



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: 20.06.2025

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

Sub: Annual Report for the Financial Year 2024-25 and Notice Convening the 43rd Annual General Meeting (AGM) of the Company

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2024-25 containing inter-alia Notice convening the 43rd AGM of the Company scheduled to be held on Monday, the 14th day of July, 2025 at 3.00 PM, through video conferencing (VC) or Other Audio Visual Means (OAVM)

The Annual Report containing the AGM Notice is also uploaded on the Company's Website

https://hemadricements.com/annual_reports

This is for your information and records.

Thanking You,
Yours faithfully
For **HEMADRI CEMENTS LIMITED**

Ribath

SRIKANTH RAMANI
COMPANY SECRETARY & COMPLIANCE
OFFICER





HEMADRI CEMENTS LIMITED

**43RD ANNUAL REPORT
2024-2025**

**HEMADRI CEMENTS LIMITED
FIVE YEARS' FINANCIAL HIGHLIGHTS**

(Rs. in Lakhs)

Parameters/Year	2024-25	2023-24	2022-23	2021-22	2020-21
Operating Results					
Net Sales	794.62	5585.93	6837.24	8246.15	9548.72
Profit Before Tax	(2121.71)	(1281.49)	(2046.32)	42.97	391.32
Profit After Tax	(2705.91)	(1093.17)	(1529.22)	42.50	120.36
Net Cash Accrual	151.09	34.90	28.09	583.88	716.96
Dividend [incl. Div. Tax]	Nil	Nil	Nil	Nil	Nil
Sources & Application of Funds					
Source of Funds					
Equity Share Capital	667.00	667.00	667.00	667.00	667.00
Reserves & Surplus	(1047.42)	1635.78	2755.08	4288.12	4241.19
Profit and Loss Account	(2683.20)	(1119.30)	(1533.05)	46.94	121.43
Net Worth	(380.42)	2,302.78	3,422.08	4,955.12	4908.19
Loan Funds	2012.02	159.74	160.99	478.14	Nil
Deferred Tax Liability [Net]	Nil	Nil	Nil	142.29	156.20
Application of Funds					
Fixed Assets: Net [Incl. WIP]	1090.42	1249.38	1417.37	1559.05	1666.58
Investments	Nil	60.00	60.00	60.00	60.00
Net Current Assets	324.79	350.21	748.51	1974.19	1806.13
Net Assets	1415.21	1659.59	2225.88	3593.24	3532.71
RATIOS					
PBT to Sales (%)	(-267)	(-23)	(-30)	0.521	4.10
PAT to Sales (%)	(-340.52)	(-19.5)	(-22.37)	0.515	1.26
Earnings per share	(40.57)	(16.39)	(22.93)	0.70	1.82

BOARD OF DIRECTORS

Mr.Sivasamy Raju	Non-Executive Independent Director
Mr.Gopalsamy Rajan	Non-Executive Non-Independent Director
Mr. Sundar Venkataraman	Non-Executive Independent Director (Appointed w.e.f 05 th July 2024)
Mr.Ramachandran Harikrishna	Non-Executive Non-Independent Director (Appointed w.e.f 02 nd May 2024)
Ms. Nandini Swaminathan	Non-Executive Non-Independent Director (Appointed w.e.f 03 rd May 2025)
Mrs. R. Ananda Priya	Independent Director (Ceased to be director w.e.f 6 th February 2025)
Mr.D.B.N.Rao	Independent Director (Ceased to be director w.e.f. 31 st July 2024)
Mr.Ananda Krishnan Balasubramanian	Managing Director (Resigned w.e.f. 02 nd May 2024)

KEY MANAGERIAL PERSONNEL

Mr. Krishnamurthy Suryanarayanan	Chief Financial Officer
Mr. Sujay Sambamoorthy	Chief Executive Officer (Appointed w.e.f. 06 th February 2025)
Mr. Srikant Ramani	Company Secretary (Appointed w.e.f. 10 th May 2025)
Dr.Ananda Krishnan Balasubramanian	Managing Director (Resigned w.e.f. 02 nd May 2024)
Mr.Gunasekaran Ohmprakash	Chief Executive Officer (Resigned w.e.f 31 st January 2025)
Mr.Krish Narayanan	Company Secretary (Resigned w.e.f 10 th May 2025)

