

Ref: APCL/SECTL/SE/2025-26/34

November 21, 2025

BSE Limited Phiroje Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 518091	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: APCL
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Dear Sir / Madam,

Sub: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In continuation to our earlier intimation dated November 19, 2025 and in compliance with Regulation 30 read with Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), we are enclosing herewith the Notice of Postal Ballot dated November 14, 2025, for seeking approval of Members of the Company for the below mentioned resolutions, by way of Special and Ordinary Resolutions, by Postal Ballot through electronic means (remote e-voting) only.

S. No	Particulars	Type of Resolution
1	Alteration of Articles of Association of the Company	Special
2	Sale of shares held in Bhavya Cements Private Limited, Subsidiary of the Company	Special
3	Approval for Material Related Party Transactions with Chettinad Cement Corporation Private Limited for Sale of Shares held in Bhavya Cements Private Limited	Ordinary
4	Approval for Material Related Party Transactions with Chettinad Cement Corporation Private Limited for entering into transactions in ordinary course of business	Ordinary

In compliance with the provisions of the Companies Act, 2013 read with Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), the Notice of Postal Ballot is being dispatched to all the Members through electronic mode, whose e-mail addresses are registered with the Depository Participants/the Company/the Registrar and Share Transfer Agent of the Company as on the **Cut-Off Date i.e. Friday, 14th November, 2025**. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

ISO 9001 : 2015, ISO 14001 : 2015 and
ISO 45001 : 2018 Company
CIN : L26942TG1983PLC157712

Anjani Portland Cement Ltd. 
(A Subsidiary of Chettinad Cement Corporation Pvt. Ltd.) C E M E N T

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules framed thereunder, relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company has engaged the service of KFin Technologies Limited for the purpose of providing remote e-voting facility to its Members. **The remote e-voting period shall commence on Monday, November 24, 2025 at 9:00 a.m. (IST) and ends on Wednesday, December 24, 2025 at 5:00 p.m. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the "Notes" section to this Notice.

The Postal Ballot Notice is also being uploaded on the Company's website at

<https://www.anjanicement.com/postalballot2025.html>

This intimation is also available on the website of the Company at

<https://www.anjanicement.com/announcement.html>.

The above is for your information and record.

Thanking you,

Yours sincerely,

For **Anjani Portland Cement Limited**

Krithika Vijay Karthik

Company Secretary and Compliance Officer

Encl.: as above



Registered Office : # 6-3-553, Unit No.: E3 & E4,
4th Floor, Quena Square, Off Taj Deccan Road,
Erramanzil, Hyderabad - 500 082. Telangana.
T : +91 040 2335 3096 / 3106
E : secretarial@anjanicement.com

Works : Chintalapalem Village & Mandal,
Suryapet Dist. - 508 246. Telangana.
M : +91 733 077 6609
+91 738 260 9535



ANJANI PORTLAND CEMENT LIMITED

Registered Office: #6-3-553, Unit No. E3 & E4, 4th Floor, Quena Square Off: Taj Deccan Road,
Erramanzil, Hyderabad – 500 082, Telangana, India

Corporate Identity Number (CIN): L26942TG1983PLC157712

Tel No.: +91 40 2335 3096/3106 | **E-mail:** secretarial@anjanicement.com

Website: www.anjanicement.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Monday, November 24, 2025 at 9:00 a.m. (IST)	Wednesday, December 24, 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard - 2 on General Meeting issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively the “**MCA Circulars**”), for seeking the approval of the Members of Anjani Portland Cement Limited (“**the Company**”) to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means (“**remote e-voting**”).

Pursuant to Section 102 and 110 and other applicable provisions of the Act, the Statement in terms of Section 102 of the Act, pertaining to the said Resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (“**RTA**”) / Depositories / Depository Participants. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system and submission of physical ballot forms will not be accepted. The detailed procedure for remote e-voting forms part of the “Notes” section to this Notice.

Eligible Members whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.anjanicement.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the “Notes” section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, December 24, 2025. The remote e-voting facility will be disabled by KFin Technologies Limited immediately thereafter. The remote e-voting period shall commence from 9:00 a.m. (IST) on Monday, November 24, 2025 and ends at 5:00 p.m. (IST) on Wednesday, December 24, 2025.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company (“**Board**”) has appointed M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries, as the Scrutinizer (“**Scrutinizer**”), to conduct the Postal Ballot / remote e-voting process in a fair and transparent manner. M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries has consented to act as Scrutinizer for this postal ballot process. Mr. D. Hanumanta Raju (Membership No. FCS 4044, CP No.1709) or failing him, Mrs. Shaik Razia (Membership No. FCS 7122, CP No. 7824) or failing her, Mr. Mohit Kumar Goyal (Membership No. FCS 9967, CP No. 12751), Partners will represent M/s. D. Hanumanta Raju & Co, Practicing Company Secretaries.

Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his/her report to the Chairperson of the Company or any other person authorised by the Chairperson.

The results of postal ballot / remote e-voting shall be declared within 2 (two) working days from conclusion of the remote e-voting i.e., on or before Monday, December 29, 2025. The results of the Postal Ballot / remote e-voting along with the Scrutinizer’s Report shall be displayed at the Notice Board at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed. The results and the Scrutinizer’s Report will also be hosted on the Company’s website at www.anjanicement.com and on the website of remote e-voting agency, i.e. KFin Technologies Limited at <https://evoting.kfintech.com/>.

The last date of remote e-voting, i.e. Wednesday, December 24, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Alteration of Articles of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of section 5, 14 and such other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the board of directors and such other necessary statutory consent, approvals, permissions and modifications, if any required, consent of the members be and is hereby accorded for adoption and substitution of the new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. Sale of shares held in Bhavya Cements Private Limited, Subsidiary of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 24, 37A and such other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and modified and in force and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, as amended, modified and in force, rules issued thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations and subject to the Memorandum and Articles of Association of the Company, and subject to requisite approvals, if any, of any relevant statutory, regulatory or Governmental authorities, the consent, approval and authority of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, transfer and dispose off 48% of the total Paid-up Equity Share Capital i.e., 6,35,11,620 Equity Shares of Bhavya Cements Private Limited (BCPL), a subsidiary of the company out of the total 13,11,13,971 Equity Shares held by the company as investment, in favour of Chettinad Cement Corporation Private Limited (CCCPL), the holding company at a purchase consideration of Rs.40/- per equity share aggregating to Rs. 254,04,64,800/- (Rupees Two Hundred and Fifty-Four Crores Four Lakhs Sixty-Four Thousand Eight Hundred only) being higher than the fair value as determined by an Independent Registered Valuer, for cash consideration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine all terms and conditions in relation to the above sale, settle all questions, difficulties or doubts that may arise in this regard and in complying with the requisite regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and such person(s) authorized by the Board of Directors, be and is hereby authorised to do all such acts, deeds, deal with such things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it

may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the Regulatory / Statutory Authorities and is hereby authorized to delegate all or any of its powers conferred to any Committee of Directors or any Executive Director or Directors or any Key Managerial Personnel of the Company to give effect to this aforesaid resolution.”

3. Approval for Material Related Party Transactions with Chettinad Cement Corporation Private Limited for Sale of Shares held in Bhavya Cements Private Limited:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), Regulation 23(1) & (4) and any other applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76), 188 and such other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being force), the Company’s Policy on Related Party Transactions and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) entered into/ proposed to be entered into with Chettinad Cement Corporation Private Limited (‘CCCPL’), Holding Company of the Company being a related party by way of sale of the shares held by the company in Bhavya Cements Private Limited, a material subsidiary of the Company, on such terms and conditions as may be mutually agreed between the Company and CCCPL, for a purchase consideration of Rs.254,04,64,800/- (Rupees Two Hundred and Fifty Four crores Four Lakhs Sixty Four Thousand Eight Hundred only) being the value of 6,35,11,620 Equity shares as per the details provided in the explanatory statement, subject to such transaction is being carried out at arm’s length and though the same is not in the ordinary course of business of the Company and happens to be one time settlement.”

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Approval for Material Related Party Transactions with Chettinad Cement Corporation Private Limited for entering into transactions in ordinary course of business

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), 2(1)(zc), Regulation 23 (4) and any other applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76), 188 and such other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being force), the Company’s Policy on Related Party Transactions and based on the recommendation and approval of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) entered into/ proposed to be entered into (whether by way of an individual transaction (or) transactions taken together (or) series of transactions (or) otherwise) with Chettinad Cement Corporation Private Limited (‘CCCPL’), Holding Company of the Company being a related party, on such terms and conditions as may be mutually agreed between the Company and CCCPL, for an aggregate value of up to ₹1000 Crore (Rupees One Thousand Crores Only) entered into/ to be entered from date of approval of the resolution by members upto the date of 42nd Annual General Meeting (both days inclusive, as per the details provided in the explanatory statement, subject to such contract(s)/arrangement(s)/transaction(s) being carried

out at arm's length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Anjani Portland Cement Limited

