

## 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, 2022, the Company had Six 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

- Seven 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: April 30, 2021, May 11, 2021, May 25, 2021, August 12, 2021, August 16, 2021, November 12, 2021 and February 09, 2022. 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 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://anjanicement.com/investor/corporategovernance/DETAILS%20OF%20FAMILIRISATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS.docx-1.pdf>

- 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 February 09, 2022, 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 considering 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 with core competence 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 2021-22 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	7	Yes	-	1	1	3	-
Mr. N. Venkat Raju	Non-Independent, Executive	7	Yes	-	1	-	-	-
Mr. A. Subramanian	Non-Independent, Non-Executive	7	Yes	-	-	-	-	-
Mr. RM Palaniappan	Independent, Non-Executive	5	No	-	-	-	-	-
Mr. V. Palaniappan	Non-Independent, Non-Executive	7	No	-	-	-	-	-
Dr. (Mrs) S.B. Nirmalatha	Non-Independent, Non-Executive	7	Yes	-	-	-	-	-

### 3. Committees of the Board

As on March 31, 2022, the Board had five committees, the Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

#### 3.1. Audit Committee:

- The Audit Committee consists of three directors as on March 31, 2022.

Details of the composition of Audit Committee and attendance of the members during the financial year 2021-22 is as under:

Name	Category	Position	No of Meetings Attended
Mrs. V. Valliammai	Independent, Non-Executive	Chairperson	4
Mr. N. Venkat Raju	Executive, Managing Director	Member	4
Mr. RM Palaniappan	Independent, Non-Executive	Member	4

- The Audit Committee met four times during the year on May 25, 2021, August 12, 2021, November 12, 2021 and February 09, 2022.
- 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.

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

### 3.2 Nomination and Remuneration Committee (NRC):

- The Nomination and Remuneration Committee consists of three directors as on March 31, 2022. The Nomination and Remuneration Committee met one time during the year on November 11, 2021. The quorum for the Committee Meetings is either two members or one third of the members of the Committee, whichever is greater, including at least one independent director in attendance. The Constitution of committee and particulars of the attendance of the members during the financial year 2021-22 is as under:

Name	Category	Position	No of Meetings Attended
Mr. RM Palaniappan	Independent, Non-Executive	Chairman	1
Dr. (Mrs.) S.B. Nirmalatha	Non-Independent, Non-Executive	Member	1
Mrs. V. Valliammai	Independent, Non-Executive	Member	1

- 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 Company Secretary & Compliance Officer acts as the Secretary to the Committee.

The Nomination and Remuneration policy of the Company is available on the following weblink [http://anjanicement.com/investor/corporategovernance/Nomination\\_Remuneration\\_Policy1.pdf](http://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 three months. No Severance fee payable to Managing Directors except the notice period.

### 3.3. Stakeholders Relationship Committee (SRC):

- The stakeholders' relationship committee is in line with the provisions of Regulation 20 of SEBI Listing Regulations and section 178 of the Companies Act, 2013. The Stakeholders Relationship Committee consists of three directors as on March 31, 2022. The SRC Committee met one time during the year on October 18, 2021.
- The constitution of committee and particulars of members of the committee and their attendance during the financial 2021-22 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	Nil
Mr. V. Palaniappan	Non-Independent, Non-Executive	Member	1

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

Shareholder's grievances status: The details of the complaints / grievances received and resolved during the financial year 2021-22 is as under:

Opening Balance	Received during the year 2021-22	Resolved during the Year 2021-22	Closing Balance
Nil	1	1	Nil

### 3.4 Corporate Social Responsibility Committee (CSR):

Our Corporate Social Responsibility Committee consists of three directors as on March 31, 2022. The CSR Committee met two times during the year on May 25, 2021 and November 11, 2021.

- The Committee and particulars of members of the committee and their attendance during the financial 2021-22 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	2
Mrs.V. Valliammai	Independent, Non-Executive	Member	2

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

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

### 3.5 Risk Management Committee (RMC):

Our Risk management Committee consists of three members includes two Directors and one member from the senior management of the company. The terms of reference of the Risk Management Committee include:

- To formulate a detailed risk management policy which shall include:
  - A framework for identification of internal and external risks specifically faced by the Company, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

- Measures for risk mitigation including systems and processes for internal control of identified risks.
  - Business continuity plan.
- b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
  - c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
  - d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
  - e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
  - f) The appointment, removal, and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

The Risk Management Committee met two times during the year on November 10, 2021 and February 08, 2022.

