



HEMADRI CEMENTS LIMITED

Admin. Office : No. 3, Veerasamy Street, III Floor, West Mambalam, Chennai - 600 033.

Phone : 044-4390 7054, 4390 7062 / 4390 7068 Fax : 044-4390 7031 / 28

CIN : L26942AP198IPLC002995

Date: 28th September, 2021

To,

BSE LIMITED

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001.

Scrip Code – 502133 / ISIN: INE07BK01011

Dear Sir/Madam,

Sub: Disclosure under Regulation 44 of SEBI (LODR) Regulations, 2015 - Voting results of the 39th Annual General Meeting of Hemadri Cements Limited

Pursuant to regulation 44 (3) of SEBI (LODR) Regulations, 2015, Please find attached (**Annexure I**) the voting results of the 39th Annual General Meeting of the Company held on 27th September, 2021 (Monday) at 14.30 Hours through virtual mode in the prescribed format. The Scrutinizer report is also enclosed as **Annexure II**.

The above is for your records and dissemination please.

Thanking you,

Yours faithfully,

for **HEMADRI CEMENTS LIMITED**

M MUTHULAKSHMI

COMPANY SECRETARY

Details of Voting Results**I. Attendance of members:**

S. No	PARTICULARS	
1.	Date of AGM	27 th September 2021
2.	Book Closure date	20 th September 2021
3.	Total no of share holders as on Record Date	3584
4.	Number of Share Holders present / attended the Meeting through VC / OAVM	22
	Promoter & Promoter Group	4
	Public	18
	No. Of share holders present in the meeting in person or through proxy	N.A.

II. Voting by Members:

Item No in the AGM Notice	Subject	Resolution (Ordinary / Special)	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the Report of the Auditors and the Board of Directors thereon.	Ordinary	Remote e-voting prior to and during the AGM	All resolutions were passed with requisite majority
2	To appoint a Director in place of Mr. P. Ravi (DIN: 00675665) who retires by rotation and being eligible offers himself for reappointment.	Ordinary		
3	Appointment of Mr. Sivasamy Raju (DIN: 06961330) as an Independent Director and also regularization of a Director from Additional Director.	Ordinary		
4	To retain Mr. D.B.N. Rao on the Board of the Company, as an Independent Director who is attaining the age of 75 Years on 14 th April 2022 as per the requirements of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special		

III. Results of e-voting by Members:

The mode of voting for all the resolutions was through remote e-voting prior to and during the AGM. The results of voting in the prescribed format is being filed through your website for your reference and records.

Resolution No.1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the Report of the Auditors and the Board of Directors thereon.

Resolution required: Ordinary Resolution

Manner of voting: E-voting

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes – in favour	No of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public –Non Institutions	E-voting	22,50,890	3,59,575	15.97%	3,59,575	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	22,50,890	3,59,575	15.97 %	3,59,575	0	100	0
Total	66,70,000	42,85,985	64.25%	42,85,985	0	100	0	
Whether resolution is passed or not								YES

The number of votes polled in favour of the Ordinary Resolution is 42,85,985 (100% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.2 - Appointment of Mr. P. Ravi (DIN: 0675665), who retires by rotation and being eligible, offers himself for reappointment.

Resolution required: Ordinary Resolution;

Manner of voting: E-voting

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public –Non Institutions	E-voting	22,50,890	3,59,575	15.97%	3,59,575	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	22,50,890	3,59,575	15.97 %	3,59,575	0	100	0
Total	66,70,000	42,85,985	64.25%	42,85,985	0	100	0	
Whether resolution is passed or not								YES

The number of votes polled in favour of the Ordinary Resolution is 42,85,985 (100% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.3 - Appointment of Mr. Sivasamy Raju (DIN: 06961330) as an Independent Director and also regularization of a Director from Additional Director.

Resolution required: Ordinary Resolution;

Manner of voting: E-voting

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-voting	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public –Non Institutions	E-voting	22,50,890	3,59,575	15.97%	3,59,575	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	22,50,890	3,59,575	15.97 %	3,59,575	0	100	0
Total	66,70,000	42,85,985	64.25%	42,85,985	0	100	0	
Whether resolution is passed or not								YES

The number of votes polled in favour of the Ordinary Resolution is 42,85,985 (100% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

Resolution No.4 - To retain Mr. D.B.N. Rao on the Board of the Company, as an Independent Director who is attaining the age of 75 Years on 14th April 2022 as per the requirements of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolution required: Special Resolution;

Manner of voting: E-voting

Whether Promoter/ Promoter Group are interested in the Resolution: No

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes – in favour	No of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44,19,110	39,26,410	88.85%	39,26,410	0	100	0
Public Institutions	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public –Non Institutions	E-voting	22,50,890	3,59,575	15.97%	3,59,575	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	22,50,890	3,59,575	15.97 %	3,59,575	0	100	0
Total	Total	66,70,000	42,85,985	64.25%	42,85,985	0	100	0
Whether resolution is passed or not								YES

The number of votes polled in favour of the Special Resolution is 42,85,985 (100% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority

This is for your information and record.

