

UDIN : F005778C000353675

**SHAILASHRI BHASKAR**

B.Com, M B A, F C S.  
Practising Company Secretary  
(FCS:5778; CP:5092)

2E, Malayagiri, Anushakti Nagar,  
Mumbai: 400 094  
Tel: +91 22 25573495  
Cell: + 91 9869100391  
Email: [shailashrib@gmail.com](mailto:shailashrib@gmail.com)

Date: May 21 2021

The Board of Directors  
Anjani Portland Cement Limited  
A Wing - 610, 6<sup>th</sup> Floor  
Kanakia Wall Street  
J B Nagar, Chakala Junction  
Andheri Kurla Road  
Andheri (East)  
Mumbai - 400 093

Dear Sirs.

**SUB: Secretarial Compliance Report of Anjani Portland Cement Limited for the year ended March 31, 2021**

I, Shailashri Bhaskar, Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by Anjani Portland Cement Ltd ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the circulars / guidelines issued thereunder;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable, as there was no issue of specified securities during the year.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable as there was no buy-back of securities during the year**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not applicable as there are no Employee Benefit Schemes**



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable as there are no debt securities issued and currently listed by the Company**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable as there are no NCRPS issued and listed currently by the Company**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended and circulars/ guidelines issued thereunder;

**AND** based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:- (Detailed compliance placed at Annexure A to this report)

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 18 of the SEBI (LODR) Regulations, 2015	One of the independent directors due to a technical glitch could participate only through telecom and not through Video conferencing for the two audit committee meetings held on May 08, 2020 and June 29, 2020. Regulation 18 of the SEBI (LODR) Regulations, 2015 requires Quorum for audit committee meetings shall be either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.	Under these circumstances the requirement of quorum would be technically met only by complete participation in the proceedings by a minimum of 2 Independent Directors. However, the independent director has confirmed the minutes of the two meetings and has not objected to the contents therein

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

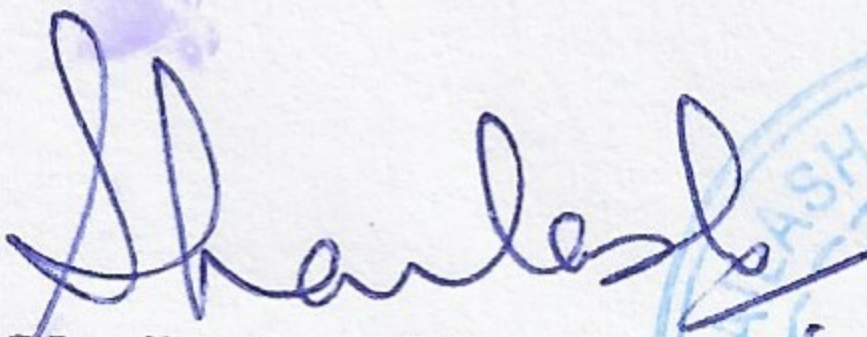
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

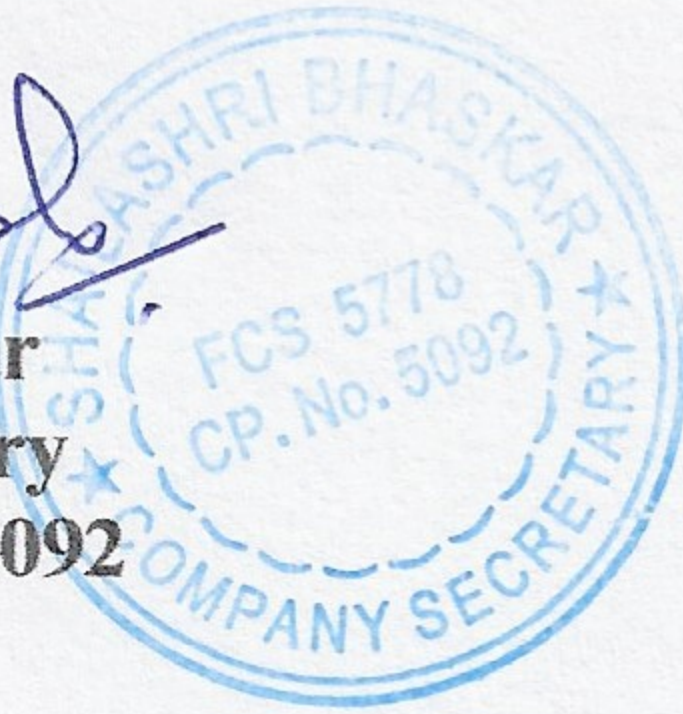
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