Krithika Vijay Karthik
Company Secretary and Compliance Officer

Chennai,
November 14, 2025

Registered Office:

#6-3-553, Unit No. E3 & E4, 4th Floor,
Quena Square Off: Taj Deccan Road,
Erramanzil, Hyderabad – 500 082, Telangana, India
Tel No.: +91 40 2335 3096/3106
E-mail: secretarial@anjanicement.com
Website: www.anjanicement.com
CIN: L26942TG1983PLC157712

NOTES:

- 1) The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons / rationale thereof are annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
- 2) In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received by the Company from the Depositories / KFin Technologies Limited, the Company’s Registrar and Transfer Agent (“**RTA**”), as on 14/11/2025 (“**Cut-Off Date**”) and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
- 3) Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

- 4) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, MCA Circulars, SS-2, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“**SEBI Master Circular**”), and any amendments thereto, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of KFin Technologies Limited as the agency to provide remote e-voting facility. The detailed procedure with respect to remote e-voting is mentioned in Note No.13 of this Notice.
- 5) The remote e-voting period shall commence on Monday, November 24, 2025 at 9:00 a.m. (IST) and ends on Wednesday, December 24, 2025 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter.
- 6) The Board of Directors of the Company has appointed Mr. D. Hanumanta Raju (Membership No. FCS 4044, CP No. 1709) or failing him, Mrs. Shaik Razia (Membership No. FCS 7122, CP No. 7824) or failing her, Mr. Mohit Kumar Goyal (Membership No. FCS 9967, CP No. 12751), Partners of M/s. D. Hanumanta Raju & Co, Practising Company Secretaries, as the Scrutinizer, to scrutinize the postal ballot process in a fair and transparent manner.
- 7) The Scrutinizer will submit his/her report to the Chairperson of the Company, or any other person authorised by him/her, after scrutiny of the votes cast, on the result of the Postal Ballot within 2 (two) working days from the conclusion of the postal ballot e-voting i.e., on or before Monday, December 29, 2025. The Scrutinizer’s decision on the validity of votes cast will be final.
- 8) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at www.anjanicement.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com> immediately after the results are declared by the Chairperson or any other person authorised by her, and the same shall be communicated to the Stock Exchanges i.e., BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”), where the equity shares of the Company are listed. The postal ballot

voting results shall also be displayed on the notice board of the Company at its Registered Office at #6-3-553, Unit No. E3 & E4, 4th Floor, Quena Square Off. Taj Deccan Road, Erramanzil, Hyderabad – 500 082.

- 9) The resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for remote e-voting i.e., Wednesday, December 24, 2025.
- 10) Resolutions passed by the Members through Postal Ballot by remote e-voting is deemed to have been passed as if the same has been passed at a general meeting of the Members.
- 11) In line with the MCA Circulars, the Postal Ballot Notice is hosted on the website of the Company at www.anjanicement.com. The Notice can also be accessed from the websites of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of e-voting agency i.e., KFin Technologies Limited at <https://evoting.kfintech.com>.
- 12) The vote in this Postal Ballot cannot be exercised through proxy.
- 13) **Procedure and manner for remote e-voting is as under:**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, provisions of Regulation 44 of the SEBI Listing Regulations and in terms SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Companies, the Members are provided with the facility to cast their vote electronically, through the remote e-voting platform provided by KFin Technologies Limited, on the resolution set forth in this Notice. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder.

However, in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access e-voting facility.

Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Monday, November 24, 2025 at 9.00 AM (IST)	Wednesday, December 24, 2025 at 5.00 PM (IST)