The Composition of the Risk Management Committee and the details of the attendance of its Members are as follows:

Name	Category	Position	No of Meetings Attended
Mrs.V. Valliammai	Independent, Non-Executive	Chairperson	Nil
Mr. N. Venkat Raju	Executive, Managing Director	Member	2
Mr. M. L. Kumavat*	Chief Financial Officer	Member	2

**\*Resigned with effect from May 13, 2022**

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

The Company has a Risk Management Policy and the same are disclosed in the Company's website and their web link are – <http://www.anjanicement.com/investor/policies/RISK%20MANAGEMENT%20POLICY-ANJANI.pdf>

#### 4. General Body Meetings:

The last three Annual General Meetings were held as under:

Year	Location	Date	Time
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
2020 –2021	Meeting conducted through Video Conference (VC) / Other Audio Visual Mode (OVAM) pursuant to the MCA Circular	September 15, 2021	10:30 a.m.

- No extraordinary general meeting of the members was held during financial year 2021-22.
- No special Resolutions were passed during the Financial Years 2018-19, 2019-20 and 2020-21.
- Four Special resolutions were passed on April 28, 2021 through Postal Ballot for shifting of registered office of the Company from the State of Maharashtra to the State of Telangana, Approval under Section 180(1) (c) of the Companies Act, 2013, Approval under Section 180(1) (a) of the Companies Act, 2013 and Approval under Section 186 of the Companies Act, 2013. The aforesaid resolutions were duly passed and the results of postal ballot/e-voting were announced on April 30, 2021. Ms. Meghna Shah, partners of MSDS & Associates, Practicing Company Secretaries, were appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

The following Special Resolution is proposed to be passed vide Postal Ballot notice dated July 21, 2022 as on the date of this report:

*To increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association and Articles of Association of the Company, subject to shareholders approval sought by way of postal ballot.*

## 5. Procedure for Postal Ballot:

The postal ballot is conducted in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The shareholders are provided the facility to vote either by physical ballot or through e-voting. The postal ballot notice is sent to shareholders in electronic form to the email addresses, where available, or in physical form through permitted mode where email addresses are not available. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013.

Shareholders holding equity shares as on the cut-off date may cast their votes through e-voting or through postal ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutiniser submits their report to the Chairperson and the results of voting by postal ballot are announced within 48 hours of conclusion of the voting period. The results are displayed on the website of the Company ([www.anjanicement.com](http://www.anjanicement.com)), and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

In view of the COVID-19 pandemic, the MCA permitted companies to transact items through postal ballot as per the framework set out in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022. In accordance with the aforementioned circulars, e-voting facility was provided to all the shareholders to cast their votes only through the remote e-voting process as per notice of postal ballot dated July 21, 2022 to increase authorised share capital of the Company and consequential amendment in Memorandum of Association and Articles of Association of the Company.

## 6. 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](http://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), Nav Shakthi (Marathi) and in Nava Telangana (Telugu) they are also displayed on the official website of the Company ([www.anjanicement.com](http://www.anjanicement.com)) under Investor section.

## 7. 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 Eighth Annual General Meeting ("the AGM") of the Company will be held on Friday, September 16, 2022, at 10:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

### • Financial Year

April 1, 2021 to March 31, 2022.

### • Dates of Book Closure

The Register of Members and share transfer will remain closed from Saturday, September 10, 2022 to Friday, September 16, 2022 (both days inclusive).

### • Dividend Payment Date

The Board of Directors have recommended, a dividend of ₹3/- per equity share for the financial year ended March 31, 2022 which is payable on obtaining the shareholders' approval at the 38th 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, 2022.

- ❖ 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 2021-22 has been paid to both NSE and BSE Limited within the stipulated time.

- Registrar and Share Transfer Agents**

KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad-500 032.

- 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, 2022 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	1,936	17,951	2,94,652	13,45,305	1.17	5.32
501 - 1000	47	568	38,550	4,42,484	0.15	1.75
1001 - 2000	12	226	18,350	3,37,146	0.07	1.33
2001 - 3000	7	61	18,600	1,53,568	0.07	0.61
3001 - 4000	2	26	6,700	96,221	0.03	0.38
4001 - 5000	2	22	10,000	1,05,271	0.04	0.42
5001 - 10000	3	43	25,400	3,07,999	0.10	1.22
10001 & above	5	36	86,810	2,19,98,640	0.34	87.00
Total	2,014	18,933	4,99,062	2,47,86,634	1.97	98.03
<b>Grand Total (A+B)</b>	<b>20,947</b>		<b>2,52,85,696</b>		<b>100.00</b>	