AUDIT COMMITTEE (re-constituted w.e.f 24th April, 2025)

Mr.Sivasamy Raju
Mr. Sundar Venkataraman
Mr. Ramachandran Harikrishna

NOMINATION AND REMUNERATION COMMITTEE (re-constituted w.e.f 24th April, 2025)

Mr.Sundar Venkataraman
Mr.Sivasamy Raju
Mr. Ramachandran Harikrishna

STAKEHOLDERS RELATIONSHIP COMMITTEE (re-constituted w.e.f 24th April, 2025)

Mr.Sundar Venkataraman
Mr.Sivasamy Raju
Mr. Ramachandran Harikrishna

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (re-constituted w.e.f 24th April, 2025)

Mr.Sivasamy Raju
Mr. Sundar Venkataraman
Mr. Ramachandran Harikrishna

AUDITOR

M/s.S B S B and Associates,
Old No. H-43/1, New No.13, 5th Street,
H Block, Anna Nagar East,
Chennai-600102
E Mail: sbsbca@gmail.com

BANKER

Axis Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT**CAMEO CORPORATE SERVICES LIMITED**

Subramanian Building
#1, Club House Road
Chennai - 600 002
Phone: 044 - 2846 0390
044 - 4002 0700

www.cameoindia.com

For Investor Grievances: www.wisdom.cameoindia.com

ADMINISTRATIVE OFFICE

No.3, Veerasamy Street,
West Mambalam, Chennai-600 033.
Contact No: 044 – 43907067

REGD. OFFICE & FACTORY

Vedadri Village, Jaggayyapet Mandal
NTR District,
Andhra Pradesh- 521457.
Phone: 8754388822

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HEMADRI CEMENTS LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the 43rd Annual General Meeting of the Members of M/s. Hemadri Cements Limited will be held on **Monday, the 14th day of July 2025 at 3.00 P.M.**, through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements.

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025, the Report of the Auditors and the Board of Directors thereon.

2. To appoint a Director in the place of Mr. Ramachandran Harikrishna (DIN:07131420) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To Appoint Ms. Swaminathan Nandhini(DIN: 09746701) as Non Executive/Non-Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of SEBI(LODR) Regulations 2015, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Ms. Swaminathan Nandhini (DIN: 09746701)**, who was appointed as an Additional Director of the company w.e.f. 03.05.2025, be and is hereby appointed as a Non-Executive/ Non Independent Director, liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds and things as they deem necessary and incidental for the purpose of giving effect to the aforesaid resolution.”

4. To Appoint M/s. S. DHANAPAL & ASSOCIATES LLP as Secretarial Auditors of the Company for a period of five years commencing from April 1,2025:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. S. Dhanapal & Associates LLP, Company Secretaries (Firm Registration No. L2023TN014200) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

5. To consider and approve Voluntary Liquidation of the Company and to appoint Liquidator thereof:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 59 and other applicable provisions of the Insolvency and Bankruptcy Code 2016 (“Code”), read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 (“VLP Regulations”), and the provisions of Companies Act, 2013 and any SEBI or other regulations as may be applicable for the time being in force and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to initiate voluntary liquidation of the Company, with effect from the date of passing of this resolution, subject to the approval of the creditors of the Company as per Section 59(3)of the Code.”

“RESOLVED FURTHER THAT Mr. Rajendran Shanmugam, Insolvency Professional having registration No. IBBI/IPA-002/IP-N00098/2017-2018/10241, eligible to be appointed as the Liquidator in terms of Regulation 6 of the VLP Regulations, be and is hereby appointed to act as Liquidator of the Company for the purpose of voluntary liquidation on the remuneration as provided below:

- (i) Rs.2,00,000/- per month for the first six months from the commencement of voluntary liquidation;
- (ii) Rs.1,00,000/- per month for the next six months; and
- (iii) Rs.50,000/- per month thereafter.

The monthly remuneration as stated above shall be exclusive of applicable GST and all other out of pocket expenses that may be incurred in the process of voluntary liquidation of the Company.”

“RESOLVED FURTHER THAT the Liquidator be and is hereby authorised to exercise all the powers granted to him, expressly or implied, under the provisions of the Code and the VLP Regulations, and any other laws as may be applicable for the time being in force to enable him to effectively liquidate the affairs of the Company.”