The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin Technologies Limited (Kfin) e-voting system in case of shareholders holding shares in physical and non-individual shareholders holding shares in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: <ul style="list-style-type: none"> ▪ Visit URL: https://eservices.nsdl.com ▪ Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ Section. ▪ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting” ▪ Click on Company name or e-voting service provider(ESP) i.e., KFin and you will be re-directed to e-voting service provider’s website for casting the vote during the remote e-voting period.
	2. User not registered for IDeAS e-Services: <ul style="list-style-type: none"> ▪ To register click on link : https://eservices.nsdl.com ▪ Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ▪ Proceed with completing the required fields. ▪ Follow steps given in point 1
	3. Alternatively by directly accessing the e-Voting website of NSDL: <ul style="list-style-type: none"> ▪ Open URL: https://www.evoting.nsdl.com ▪ Click on the icon “Login” which is available under 'Shareholder/Member's Section. ▪ A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. ▪ Post successful authentication, you will requested to select the name of the Company and the e-voting Service Provider’s name, i.e., KFin Technologies Limited. ▪ On successful selection, you will be redirected to KFin Technologies Limited e-voting page for casting your vote during the remote e-voting period. ▪ Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest:</p> <ul style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login Or URL: https://www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFin Technologies Limited e-voting portal. <p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ul style="list-style-type: none"> Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFin Technologies Limited where the e-voting is in progress.
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Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free 1800 1020 990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / RTA / Depositories/ Depository Participants, will receive an email from KFin Technologies Limited which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e. User ID and password mentioned in the mail). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. In case of Demat

account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting the vote.

- 3) After entering these details appropriately, click on “LOGIN”.
- 4) You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password shall comprise of minimum eight characters consisting of 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.
- 5) You need to login again with the new credentials.
- 6) On successful login, the system will prompt you to select the e-Voting Event Number for Anjani Portland Cement Limited and click on submit.
- 7) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date i.e., Friday, November 29, 2024 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on cut-off date.
- 8) You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- 9) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 10) 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.
- 11) You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote.
- 12) During the voting period, Members can login any number of times and vote until they confirm the voting on the resolutions.
- 13) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned (PDF Format) certified true copy of the relevant board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who is/are authorised to vote, to the Scrutinizer at email ID dlr300@gmail.com with a copy to inward.ris@kfintech.com and secretarial@anjanicement.com and may also upload the same in the e-voting module in their login with the subject line “Anjani Portland Cement Limited – Postal Ballot 2025”. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

EVEN No. for this postal ballot is 9324

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members at the download Section of at <https://evoting.kfintech.com> or contact Mr. Veeda Raghunath, Manager – Corporate Registry of KFin Technologies Limited at 1800-3094-001 (toll free).

(B) Members whose email IDs are not registered with the Company / RTA / Depositories/ Depository Participants, and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- 1) Members holding shares in physical mode and who have not registered / updated their email address / KYCs with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent (RTA), KFin Technologies Limited at einward.ris@kfintech.com. Members holding shares in dematerialized mode are requested to register / update email addresses with their respective Depository Participant.

After successful registration of the e-mail address / KYC, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the Member. In case of any queries, Members may write to einward.ris@kfintech.com.

- 2) Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.
- 3) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- 4) *In terms of SEBI circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2 July, 2025, a special window for re-lodgment of transfer deeds which were lodged prior to 1st April 2019 and rejected/ returned/ not attended due to deficiency in documents/process/ or otherwise is provided to investors by the Company from 7 July, 2025 till 6 January, 2026. The securities that are re-lodged for transfer as mentioned above, if in order, will be issued in demat mode only. Investors may write to the Company or RTA in this regard.*

By Order of the Board of Directors
For Anjani Portland Cement Limited

Krithika Vijay Karthik
Company Secretary and Compliance Officer

Chennai,
November 14, 2025

Registered Office:

#6-3-553, Unit No. E3 & E4, 4th Floor,
Quena Square Off: Taj Deccan Road,
Erramanzil, Hyderabad – 500 082, Telangana, India
Tel No.: +91 40 2335 3096/3106
E-mail: secretarial@anjanicement.com
Website: www.anjanicement.com
CIN: L26942TG1983PLC157712

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI LISTING REGULATIONS:

As required under the provisions of Sections 102(1) and 110 of the Act the following Explanatory Statement sets out the material facts relating to the special business as set out in the appended Notice:

Item No. 1:

The Company's current Articles of Association were originally drafted in accordance with the provisions of the erstwhile Companies Act, 1956 and have been in effect since the Company's inception. With the introduction of the Companies Act, 2013 several provisions and references of the current Articles are no longer in conformity with the current legislative framework, specifically the new Companies Act, 2013 and the substantive sections of the Act which deal with the general working of companies needs to be in conformity with Companies Act, 2013. In view of extensive changes, it is considered expedient to replace in whole, the existing Articles of Association by a new set of Articles to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made thereunder. The new Articles of Association is primarily based on Table F of the Companies Act, 2013, which sets out the model Articles for a company limited by shares, with such modifications as applicable and relevant to the Company.

