HEMADRI CEMENTS LIMITED

(In Voluntary Liquidation w.e.f. 14.07.2025)
Liquidator Office Address : **S. Rajendran,** 2nd Floor, Hari Krupa,
71/1, McNicholas Road (Off. Poonamalle High Road), Chetpet, Chennai - 600 031.
Phone : 044 - 2836 1636 E-Mail :- vlphemadricements@gmail.com
CIN : L26942AP1981PLC002995 website :- www.hemadricements.com

May 29, 2026

BSE Limited
Phiroze JeeJeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir / Madam,

Scrip code: 502133; ISIN: INE07BK01011

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2026.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2026.

This is for your kind information and records.

Thanking You,

Yours faithfully,
For **Hemadri Cements Limited**
(In Voluntary Liquidation)

Sivasamy Raju
Director

Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
secretarial@csdhanapal.com
website: www.csdhanapal.com

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 LIMITED

FOR THE FINANCIAL YEAR ENDED 31.03.2026

We, S DHANAPAL & ASSOCIATES LLP, Practicing 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 LIMITED having CIN:L26942AP1981PLC002995 (hereinafter referred as 'the listed entity'), having its Registered Office at Vedadri Village, Jaggaiahpet, Mandal Krishna, Andhra Pradesh, India, 521175.

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 31st March, 2026, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined;

(a) all the documents and records made available to us and explanation provided by HEMADRI CEMENTS LIMITED ("the listed entity");

(b) the filings/ submissions made by the listed entity to the stock exchanges and as provided to us / available for public viewing on website of the exchanges;

(c) website of the listed entity namelyhttps://hemadricements.com/;

(d) other document/ filings, such as email communications as relevant, which have been relied upon to make this certification,

S DHANAPAL & ASSOCIATES LLP
Practising Company Secretaries
CHENNAI

for year ended on March 31, 2026 **("Review Period")** in respect of compliance with the applicable provisions of:

(a) the Securities and Exchange Board of India Act,1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act,1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, as and to the extent applicable have been examined, include:-

(a) Securities and Exchange Board of India (LODR) 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;
(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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:

Sr. No.	Com-pliance Require-ment(Regu-lations/circulars/ guide-linesincludingspecificclause)	Regu-lation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Obser-vations/Remarks of the Practicing Company Secretary	Management Response	Re-marks
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	Nil	Nil	The listed entity has not dematerialised 100 % of the Shareholding of Promoter and Promoter Group Only 323533 out 4422793 is in Demat Form.	Nil	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	Nil

S DHANAPAL & ASSOCIATES LLP Practising Company Secretaries * CHENNAI *

			same is maintained on a continuous basis in the manner as specified by the Board.							
2.	Website Disclosure	Regulation 46 of SEBI LODR	Active website for company	Nil	Nil	The Company has not updated the details required to be disclosed on its website.	Nil	The Company is yet to complete.	The Management is taking necessary steps to update website.	Nil
3.	Lack of strength of Independent Director	Regulation 17(1) of SEBI LODR	The Company has a received a penalty notice from BSE regarding non-compliance with Regulation 17(1) of SEBI LODR, Regulations 2015.	BSE	Fine	The Stock Exchange has observed that there was no Chairperson on the Board of the Company and that the strength of Independent Directors during the quarter was less than half of the total Board Strength, resulting in non-compliance with Regulation 17(1) of SEBI LODR, Regulations 2015.	Amount of Rs.2,95,000 imposed as Fine by BSE.	NA	Nil	The Company has paid the fine imposed by BSE.
4.	Constitution of Stakeholder Relationship Committee	Regulation 20(2)/(2A)	The Company has received a penalty notice from the Stock Exchange for non-compliance with Regulation 20(2)/(2A) of SEBI LODR, Regulations 2015.	BSE	Fine	The Stock Exchange observed non-compliance with Regulation 20(2)/(2A) of SEBI LODR Regulations, 2015 and accordingly imposed a penalty on the Company.	Amount of Rs.1,06,000 imposed as Fine by BSE.	NA	Nil	The Company has paid the fine imposed by BSE

S DHANAPAL & ASSOCIATES LLP Practising Company Secretaries ★ CHENNAI ★

SD

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

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 Practicing 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 4422793 is in Demat Form.	Nil	The listed entity has not dematerialised 100 % of the Shareholding of Promoter and Promoter Group	The Company has mentioned that it is in the process of dematerialising its promoters and Promoter Group shareholding	Nil

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements is as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil
2.	**Adoption and timely updation of the Policies:** ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil
	● 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

S DHANAPAL & ASSOCIATES LLP Practising Company Secretaries CHENNAI

3.	**Maintenance and disclosures on Website:** ● 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 under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes No Yes	Nil Nil Nil
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.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA NA	The listed entity does not have any subsidiary
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
7.	**Performance Evaluation:** 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.	Yes	Nil

S DHANAPAL & ASSOCIATES LLP Practising Company Secretaries CHENNAI

8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	No No	Nil The Company is undergoing Voluntary Liquidation under Section 59 of IBC, 2016. The statutory powers, duties and obligations vested in the Liquidator under the IBC Code, 2016 and liquidator has clarified that, provisions of IBC read with Voluntary liquidation Regulations shall prevail.
9.	**Disclosure of events or information:** 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 there under.	Yes	Nil
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations,2015.	Yes	Nil
11.	**Actions taken by SEBI or Stock Exchange(s),if any:** 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 (**).	Yes	Nil

S DHANAPAL & ASSOCIATES LLP Practising Company Secretaries * CHENNAI *

12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA during the review period	Nil
13.	**Additional Non-compliances, if any:** No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	NA	There are no additional non compliances observed during the review period

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. – NA.

We further, report that the Company is undergoing Voluntary Liquidation under Section 59 of Insolvency and Bankruptcy Code, 2016 with effect from 14th July 2025.

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.

S DHANAPAL & ASSOCIATES LLP
Practising Company Secretaries
CHENNAI

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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)
(Firm Regn. No. L2023TN014200)
(Peer Review Certificate No.7751/2026)

S DHANAPAL & ASSOCIATES LLP Practising Company Secretaries CHENNAI

RAMANATHAN NACHIAPPAN
DESIGNATED PARTNER
FCS 6665
COP 11084
UDIN: F006665H000476057

Date: 25.05.2026
Place: Chennai