“RESOLVED FURTHER THAT pursuant to and in accordance with the Code and VLP Regulations, the Liquidator be and is hereby authorised to sell –

- (i) assets on a standalone basis;
- (ii) assets in a slump sale;
- (iii) a set of assets collectively;
- (iv) the assets in parcels; or
- (v) the business of the Company as a going concern

ordinarily through a public auction, and may sell the assets by means of private contract, if the assets are likely to deteriorate in value significantly or the asset is sold at a price higher than the reserve price of a failed auction in the best interest of the Company, with power to transfer such assets to any person.”

By Order of Board of Directors

S/d
Srikanth Ramani
Company Secretary

Place: Chennai

Date: 18.06.2025

NOTES:

1. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. Vedadri Village -521457, Jaggaiahpet Mandal, Krishna District, Andhra Pradesh.
2. Members seeking any information with regard to the Accounts are requested to write to the Company to "cs@hemadricements.com" atleast 7 working days prior to the date of the meeting, so as to enable the Management to keep the information ready at the meeting.
3. The notice and the Annual Report of the Company are being sent to the Members through electronic mode whose e-mail IDs are registered with the Company. Members whose e-mail IDs are not registered are requested to get the same registered with the Company by sending an E mail to: cs@hemadricements.com.
4. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board /governing body resolution / authorisation etc., authorising their representatives to attend and vote on their behalf to cs@hemadricements.com
5. All statutory registers of the Company that are permissible to be inspected by the Members, will be made available for inspection through electronic mode during the AGM and also from the date of circulation of this Notice upto the date of AGM, i.e. Monday, 14th July 2025. Members seeking inspection of the aforementioned documents can send an e-mail to cs@hemadricements.com.
6. Instructions for e-voting prior and at the AGM are given as Annexure A to this Notice.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. The details of Directors seeking appointment/ re-appointment/ re-designation, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Act (including Secretarial Standard-2 on General Meetings), are given in the Corporate Governance Report and annexed hereto and form part of this Notice.
9. Pursuant to Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will be closed from 08th July 2025 to 14th July 2025, (both days inclusive) for the purpose of AGM.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission and transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical forms are requested to consider converting their holdings to dematerialized form. Members can contact the company or RTA at www.wisdom.cameoindia.com , in this regard.

11. To support the 'Green Initiative' members who have not yet registered email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

12. Members are requested to notify immediately any change pertaining to postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nomination, Power of Attorney, bank details such as name of the Bank and branch details, bank account number, MICR code, IFSC code to their Depositories Participants (DPs) in respect of their electronic share accounts and to RTA of the Company in respect of their physical share folios, if any.

13. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective DP for availing this facility.

14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.

15. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote at the AGM.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA.

18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, change of address, change of name, e-mail address, contact numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the RTA at www.wisdom.cameoindia.com, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.

19. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.

20. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

21. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting

and make not later than 48 hours from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing who shall countersign the same.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://hemadricements.com/> and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

23. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of Income Tax PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number and bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://hemadricements.com/>.

Annexure A to the Notice of the 43rd AGM

Information and Instructions relating to e-voting are as under:

1. Ministry of Corporate Affairs (MCA) has issued general circulars with respect to conducting AGM of the company through Video Conferencing (VC) or Other Audio Visual Means(OAVM), the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hemadricements.com. The Notice can also be accessed from the websites of the Stock Exchange where the company is listed i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins at 10.00 AM on Friday, the 11th July 2025 and ends at 5.00 PM on Sunday the 13th July 2025. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07th July 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv.) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/ 242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual Shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon & My Easi New (Token) Tab 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will



<p>with NSDL Depository</p>	<p>be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical Shareholders and Shareholders other than individual holding in Demat form.

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding shares in Demat.
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

1. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, Non Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.hemadricements.com(designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hemadricements.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hemadricements.com. These queries will be replied to by the company suitably by email.

8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat Shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no, 1800 21 09911

Members may also note that the Annual Report and the AGM Notice are available on the Company's website: <https://hemadricements.com/>. Additionally, these can be accessed on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of

CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) at www.evotingindia.com.

The Company has appointed Mr.N.Ramanathan, Designated Partner of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, Chennai as the scrutinizer to scrutinize the e-voting at AGM and remote e-voting process in a fair and transparent manner.

