

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 Schedule V read with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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:

Composition of the Board:

During the financial year ended March 31, 2024, the composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read together with Section 149 and 152 of the Companies Act, 2013 ("the Act") and rules framed thereunder. As on March 31, 2024, the Board consist of 6 (six) members of whom 1 (one) is an Executive Director, i.e. Managing Director and 5 (five) members are Non-Executive Directors including 2 Women Directors. Amongst 5 (five) Non-Executive Directors, 2 (two) are Independent Directors including 1 (one) Woman Independent Director.

The details of composition and category of directors and details of number of outside directorships and committee positions held by each of the Directors in other public companies are given below:

Name of the Directors	Category [Executive/ Non-Executive/ Independent]	Directorship in Companies@ (including Anjani Cement)		Committee Chairmanship/ Membership in listed and unlisted Companies# (including Anjani Cement)	
		Listed Company	Other Company	Chairperson	Member
Mrs.V. Valliammai	Independent	1	1	2	3
Mr. N. Venkat Raju	Executive	1	1	-	3
Mr. RM Palaniappan*	Independent	1	-	-	1
Dr. (Mrs) S.B. Nirmalatha	Non-Executive	1	-	-	-
Mr. Gopal Perumal**	Non-Executive	1	-	-	1
Mr. Palani Ramkumar***	Non-Executive	1	1	-	-

@ Excluding private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013.

Represents Chairpersonship / Membership of the Audit Committee and Stakeholders' Relationship Committee of Indian public limited companies – listed and unlisted (other than private companies, foreign companies, high value debt listed entities and companies registered under Section 8 of the Companies Act, 2013).

* Retired with effect from May 15, 2024 and in his place Mr. Umesh Prasad Patnaik was appointed w.e.f May 15, 2024

**Appointed as Director with effect from June 23, 2023

***Appointed as Director with effect from August 11, 2023

None of the Directors on the Board hold the office of Director in more than 20 companies, including 10 public companies, as disclosed under Section 184 of the Act read with rules framed thereunder and none of the Directors of the Company are related to each other. In accordance with Regulation 26 of the SEBI Listing Regulation, none of the Directors on the Board of the Company is a Director in more than seven listed companies and/or is a member of more than ten committees and/or act as a chairman/chairperson of more than five committees across all the listed and unlisted companies in which he / she is a Director (the committees being, Audit Committee and Stakeholder's Relationship Committee). Necessary disclosures regarding Committee positions in other public companies as on March 31, 2024 have been made by all the Directors. Further, no Independent Director serves in more than seven listed companies and no person who is serving as a Whole-time Director/ Managing Director in a listed company is serving as an Independent Director in more than three listed companies.

During the financial year, information as mentioned in Regulations 17(7) read with Part A of Schedule II of the SEBI Listing Regulations, is made available to the Board of Directors, for discussion and consideration at Board Meetings.

Non-Executive Directors are not entitled for any remuneration other than the sitting fee. None of the Directors hold any shares in the Company. The Company has not issued any convertible instruments.

Meetings of Board and attendance during the year:

During the financial year, 8 (eight) Board meetings were held and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on: May 26, 2023, June 23, 2023, August 11, 2023, September 25, 2023, November 10, 2023, December 29, 2023, January 8, 2024 (Adjourned Board Meeting held on January 9, 2024) and February 12, 2024. The necessary quorum was present for all the meetings.

The following table gives the attendance record of all Directors at the aforesaid Board Meetings and at the last Annual General Meeting which was held on September 22, 2023.

Name of Director	No. of Board Meeting (During tenure of respective Directors)		Attended Last AGM
	Held	Attended	
Mrs.V. Valliammai	8	8	Yes
Mr. N. Venkat Raju	8	8	Yes
Mr. A. Subramanian*	3	3	Yes
Mr. RM Palaniappan	8	6	No
Mr. V. Palaniappan**	1	1	NA
Dr. (Mrs) S.B. Nirmalatha	8	7	Yes
Mr. Gopal Perumal ^	6	6	Yes
Mr. Palani Ramkumar ^ ^	5	5	No

* Retired with effect from September 22, 2023

** Resigned with effect from June 1, 2023

^ Appointed as Director of the Company with effect from June 23, 2023

^ ^ Appointed as Director of the Company with effect from August 11, 2023

Familiarization Programme for Independent Directors:

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 www.anjanacement.com.

