

Corporate Governance Report

The Company's philosophy on Corporate Governance is to achieve a set of systems, procedures and practices which ensure that the company is managed in the best interest of all corporate stakeholders. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") as amended from time to time, 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, 2021, the Company had 6 Directors. Of the Six Directors two are Independent and Non-Executive, three Non-Independent and Non-Executive and one Executive. The Board also had two women Directors and the composition of the Board is in compliance with Regulation 17 of the SEBI Listing Regulations.

• Composition of the Board.

Name of the Director	Category
Mrs. V. Valliammai	Independent and Non-Executive, Chairperson
Mr. N. Venkat Raju	Managing Director, Executive
Mr. A. Subramanian	Non-Independent, Non-Executive
Mr. RM Palaniappan	Independent, Non-Executive
Mr. V. Palaniappan	Non- Independent, Non-Executive
Dr. (Mrs.) S.B. Nirmalatha	Non-Independent, Non-Executive

• Five Board meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on:

June 29, 2020, August 10, 2020, November 10, 2020, February 09, 2021 and March 24, 2021
Necessary quorum was present for all the meetings.

• None of the Directors on the Board is a member of more than ten Committees or Chairman of five Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all the Indian Public Companies in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Directors.

• The Board members are not related to each other.

• Non-Executive Directors are not entitled for any remuneration other than the sitting fee.

• None of the Directors hold any shares in the Company except Mr. V. Palaniappan who holds 201 shares prior to his appointment and necessary declaration was given at the time of his appointment.

• Information as mentioned in Part A of Schedule II of the SEBI Listing Regulations has been placed before the Board for its consideration at the meetings of the Board.

Familiarization Programme: The Company has conducted familiarization programmes 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.anjanacement.com.

• Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and they are independent from the management.

• During the year under review, a separate meeting of the Independent Directors was held on March 24, 2021, which was attended by all the independent Directors. At the said meeting, the Independent Directors reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairperson after taking into account the views of the Executive and Non-Executive Directors. They also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board.

• The Board periodically reviews the compliance reports of all laws applicable to the Company.

• The Company requires skills/expertise/competencies in the areas of strategy, finance, accounting, legal, marketing and regulatory matters, to efficiently carry on its core businesses. Apart from the above mentioned skills some of the Directors on the Board are professionally qualified; some have a vast and rich experience of dealing with the intricacies of the Cement Industry. Thus the Company confirms that the skills/expertise/competencies as required for efficient running of the operations of the Company are available with the Board. Detail of the same is given below:

Name of Directors	Area of Expertise
Mrs. V. Valliammai	Taxation & Auditing, Corporate Restructuring
Mr. N. Venkat Raju	Operations, Process, Quality Assurance & Administration
Mr. A. Subramanian	Management & Finance
Mr. RM Palaniappan	Management & Administration
Mr. V. Palaniappan	Accounts & Finance
Dr. (Mrs.) S.B. Nirmalatha	Legal

- The details of attendance of each Director of the Board and last AGM held during the financial year 2020-21 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 Committee Positions held in other public companies		Directorship in other listed entity
		Board Meetings	Last AGM	Chairman	Member	Chairman	Member	
Mrs.V. Valliammai	Independent, Non-Executive	5	Yes	-	-	-	-	-
Mr. N. Venkat Raju	Non-Independent, Executive	5	Yes	-	-	-	-	-
Mr. A. Subramanian	Non-Independent, Non – Executive	5	Yes	-	-	-	-	-
Mr. RM Palaniappan	Independent, Non-Executive	4	Yes	-	-	-	-	-
Mr. V. Palaniappan	Non-Independent, Non-Executive	5	No	-	-	-	-	-
Dr. (Mrs) S.B. Nirmalatha	Non-Independent, Non-Executive	5	No	-	-	-	-	-

3. Committees of the Board

As on March 31, 2021 the Board had four committees, the Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee.

3.1. Audit Committee:

- The Audit Committee consists of 3 directors as on March 31, 2021.

