



ANJANI PORTLAND CEMENT LIMITED

Corporate Identity Number (CIN): L26942MH1983PLC265166

Regd Office :306-A, The Capital, 3rd Floor, Plot no C.70, G Block, Bandra-Kurla Complex,
Bandra East, Mumbai 400051

Tel No.: +91 22 40239909 | Website: www.anjaniment.com |
Email: secretarial@anjaniment.com

NOTICE OF POSTAL BALLOT

Dear Shareholders,

NOTICE is hereby given that the following Resolutions are circulated herewith for approval of the members of Anjani Portland Cement Limited ("the **Company**"), to be accorded by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014.

The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act read with the Companies (Management and Administration) Rules, 2014 is annexed hereto along with the Postal Ballot Form for your consideration.

The Company has engaged its Registrar and Share Transfer Agent, Karvy Computershare Private Limited ('Karvy') to provide e-voting facility to the shareholders of the Company.

The members can opt for only one mode of voting i.e. either by physical ballot form or through e-voting. In case the members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot form will be treated as invalid. Members desiring to opt for e-voting as per the facilities provided by the Company are required to read the instructions in the Notes under the Section "Instructions for e-voting".

The Board of Directors has appointed Mr. Datla Hanumantha Raju, (Membership No. FCS 4044) Partner, D. Hanumanta Raju & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot /e-voting process in a fair and transparent manner.

The scrutinizer will submit his report to the Chairperson or any other person authorised by the Chairperson after completion of the scrutiny of the postal ballots (including e-voting). The results of the postal ballot and e-voting will be announced on Wednesday, July 11, 2018 and will be displayed at the Registered Office of the Company, besides being communicated to BSE Limited, the National Stock Exchange of India Limited and on the Company's website at www.anjaniment.com

Pursuant to Section 110 of the Act, the following Resolutions are placed for the approval of the shareholders of the Company through Postal Ballot and e-voting:

To consider and if thought fit, to give assent/dissent to the following Resolutions:

1. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the relevant rules thereunder as amended from time to time, the Memorandum and Articles of Association of the company and in supersession to the Special Resolution passed by the Members of the Company at the 30th Annual General Meeting held on 10th September, 2014, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time, any sum or sums of monies from any Bankers, Financial Institutions, firms, companies/bodies corporate, mutual funds and/ or any other entity/entities or authority/authorities, whether in India or abroad, at its discretion on such terms and conditions as the Board of Directors may deem fit, whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, notwithstanding that the monies to be borrowed by the Company together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and outstanding at any one time shall not exceed the sum of Rs 500 Crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things as it may be in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

2. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 and the relevant rules thereunder as amended from time to time and in supersession of the Special Resolution passed by the Members of the Company at the 30th Annual General Meeting on 10th September, 2014, consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties, other assets and whole or substantially the whole of the undertaking(s) of the Company present and future, ranking pari-passu or otherwise and/ or second and/or subservient and/or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or that may be obtained from financial institutions, banks and/or other entity/entities, providing finances for purchase of assets and/ or for the business of the Company or for the working capital or for purchase of specific items of machinery and equipment's under any deferred payment scheme or bills discounting scheme or in favour of trustees for Debenture holders / Bondholders, FCCB holders that may be appointed hereafter, as security for the debentures/ bonds/ FCCBs that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed

the aggregate of the amount consented by the Company by the Resolution passed at this meeting pursuant to Section 180 (1) (c) of the Companies Act, 2013 i.e. Rs.500 crores (Rupees Five Hundred Crores Only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company, with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/Bond/FCCB holders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to a Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company.”