The Independent Directors have confirmed in accordance with Regulation 25(8) of the SEBI Listing Regulations that they meet the independence criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Act and rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Further, the Independent Directors have confirmed that they have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rules 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the disclosures 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 financial year, there were no resignations of any Independent Directors.

During the year, a separate meeting of the Independent Directors was held on January 8, 2024, which was attended by both 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 statutes applicable to the Company.

The Board 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 are 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. RM Palaniappan*	Management & Administration
Dr. (Mrs.) S.B. Nirmalatha	Legal
Mr. Gopal Perumal	Management & Administration
Mr. Palani Ramkumar	Procurement and Logistics
Mr. Umesh Prasad Patnaik**	Taxation & Auditing, Corporate Restructuring

* Retired with effect from May 15, 2024

** Appointed as an Additional Director in the category of Non-Executive, Independent Director with effect from May 15, 2024

3. Committees of the Board:

The Board of Directors perform their advisory and oversight function through well-structured, planned, and assigned committees to take advantage of the expertise of all the Directors. In terms of the SEBI Listing Regulations and the relevant provisions of the Act and with a view to have better transparency in various areas of the business, to divide the work of the Board into manageable sections and for better accountability, the Board has constituted 5 (five) committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. These Committees undertake the functions, roles and responsibilities as per terms of reference approved by the Board of Directors and provided in this report.

a) Audit Committee:

The Audit Committee of the Board of Directors of the Company is constituted in line with the provisions of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations. The Audit Committee as on March 31, 2024 comprises three Directors out of which, two (2) are Independent Directors and one (1) is Executive Director. The Audit Committee of the Board of Directors comprises qualified and independent members who are financially literate and have requisite accounting and financial management expertise. Mr. Subhanarayan Muduli, the Company Secretary and Compliance Officer acts as the Secretary to the Committee.

The terms of reference of the audit committee is as per Part C of the Schedule II of the SEBI Listing Regulations and include:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The audit committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

Meetings of the Audit Committee and attendance during the year:

During the Financial Year ended on March 31, 2024, 8 (eight) Meetings of the Audited Committee were held. These were held on: May 11, 2023, May 26, 2023, August 11, 2023, September 25, 2023, November 10, 2023, December 29, 2023, January 8, 2024 and February 12, 2024. 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 held during the year.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of attendance of meetings held during the financial year 2023-24 is detailed below:

Name of the Member	Category	Designation	Number of meetings held during the Financial Year 2023-24	
			Held	Attended
Mrs. V. Valliammai	Independent, Non-Executive	Chairperson	8	8
Mr. N. Venkat Raju	Executive, Managing Director	Member	8	6
Mr. RM Palaniappan*	Independent, Non-Executive	Member	8	8

* Retired with effect from May 15, 2024

The Audit Committee meetings are also attended by the Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors of the Company. The Board has accepted all recommendations made by the Audit Committee during the year.

b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Board is constituted in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee as on March 31, 2024 comprises three Directors out of which, 2 (two) are Independent Directors and 1 (one) is Non-Executive Director. The

Chairman of the Committee is an Independent Director. Mr. Subhanarayan Muduli, the Company Secretary and Compliance Officer acts as the Secretary to the Committee.

Terms of Reference of the Nomination and Remuneration Committee is as per Part D of the Schedule II of the SEBI Listing Regulations and include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and senior employees as per Nomination and Remuneration Policy;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Meetings of Nomination & Remuneration Committee and attendance during the year:

During the Financial Year ended on March 31, 2024, 3 (three) meetings of Nomination and Remuneration Committee of the Board of Directors were held. These were held on June 23, 2023, August 11, 2023 and September 25, 2023. 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. Quorum was present for all the meetings held during the year. The composition of the Committee along with the details of attendance of meetings held during the financial year 2023-24 is detailed below:

Name of the Member	Category	Designation	Number of meetings held during the Financial Year 2023-24	
			Held	Attended
Mr. RM Palaniappan*	Independent, Non-Executive	Chairman	3	3
Dr. (Mrs.) S.B. Nirmalatha	Non-Independent, Non-Executive	Member	3	3
Mrs. V. Valliammai	Independent, Non-Executive	Member	3	3

* Retired with effect from May 15, 2024

The Nomination and Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and SEBI Listing Regulations is available on the Company's website at http://anjanacement.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.

c) Stakeholders' Relationship Committee:

The stakeholders' relationship committee of the Board of Directors is constituted in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations read with Part D of Schedule II of the SEBI Listing Regulations. The Committee as on March 31, 2024 comprises 3 (three) Directors out of which, 1 (one) is Independent Director and 2 (two) are Non-Executive Directors. The Chairperson of the Committee is an Independent Director. Mr. Subhanarayan Muduli, the Company Secretary and Compliance Officer acts as the Secretary to the Committee. The Committee considers and oversees, inter alia, resolution of grievances of security holders and investors of the Company.