Details of the composition of Audit Committee and attendance of the members during the financial year 2020-21 is as under:

Name	Category	Position	No of Meetings Attended
Mrs. V. Valliammai	Independent, Non-Executive	Chairperson	5
Mr. N. Venkat Raju	Executive, Managing Director	Member	5
Mr. RM Palaniappan	Independent, Non-Executive	Member	5

- The Audit Committee met five times during the year on May 08, 2020, June 29, 2020, August 10, 2020, November 10, 2020 and February 09, 2021.
- The quorum for the Audit Committee Meetings is either two members or one third of the members of the Committee, whichever is higher, with two independent members being present. Quorum was present for all the meetings during the year.
- Terms of Reference of the Audit Committee
 - Oversight 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, internal auditor and cost auditor and fixation of their 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.
- Scrutiny of inter-corporate Loan & Advances.
- Reviewing of Financial Statements of the Subsidiaries and Investments made by them.
- Reviewing of Management Discussion and Analysis of Financial condition and Results of Operations.
- Reviewing the function of whistle blower mechanism.
- 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 oversight of financial reporting.

Further, Mr. Rohit Taparia, Company Secretary and Compliance Officer resigned effective from March 09, 2021. Mr. Subhanarayan Muduli, was appointed as Company Secretary & Compliance Officer from April 01, 2021.

The Company Secretary acts as the Secretary to the Committee.

3.2 Nomination and Remuneration Committee (NRC):

- The Nomination and Remuneration Committee consists of 3 directors as on March 31, 2021. The Nomination and Remuneration Committee met three times during the year on June 29, 2020, November 19, 2020 and March 24, 2021. The quorum for the Committee Meetings is either two members or one third of the members of the Committee, whichever is higher. The Constitution of committee and particulars of the attendance of the members during the financial year 2020-21 is as under:

Name	Category	Position	No of Meetings Attended
Mr. RM Palaniappan	Independent, Non-Executive	Chairman	2
Dr. (Mrs.) S.B. Nirmalatha	Non-Independent, Non-Executive	Member	3
Mrs. V. Valliammai	Independent, Non-Executive	Member	3

- Terms of Reference of the Nomination and Remuneration Committee:
 - 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 or who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
 - To carry out evaluation of every Director's performance.
 - To recommend to the Board the appointment and removal of Directors and Senior Management.
 - To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
 - Ensure the level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - To devise 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.

The Nomination and Remuneration policy of the Company is available on the following weblink http://www.anjanicement.com/investor/corporategovernance/Nomination_Remuneration_Policy1.pdf

- **Performance evaluation criteria for Independent Directors:**

The Company has laid down evaluation criteria separately for evaluating Independent Directors. The criteria for evaluation of Independent 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.

- **Remuneration of Directors**

The Non-Executive Directors are paid sitting fees for meetings of the Board. 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 in Annual Return, the link of which has been provided in Directors' Report.

The Company does not have any Stock Option Scheme. In the case of Managing Director, notice period is two months. No Severance fee payable to Managing Directors except the notice period.

3.3. Stakeholders Relationship Committee (SRC):

- The Stakeholders Relationship Committee consists of 3 directors as on March 31, 2021. The SRC Committee met one time during the year on May 11, 2020. The quorum for the Committee Meetings is either two members or one third of the members of the Committee, whichever is higher.
- The constitution of committee and particulars of members of the committee and their attendance during the financial 2020-21 is as under:

Name	Category	Position	No of Meetings Attended
Mrs. V. Valliammai	Independent, Non-Executive	Chairperson	1
Mr. N. Venkat Raju	Non-Independent, Executive	Member	1
Mr. V. Palaniappan	Non-Independent, Non-Executive	Member	1

Further, Mr. Rohit Taparia, Company Secretary and Compliance Officer resigned effective from March 09, 2021. Mr. Subhanarayan Muduli was appointed as Company Secretary & Compliance Officer from April 01, 2021.

The Company Secretary acts as the Secretary to the Committee.

Shareholder's grievances status: The details of the complaints / grievances received and resolved during the financial year 2020-21 is as under:

Opening Balance	Received during the year 2020-21	Resolved during the Year 2020-21	Closing Balance
Nil	10	10	Nil

3.4 Corporate Social Responsibility Committee:

Our Corporate Social Responsibility Committee consists of 3 directors as on March 31, 2021. The CSR Committee met one time during the year on November 09, 2020.