The Board of directors is of the opinion that the resolution set forth in Item No. 1 is in the best interest of the Company and hence, recommends the said resolution for approval of the Members as a Special Resolution.

A copy of the proposed set of new Articles of Association upon approval will be available for inspection at the Registered Office of the Company on working days during business hours and the draft Articles of Association will also be available in the website of the Company.

None of the Directors / Key Managerial Personnel(s) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2 & 3:

As you are aware, your Company holds 13,11,13,971 Equity shares of face value Rs. 10/- each in Bhavya Cements Private Limited ("BCPL") which is 99.09 % of the total Equity of BCPL. The Board proposes to dilute its stake in the subsidiary by selling 6,35,11,620 Equity Shares of Bhavya Cements Private Limited (BCPL), a subsidiary of the company out of the total 13,11,13,971 Equity Shares held by the company as investment in favour of Chettinad Cement Corporation Private Limited (CCCPL), the holding company at a purchase consideration of Rs.40/- per equity share aggregating to Rs. 2,54,04,64,800/- (Rupees Two Hundred and Fifty-Four crores Four Lakhs Sixty-Four Thousand Eight Hundred only). The above dilution will be constituting 48% of the total paid up equity share capital of BCPL and accordingly, your company will continue to hold the 51.09% of the Equity Capital in BCPL, and hence still construe as subsidiary of the company.

The market conditions in Andhra Pradesh and Telangana has been on the downside since the company acquired Bhavya Cements Private Limited ("**Subsidiary**") in the year 2021 both, your company and the Subsidiary has been making losses since last 3 years. Further, your company has an outstanding borrowing of Rs 359.45 crores taken at an interest rate of 7% per annum. Considering the current financial and liquidity position of the company, it is difficult to service the interest cost and to repay the principle amount.

The Rights Issue in 2023 to mobilise Rs. 249.06 crores for repayment of the loan to the holding company had a meek response of the shareholders on account of negative sentiments pertaining to cement sector and only Rs. 80.55 crores were mobilized from this issue, which was insufficient to repay the loan in full. Hence, after taking into consideration that the Subsidiary has been making continuous losses without providing any return on investment to the company and the Company's own operations also running into losses and unable to service the loan and interest, the Board of Directors thought it is prudent to propose for settlement of the loan together with interest to the holding company by selling the shares of Bhavya Cements Private Limited held in its name to the extent of 48% of shareholding to CCCPL. The selling price of this investment has been arrived at, after considering various factors apart from the valuation report as on September 30, 2025, dated November 13, 2025 issued by Mr. Vishesh Unni Raghunathan, an Independent Registered Valuer.

The purchase consideration as mentioned above is higher than the share value computed based on market approach as per the valuation report dated November 13, 2025 received from Mr. Vishesh Unni Raghunathan, an Independent Registered valuer. The higher price is justified, considering the intrinsic value of the shares factored on the installed capacity of the Subsidiary's manufacturing plant, estimated increase in cement realizations, mining reserves and various other factors as per market condition.

Since BCPL is a material subsidiary of the Company within the meaning of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Company proposes to seek the approval of Members by way of a Special Resolution in compliance with the spirit of Regulations 24(6) and 37A of SEBI LODR.

Regulation 24(6) provides that a listed entity shall not sell, dispose or lease the assets amounting to more than twenty percent of the assets of its material subsidiary on an aggregate basis during a financial year without the prior approval of shareholders by way of a special resolution.

Regulation 37A (inserted in 2023) mandates that no listed entity or its subsidiaries shall sell, lease, or otherwise dispose of any undertaking or significant business activity without obtaining prior approval of shareholders by way of a special resolution, except where such sale or disposal is made under a scheme of arrangement or resolution plan approved by a court or tribunal under the Insolvency Code.

Further pursuant to Regulation 23 (1) & (4), any material related party transaction shall require prior approval of the shareholder though the proposed transaction shall be carried out on an arm's length basis, for a fair consideration determined through an independent valuation, and after due negotiation, ensuring fairness, transparency, and value maximization for shareholders.