The role of the Stakeholders Relationship Committee is as per Part D of the Schedule II of the SEBI Listing Regulations and include:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various

services being rendered by the Registrar & Share Transfer Agent.

- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The details of investors' complaints / grievances received and resolved during the Financial Year 2023-24 is as under:

Opening Balance	Received during the year 2023-24	Resolved during the Year 2023-24	Closing Balance
Nil	1	1	Nil

Meetings of Stakeholders' Relationship Committee and attendance during the year:

The Stakeholders' Relationship Committee met 1 (one) time during the financial year on October 17, 2023. The composition of the Committee along with the details of attendance of meeting held during the financial year 2023-24 is detailed below:

Name of the Member	Category	Designation	Number of meetings held during the Financial Year 2023-24	
			Held	Attended
Mrs. V. Valliammai	Independent, Non-Executive	Chairperson	1	1
Mr. N. Venkat Raju	Non-Independent, Executive	Member	1	1
Mr. V. Palaniappan*	Non-Independent, Non-Executive	Member	-	-
Mr. Gopal Perumal**	Non-Independent, Non-Executive	Member	1	1

*Resigned with effect from June 1, 2023

** Member with effect from June 23, 2023

d) Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Companies Act, 2013, the Board has constituted Corporate Social Responsibility Committee. The Composition and terms of reference of the committee are in conformity with the said provisions. The Committee as on March 31, 2024 comprises 3 (three) Directors out of which, 1 (one) is an Independent Director, 1 (one) is a Non-Executive Director and 1 (one) Executive Director i.e. Managing Director. Mr. Subhanarayan Muduli, the Company Secretary and Compliance Officer acts as the Secretary to the Committee.

The Corporate Social Responsibility Committee shall inter-alia discharge the following responsibilities:

- Formulate and recommended to the Board of Directors, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a).
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

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

Meetings of Corporate Social Responsibility Committee and attendance during the year:

The Corporate Social Responsibility Committee met 1(one) time during the financial year on February 12, 2024.

The composition of the Committee along with the details of attendance of meeting held during the financial year 2023-24 is detailed below:

Name of the Member	Category	Designation	Number of meetings held during the Financial Year 2023-24	
			Held	Attended
Mr. N. Venkat Raju	Executive, Managing Director	Chairman	1	-
Dr (Mrs) S.B. Nirmalatha	Non-Independent, Non-Executive	Member	1	1
Mrs.V. Valliammai	Independent, Non-Executive	Member	1	1

e) Risk Management Committee:

The Risk Management Committee of the Board of Directors of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. The Committee as on March 31, 2024 comprises 3 (three) Directors out of which, 1 (one) is an Independent Director, 1 (one) is a Non-Executive Director and 1 (one) Executive Director i.e. Managing Director. Mr. Subhanarayan Muduli, the Company Secretary and Compliance Officer acts as the Secretary to the Committee.

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.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 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.

Meetings of Risk Management Committee and attendance during the year:

The Risk Management Committee met 2 (two) times during the financial year on May 26, 2023 and November 10, 2023.

The composition of Risk Management Committee of the Board of Directors of the Company along with the details of attendance of meeting held during the financial year 2023-24 is detailed below:

Name of the Member	Category	Designation	Number of meetings held during the Financial Year 2023-24	
			Held	Attended
Mrs.V. Valliammai	Independent, Non-Executive	Chairperson	2	2
Mr. N. Venkat Raju	Executive, Managing Director	Member	2	-
Mr. V. Palaniappan*	Non-Independent, Non-Executive	Member	2	1
Mr. Gopal Perumal**	Non-Independent, Non-Executive	Member	2	1

*Resigned with effect from June 1, 2023

** Member with effect from June 23, 2023

The Company has a Risk Management Policy and the same is available on the Company's website at: <https://www.anjanicement.com/investor/policies/RISK%20MANAGEMENT%20POLICY-ANJANI.pdf>

f) Particulars of senior management including the changes therein since the close of the previous financial year:

i. The details of Senior Management as on March 31, 2024 pursuant to SEBI Listing Regulations:

Sl. No	Name	Designation
1	Mr. Rajesh Kumar Dhoot	Chief Financial Officer
2	Mr. Subhanarayan Muduli	Company Secretary and Compliance Officer
3	Mr. A. Narayana Rao	Senior Vice President (Marketing)

ii. Changes in Senior Management since the close of the previous financial year:

During the financial year, Mr. Sita Ramanjaneyulu Rayapudi, Chief Financial Officer of the Company resigned with effect from September 26, 2023 and his place, the Board of Directors on recommendation of the Nomination and Remuneration Committee has appointed Mr. Rajesh Kuamr Dhoot as Chief Financial Officer with effect from October 1, 2023.