Yours sincerely
For **HEMADRI CEMENTS LIMITED**

M. Muthulakshmi
M MUTHULAKSHMI 28/09/2021
COMPANY SECRETARY

Annexure - II

A. K. JAIN & ASSOCIATES
COMPANY SECRETARIES



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

CONSOLIDATED SCRUTINISER REPORT
[Pursuant to Section 108 of the Companies Act, 2013, and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of the 39th Annual General Meeting of the Shareholders of **M/s. HEMADRI CEMENTS LIMITED**, held
on Monday, September 27, 2021 at 2.30 PM IST through Video Conferencing ("VC")/ Other Audio
Visual Means ("OAVM")

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 39th Annual General Meeting of M/s. HEMADRI CEMENTS LIMITED held on Monday, September 27, 2021 at 2.30 PM (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

We, M/s. A K JAIN & ASSOCIATES, Practising Company Secretaries, represented by BALU SRIDHAR, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. Hemadri Cements Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting process in respect of the below mentioned resolutions proposed at the 39th Annual General Meeting ("AGM") of M/s. **HEMADRI CEMENTS LIMITED** on Monday, September 27, 2021 at 2.30 PM AM (IST) through VC / OAVM.

We were also appointed as Scrutinizer to scrutinize the e-voting done at the AGM.

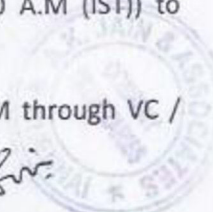
The notice dated August 27, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with MCA Circular dated January 13, 2021 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated January 15, 2021 (read with previous circulars)("collectively referred to as Applicable Circulars") except for publication of advertisement of AGM in English and vernacular language newspaper.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The period for remote e-voting remained open from September 24, 2021 (10.00 A.M (IST)) to September 26, 2021 (05.00 P.M (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

B. Sridhar



The shareholders of the Company holding shares as on the "cut-off" date of September 20, 2021 were entitled to vote on the resolutions as contained in the Notice of the 39th AGM.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., www.hemadricements.com besides notice of the AGM made available in the website of CDSL.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 3.49 P.M. on September 27, 2021 in the presence of Mr. Rathish and Mr. Ravindra who are not in the employment of Company.


Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, the Report of the Auditors and the Board of Directors thereon.
2	Ordinary	To appoint a Director in place of Mr. P. Ravi (DIN: 00675665) who retires by rotation and being eligible offers himself for reappointment.
3	Ordinary	Appointment of Mr. Sivasamy Raju (DIN: 06961330) as a Director
4	Special	To retain Mr. D.B.N. Rao on the Board of the Company, as an Independent Director who is attaining the age of 75 Years on 14 th April 2022 as per the requirements of Regulation 17 (1A) of the SEBI (LODR) Regulations, 2015.

Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting at the AGM	Total	No	% of votes	No	% of votes
1	42,85,985	0	42,85,985	42,85,985	100.00	0	0.00
2	42,85,985	0	42,85,985	42,85,985	100.00	0	0.00
3	42,85,985	0	42,85,985	42,85,985	100.00	0	0.00
4	42,85,985	0	42,85,985	42,85,985	100.00	0	0.00

We did not find any invalid votes.

R. Srinivas



All relevant records of e-voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

Place: Chennai
Date: 27.09.2021

For A.K.JAIN & ASSOCIATES
Company Secretaries



A handwritten signature in black ink, appearing to read "B. Srithar".

BALU SRIDHAR

Partner

M.No.F5869

C.P.No.3550

PR: P2000TN000100

UDIN: F005869C001018089

Witness 1:

A handwritten signature in black ink, appearing to read "Rathish".

Name : Mr. Rathish

Address: No.2, Raja Annamalai Road,
Purasawalkam, Chennai – 600 084

Occ : Service

Witness 2:

A handwritten signature in black ink, appearing to read "Ravindra".

Name : Mr. Ravindra

Address: No.2, Raja Annamalai Road,
Purasawalkam, Chennai – 600 084

Occ : Service