



HEMADRI CEMENTS LIMITED

Admin. Office: No 3, Veerasamy Street, III Floor, West Mambalam, Chennai - 600033

CIN: L26942AP1981PLC002995

Email ID: cs@hemadricements.com

Website: www.hemadricements.com

Date:06.09.2024

BSE Limited

Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai - 400001.

Dear Sir / Madam,

Scrip code: 502133; ISIN: INE07BK01011

Subject: - Submission of Scrutinizer Report under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements ,2015 [SEBI LODR]- Reg

Mr. Ramanathan Nachiappan, Designated Partner of S Dhanapa I& Associates LLP, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid Postal Ballot process has submitted his report dated September 5, 2024. In accordance with the Notice of Postal Ballot, the results were declared at the registered office of the Company today. i.e., September 6, 2024.

We are pleased to inform you that the following resolutions were passed by the shareholders of the Company with requisite majority.

1. Borrowing Powers of the Board (Special Resolution)
2. Creation of Charges/Mortgage Properties of the Company under Section 180 (1) (a) of the Companies Act 2013. (Special Resolution)

Regd. Office & Factory: Vedari Village-521 457, Jaggaiahpet Mandal, Krishna District., A.P.(India)
Phone: 08678- 284538



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3. Approval For Material Related Party Transactions Proposed to be entered with M/S. **SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED**(Ordinary Resolution)
4. Approval For Material Related Party Transactions Proposed to be entered with M/S. **SRMPR CONSTRUCTION PRIVATE LIMITED** (Ordinary Resolution)

We enclose the Consolidated Report issued by the Scrutinizer dated September 5, 2024 on remote e-voting and poll for the said postal ballot which concluded on September 5, 2024 for your records.

This is for your kind information and record.

Thanking You,

Yours faithfully

For **HEMADRI CEMENTS LIMITED**



KRISH NARAYANAN

COMPANY SECRETARY & COMPLIANCE OFFICER

S Dhanapal & Associates LLP

Practising Company Secretaries

LLPIN ACB - 0368
(Regd. with Limited Liability Under the LLP Act, 2008)

Designated Partners :

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

FORM NO. MGT-13 REPORT OF SCRUTINIZER

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the
Companies (Management and Administration) Rules, 2014]

To
The Chairman,
M/s. Hemadri Cements Ltd

Dear Sir,

I, Ramanathan Nachiappan, Designated Partner of M/s. S Dhanapal & Associates LLP, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolutions as set out in the notice of postal ballot dated **02.08.2024** in terms of provisions of Section 110 of the Companies Act, 2013 read with Section 108 and Companies (Management and Administration) Rules, 2014 of **M/s. HEMADRI CEMENTS LTD (L26942AP1981PLC002995)**, submit my report as under:

1. The Company has completed dispatch of Postal Ballot Forms along with postage prepaid business reply envelope physically and through email communication on **06.08.2024** to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on **02.08.2024**.
2. The shareholders of the Company had option to vote on the resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders, who opted for e-voting facility, cast their votes on the designated website <https://www.evotingindia.com/> of Central Depository Services (India) Limited (CDSL).
3. The physical postal ballot forms were received by the company and kept under my safe custody and the said postal ballot forms were considered by me for scrutiny.
4. With the support of the Registrar and Transfer Agent, the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 02.08.2024 maintained by them.



S Dhanapal & Associates LLP

Practising Company Secretaries

5. All postal ballot forms received and votes cast electronically upto the close of working hours i.e. 5.00 P.M. on, Thursday, 5th September, 2024 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and closure of e-voting window on CDSL portal as per the notice of postal ballot dated 02.08.2024.
6. Envelopes containing Postal Ballot forms received, if any, after the close of working hours i.e. 5.00 P.M. on **Thursday, 5th September, 2024** were not considered for my scrutiny.
7. The total votes casted by promoters aggregating to 38,98,159 shares for item No. 3 & 4 were considered as invalid since they are Related Party under Regulation 23 of SEBI (LODR) Regulations 2015
8. It was informed by the Company that the envelopes containing Postal Ballot forms undelivered by the postal authorities aggregated to 981 numbers and are kept separately by the Company.
9. There appears no defaced or mutilated Postal Ballot Forms.
10. A summary of the votes cast electronically is given below. The Voting Rights of the members is in proportion to their share of paid up equity share capital of the Company as on cut-off date 02.08.2024 and as per Register of Members of the Company.

RESOLUTION NO. 1: BORROWING POWERS OF THE BOARD(SPECIAL RESOLUTION)

Fully paid Equity Shares	No. of Equity Shares Voted		
	E-voting (electronic)	Physical Postal Ballot Forms	Total
Total Votes Cast	4259580	16712	4276292
Less: Invalid votes	-	11137	11137
Net Valid votes cast	4259580	5575	4265155
Votes cast in favour	4259570	5575	4265145
Votes Cast against	10	0	10

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%



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RESOLUTION NO. 2: CREATION OF CHARGES/MORTGAGE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT 2013.(SPECIAL RESOLUTION)

Fully paid Equity Shares	No. of Equity Shares Voted		
	E-voting (electronic)	Physical Postal Ballot Forms	Total
Total Votes Cast	4259580	16337	4275917
Less: Invalid votes	0	11137	11137
Net Valid votes cast	4259580	5200	4264780
Votes cast in favour	4259570	5200	4264770
Votes Cast against	10	0	10

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%

RESOLUTION NO. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH M/S. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED.(ORDINARY RESOLUTION)

Fully paid Equity Shares	No. of Equity Shares Voted		
	E-voting (electronic)	Physical Postal Ballot Forms	Total
Total Votes Cast	4259580	16337	4275917
Less: Invalid votes*	3898159	11137	3909296
Net Valid votes cast	361421	5200	366621
Votes cast in favour	361411	5200	366611
Votes Cast against	10	0	10

*- Being interested in the resolution, votes cast by promoters were considered as Invalid.

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%





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RESOLUTION NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH M/S. SRMPR CONSTRUCTION PRIVATE LIMITED.(ORDINARY RESOLUTION)

Fully paid Equity Shares	No. of Equity Shares Voted		
	E-voting (electronic)	Physical Postal Ballot Forms	Total
Total Votes Cast	4259580	16337	4275917
Less: Invalid votes**	3898159	11137	3909296
Net Valid votes cast	361421	5200	366621
Votes cast in favour	361411	5200	366611
Votes Cast against	10	0	10

** - Being interested in the resolution, votes by promoters were considered as Invalid.

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%

11. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 all the documents relating to postal ballot shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.

12. Taking note of the above voting results with regard to the resolutions as contained in the said notice, the Chairman may declare the result of the voting by postal ballot.

Place: Chennai
Date: 05.09.2024

Yours faithfully,
For **S DHANAPAL & ASSOCIATES LLP**
(A firm of Practising Company Secretaries)



R. N. N. N.
RAMANATHAN NACHIAPPAN
DESIGNATED PARTNER
M. NO.F6665
C.P. NO.11084
UDIN: F006665F001148751