The Board of Directors accordingly recommends the Special and Ordinary Resolutions respectively as set out at Item No. 2 & 3 of the accompanying Notice for approval of the Members which are in the best interest of the Company and for improving its liquidity position and profitability.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

Item No. 4:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of a resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company had, vide resolution number 5 of the AGM Notice dated August 12, 2025, inter alia, proposed to obtain an approval of the Members for proposed material RPTs between the Company and Chettinad Cement Corporation Limited, ("CCCPL"), the holding company, however the same was not passed for want of majority voting. It shall be noted that the transactions between CCCPL and your Company are in the nature of regular / routine transactions which are at arm's length and are in the ordinary course of business.

As the proposed earlier resolution no. 5 for members' approval at the just concluded AGM was not approved, the Board places before the members the material related party transactions proposed to be entered between the company and its holding company once again for the approval of the members considering the best interest of the company and being routine business transactions.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 1, 2025, the explanatory statement contained in this Notice provides the required information.


The Board of Directors recommends the said resolution, as set out in item no. 4 of this Notice, for your approval.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

For items 2, 3 and 4:

Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

Sr. No.	Particulars of the information	Information provided by the management
A	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as "Annexure – A"
B	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	These transactions will help the Company to procure cement and clinker from CCCPL which has close proximity to the markets of your Company to benefit from logistical advantages. This would result in the reduction of delivery costs for the company. Further sale of cement and clinker to CCCPL will help the company in better capacity utilization and realization.

		<p>The prices will be decided based on the prevailing market rates. The transaction(s) are on arm's length basis and in the ordinary course of business.</p> <p>The transaction involves purchase and sale of cement and allied products and materials, rendering of service, receipt of service for business purpose from/to CCCPL from date of approval of the resolution by members upto the date of 42nd Annual General Meeting (both days inclusive), aggregating upto Rs. 1000 crores</p> <p>With regard to sale of investment – the shares held by the company in Bhavya Cements Private Limited (BCPL) is proposed to be transferred / sold to CCCPL in order to settle the outstanding dues / debts which are not serviced by the company due to continuous losses. The sale of investments is in the best interest of the company and it will not only reduce the burden of the loan but also improve its consolidated profit and loss account by reducing the share of BCPL's losses.</p>
C	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the CEO and CFO of the Company, as required under the RPT Industry Standards
D	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders approval	The material RPT has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction(s) to the Members for approval
E	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	<p>For routine transactions – the same are in ordinary course of business and are in arm's length basis – no reports of external party required.</p> <p>For Sale of Investments – Valuation report is enclosed – the Web link and QR code for the same are as below:</p> <p>Weblink: https://www.anjanicement.com/postalballot2025.html</p> <p>QR code:</p> 
F7	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and	All such information as is necessary for shareholders to make informed decisions has been provided to them.

	such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	
G	Any other information that may be relevant	No other information is considered relevant.

Annexure – A

Pursuant to the SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided herewith:

Minimum Information for the Proposed Related Party Transaction		
S. No.	Particulars of the information	Information provided by the management
A(1)	Basic details of the related party	
1.	Name of the related party	Chettinad Cement Corporation Private Limited (also known as “Chettinad Cement / CCCPL”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	CCCPL is mainly engaged in the business of manufacturing and sale of Cement.
A(2)	Relationship and ownership of the related party	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	CCCPL is the holding / parent company of Anjani Portland Cement Limited (APCL) holding 75% shareholding in it.
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	None
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary	APCL is the direct subsidiary of CCCPL and that CCCPL hold 75 % shareholding in APCL.
A(3)	Details of previous transactions with the related party	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary. For FY 2024-25 For Purchase For Sale ICD Interest Paid / Accrued Inter-corporate Loan availed	By APCL: Rs. 4458 lakhs Rs. 1456 lakhs Rs. 6 lakhs Rs. 2496 lakhs Rs. 500 lakhs
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Total Rs. 1261.65 lakhs

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4) Amount of the proposed transaction		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 1000 Crores (Indian Rupees One Thousand Crore only) for transactions that are in the ordinary course of business + INR 2,54,04,64,800/- (Rupees Two Hundred and Fifty-Four crores Four Lakhs Sixty-Four Thousand Eight Hundred only for sale of investment of shares held in Bhavya Cements Private Limited
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes, as the aggregate transactions between CCCPL and APCL during FY 2025-26 is above the threshold of 10 % of the consolidated turnover of APCL (the listed entity) and would be approximately Rs. 1000/- crores, hence material.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	291.62%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	24.65%
6.	Financial performance of the related party for the immediately preceding financial year: (2024-25) Standalone Turnover Standalone Profit after tax Standalone Networth	Financial Performance of CCCPL for FY 2024-25 are as below: Rs. 4,66,735 lakhs Rs. 6,527 lakhs Rs. 4,68,894 lakhs
A(5) Basic details of the proposed transaction		
1	Specific type of proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The transaction involves purchase and sale of cement and allied products and materials, rendering of service, receipt of service for business purpose from/to CCCPL, availing of inter-corporate loans from the date of approval of the resolution by members till the date of 42nd Annual General Meeting (both days inclusive), aggregating upto Rs. 1000 crore.