  
 Shailashri Bhaskar  
 Company Secretary  
 FCS: 5778; CP : 5092



**DISCLAIMER:**

*The attached Annual Compliance Report pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 is furnished based on those documents provided by the Secretarial / Compliance Team of the Company i.e. **ANJANI PORTLAND CEMENT LIMITED** in electronic / digital form i.e. by way of scanned copy provided through emails and is also based on the information and clarification provided telephonically for the year ended March 31, 2021. On account of COVID-19 pandemic and the restrictions imposed by the Government of Maharashtra, I have not been able to conduct the verification of the relevant physical documents for this year. I have therefore considered that that documents / information provided electronically by the Company are true copies of the original documents maintained by / available with the Company as confirmed*

### Detailed compliance report of the SEBI Regulations

The Compliance Report given below is for the year 2020-21

1. The ICDR Regulations are not applicable as the company did not make any IPO, Rights, Bonus, Preferential allotment or a Qualified Institutional Placement
2. The SEBI(Share Based Employee Benefits) Regulations 2014 are not applicable as the company has not issued any stock options or appreciation rights to its employees
3. SEBI (LODR) Regulations, 2015:

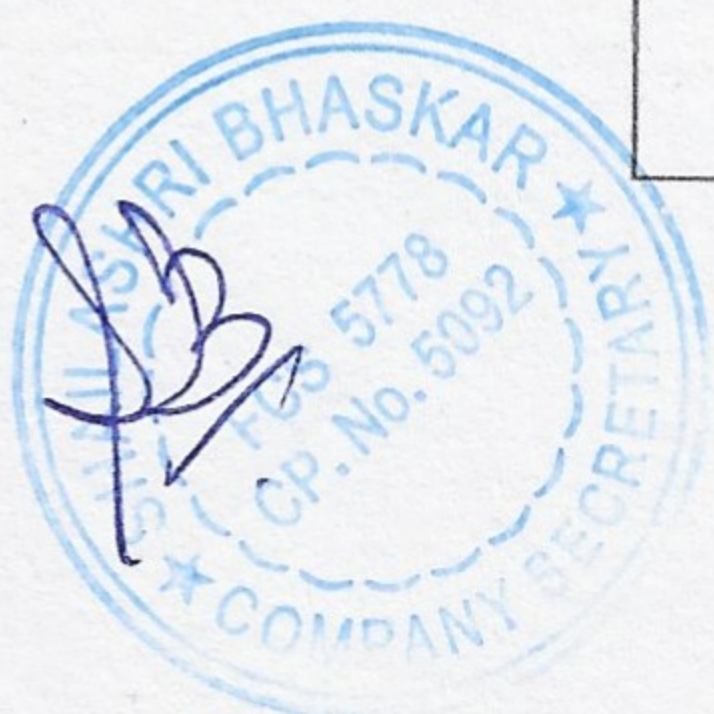
Regulation	Compliance
4(1) - Principles governing disclosures and obligations	The Company has made the necessary disclosures to its board members and to the stock exchange in accordance with the principles laid down in this regulation.
4(2)(a) – Principles regarding Rights of Shareholders	The company has given the shareholders the right to participate in meetings by providing e-voting facility at the AGM and postal ballot exercises carried out and is also redressing all investor grievances without any delay.
4(2)(b) – Timely Information	The company is providing adequate and timely information to its shareholders.
4(2)(c) – Equitable Treatment	All the shareholders are being given equitable treatment
4(2)(d) - Role of stakeholders in corporate governance	Being complied with
4(2)(e) - Disclosure and transparency	The company is ensuring timely disclosure of all material matters in the manner specified.
4(2)(f) – Responsibilities of the Board	The board is carrying out its responsibilities in accordance with what is specified in the Regulations
6 – Compliance Officer	The Company Secretary resigned in March 9, 2021. A qualified Company Secretary has been appointed to take over as Company Secretary and Compliance Officer from 01.04.2021.
7 – Share Transfer Agent	M/s. KFIN Technologies Private Limited (Formerly known as M/s. Karvy Fintech Private Limited) has been appointed as the Share Transfer Agent. The report as required under Regulation 7(3) has been filed on time with BSE and NSE without any delay for the half years ended September 30, 2020 and March 31, 2021. The Agreement with the Registrar and Share Transfer Agent has also been renewed. Necessary intimation has also been given when there was a change in the name of the Registrar.
8 – Co-operation with other intermediaries	The company is co-operating with its registrar and the depositories and all other intermediaries with whom it is dealing with.
9 –Preservation of Documents Policy	Policy has been formulated and approved by the Board. There is also an archival policy
10 – Filing of Information	Being filed on time in the electronic format with the BSE Ltd. and NSE Ltd.
11 – Scheme of Arrangement	Not Applicable as there as there was no scheme of arrangement during the financial year 2020-21.
12 – Payment of Dividend	Payment made by NEFT / electronic means and despatched Draft where no registered email is available.