4. 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 amounting to ₹11,070,125 (being fixed component under the group salary). Salary is paid within the range as approved by the shareholders. Annual increments are recommended by the Nomination and Remuneration Committee within the salary scale approved by the Board and Members.

The Nomination and Remuneration policy of the Company is available on https://www.anjanacement.com/investor/corporategovernance/Nomination_Remuneration_Policy1.pdf

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

5. General Body Meetings:

(a) Details of the Annual General Meetings held in the last three years are as under:

AGM	Location	Date	Time
39 th AGM	Meeting conducted through Video Conference (VC) / Other Audio Visual Means (OVAM) pursuant to the MCA Circular	September 22, 2023	11:30 a.m.
38 th AGM	Meeting conducted through Video Conference (VC) / Other Audio Visual Means (OVAM) pursuant to the MCA Circular	September 16, 2022	10:00 a.m.
37 th AGM	Meeting conducted through Video Conference (VC) / Other Audio Visual Means (OVAM) pursuant to the MCA Circular	September 15, 2021	10:30 a.m.

(b) Following are the details of Special Resolutions passed in the above said Annual General Meetings:

Special Resolution passed at the 39 th AGM held on September 22, 2023	<ul style="list-style-type: none"> Approval for the payment of remuneration to Managing Director in case of absence or inadequacy of profits.
Special Resolution passed at the 38 th AGM held on September 16, 2022	<ul style="list-style-type: none"> Re-appointment of Mrs. V. Valliammai as Independent Director of the Company for a second term of five consecutive years
Special Resolution passed at the 37 th AGM held on September 15, 2021	<ul style="list-style-type: none"> No Special Resolution was proposed and passed at the 37th AGM

No extraordinary general meeting of the members was held during financial year 2023-24.

(c) Resolutions passed through Postal Ballot:

During the financial year, the Company has not passed any resolution through Postal Ballot.

(d) Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM require passing of a special resolution through postal ballot.

(e) Procedure for Postal Ballot – when conducted:

The postal ballot when conducted is 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 through e-voting. The postal ballot notice is sent to shareholders in electronic form to the email addresses, where available. The Company also publishes a notice in the newspapers in accordance with the requirements under the Companies Act, 2013 in connection with the above.

Shareholders holding equity shares as on the cut-off date may cast their votes through e-voting 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 two working days of conclusion of the e-voting period. The results are displayed on the website of the Company www.anjanacement.com and communicated to the Stock Exchanges 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 exercising e-voting.

6. Means of Communication:

(a) Quarterly Results:

As part of compliance with Regulation 10, 33 and 47 of the SEBI Listing Regulations, the Company furnishes its quarterly, half-yearly and annual financial results to the Stock Exchanges where its shares have been listed, followed by publication in the newspapers in accordance with the said Regulations.

(b) Newspapers in which the results were published:

Details of newspapers in which quarterly results relating to the Financial Year 2023-24 were published are given below:

Quarter ended	Date of publication	Name of the newspapers carrying the publication
30th June, 2023	12th August, 2023	Business Standard and Nava Telangana Telugu
30th September, 2023	11th November, 2023	
31st December, 2023	13th February, 2024	
31st March, 2024	28th May, 2024	

(c) **Website where displayed:**

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 Financial Results and the Shareholding pattern and all other relevant information of the Company are made available on the Company's website www.anjanacement.com and also on the website of NSE and BSE as part of corporate filing made by the Company from time to time with the said stock exchanges. 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.

7. General Shareholder Information:

(a) **Annual General Meeting:**

The 40th Annual General Meeting ("the AGM") of the Company will be held on Friday, August 9, 2024, at 12:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

(b) **Financial Year:** April 1, 2023 to March 31, 2024.

(c) **Dates of Book Closure:**

The Register of Members and share transfer will remain closed from Saturday, August 3, 2024 to Friday, August 9, 2024 (both days inclusive).