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and the relevant rules thereunder, as amended from time to time, and in supersession of the Special Resolution passed by the Members of the Company at the 32nd Annual General Meeting on 9th September, 2016, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to give loans / any form of debt to any person or other body corporate and/or provide guarantees and/or provide security in connection with any loan/any other form of debt to any person or body Corporate and to invest/acquire the securities of any Body Corporate, whether Indian or overseas, by way of subscription/purchase or otherwise, such that the aggregate of the loans guarantees investments so far made together with the loans/guarantees/investments proposed to be made shall not exceed Rs 500 crores (Rupees Five Hundred crores).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned loans/ guarantees/investment(s) (collectively "Transaction") including the timing, the amount and other terms and conditions of such Transaction and also to take all other decisions including varying the terms of any of them, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid Transaction and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company.”

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the relevant rules thereunder and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the approval of shareholders be and is hereby accorded to the Board of Directors of the company to enter into a Material Purchase Agreement with Chettinad Cement Corporation (P) Limited (“**CCCPL**”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for purchase of materials therefrom.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to execute such other agreements, deeds and documents and amend, modify or supplement the Material Purchase Agreement, as they deem appropriate to give effect to the transactions contemplated in the Material Purchase Agreement.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company.”

BY ORDER OF THE BOARD
For Anjani Portland Cement Limited

Place: Chennai
Date :June 5, 2018

Anu Nair
Company Secretary

NOTES:

1. Explanatory Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 is annexed herewith.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial owners as received from Karvy Computershare Private Limited as on Tuesday, 5th June, 2018. Postal Ballot Notice is also being sent to Members in electronic form to all the members whose email id's are registered with Karvy Computershare Private Limited. For members whose email id's are not registered, physical copies of the Postal Ballot Notice are being send by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Voting period will commence on and from Monday, 11th June, 2018 at 9.00 a.m. and ends on Tuesday, 10th July, 2018 at 5.00 p.m.

INSTRUCTIONS FOR E-VOTING BY SHAREHOLDERS ARE AS UNDER:-

- A. In case a Member receiving an email of the Postal Ballot Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)] :
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e., User ID and password mentioned). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy Computershare Private Limited for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- iv) You need to login again with the new credentials.
 - v) On successful login, the system will prompt you to select the "EVENT" i.e., Anjani Portland Cement Limited
 - vi) On the voting page, you may select the option, 'Yes' or 'No' as desired. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - vii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - viii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - ix) You may then cast your vote by selecting an appropriate option and click on "Submit"
 - x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: dhr300@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- B. In case of Members receiving physical copy of the Postal Ballot Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s)]:
- i) User ID and initial password as provided at the bottom of the Postal Ballot Form
 - ii) Please follow all steps from Sr. No. (i) to (xi) as mentioned in (A) above, to cast your vote.
 - iii) In case of any queries, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).
 - iv) If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.
 - v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - vi) The votes should be cast either in favour of or against by putting the tick [√] mark in the column provided for assent or dissent. Postal Ballot Form bearing [√] in both the columns will render the form invalid.
 - vii) The Board of Directors of the Company has appointed Mr. Datla Hanumantha Raju, (Membership No. FCS 4044) Partner, D. Hanumanta Raju & Co., Company Secretaries as Scrutinizer for conducting the postal ballot and e-voting process, in a fair and transparent manner in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - viii) The result of the Postal Ballot shall be announced by the Chairperson, or in her absence, by any other person so authorized by her on Wednesday, July 11, 2018 at the Registered Office of the Company and the Resolutions will be taken as passed effectively on the last date of receipt of the physical postal ballot form if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of Postal Ballot shall be declared by placing it along with the scrutinizer's report on Company's Website besides being communicated to the stock exchanges on which shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES AS SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('The Act')

ITEMS NO. 1 and 2

Section 180(1) (a) of the Companies Act, 2013, inter alia, provides that the Board of Directors of a Company shall not, without the consent of the Company by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings. The creation of charge on the moveable and immoveable properties and fixed assets of the company falls within purview of Section 180(1)(a) of the Companies Act, 2013.