13 – Grievance Redressal Mechanism	Registered on SCORES. Logging in frequently. Disclosure under Regulation 13(3) filed every quarter with the stock exchanges on time. The status also placed as a separate item in the Board Meetings every quarter as specified in the Regulation.
14 – Fees	Paid listing fees to the stock exchanges and fees to the depositories.
15 – Applicability	Chapter IV of the SEBI (LODR) Regulations, 2015 are applicable and the provisions of Regulations 17 to 27 on Corporate Governance are also applicable.
17 – Board of Directors	<ul style="list-style-type: none"> <li>a. The Board has an optimum combination of executive and non-executive directors with 1/3<sup>rd</sup> of the Board being independent. Chairperson is independent and non-executive.</li> <li>b. There are 6 directors on the Board.</li> <li>c. None of the Non-Executive Directors are more than 75 years of age.</li> <li>d. There are two women Directors, of which one is an independent director.</li> <li>e. The Board has met five times during the year under review and the gap between the meetings is not more than 120 days. Quorum was present in all the meetings.</li> <li>f. The Board has reviewed compliance of all the laws applicable to the company in all the meetings</li> <li>g. The Board has considered the plan for orderly succession to its Board and to the senior management in the current year.</li> <li>h. There is a Code of Conduct for the members of the Board and the senior management, which includes the responsibilities of the Independent Directors and is also hosted on the website of the company.</li> <li>i. The Board has recommended all the fees / commissions to be paid to executive and non-executive directors and all approvals wherever required have been taken from the shareholders.</li> <li>j. Information prescribed in Part A of Schedule II are being placed in the board meeting. The following were not applicable as these incidents didn't occur during the year: <ul style="list-style-type: none"> <li>1. Fatal or serious accidents.</li> <li>2. No material default in financial obligations</li> <li>3. Joint Venture or collaboration agreements</li> <li>4. Transactions involving substantial payments towards goodwill, brand equity or intellectual property</li> <li>5. Labour Problems</li> </ul> </li> <li>k. The Managing Director and CFO have given necessary certification as per part B of Schedule II. <ul style="list-style-type: none"> <li>1. Performance Evaluation of the independent directors have been done by the Members of the Board in the current year.</li> </ul> </li> </ul>



	<p>m. The Board has formulated and implemented a Risk Management Plan</p> <p>n. Recommendation of the Board has been set forth in the special items of business included in the Notice for the General Meeting in the current year.</p>
17A- Maximum number of Directorships	i. None of the directors exceed the maximum limit specified in the Regulations
18 – Audit Committee	<p>ii. The Audit Committee is constituted with 3 Directors of which 2 are independent.</p> <p>iii. All the members are financially literate and the Chairperson of the Committee is a Qualified Chartered Accountant.</p> <p>iv. The Chairperson is an independent director and was present in the previous Annual General Meeting to answer shareholder queries.</p> <p>v. The Company Secretary of the Company acts as the Secretary to the Committee.</p> <p>vi. The audit committee has met five times in the financial year and the gap between the meetings was not more than 120 days.</p> <p>vii. <i>In two meetings during the year (on 08.05.2020 and 20 June 2020, the independent director Mr R M Palaniappan participated only through telecon and not through audio visual means due to technical glitch. The provisions of Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (LODR) Regulations, 2015 requires Quorum for audit committee meetings shall be either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors. Under these circumstances the requirement of quorum would be technically met only by complete participation in the proceedings by a minimum of 2 Independent Director. However, Mr. R. M. Palaniappan has confirmed the minutes of the Audit Committee Meeting on these two dates and has not objected to the contents therein.</i></p> <p>viii. The role of the Committee is as prescribed in Part C of Schedule II and reviews the matters specified therein in their meetings.</p> <p>ix. The Committee has discussed / reviewed the financials every quarter before approving the same</p>
19 – Nomination and Remuneration Committee	<p>i. Composition in order with 3 members, all being non-executive and two of them are independent.</p> <p>ii. The Chairperson of the Committee is an independent director</p> <p>iii. Met three times in the year and quorum was present.</p> <p>iv. The Chairman of the Committee was present at the AGM.</p> <p>v. The role of the Committee is as prescribed in Part D of Schedule II of the LODR Regulations</p>



