



HEMADRI CEMENTS LIMITED

Admin. Office: No 3, Veerasamy Street, III Floor, West Mambalam, Chennai - 600033
CIN: L26942AP1981PLC002995

Date: 20.05.2022

To

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: Annual Secretarial Compliance Report for the Financial Year 2021-2022

Pursuant to Regulation 24A of SEBI (LODR) Regulation 2015, we hereby submit the Annual Secretarial Compliance Report of the Company given by Practicing CS – VCSR & Associates, Hyderabad for Financial Year ended 31st March 2022.

This is for your kind information and records.

Thanking You,
Yours faithfully

For **HEMADRI CEMENTS LIMITED**



S RAMPRASAD
COMPANY SECRETARY & COMPLIANCE OFFICER

Secretarial Compliance Report
of
M/s. HEMADRI CEMENTS LIMITED
For the year ended 31.03.2022

We, M/s. VCSR & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **HEMADRI CEMENTS LIMITED**, having its Registered Office at Vedadri Village, Jaggaiahpet Mandal, Krishna District, Andhra Pradesh- 521175, hereinafter referred to as “**the listed entity**”;
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2022 (“Review Period”) in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *No such cases*
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *No such cases*



(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
No such cases

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *No such cases*

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *No such cases*

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;

(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; *No such cases*

(k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

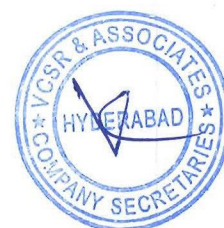
(l) Securities Contract (Regulation) Act, 1956;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Section 21A of Securities Contract (Regulation) Act, 1956 read with Rule 21 of Securities Contract (Regulation) Rules, 1957.	BSE Limited had sent a show cause notice to the Company in the matter of "Compulsory Delisting of Securities on 26-3-2021. The SCN was w.r.t exchange email dated 01-09-2020 informing the Company that trading in securities has been suspended from 07-01-2022 onwards and the Company was asked to show cause within	The Company has made various submissions to BSE from time to time by providing the relevant information that has been asked by BSE authorities. During the Financial Year 2021-2022 major communications between the Company & BSE are summarised Below"- 1) Company Letter dated 21 st January 2022 2) Has paid the Listing fees on 7-01-2022 of Rs.3,54,000 3) BSE undertook Virtual Site Visit at



		15 days from the date of receipt of notice from BSE as to why the securities of the Company shall not be compulsorily delisted from the exchange.	<p>the Registered Office of the Company (Factory) on 25th February 2022</p> <p>4) Revocation Fees of Rs.35,40,000 paid on 7th February 2022.</p> <p>5) Company Letters dated (i) 9th March 2022 (ii) 5th April 2022, (iii) 29th April 2022- Providing requisite information requested subsequent to Virtual Site Visit by BSE.</p> <p>From the above trail of communications with BSE, that the Company showed us, we understand that Company is in the final stages of revoking the suspension of Trading.</p>
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

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

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Limited	Section 21A of Securities Contract (Regulation) Act, 1956 read with Rule 21 of	BSE Limited had sent a show cause notice to the Company in the matter of	The Company has made various submissions to BSE from time to time by providing the relevant information that has been



		<p>Securities Contract (Regulation) Rules, 1957.</p>	<p>“Compulsory Delisting of Securities on 26-3-2021. The SCN was w.r.t exchange email dated 01-09-2020 informing the Company that trading in securities has been suspended from 07-01-2002 onwards and the Company was asked to show cause within 15 days from the date of receipt of notice from BSE as to why the securities of the Company shall not be compulsorily delisted from the exchange.</p>	<p>asked by BSE authorities.</p> <p>During the Financial Year 2021-2022 major communications between the Company & BSE are summarised Below”-</p> <ol style="list-style-type: none"> 1) Company Letter dated 21st January 2022 2) Has paid the Listing fees on 7-01-2022 of Rs.3,54,000 3) BSE undertook Virtual Site Visit at the Registered Office of the Company (Factory) on 25th February 2022 4) Revocation Fees of Rs.35,40,000 paid on 7th February 2022. 5) Company Letters dated (i) 9th March 2022 (ii) 5th April 2022, (iii) 29th April 2022- Providing requisite information requested subsequent to Virtual Site Visit by BSE. <p>From the above trail of communications with BSE, that the Company showed us, we understand that Company is in the final stages of revoking the suspension of Trading.</p>
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Section 21A of Securities Contract (Regulation) Act, 1956 read with Rule 21 of Securities Contract (Regulation) Rules, 1957.	BSE Limited sent a show cause notice to the company in matter of Compulsory Delisting of Securities on 26.03.2021. The show cause notice was with respect to exchange email dated 01.09.2020 informing the company that trading in securities has been suspended from 07.01.2002 onwards and the company was asked to show cause within a period of 15 days from the date of receipt of notice from BSE as to why the securities of the companies shall not be compulsorily delisted from the exchange.	BSE Limited sent a show cause notice to the company in matter of Compulsory Delisting of Securities on 26.03.2021.	<p>The company on 07.04.2021 replied stating it had communicated back through HCL letter dated 16.09.2020 and attached the letter in an e-mail dated 17.09.2020 giving point wise response to the information sought and had provided all the supporting documents for the perusal of the exchange.</p> <p>From the trail of communication with the exchange that the company showed us, we concluded that the company is in its last leg of completing the formalities with respect to revoke ation of suspension of trading as it has only two pending issues on hand:</p> <p>1. With respect to Pan updation of individual promoters of five shareholders and 2.The shareholder database updation on distinctive number.</p> <p>The company has stated</p>



				that it is willing to pay the revocation/restatement fees on getting the in-principle approval from the exchange and has requested for personal hearing before the Delisting Committee of the Exchange
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Place: Hyderabad
Date: 20.05.2022

For VCSR & Associates
Company Secretaries




Ch. Veeranjayulu
Partner
M No. F6121, C P No. 6392