(d) **Dividend Payment:**

The Board of Directors of the Company has not recommended dividend for the Financial Year 2023-24.

(e) **Listing on Stock Exchange:**

The Equity Shares of the Company are listed on the following Stock Exchanges:

Name of the Stock Exchange	Stock Code
BSE Limited (BSE)	518091
Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001	
National Stock Exchange of India Limited (NSE)	APCL
Exchange Plaza, C - 1, Block - G, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051	
ISIN	INE071F01012
CIN	L26942TG1983PLC157712

Payment of Listing Fees: Annual Listing fees for the Financial Year 2024-25 has been paid to both the exchanges within the stipulated time.

Payment of Depository Fees: Annual Custody/Issuer fees for the financial year 2024-25 has been paid by the Company to National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

(f) **Market Price Data:**

The monthly high and low prices of the Company's share at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the financial year ended March 31, 2024 are given below:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2023	190.00	143.55	182.50	144.00
May, 2023	190.00	160.00	189.00	158.60
June, 2023	199.05	162.05	199.75	162.85
July, 2023	209.70	175.95	201.40	175.10
August, 2023	207.95	182.55	207.00	182.65
September, 2023	203.75	175.85	201.90	175.10
October, 2023	223.80	180.00	221.90	179.75
November, 2023	231.00	188.00	231.95	190.00
December, 2023	230.25	188.50	230.90	188.55

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
January, 2024	223.55	204.15	224.35	205.10
February, 2024	230.10	204.60	231.95	202.20
March, 2024	214.85	155.00	216.00	165.15

(g) Performance of Company's share in comparison to broad-based indices:

The comparison of the Company's monthly share price movement vis-à-vis the movement of the S&P BSE Sensex and NSE Nifty 50 for the financial year ended March 31, 2024 (based on the month end closing) are given below:

Month	Company's closing price at BSE	S&P BSE Sensex	Company's closing price at NSE	Nifty 50
April, 2023	179.05	61112.44	179.90	18065.00
May, 2023	162.20	62622.24	162.70	18534.40
June, 2023	185.80	64718.56	186.70	19189.05
July, 2023	191.10	66527.67	191.20	19753.80
August, 2023	187.30	64831.41	187.75	19253.80
September, 2023	189.95	65828.41	190.35	19638.30
October, 2023	192.90	63874.93	193.05	19079.60
November, 2023	223.40	66988.44	223.15	20133.15
December, 2023	212.55	72240.26	212.50	21731.40
January, 2024	217.75	71752.11	217.20	21725.70
February, 2024	207.75	72500.30	206.95	21982.80
March, 2024	168.70	73651.35	166.95	22326.90

(h) In case the securities are suspended from trading, the directors report shall explain the reason thereof:

There was no instance of suspension of trading in Company's shares during the Financial Year 2023-24.

(i) Registrar and Share Transfer Agent:

The details of Registrar and Share Transfer Agent are as follows: -

KFin Technologies Limited
Selenium Building, Tower B, Plot No.31 & 32,
Financial District, Nanakramguda, Gachibowli,
Hyderabad-500032, Telangana
E-mail: einward.ris@kfintech.com
Website: <https://www.kfintech.com>

(j) Share Transfer System:

With effect from April 1, 2019, SEBI has barred physical transfer of shares of listed companies and mandated transfer only in demat mode. As on March 31, 2024, over 98% of the Company's shares are now held in electronic form. The Company's shares are compulsorily traded in dematerialized form and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The shareholders can hold the Company's shares with any of the depository participants, registered with the depositories. The ISIN of the Company is: "INE071F01012".

In terms of the amended Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition shall be effected only in dematerialized form. Accordingly, the shares held in physical form will not be transferred unless they are converted into dematerialized form. Transfer of equity shares in electronic form are effected through the depository system with no involvement of the Company.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

The Company on a yearly basis filed with the Stock Exchanges:

- a compliance certificate duly signed by both the Compliance Officer of the Company and the authorised representative of the Share Transfer Agent certifying that all activities in relation to share transfer facility is maintained by KFIN Technologies Limited, Registrar and Share Transfer Agent registered with SEBI.
- a certificate of compliance from a Company Secretary in practice confirming issue of share certificates within a period of 30 days of lodgement of the investor service request as prescribed under Regulation 40(9) of the SEBI Listing Regulations.