		and reviews the matters specified therein at their meeting.
20 – Stakeholders Relationship Committee	i.	Composition in order with the Chairman being a non- executive independent director.
	ii.	The role of the Committee is as prescribed in Part D of Schedule II and reviews the matters specified therein at their meetings.
	iii.	The Stakeholders Relationship Committee met once during the current year.
21 – Risk Management Committee		Not applicable
22 – Vigil Mechanism	i.	Has a policy and hosted the same on the website. A whistle blower has direct access to the chairman of the Audit Committee.
	ii.	No whistle blower has availed of the same during the audit period.
23 – Related Party Transactions	i.	The company has a RPT policy which is approved by the Board and is placed on the website of the company.
	ii.	All RPTs are prior approved by the Audit Committee.
	iii.	Omnibus approval has been taken during the year for Related Party Transactions to entered into during the current financial year. Status Report of the Related Party Transactions entered into every quarter vis-à-vis the Omnibus approval given is placed in every Audit Committee meeting.
	iv.	Material RPTs have been entered into only after obtaining approval from the shareholders..
	v.	The statement of the related party transactions entered has been submitted on a consolidated basis for the 6 months ended September 30, 2020 to the stock exchange.
24 – Corporate Governance with regard to subsidiaries		There are no subsidiaries and hence this is not applicable
25 – Obligations of Independent Directors	i.	Meet criteria of Independence
	ii.	Complied with the requirement of number of directorships
	iii.	Tenure in accordance with the provisions of the Companies Act.
	iv.	Appointment letter for the independent directors hosted on the website of the company.
	v.	The independent directors met on March 24, 2021 and have reviewed the performance of the Board, the non-independent directors and the quality / quantity / timelines of the flow of information between the Board and the Management.
	vi.	Familiarization program being conducted on an ongoing basis
26 – Obligations with respect to directors and senior management	i.	In compliance with the restriction on Number of directorships.
	ii.	The directors have informed the company about the committee positions and the other directorships to the company.
	iii.	Code of Conduct for directors and senior management personnel available and hosted on