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	47,83,917	18.92
Bodies Corporate	7,07,561	2.80
IEPF	4,22,133	1.67
HUF	1,11,116	0.44
Mutual Fund	27,800	0.11
Non Resident Indians	67,996	0.27
Clearing Members	31,531	0.12
Banks	5,200	0.02
Non Resident Indian Non Repatriable	22,786	0.09
Foreign Portfolio Investors	1,41,386	0.56
<b>Total</b>	<b>2,52,85,696</b>	<b>100</b>

- The Monthly high and low share quotations of your company during the financial year 2021-22 as traded on the BSE Limited and NSE of India Limited are given below:

Month	BSE Limited		NSE Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2021	228.35	202.00	229.00	202.00
May, 2021	330.05	208.00	330.00	208.05
June, 2021	361.00	299.20	360.00	295.20
July, 2021	531.00	342.15	531.95	342.05
August, 2021	526.25	380.65	526.50	381.25
September, 2021	457.95	379.35	450.00	378.05



Month	BSE Limited		NSE Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
October,2021	421.50	365.00	422.75	366.00
November,2021	429.00	287.30	426.35	283.85
December,2021	320.00	284.60	323.00	286.10
January, 2022	340.15	282.60	338.80	293.20
February, 2022	331.00	236.65	333.50	240.15
March, 2022	276.60	230.00	279.25	230.00

- **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, 2021	March 31, 2022	% Change
Company Share Price (closing)	214.05	233.15	+8.92
SENSEX (closing)	50,029.83	58,568.51	+17.07

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

	April 1, 2021	March 31, 2022	% Change
Company Share Price (closing)	214.85	233.35	+8.61
NSE Nifty (closing)	14,867.35	17,464.75	+17.47

- **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 98% 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 – 508 246.

- **Address for Correspondence**

The Company Secretary  
Anjani Portland Cement Limited,  
#6-3-553, Unit No.E3 & E4, 4th Floor,  
Quena Square Off: Taj Deccan Road,  
Erramanzil, Hyderabad 500082, Telangana  
Phone No. 040 – 2335 3096/3106

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 Limited  
Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda,  
Gachibowli, Hyderabad – 500 032.  
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

8. **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 and can be accessed at: <http://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 have 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 website of the Company and can be accessed at: <http://anjaniment.com/investor/corporategovernance/VigilMechanism.pdf> and the Company confirms that no personnel has been denied access to the Audit Committee.

- **Policy for determining Material Subsidiary** – The Company has adopted the Policy on Material Subsidiary consequent to the acquisition of Bhavya Cements Private Limited as Subsidiary Company. The Policy on Material Subsidiary is available on the website of the Company and can be accessed at: <http://anjaniment.com/investor/policies/Material-Subsidiaries-Policy.pdf>

- Related party transaction policy is available on the website of the Company and can be accessed at: <http://www.anjaniment.com/investor/corporategovernance/Related%20Party%20Transaction%20%20Policy.pdf>

- 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.
- A certificate from M/s. D. Hanumanata Raju & Co. Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs on any such statutory authority is attached as **Annexure VIII** to this Annual Report.
- A compliance certificate from M/s. D. Hanumanata Raju & Co. Company Secretary in practice regarding compliance of conditions of corporate governance is attached as **Annexure IX** to this Annual Report.
- 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	₹ 13.00 (Statutory Audit and Limited Review Fee)
Other Services	₹ 3.00 (Tax Audit Fee)

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

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

- 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 2016-17 to 2020-21 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 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
2020-21	15-09-2021	50	20-10-2028

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.

#### **Declaration on Code of Conduct**

I, N. Venkat Raju, Managing Director of Anjani Portland Cement Limited, 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, 2022 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, 2022

N. Venkat Raju  
Managing Director  
DIN: 08672963

**CERTIFICATE**

To,  
The Members of  
**ANJANI PORTLAND CEMENT LIMITED**

We have examined the compliance of conditions of Corporate Governance by **ANJANI PORTLAND CEMENT LIMITED** ("the Company"), for the year ended on March 31, 2022, as stipulated in Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the period 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022.

The compliance of conditions of Corporate Governance is the responsibility of the 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 by the Directors, officers and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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 D.HANUMANTA RAJU & CO**  
COMPANY SECRETARIES

**CS D.HANUMANTA RAJU**  
PARTNER  
FCS: 4044, CP NO: 1709  
UDIN: F004044D000766531  
PR NO: 699/2020

Place: Hyderabad  
Date: August 9, 2022