(k) Shareholding as on March 31, 2024:

(i) Distribution of equity shareholding:

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 - 5000	1,514	15,086	2,28,479	12,96,055	0.78	4.41
5001 - 10000	34	698	28,050	5,42,585	0.10	1.85
10001 - 20000	10	343	14,850	5,13,212	0.05	1.75
20001 - 30000	6	112	15,600	2,79,521	0.05	0.95
30001 - 40000	2	69	6,700	2,49,432	0.02	0.85
40001 - 50000	0	55	0	2,56,467	0.00	0.87
50001 - 100000	1	55	5,800	4,04,224	0.02	1.38
100001 & above	3	60	59,710	2,54,74,079	0.20	86.72
Total	1,570	16,478	3,59,189	2,90,15,575	1.22	98.78
Grand Total (A+B)	18,048		2,93,74,764		100.00	

(ii) Categories of equity shareholding:

Category	Number of shares held	As a percentage of total number of shares
Promoter	2,20,31,071	75.00
Resident Individuals	55,56,144	18.91
Bodies Corporate	9,27,392	3.16
IEPF	5,36,403	1.83
HUF	2,03,642	0.69
Mutual Fund	27,800	0.09
Non Resident Indians	52,960	0.18
Banks	5,200	0.02
Non Resident Indian Non Repatriable	26,934	0.09
Foreign Portfolio Investors	7,218	0.02
Total	2,93,74,764	100

(l) Dematerialization of shares and liquidity:

Trading in Company's shares is permitted only in dematerialized form for all investors. The Company has subsisting agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to offer depository services to its shareholders. The ISIN number for the Company's shares is - "INE071F01012". Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form. Shares representing more than 98% of the Company's shares were kept in dematerialized form as on March 31, 2024 as detailed below:

In Physical Form	In Demat Form				Total		
	With NSDL		With CDSL		Shares	%	
Shares	%	Shares	%	Shares			%
3,59,189	1.22	2,57,04,766	87.51	33,10,809	11.27	2,93,74,764	100

The entire equity shareholding of the Promoters of the Company is held in dematerialized form. As required by the SEBI Listing Regulations, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditor's Certificate in regard to the same is submitted on quarterly basis to BSE and NSE and is also placed before the Board of Directors of the Company.

(m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and like impact on Equity:

The Company has not issued any GDRs/ADRs/Warrants/Convertible Instruments in the past and hence, as on March 31, 2024, the Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments.

(n) Commodity Price Risk or Foreign Exchange Risk and Hedging activities:

Not Applicable

(o) Plant Location:

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

(p) 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
Email: secretarial@anjanicement.com

Any requests for transactions such as transfers, dematerialization of shares, change of Address, nomination facilities, may please be taken up with the Registrar & Share Transfer Agent of the Company at the address given below:

KFin Technologies Limited
Selenium Building, Tower B, Plot No.31 & 32
Financial District, Nanakramguda, Gachibowli
Hyderabad-500032
E-mail: einward.ris@kfintech.com
Website: <https://www.kfintech.com>

(q) 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:****(a) Disclosure regarding materially significant related party transactions that may have potential conflict with the interest of listed entity at large:**

All related party transactions that were entered into during FY 2023-24 were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations. There were no materially significant related party transactions entered by the Company that have potential conflict with the interests of the Company at large. Details of related party transactions is provided in the accompanied financial statements. The policy for related party transactions can be accessed at the Company website at <https://anjanicement.com/policies.html>

(b) Details of non-compliances with regards to capital market during the last three years by the Company:

There has been no instance of non-compliances on any matter related to capital market during the last three financial years for which stock exchanges or SEBI or any statutory authority has levied any penalty and/ or imposed any stricture on the Company.

(c) 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 Company has adopted a 'Vigil Mechanism' and 'Whistle Blower Policy'. The said policy can be accessed at <https://www.anjanicement.com/investor/corporategovernance/VigilMechanism.pdf>

No personnel has been/will be denied access to the audit committee.

(d) Compliance with Mandatory Requirements and Adoption of Non-Mandatory requirements:

The Company has complied with all mandatory requirements of the SEBI Listing Regulations for the FY 2023-24 and details of discretionary requirements under Part E of Schedule II of the SEBI Listing Regulations to the extent they have been adopted are mentioned below:

- The Company has moved towards a regime of financial statements with unmodified audit opinion.
- The Internal Auditors is free to report directly to the Audit committee.