- The Committee and particulars of members of the committee and their attendance during the financial 2020-21 is as under:

Name	Category	Position	No of Meetings Attended
Mr. N. Venkat Raju	Executive, Managing Director	Chairman	1
Dr (Mrs) S.B. Nirmalatha	Non-Independent, Non-Executive	Member	1
Mrs.V. Valliammai	Independent, Non-Executive	Member	1

The Corporate Social Responsibility policy is available in the investor section on the Company's website at <http://www.anjanacement.com/investor/corporategovernance/CorporateSocialResponsibilityPolicy.pdf>

4. General Body Meetings:

The last three Annual General Meetings were held as under:

Year	Location	Date	Time
2017 -2018	Mysore Association Hall, 393, BhauDaji Road, Matunga East, Mumbai – 400019.	September 7,2018	10.00 a.m.
2018 – 2019	Hotel Kohinoor Continental, Ruby Hall, Andheri - Kurla Rd, J B Nagar, Andheri East, Mumbai - 400059.	August 28, 2019	10.00 a.m.
2019 – 2020	Meeting conducted through Video Conference (VC) / Other Audio Visual Mode (OVAM) pursuant to the MCA Circular	August 21, 2020	12.00 Noon

- No extraordinary general meeting of the members was held during financial year 2020-21.
- No special Resolutions were passed during the Financial Years 2017-18, 2018-19 and 2019-20.
- No Resolutions was passed through Postal Ballot during the Financial Year 2020-21.

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5. Means of Communication:

The Company's website, serves to inform the shareholders, by giving complete financial details, shareholding Pattern, 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 at www.anjanicement.com. 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 Business Standard (English) and in Nav-Shakthi (Marathi), they are also displayed on the official website of the Company (www.anjanicement.com) under Investor section.

6. 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 Seventh Annual General Meeting ("the AGM") of the Company will be held on Wednesday, September 15, 2021, at 10:30 a.m through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

• Financial Year

April 1, 2020 to March 31, 2021.

• Dates of Book Closure

The Register of Members and share transfer will remain closed from Thursday, September 9, 2021 to Wednesday, September 15, 2021 (both days inclusive).

• Dividend Payment Date

The Board of Directors have recommended, a dividend of ₹ 5/- per equity share for the Financial Year ended March 31, 2021 which is payable on obtaining the Shareholders' approval at the Thirty Seventh Annual General Meeting. The dividend, if approved, shall be paid within the time prescribed in the Companies Act, 2013.

• Listing on Stock Exchange

The Company's equity shares are listed on the following Stock Exchanges as on March 31, 2021.

- BSE Limited (Bombay Stock Exchange), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. (Scrip Code : 518091)
- NSE Limited (National Stock Exchange of India), Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400051. (Scrip Code: APCL).

Listing fees for the Financial Year 2020-21 has been paid to both NSE and BSE Limited within the stipulated time.

• Registrar and Share Transfer Agents

KFin Technologies Pvt. Ltd., Karvy Selenium Tower B, Plot No.31-32, Gachi Bowli, Financial District, Nanakramguda, Hyderabad-500032.

• 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.

• Shareholder Statistics and Distribution of Shareholdings as on March 31, 2021 were as follows

Category (No. of shares)	No. of Shareholders		No. of Shares		% to Total Equity	
	Physical (A)	Demat (B)	Physical (A)	Demat (B)	Physical (A)	Demat (B)
1 - 500	1,975	10,971	3,02,608	10,32,133	1.19	4.08
501 - 1000	48	486	39,550	3,88,496	0.16	1.54
1001 - 2000	13	227	19,600	3,39,498	0.08	1.34
2001 - 3000	7	74	18,600	1,94,264	0.07	0.77
3001 - 4000	2	27	6,700	97,237	0.03	0.38
4001 - 5000	2	30	10,000	1,42,694	0.04	0.57
5001 - 10000	4	51	35,400	3,72,280	0.14	1.47
10001 & above	6	26	1,12,710	2,21,73,926	0.45	87.69
Total	2,057	11,892	5,45,168	2,47,40,528	2.16	97.84
Grand Total (A+B)	13,949		2,52,85,696		100.00	

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	49,82,475	19.70
Bodies Corporate	6,64,408	2.63
IEPF	4,22,833	1.67
HUF	1,19,168	0.47
Mutual Fund	27,800	0.11
Non Resident Indians	49,572	0.20
Clearing Members	29,939	0.12
Banks	5,200	0.02
Non Resident Indian Non Repatriable	14,379	0.06
Foreign Portfolio Investors	5,652	0.02
Total	2,52,85,696	100.00

- The Monthly high and low share quotations of your company during the financial year 2020-21 as traded on the BSE Limited and NSE of India Limited are given below:

