to Friday, September 7, 2018 (both days inclusive).

d. Dividend Payment date

The Board of Directors have recommended, a final dividend of ₹ 2/- per equity share of face value of ₹ 10/- each, for the Financial Year ended March 31, 2018 which is payable on obtaining the Shareholders' approval at the Thirty Fourth Annual General Meeting. The final dividend, if approved, shall be paid within the time prescribed in the Companies Act, 2013.

e. Listing on Stock Exchange

The Company's equity shares are listed on the following Stock Exchanges as on March 31, 2018:

- (i) BSE Limited (Bombay Stock Exchange), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 -(Scrip Code 518091, Scrip Name APCL) &
- (ii) National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.- (Scrip Code: APCL).

Listing fees for the Financial Year 2018-19 has been paid to both NSE and BSE Limited within the stipulated time.

f. 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.

g. Share Transfer System

The Stakeholders 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.

h. Shareholder Statistics and Distribution of Shareholdings as on March 31, 2018 were 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	2554	4245	398090	543557	1.57	2.15
501 - 1000	65	330	52862	255028	0.21	1.01
1001 - 2000	15	189	22700	284815	0.09	1.13
2001 - 3000	8	54	21100	140722	0.18	0.56
3001 - 4000	2	23	6700	81825	0.03	0.32
4001 - 5000	4	29	19400	130728	0.08	0.52
5001 - 10000	4	46	35400	325253	0.14	1.28
10001 & above	6	34	112710	22854806	0.45	90.38
Total	2658	4950	668962	24616734	2.65	97.35
Grand Total (A+B)	7608		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
Resident Individuals	46,68,777	18.46
Bodies Corporate	11,17,977	4.42
IEPF	3,58,721	1.42
HUF	1,09,521	0.43
Mutual Fund	27,800	0.11
Non Resident Indians	19,800	0.08
Clearing Members	9,878	0.04
Banks	5,362	0.02
Non Resident Indian Non Repatriable	3,590	0.02
Total	2,52,85,696	100.00

- i. The monthly high and low share quotations of your company during the Financial Year 2017-18 as traded on the BSE Limited and NSE of India Limited are given below:

S.No	Month	BSE Limited (Mumbai)		NSE of India Limited	
		High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
1	April, 2017	269.75	228.00	275.35	240.80
2	May, 2017	256.70	215.50	255.8	213.00
3	June, 2017	243.00	215.05	240.80	212.15
4	July, 2017	255.00	216.00	256.00	216.00
5	August, 2017	294.00	192.00	296.80	191.00
6	September, 2017	283.80	225.05	285.00	230.50
7	October, 2017	285.90	239.15	287.00	240.00
8	November, 2017	279.00	231.05	279.50	230.00
9	December, 2017	248.00	227.00	246.85	228.00
10	January, 2018	269.00	212.00	274.00	225.05
11	February, 2018	230.60	188.00	243.95	188.00
12	March, 2018	196.00	167.50	196.00	165.00

- j. 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

	01 April, 2017	31 March, 2018	% Change
Company Share Price (closing)	227.00	170.00	-25.11
SENSEX (closing)	29620.50	32968.68	11.30

The performance of the Company's scrip on the NSE as compared to the NSE Nifty is as under

	10 April, 2017	31 March, 2018	% Change
Company Share Price (closing)	259.20	172.45	-33.47
NSE Nifty (closing)	9181.45	10113.70	10.16

*The shares of the Company were listed on the NSE on April 10, 2017.

- k. 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 97% 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 : Series B - "INE071F07027"

l. Address for Correspondence_

The Company Secretary
Anjani Portland Cement Limited
306-A, The Capital, 3rd Floor, Plot No. C-70, G Block,
Bandra Kurla Complex, Bandra East, Mumbai – 400051
Phone No. 022-40239909
Email id : secretarial@anjanicement.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

m. Unclaimed Dividend

The following table shows the details of Dividend relating to financial years 2010-2011 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 2010-2011 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
2010-11	23-09-2011	8	27-10-2018
2011-12	25-07-2012	12	28-08-2019
2016-17 (Interim)	14-09-2016	10	19-10-2023
2016-17 (Final)	08-09-2017	10	12-10-2024

No Claim shall lie against the company or the IEPF for the amounts so transferred prior to March 31, 2018, 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 2010-11 and onwards are requested to make their claim without any delay to Karvy Computershare Private Limited.

Further pursuant to the applicable provisions of the Companies Act,2013 and the Investor Education and Protection Fund Authority(Accounting,Audit,Transfer and Refund)Rules,2016 the shares on which dividends have not been claimed for seven consecutive years have been transferred to the IEPF authority during the financial year 2017-18

n. 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.

o. Plant Location

Chintalapalem Village & Mandal, Suryapet Dist, 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, 2018 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 8, 2018

A. Subramanian
Managing Director

Auditors' Certificate on Corporate Governance

To the Members of

Anjani Portland Cement Ltd.,

We have examined the compliance of conditions of Corporate Governance by Anjani Portland Cement Limited for the year ended 31st March, 2018, 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 & Rao
Chartered Accountants
Firm Regn.No.002934-S

Partner: C.Kameswara Rao
M.No. : 24363

Place : Chennai
Date : August 8, 2018