(e) Policy for determining Material Subsidiary:

The Policy on Material Subsidiary is available on the website of the Company and can be accessed at <http://anjanicement.com/investor/policies/Material-Subsidiaries-Policy.pdf>

(f) Policy on dealing with related party transactions:

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

(g) **Disclosure of commodity price risks and commodity hedging activities:**

Not Applicable

(h) **Utilization of funds raised through preferential allotment or qualified institutions placement:**

During the financial year, no funds were raised by the Company through preferential allotment or qualified institutions placement.

(i) **Certificate confirming non-debarment and non-disqualified of Directors:**

M/s. D. Hanumanata Raju & Co, Practising Company Secretaries, have issued a certificate certifying that none of the directors serving 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 or any such statutory authority. The said certificate has been appended as **Annexure 9** to this Annual Report.

(j) During the year, all of the Committee recommendations placed before the Board of Directors were accepted.

(k) **Details of Consolidated Fees paid/payable to Statutory Auditors:**

M/s Ramanatham & Rao, Chartered Accountants (Firm Registration No. S-2934) have been appointed as the Statutory Auditors of the Company. As required under Regulation 34 read with Part C of the Schedule V of the SEBI Listing Regulations, the total fees paid/payable for all the services availed by the Company and its subsidiary during the financial year 2023-24, on a consolidated basis, to the Statutory Auditors of the Company are given below:

(₹ in lakhs)

Type of Services/Fees	By the Company	By the Subsidiary	Total Amount
Statutory Audit Fees	5.00	5.00	10.00
Other services	6.00	3.64	9.64
Total	11.00	8.64	19.64

(l) **Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

During the financial year, the Company did not receive any complaint of sexual harassment.

Number of Complaints filed during the Financial Year	Nil
Number of Complaints disposed during the Financial Year	Nil
Number of Complaints pending at the end of the Financial Year	Nil

(m) **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':**

Neither the Company nor its Subsidiary have given any loans or advances to any firm / company in which their respective Directors are interested.

(n) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

Details of the Material Subsidiary	
Name of Material Subsidiary	Bhavya Cements Private Limited
Date of Incorporation	April 16, 2007
Place of Incorporation	Andhra Pradesh
Name of the Statutory Auditor	M/s Ramanatham & Rao, Chartered Accountants
Date of appointment of Statutory Auditor	September 28, 2022

8. The Company has duly complied with the requirements of the Corporate Governance Report of Sub-paras 2 to 10 of Part (C) of Schedule V of the SEBI Listing Regulations.

9. **Disclosure of adoption of discretionary requirements as specified in Part E of Schedule II to the extent applicable: This is provided below:**

- 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 Auditors of the Company are directly reporting to the Audit Committee.

10. **Compliance with Corporate Governance requirements:**

The Company has complied with all the mandatory requirements set forth in of Regulations 17 to 27, as well as Schedule V and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, as applicable.

11. Certificate on Corporate Governance:

M/s. D. Hanumanata Raju & Co, Practising Company Secretaries, have issued a compliance certificate in accordance with Schedule V of the Listing Regulations, attesting to the Company's adherence to the Corporate Governance conditions. The said certificate has been appended as **Annexure 8** to this Annual Report.

12. The Minutes of the Meeting of the Board of Directors of the unlisted material subsidiaries are being placed before the Board of Directors of the Company.

13. As per requirement of Regulation 25(10) of SEBI Listing Regulations, the Company has taken Directors and Officers Liability Insurance ("D and O insurance") for all its Directors and members of the Senior Management.

14. Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund:

In terms of Sections 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) ("IEPF Rules"), dividend, if not paid or claimed for a period of 7 (seven) years from the date of transfer to Unclaimed Dividend Account of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, according to the Act read with the IEPF Rules, all the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the year, the Company had sent individual notices and issued advertisements in the newspapers, requesting the shareholders to claim their dividends in order to avoid transfer of shares/ dividends to the IEPF. Information about the transferred dividends and shares is available on the Company's website at https://anjanicement.com/statement_unclaimed_dividend.html

The details of the unclaimed dividends and corresponding shares transferred to IEPF during the financial year 2023-24 are as follows:

Particulars	Amount of unclaimed dividend (in ₹)	No. of shares
Interim Dividend for FY2016-17	7,18,613	1,20,620
Total	7,18,613	1,20,620

As on 31st March, 2024, the Company has transferred to IEPF an amount of ₹46,13,833 after deduction of applicable tax as corporate benefits (dividend) arising on shares already transferred to IEPF.