The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of the conclusion of the e-voting period, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same and shall declare the result of the voting forthwith.

The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company <https://hemadricements.com/> and on the website of CDSL immediately after the declaration of result by the Chairperson or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges.

By Order of Board of Directors

S/d

Srikanth Ramani

Company Secretary

Place: Chennai

Date: 18/06/2025

Details of director seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Name of the Director	Mr. Ramachandran Harikrishna
DIN	07131420
Date of Birth and Age	18/12/1984,39 years
Original Date of Appointment	02.05.2024
Qualification	Graduate in Engineering (B.E. Software Tech) from Anna University Masters degree in Engineering (M.Tech) from SRM University apart having MBA Degree (General Management) from Anna University
Expertise in specific functional areas	He is a Graduate in Engineering (B.E. Software Tech) from Anna University. He hold his masters degree in Engineering (M.Tech) from SRM University apart having MBA Degree (General Management) from Anna University with fifteen years of Industry Experience. He is having good experience in Automobile Industry and was handling 10 Acre plant before Covid. He has looked after an automotive group in a caravan production unit. He has good leadership skills with proven knowledge and talents as task manager. He is currently holding directorship in the group companies and a person with Integrity, loyalty and posses good managerial ability.
List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Nil
Listed Entities (other than Hemadri Cements Ltd) in which the proposed director holds directorship and committee memberships	Nil
Listed Entities from which the proposed director has resigned in the past three years.	Nil
Remuneration proposed to be paid	Nil
Key Terms and Conditions of Appointment	As decided by the Board from time to time

Last drawn remuneration, if applicable	Nil
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	Member in 1. Audit Committee 2. Nomination and remuneration committee 3. Stakeholders Relationship Committee 4. Corporate Social Responsibility Committee
No. of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No. of Board Meetings attended during the year	Seven

Name of the Director	Ms. Swaminathan Nandhini
DIN	09746701
Date of Birth and Age	27/09/1987, 37 Years
Original Date of Appointment	03.05.2025
Qualification	LL.B. (Hons) in Civil and Criminal Law, M.A (Economics) M.Phil, MBA (HR), Ph.D (HRM)
Expertise in specific functional areas	Dr.Nandhini handled a wide range of management subjects, Human Resource Management, Marketing Management, Principles of Management, Consumer Behavior, Service Marketing, Organizational Behavior, — Retail Management, and Personality Development with proficiency in software applications. She has _ actively involved in research, Published articles and awarded Ph.D. She possesses excellent interpersonal and communication skills and can interact effectively with diverse groups. Dr.Nandhini with her ability to contribute and experience in management holding directorship in one of group company.
List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Nil
Listed Entities (other than Hemadri Cements Ltd) in which the proposed director holds directorship and committee memberships	Nil



Listed Entities from which the proposed director has resigned in the past three years.	Nil
Remuneration proposed to be paid	Nil
Key terms and Conditions of Appointment	As per appointment letter issued to the appointee.
Last drawn Remuneration if applicable	NA
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	Nil
No. of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No. of Board Meetings during attended during the year	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LODR REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEM OF SPECIAL BUSINESS SET OUT IN THIS NOTICE

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI LODR Regulations and Secretarial Standard-2, sets out all material facts relating to the item of Special Business set out in this AGM Notice:

Item No. 3: TO APPOINT M/S. S. DHANAPAL & ASSOCIATES LLP AS SECRETARIAL AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS COMMENCING FROM APRIL 1, 2025

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. S. Dhanapal & Associates LLP, Practising Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending for appointment of the proposed Secretarial Auditors, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. The Proposed Secretarial Auditors were found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

The terms and conditions of appointment include a tenure of five years, from April 1, 2025, to March 31, 2030. The fixed remuneration for the Secretarial Audit for the year 2025 is set at 25000/- (Rupees Twenty Five Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by the auditors to conduct the audit effectively

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. S.Dhanapal & Associates LLP, and will be subject to

approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2027 to 2030 will also be approved by the Board and/ or the Audit Committee.

The fee payable to the proposed Secretarial Auditors for the Financial year ended 31.03.2025 is the same as paid for the previous year. Accordingly, there is no material change in the fee payable to the proposed Secretarial Auditors.