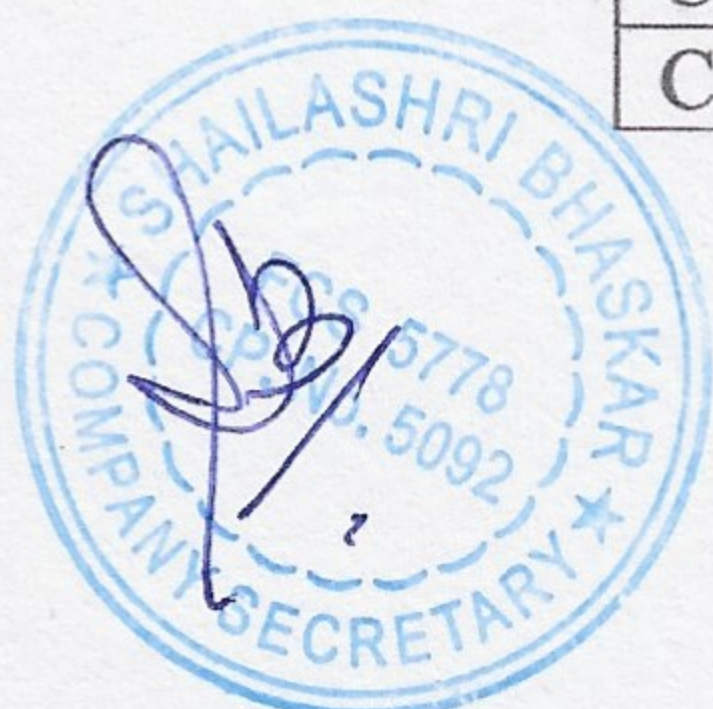
	<p>website. The directors have confirmed compliance with the same in the first meeting of the financial year.</p> <p>iv. Disclosures to the board of directors relating to all material, financial and commercial transactions by directors done in the first board meeting of the financial year.</p>
27 – Corporate Governance Report	Complied with. Report filed on time on a quarterly basis with BSE Ltd. and NSE Ltd.
28 – In-principle approval	Not applicable as the company did not list any fresh capital during the year.
29 – Prior Intimations	<p>i. Has been given for all board meetings considering financial results / dividend and for the AGM.</p> <p>ii. Closure of trading window intimated to the BSE &amp; NSE.</p>
30 – Disclosures of events or information	<p>i. Complied with for all material events like change in directorate, resignation of company secretary, appointment of new company secretary, closure of factory due to lock-down etc.</p> <p>ii. <i>It was however noticed that the notice from Superintendent of Engineer, Southern Power Distribution Company of Telangana Limited, Suryapet purporting to claim and demand Rs. 16,71,96,831/- towards difference in wheeling charges and interest was not disclosed within 24 hours of the receipt of the notice to BSE and NSE. This was however disclosed as a note to the financial statements for the quarter ended September 30, 2020 and December 31, 2020.</i></p>
31 – Shareholding Pattern	Quarterly filing of Shareholding Pattern done on a quarterly basis on time with BSE and NSE in the correct format.
31A – Reclassification of Shareholding Pattern	Not Applicable
32 - Statement of Deviation or Variation	Not applicable as there was no fund raising and the funds raised in the previous years have been utilized fully.



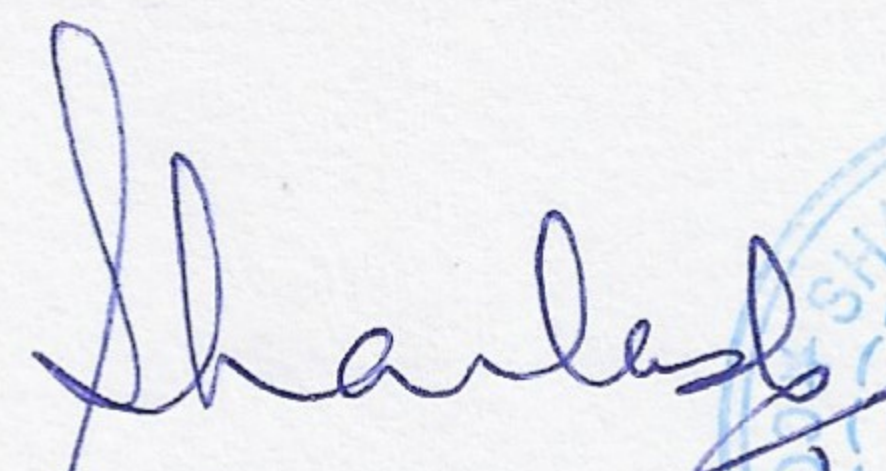
33 - Financial Results	<ul style="list-style-type: none"> <li>i. The financial results have been prepared in compliance of the conditions stipulated under Regulation 33(1)</li> <li>ii. The quarterly financial results are approved by the Board</li> <li>iii. The Managing Director / CFO has given a certificate that the financial results do not contain any false or misleading statement or figures.</li> <li>iv. The financial results are signed by the Managing Director.</li> <li>v. Limited Review Report is also placed before the Board before being submitted to the stock exchange.</li> <li>vi. The financial results are being submitted in accordance with the conditions stipulated in Regulation 33(3) Prior intimation to the stock exchanges given on time.</li> <li>vii. Included advertisement in the newspaper about the board meeting.</li> <li>viii. Filed with the BSE Ltd. and NSE Ltd. within 30 minutes of approval of the results by the Board and post the approval the meeting continued till its scheduled time.</li> <li>ix. Given press release / advertisement in the newspapers as required.</li> <li>x. The format of the financial results was in order and contained all information as stipulated under IND AS and the Companies Act / Part A of Schedule IV of the LODR.</li> </ul>
34 – Annual Report	Submitted to the BSE Ltd. and NSE Ltd. immediately on the dispatch of the notice for the AGM
35 – Annual Information Memorandum	Not Applicable
36 - Documents & Information to shareholders	Dispatched to shareholders on time.
37 - Draft Scheme of Arrangement & Scheme of Arrangement	Not applicable, as there was no scheme of amalgamation or merger
38 - Minimum Public Shareholding	In compliance
39 - Issuance of Certificates or Receipts/ Letters/ Advices for securities and dealing with unclaimed securities	Filed disclosure under regulation 39(3) for the issuance of duplicate share certificate on receipt of request for issuance with the stock exchange.
40 – Transfer or Transmission	Complied with the requirements
41 - Other provisions relating to securities	Complied with the requirements
42 - Record Date or Date of closure of transfer books	Complied with for the purpose of AGM and dividend
43 – Dividends	Complied with all the requisite provisions
44 - Voting by shareholders	E-voting has been provided Voting results have been communicated to the stock exchange within 48 hours of the declaration of result in the prescribed format.
45 – Change of Name	Not applicable