Total number of shares outstanding in the demat account of the IEPF Authority as on 31st March, 2024 stood at 5,36,403 shares in comparison to 4,17,383 shares as on 31st March, 2023. Total number of shares released by IEPF Authority in favour of the shareholders during the financial year 2023-24 is 1,600 shares.

In the financial year 2024-25, the Company would be transferring unclaimed final dividend amount declared for the financial year 2016-17 on September 8, 2017, along with underlying shares on which dividends remained unclaimed for 7 (seven) consecutive years by October 12, 2024 to the IEPF. Shareholders who have not claimed their final dividend for financial year 2016-17 as aforesaid, can forward their claim to the Company's Registrar and Share Transfer Agent viz., KFIN Technologies Limited before September 10, 2024, to avoid the transfer of dividend and shares to the IEPF Authority and intimation in this regard have been given to shareholders by serving them individual notices and publishing newspaper advertisement dated June 21, 2024 in Business Standard (English, All India Edition) and Nava Telangana Telugu (Telugu, Hyderabad Edition).

The Members who have a claim on above dividends and/or shares are requested to follow the below process:

1. Submit self-attested copies of documents provided in IEPF 5 help kit, which is available on IEPF website (www.iepf.gov.in) to the Company / Registrar and Transfer Agent (RTA).
2. After verification of the aforesaid documents submitted, Company will issue an entitlement letter.
3. File Form IEPF-5 on IEPF website and send self-attested copies of IEPF-5 form along with the acknowledgement (SRN), Indemnity bond and entitlement letter to Company.
4. On receipt of the physical documents mentioned above, Company will submit e-Verification report, for further processing by the IEPF Authority.

Members are requested to note that no claims shall lie against the Company in respect of the dividend/ shares transferred to IEPF.

The following table provides information about outstanding dividend and their respective date of transfer to the IEPF.

Financial Year	Date of Declaration	Dividend (%)	Due date of Transfer to IEPF
2016-17	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
2021-22	16-09-2022	30	21-10-2029

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

15. Disclosure of certain types of agreements binding listed entities:

Pursuant to Clause 5A of paragraph A of Para A of Schedule III of the SEBI Listing Regulations, there are no agreements impacting the management or control of the Company or imposing any restriction or creating any liability upon the Company.

DECLARATION ON CODE OF CONDUCT

To
The Shareholders
Anjani Portland Cement Limited

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, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) read with Schedule V(D) of the SEBI Listing Regulations for the year ended March 31, 2024.

N. Venkat Raju
Managing Director

Chennai, July 10, 2024



MD / CFO ANNUAL CERTIFICATE

To,
The Board of Directors
Anjani Portland Cement Limited

CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER CERTIFICATION

In accordance with Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended March 31, 2024 which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditor and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee: -
 - a. that there are no significant changes in internal control over financial reporting during the financial year ended March 31, 2024;
 - b. that there are no significant changes in accounting policies during the financial year ended March 31, 2024 and that the same have been disclosed in the notes to the financial statements; and
 - c. that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Chennai, May 27, 2024

N. Venkat Raju
Managing Director

Rajesh Kumar Dhoot
Chief Financial Officer

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 31st March, 2024, 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 1st April, 2023 to 31st March, 2024.

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 Mohit Kumar Goyal
Partner

FCS: 9967, CP:12751

UDIN: F009967F000705662

PR No: 699/2020

Place: Hyderabad

Date: July 10, 2024



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
ANJANI PORTLAND CEMENT LIMITED

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ANJANI PORTLAND CEMENT LIMITED** having CIN: **L26942TG1983PLC157712** and having registered office at #6-3-553, Unit No. E3 & E4, 4th Floor, Quena Square Off: Taj Deccan Road, Erramanzil, Hyderabad, Telangana – 500 082 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal, www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1	Mrs. V. Valliammai	01197421	25.05.2017
2	Dr. (Mrs.) S. B. Nirmalatha	03092392	10.02.2015
3	Mr. RM Palaniappan	00143198	16.05.2019
4	Mr. N. Venkat Raju	08672963	24.01.2020
5	Mr. Gopal Perumal	06630431	23.06.2023
6	Mr. Palani Ramkumar	09207219	11.08.2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is only to express an opinion on this as per our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **D. Hanumanta Raju & Co**
Company Secretaries

CS Mohit Kumar Goyal
Partner

FCS: 9967, CP:12751

UDIN: F009967F000705607

PR No: 699/2020

Place: Hyderabad

Date: July 10, 2024