2	Details of each type of the proposed transaction	<p>APCL proposes to sell the cement manufactured by it to CCCPL and also to purchase cement, clinker, packing material etc, from CCCPL at market prices / rates.</p> <p>Also the Company avails inter corporate loans from CCCPL from time to time</p> <p>The value of the total transactions to be entered with CCCPL will be approximately equal to Rs 1,000 crore and hence approval of members is sought.</p>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of next Annual General Meeting (42nd AGM) – 9 months approx.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>FY 25-26: Rs. 1000 crores</p> <p>Breakup of estimated related party transactions – FY 2025-26 – Rs. 525 crores and FY 2026-27 – Rs. 475 crores</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>These transactions will help the Company to procure cement and clinker from CCCPL which has close proximity to the markets of your Company to benefit from logistical advantages. This would result in the reduction of delivery costs for the company. Further sale of cement and clinker to CCCPL will help the company in better capacity utilization and realization.</p> <p>The price has been decided based on the prevailing market rates. The transaction(s) are on arm's length basis and in the ordinary course of business.</p> <p>The transaction involves purchase and sale of cement and allied products and materials, rendering of service, receipt of service for business purpose from/to CCCPL from date of approval of the resolution by members upto the date of 42nd Annual General Meeting (both days inclusive), aggregating upto Rs. 1000 crores</p> <p>The said transactions are in the best interest of the company as the same will improve the liquidity position and profitability.</p>
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	7a. Name of the director / KMP	NA
	7b. Shareholding of the director / KMP, whether direct or indirect, in the related party	No
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Yes
9	Other information relevant for decision making.	No

B	Details of the Specific proposed transaction	
B(1)	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Nil / Not applicable
2.	Basis of determination of price.	Not applicable
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	No
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B(5)	Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary	
1.	Material covenants of the proposed transaction	Rs. 2500 lakhs
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	7%
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	7%
4.	Maturity / due date	2 years from the date of borrowing
5.	Repayment schedule & terms	Repayment in 2 years
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working capital
B(6)	Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	Not applicable
2.	Basis of determination of price	Valuation report as on September 30, 2025 dated November 13, 2025_ and considering the intrinsic value of the shares factored on the installed capacity of the Subsidiary's manufacturing plant, estimated increase in cement realizations, mining reserves and various other factors as per market conditions.
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	To settle the inter-corporate loan availed from CCCPL / service the debt – Transfer of shares held in the subsidiary company – Bhavya Cements Private Limited BCPL) – 48% of the shareholding of BCPL;

4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:			
				(in Rs. Lakhs)
		FY 2022-23	FY 2023-24	FY 2024-25
	Turnover	24,169.44	24146.12	14237.46
	Net worth	13723.35	12035.00	8325.00
	Net profit	(2594.50)	(1687.44)	(3714.30)
	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.			
	a. Expected impact on turnover	Impact will be to the extent of share of profit on consolidated financials		
	b. Expected impact on net worth			
	c. Expected impact on net profits			

PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(4)	Disclosure <i>only</i> in case of transactions relating to borrowings by the listed entity or its subsidiary	
S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	1.03:1
	b. After transaction	0.67:1
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.30:1
	b. After transaction	0.52:1
C(5)	Disclosure <i>only</i> in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months	Not applicable
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No consideration in kind
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No

4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	No

By Order of the Board of Directors
For Anjani Portland Cement Limited

Krithika Vijay Karthik
Company Secretary and Compliance Officer

Chennai, November 14, 2025

Registered Office:

#6-3-553, Unit No. E3 & E4, 4th Floor,
Quena Square Off: Taj Deccan Road,
Erramanzil, Hyderabad – 500 082, Telangana, India
Tel No.: +91 40 2335 3096/3106
E-mail: secretarial@anjanicement.com
Website: www.anjanicement.com
CIN: L26942TG1983PLC15771