46 – Website	<p>The website is active and is updated. There is a separate section “Investor Relations” and the following details are available there :</p> <p>(a) details of its business – given  (b) terms and conditions of appointment of independent director – given  (c) composition of various committees of board of directors – given  (d) code of conduct of board of directors and senior management personnel – given  (e) details of establishment of vigil mechanism/ Whistle Blower policy - given  (f) criteria of making payments to non-executive directors, if the same has not been disclosed in annual report – Not applicable  (g) policy on dealing with material related party transactions; - given  (h) policy for determining ‘material’ subsidiaries; - Not applicable  (i) details of familiarization programmes imparted to independent directors including the following details:-  (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date) - given  (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date) – given and  (iii) other relevant details - given  (j) the email address for grievance redressal and other relevant details; - Given  (k) contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances; - Given  (l) financial information including: - Given  (i) notice of meeting of the board of directors where financial results shall be discussed;  (ii) financial results, on conclusion of the meeting of the board of directors where the financial results were approved;  (iii) complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc;  (m) shareholding pattern; - Given  (n) details of agreements entered into with the media companies and/or their associates, etc; - <b>Not applicable</b>  (o) schedule of analyst or institutional investor meet and presentations made – <b>Not applicable</b>  (p) new name and the old name of the listed entity for a continuous period of one year, from the date of the last name change; - <b>Not applicable</b>  (q) items in sub-regulation (1) of regulation 47 – Given</p>
47 - Advertisements in Newspapers	Complied
48 – Accounting Standards	Complied
Chapter V – Regulation 49 to 62	Not applicable
Chapter VI 63 and 64	Not applicable
Chapter VII, VIII and IX	Not applicable



4. SEBI (SAST) Regulations 2011
  - a. The company does not hold shares in any other listed entity and therefore the provisions of the SAST Regulations are not applicable.
  - b. The promoters have given the disclosures under Regulation 30 on time.
  - c. There have been no open offers in which the company was involved during the period under review and hence the provisions of the SAST Regulations are not applicable to this extent.
  
5. SEBI (PIT) Regulations, 2015
  - a. Window Closure being done from the first day of the financial quarter when financial results are being considered and is reopened 48 hours after the results are made generally available.
  - b. No pre-clearances taken or given during the year.
  - c. Annual Disclosures are taken from all the employees.
  - d. The company has adopted a Leakage of Price Sensitive Information Policy.
  - e. Legitimate Purpose Policy has been adopted.
  - f. Structural digital database is being maintained in house and the flow of UPSI is captured in this database.
  - g. The company obtains the PAN Number and mobile numbers of designated persons, their immediate relatives and persons with whom the designated person has a material financial relationship on an annual basis.
  - h. The details of the educational institution and previous employment particulars of the designated persons have been collected.
  
6. SCORES
  - a. Registered on the SCORES site
  - b. Logging in frequently.
  - c. All complaints received during the year are resolved
  
7. SEBI (Buy-back of Securities) Regulations, 1998 / 2018 – **Not applicable as there was no buy-back of securities during the financial year under review.**
  
8. The company is not registered as an intermediary with SEBI and hence none of the regulations pertaining to the intermediaries are applicable to it.
  
9. Dematerialisation: The promoters' shares are dematerialized and the company is taking necessary steps to get the shares held by the public dematerialized. No transfers in physical shares has been done during the year under review.

  
**SHAILASHRI BHASKAR**  
**COMPANY SECRETARY**  
**FCS: 5778 CP 5092**

