

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.)



October 18, 2023

To
Listing Compliance Department
National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai – 400051

Sub: Clarification by Anjani Portland Cement Limited (“the Company”) on information sought by NSE vide its email dated October 16, 2023

Dear Madam / Sir,

Please find below our response to clarification sought by you on the submission made by us on August 11, 2023 with respect to Amalgamation/Merger of Bhavya Cements Private Limited with the Company.

Clarification Sought by NSE:

“This is with respect to an announcement submitted to the Exchange dated Aug 11, 2023, regarding Amalgamation/Merger of Bhavya Cements Private Limited with the Company.

On basis of above you are required to clarify following –

- 1. Brief details of change in shareholding pattern (if any) of listed entity.*
- 2. Name of the entity (ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;*
- 3. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";*
- 4. Area of business of the entity (ies);*
- 5. Rationale for amalgamation/ merger;*
- 6. In case of cash consideration amount or otherwise share entitlement/exchange ratio.”*

Response by the Company on the aforesaid clarification sought by NSE:

The Company would like to clarify that the Board of Directors of the Company in its meeting held on August 11, 2023 had only approved the proposal for the amalgamation of Bhavya Cements Private Limited with the Company. The Board is yet to approve the draft scheme of amalgamation or any other related matter, and therefore the Company has not submitted any other details as required under Regulation 30 of the SEBI LODR, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to amalgamation of Bhavya Cements Private Limited with the Company.



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Further, as requested by the Exchange, we herewith attach details as required under Regulation 30 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 as **Annexure A**.

Further, as and when the Board of Directors of the Company approve the draft scheme of amalgamation, the Company shall make the necessary disclosures to the Exchange as required under the SEBI LODR, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

Should you require any further information or clarification, please contact the undersigned.

Yours truly,

For **Anjani Portland Cement Limited**



Subhanarayan Muduli

Company Secretary & Compliance Officer



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Annexure A

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

Brief details of change in shareholding pattern (if any) of listed entity.	The valuation of share entitlement/exchange ratio is yet to be completed.
Name of the entity (ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Bhavya Cements Private Limited having CIN: U26941AP2007PTC053611 will be amalgamated/merged with the Company.</p> <p>Bhavya Cements Private Limited is a Private Limited Company incorporated under the Companies Act, 1956 and having its registered office at Tangeda Village, Dacheppally Mandal, Guntur District, Andhra Pradesh.</p> <p>The turnover of Bhavya Cements Private Limited for the year ended March 31, 2023 is Rs.24,169.44 lakhs.</p>
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	<p>Yes, Bhavya Cements Private Limited is a subsidiary of Anjani Portland Cement Limited and a related party within the meaning of Section 2(76) of the Companies Act, 2013 and the aforesaid transaction will be a Related Party Transaction to that extent.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No.30/2014 dated July 17, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the preview of related party transactions in terms of Section 188 of the Companies Act, 2013.</p>
Area of business of the entity (ies);	Bhavya Cements Private Limited is engaged in the business of manufacturing and marketing Ordinary Portland Cement, Portland Cement for manufacture of Railway Sleepers, Portland Pozzalona Cement, Sulphate resisting portland cement, and Portland Blast Furnace Slag Cement.
Rationale for amalgamation/ merger;	The draft scheme of amalgamation is yet to be completed/ approved by the Board of Directors.
In case of cash consideration amount or otherwise share entitlement/exchange ratio;	The valuation of share entitlement/exchange ratio is yet to be completed.



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