M/s. S. Dhanapal & Associates LLP has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for their appointment as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 3 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

Item No. 4: TO APPOINT MS.SWAMINATHAN NANDHINI(DIN: 09746701) AS NON EXECUTIVE/NON- INDEPENDENT DIRECTOR OF THE COMPANY

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2021 effective from January 1,2022 the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Hence an ordinary resolution is proposed to take shareholders' approval for appointment of Ms. SWAMINATHAN NANDHINI(DIN: 09746701) as a Non-Executive Non-Independent Director.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. SWAMINATHAN NANDHINI is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends passing of the Ordinary Resolution set out in Item No.3 to the members of the Company.

Item No. 5: TO CONSIDER AND APPROVE VOLUNTARY LIQUIDATION OF THE COMPANY AND TO APPOINT LIQUIDATOR THEREOF

The operations of the company were stopped in August- 2024, due to continuous spiralling of costs, cash losses and unviable operations due to various constraints. The management tried to examine various strategies for revival of production activities. However, due to monetary and operational losses since FY 2022-23, the directors decided to stop the operations until a comprehensive review is done to examine all the alternatives for sustainable continuation. The group companies had to infuse funds to meet the cost of employees, power and other administrative expenses.

Since the plant and machinery have become old and the production process is not efficient, it may require substantial investment to make operations viable. Given the current scenario in the cement industry, where even units with larger production capacity finding it difficult to face the challenge due to competition and market dynamics, the Board of Directors of Hemadri Cements Limited reviewed the financial condition and overall business prospects of the Company and has concluded that it would be in the best interest of all stakeholders to initiate voluntary liquidation proceedings under the Insolvency and Bankruptcy Code, 2016.

After due inquiry into the affairs of the Company, the Board has formed the opinion that Hemadri Cements Limited will be able to pay its debts in full from the proceeds of assets to be sold during the course of voluntary liquidation. Accordingly, the Directors have executed a Declaration of Solvency, duly verified by affidavits, and supported by the audited financial statements and a report of the valuer.

In compliance with Section 59 of the Insolvency and Bankruptcy Code, 2016 and the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Board has proposed the appointment of Mr. Rajendran Shanmugam, Insolvency Professional having Registration Number - IBBI/IPA-002/IP-N00098/2017-2018/10241 as the Liquidator to conduct the voluntary liquidation process of the Company. The Liquidator will have such powers and responsibilities as are laid out under the Code and the applicable Regulations.

Additionally, pursuant to Section 59 of the Code, VLP Regulations and other applicable sections of the Companies Act, 2013, approval of the shareholders is also being sought for the sale, or disposal of the whole or substantially the whole of the undertaking of the Company during the course of liquidation, through any mode as may be deemed fit.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested in the aforesaid resolution.

The Board of Directors recommends passing the resolution set out above as a Special Resolution.

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the Company's 43rd Annual Report and the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025.

FINANCIAL RESULTS

The performance of the Company for the Financial Year ended 31st March 2025 is as given below:

FINANCIAL HIGHLIGHTS FOR THE YEAR:(Rs. In Lakhs)

Particulars	Year ended 2024-25	Year ended 2023-24
Gross Turnover	906.02	5686.23
Profit /(loss) before interest, depreciation and tax	(1824.69)	(954.2)
Less Interest	137.87	139.10
Profit/(Loss) before depreciation and tax	(1962.16)	(1093.3)
Less Depreciation	159.55	188.19
Profit / (Loss) before Tax	(2121.71)	(1281.49)
Tax Expenses:		
Current Tax	-	-
Deferred Tax	584.20	(188.32)
Profit / (Loss) after Tax	(2705.91)	(1093.17)
Other Comprehensive income	22.71	(26.13)
Total Comprehensive Income	(2683.20)	(1119.30)

PERFORMANCE OF THE COMPANY

During the year under review company had generated total revenue of Rs. 906.02 Lakhs as against Rs. 5686.23 Lakhs in the previous financial year. Profit/Loss before tax in FY 2024-25 was Rs. (2121.71) Lakhs, as against loss of Rs. (1281.49) Lakhs in the previous Financial Year.