Month	BSE Limited		NSE Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2020	121.70	90.80	119.50	91.00
May, 2020	154.35	103.00	154.90	100.00
June, 2020	142.90	116.20	146.35	116.15
July, 2020	149.20	133.20	149.40	128.65
August, 2020	175.15	126.00	175.00	136.60
September, 2020	219.00	136.50	214.70	139.00
October, 2020	234.90	179.00	235.70	178.00
November, 2020	233.95	187.95	233.90	187.95
December, 2020	225.00	182.70	223.00	182.05
January, 2021	230.00	200.05	229.95	199.25
February, 2021	237.00	201.00	237.00	200.00
March, 2021	249.40	197.75	249.90	197.00

- 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:

	April 1, 2020	March 31, 2021	% Change
Company Share Price (closing)	94.95	211.40	+122.64
SENSEX (closing)	28265.31	49509.15	+75.16

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

	April 1, 2020	March 31, 2021	% Change
Company Share Price (closing)	91.45	211.80	+131.60
NSE Nifty (closing)	8253.80	14,690.70	+77.99

- 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 shareholders. 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"

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

As on date the Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

- Commodity Price Risk or Foreign Exchange Risk and Hedging activities – Not applicable

- Plant Location

Chintalapalem Village & Mandal, Suryapet District, Telangana State – 508246.

- **Address for Correspondence**

The Company Secretary
Anjani Portland Cement Limited,
 A-610, Kanakia Wall Street, 6th Floor, Andheri Kurla Road,
 Chakala Junction, Andheri (East), Mumbai – 400093.
 Phone No. 022 - 62396051

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 at the address given below:

KFin Technologies Pvt. Ltd.,
 Karvy Selenium Tower B, Plot No.31-32, Gachibowli,
 Financial District, Nanakramguda,
 Hyderabad - 500032.
 Phone No(s): 040-67161605

- **List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments or any fixed deposit program or any scheme or proposal involving mobilization of funds, whether in India or abroad – Not Applicable**

7. Other Disclosures:

- **Disclosure regarding materially significant related party transactions:**

There were no materially significant related party transactions that had a 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.anjanacement.com/investor/corporategovernance/Related%20Party%20Transaction%20%20Policy.pdf>

- **Disclosure of non-compliances 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 last 3 years.

- **Details of establishment of vigil mechanism whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:**

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 at www.anjanacement.com and the Company confirms that no personnel has been denied access to the Audit Committee.

- Policy for determining Material Subsidiary – Not Applicable as on March 31, 2021.
- Related party transaction policy is available on www.anjanacement.com.
- During the year the Board has accepted all the recommendations of its committees.
- The Company has complied with all the mandatory requirements of Regulations 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: Corporate Governance of the SEBI Listing Regulations have been adopted by the Company.

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

- Total fees for all services paid by the listed entity on a consolidated basis to the Statutory Auditor and all entities in the firm/network entity of which the Statutory Auditor is a part.

(₹ in lakhs)

Payment to Statutory Auditors	₹ 7.00 (Statutory Audit and Limited Review Fee)
Other Services	₹ 4.00 (Tax Audit and GST Audit Fee)
Tax Litigation Consultancy	₹ 0.75

- Disclosures in relation to the sexual harassment of women at workplace.

Number of Complaint's filed during the financial year	0
Number of Complaint's disposed during the financial year	0
Number of Complaint's pending at the end of the financial year	0

- There are no shares of the Company lying in the demat suspense account or unclaimed suspense account.

Unclaimed Dividend

The following table shows the details of Dividend relating to financial years 2016-2017 to 2019-20 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 encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2016-17 and onwards are requested to make their claim without any delay to KFIN Technologies Private Limited.

Financial Year	Date of Declaration	Dividend (%)	Due date of Transfer to IEPF
2016-17 (Interim)	14-09-2016	10	19-10-2023
2016-17 (Final)	08-09-2017	10	12-10-2024
2017-18	07-09-2018	20	11-10-2025
2018-19	28-08-2019	25	03-10-2026
2019-20	21-08-2020	50	26-09-2027

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.

The IEPF Rules mandate Companies to transfer shares of Members whose dividends remain unpaid / unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the Authority by following the procedure as given under Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The Company has appointed Mr. Subhanarayan Muduli as Nodal Officer effective from April 01, 2021 and Mr. A. Venkateswara Rao as Deputy Nodal Officer under the provisions of IEPF.

Declaration on Code of Conduct

I, N. Venkat Raju, 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, 2021 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 12,2021

N. Venkat Raju
Managing Director