Section 180(1) (c) of the Act further provides that the Board of a company shall not, without the consent of the Company by Special Resolution, borrow monies, where the money to be borrowed, together with the monies already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The members of the Company had earlier passed Resolutions at its 30th AGM held on September 10, 2014, under Section 180(1)(a) of the Act authorising the Board of Directors to create security by way of mortgage of whole or substantially the whole of the undertaking of the Company upto a limit of Rs. 300 crore and under Section 180(1)(c) of the Act to authorise the Board to borrow monies including monies already borrowed not exceeding sum of paid up capital and free reserves by Rs. 300 crore.

Considering the Company's ongoing and future expansion plans, it may not be possible to fund the same entirely through its internal accruals. Accordingly the consent of shareholders is sought to empower the Board of Directors to borrow from time to time by way of inter alia Term Loans / other financial assistance from various bank(s)/financial institution(s) and other lender(s) and/or issue of debt securities/other instruments including foreign currency borrowings, an amount not exceeding Rs. 500 crores. Since the amount exceeds the aggregate of paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, the resolution under Item No.1 is proposed for the approval of the Shareholders as an Special Resolution.

The borrowings of the Company, where necessary, would be secured by way of charge/mortgage/extension of mortgage on the Company's assets/undertaking(s) in favour of the eligible lenders/security holders. It is therefore necessary to pass a resolution to enable the Board of Directors of the Company to create charges/mortgages for amounts not exceeding in aggregate the overall borrowing limit as approved by the shareholders pursuant to the provisions of Section 180(1)(c) of the Act, together with interest and costs/charges/expenses. Hence the Resolution under Item No.2 is proposed for the approval of the Shareholders as a Special Resolution.

The Board recommends the Special Resolutions as set out at Items No. 1 and 2 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of Resolutions set out under Items No. 1 and No. 2.

ITEMS NO. 3

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution where the loans/guarantee/investments to be made together with the loans/guarantees/investment already made, exceeds the limits as prescribed under the Act.

The members of the Company had earlier passed Resolution via 32nd AGM held on September 9,2016, authorising the Board of Directors to make investments not exceeding the net worth of the company which as on March 31, 2018 is Rs.224.73 crores.

Considering the long term growth plans(organic as well as inorganic) of the Company, it is proposed to increase the limits for giving of loans/guarantees and making of investments, upto an amount not exceeding Rs 500 crores (Rupees Five Hundred Crores).

Hence, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder.

The Board recommends the Special Resolutions as set out at Item No. 3 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of Resolutions set out under Item No. 3

ITEMS NO. 4

As per Section 188 of Companies Act, 2013, prior approval of Members through ordinary resolution is required for related party transactions (other than those on arm's length basis and in the ordinary course of business) involving sale, purchase or supply of any goods or materials or services in excess of the prescribed limits. Further as per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of Members through ordinary resolution is required for all material related party transactions. Although the Company is unable to determine the exact quantum of purchase at this time, the transaction with CCCPL is expected to exceed 10% of the turnover of the Company for the last financial year. Further the transaction to be undertaken under the Material Purchase Agreement are proposed to be done at arms length. However as an abundant caution the approval of the members of the Company is also sought under Section 188 of the Companies Act, 2013.

The Material Purchase Agreement is being entered into with CCCPL, to enable the Company to procure Cement and Clinker from the Plants of CCCPL which is in close proximity to the markets of your Company to benefit from economical advantages. This is a new concept being ventured into by your Company, therefore it is unable to determine at this point of time, the volume that can be generated from this venture or the returns thereof. The Board of Directors of both the Companies would mutually decide on suitable supply and pricing mechanism that would provide the best economic advantage to their respective entities.

Approval of shareholders of the Company is being sought under the provisions of Section 188 of the Companies Act, 2013 and Regulation 23(4) of the Listing Regulations, for the transactions of the Company with CCCPL.

The Board recommends the Ordinary Resolution as set out at Item No. 4 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of Resolutions set out under Item No. 4.

The Promoter CCCPL is interested in passing of this resolution.

BY ORDER OF THE BOARD
For Anjani Portland Cement Limited

Place: Chennai
Date :June 5, 2018

Anu Nair
Company Secretary