



HEMADRI CEMENTS LIMITED

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

Date: 30.05.2024

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 2023-2024

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report of the Company given by M/s SDhanapal & Associates LLP, Practicing Company Secretaries for Financial Year ended 31st March 2024.

This is for your kind information and records.

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)

SECRETARIAL COMPLIANCE REPORT

OF

HEMADRI CEMENTS LTD

FOR THE FINANCIAL YEAR ENDED 31.03.2024

We, S Dhanapal & Associates, a Firm of Practising Company Secretaries, Chennai, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **HEMADRI CEMENTS LTD** (hereinafter referred as 'the listed entity'), having its Registered Office at Vedadri Villagejaggaihpeta Mandalkrishna Andhra Pradesh 521175 India, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

- all the documents and records made available to us and explanation provided by **HEMADRI CEMENTS LIMITED** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges, namely BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE) and as provided to us / available for public viewing on websites of these exchanges,



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- (c) website of the listed entity namely <https://hemadricements.com>
- (d) other document/ filings, such as email communications as relevant, which have been relied upon to make this certification,

for the year ended 31.03.2024 ("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;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not Applicable;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not Applicable;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and amendments from time to time ;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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



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I. (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:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	100% Dematerialization of Shareholding of Promoter and Promoter Group	Regulation 38	The listed entity shall ensure that 100% of shareholding of promoter and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	Nil	Nil	The listed entity has not dematerialised 100 % of the Shareholding of Promoter and Promoter Group Only 323533 out of 4422793 is in Demat Form.		The listed entity has not dematerialised 100 % of the Shareholding of Promoter and Promoter Group	The Company is in the process of dematerialising its promoters and Promoter Group shareholding	
2	Disclosure of Related Party Transaction	Regulation 23(9)	The Listed Entity shall submit to the Stock Exchange disclosures of Related party transaction every six months on the date of publication of its Standalone & Consolidated financial results.	Bombay Stock Exchange	BSE Limited	BSE Limited sent a notice with respect to the delay in disclosure of the RPT under the Regulation 23(9) of the SEBI (LODR) 2013.	Rs. 5000/-	The Listed Entity has disclosed the RPT disclosure delay by one day.	There is a delay of a day which the management has intimated us that it has taken steps to avoid such delay in future.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



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Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
					Advisory / Clarification/ Fine/ Show Cause Notice/ Warning, etc.					
1.	100% Dematerialization of Shareholding of Promoter and Promoter Group	Regulation 38	The listed entity shall ensure that 100% of shareholding of promoter and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	Nil	Nil	The listed entity has not dematerialised 100 % of the Shareholding of Promoter and Promoter Group Only 323550 out of 4422860 is in Demat Form.		The listed entity has not dematerialised 100 % of the Shareholding of Promoter and Promoter Group	The Company is in the process of dematerialising its promoters and Promoter Group shareholding	
2	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 26.03.2021. 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	BSE Limited	BSE Limited sent a show cause notice to the company in matter of Compulsory Delisting of Securities on 26.03.2021.			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 summarized Below; 1. Company Letter Dated 21.01.2022 2. Has paid the listing fees on 07.01.2022 of Rs. 354000. 3. BSE undertook Virtual Site Visit	The company has provided details and currently its shares are listed in BSE Limited	The shares are relisted with effect from 03 rd April 2023.



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			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.				at the Registered Office of the Company (Factory) as on 25.02.2022 4. Revocation Fees of Rs. 35,40,000/- paid on 07.02.2022 5. Company Letters dated (i) 09.03.2022 (ii) 05.04.2022 (iii) 29.04.2022 - providing requisite information requested subsequent to Virtual Site Visit by BSE. The company has provided requisite information to BSE and company is listed with effect from 03 rd April 2023.		
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There was no resignation of auditor during the review period
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	There was no resignation of auditor during the review period



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	<p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	There was no resignation of auditor during the review period
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	There was no resignation of auditor during the review period
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as</p>	NA	There was no resignation of auditor during the review period



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	<p>mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	There was no resignation of auditor during the review period
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	There was no resignation of auditor during the review period

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities 	Yes	<p>Terms of reference of various Committees has been revised and further approved by the Board of Directors at its meeting held on May 29, 2023</p>



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	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports for FY ended 31.03.2023 under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes No	Nil Nil The Company has not provided link in Corporate Governance Report
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA NA	Listed entity has not identified any material subsidiary Company has no Subsidiary Company
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil



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7.	Performance Evaluation: <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	Related Party Transactions: <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes NA	Nil No such instance
9.	Disclosure of events or information: <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10.	Prohibition of Insider Trading: <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: <p>No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	No	As per para 1(a) above
12.	Additional Non-compliances, if any: <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	Nil

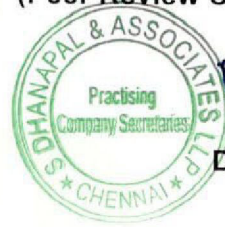


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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S DHANAPAL & ASSOCIATES LLP
(Practising Company Secretaries)
(Peer Review Certificate No.1107/2021)



N. Ramathan
N. RAMANATHAN
DESIGNATED PARTNER
FCS 6665
COP No: 11084
UDIN: F006665F000483317

Date: 29.05.2024
Place: Chennai

SD