The Company has temporarily suspended the productions during the year under review. The significant shift in market demand led to an excess inventory, requiring a pause in production to prevent overstocking and financial strain. In addition to it, the shortages in raw materials, delays in shipments, or other logistical issues contributed to a disruption in the production process. The Company is presently exploring all the possibilities to overcome the aforesaid concerns.

TRANSFER TO RESERVES:

No amount has been transferred to specific reserves during the Financial Year under review

SHARE CAPITAL

As on 31st March 2025, paid up share capital of the company is Rs. 6,67,00,000/- divided into 66,70,000 equity shares of Rs. 10/- each fully paid up.

DIVIDEND

Your directors do not recommend any dividend for the Financial Year 2024-25.

BOARD OF DIRECTORS

The company has 5 (five) Board of Directors as per the requirements of SEBI (LODR) Regulation, 2015. The composition of the board as on 31.03.2025 is as given below:-

- 2(Two) Non Executive Directors
- 2(Two) Independent Directors

RESIGNATION AND APPOINTMENT OF DIRECTORS

- Mr. Ananda Krishnan Balasubramaniyan (DIN: 02702557) Managing Director of the company resigned from the board with effect from 02nd May 2024.
- Mr. Ramachandran Harikrishna (DIN:07131420) was appointed as an Additional Director of the company w.e.f 02nd May 2024. Subsequently he was appointed as Non-Executive Director of the company pursuant to approval of Shareholders at their meeting held on 31st July 2024.
- Mr. Sundar Venkataraman (DIN: 01412283) was appointed as an Additional Director of the company w.e.f 5th July 2024. Subsequently he was appointed as Independent Director of the company pursuant to approval of shareholders at their meeting held on 31st July 2024
- Mr. Badri Narayan Rao Dabir (DIN:01180539) ceased to be director of the company w.e.f 31st July 2024, due to completion of his 2nd term as Independent Director
- Mr. Ramachandran Harikrishna (DIN: 07131420) who retires by rotation and being eligible, offers himself for reappointment.
- Ms. Swaminathan Nandini (DIN:09746701) has been appointed as Non-executive Non- Independent Director of the company w.e.f. 3rd May, 2025.

DECLARATION BY THE INDEPENDENT DIRECTORS

The company has received declaration from the independent directors of the company confirming that they continue to meet the criteria of independence, as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) of the Company as on 31.03.2025, as per Section 2(51) and Section 203 of the Companies Act 2013 are: -

1. Mr. Krishnamurthy Suryanarayanan, Chief Financial Officer(CFO)
2. Mr. Sujay Sambamoorthy, Chief Executive Offer (CEO) (Appointed w.e.f 6th February,2025)
3. Mr. Krish Narayanan, Company Secretary (Resigned w.e.f 10th May 2025)
4. Mr. Gunasekaran Ohmprakash,CEO has resigned w.e.f 31st January 2025
5. Mr. Ananda Krishnan Balasubramaniyan (DIN: 02702557) Managing Director, has resigned w.e.f 02.05.2024

The disclosure with respect to remuneration as required under Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as **Annexure-V**.

CHANGES IN KMP DURING THE FY 2024-25:

- Mr. Ananda Krishnan Balasubramaniyan, Managing Director (MD) has resigned w.e.f 2nd May,2024
- Mr. Ramachandran Harikrishna, was appointed as Non-Executive Non-Independent Director of the company effective from 02nd May 2024.
- Mr. Sundar Venkataraman, was appointed as Non-Executive Independent Director effective from 05th July 2024.
- Mr. Badri Narayan Rao Dabbir ceased to be an Independent Director of the company w.e.f 31.07.2024 pursuant to completion of his 2nd term as Independent Director.
- Mr. Gunasekaran Ohmprakash, resigned from the position of Chief Executive Officer (CEO) effective from 31st January 2025.
- Mr. Sujay Sambamoorthy was appointed as Chief Executive Officer (CEO) effective from 6th February,2025
- Mr. Gunasekaran Ohmprakash, resigned from the position of Chief Executive Officer (CEO) effective from 31st January 2025.
- Ms. Anandapriya Rajan ceased to be an Independent Director of the company w.e.f 06.02.2025 pursuant to completion of her 2nd term as Independent Director.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board met Seven times during the financial year 2024-25 on (i) 02.05.2024, (ii) 27.05.2024, (iii) 05.07.2024 (iv)02.08.2024 and (v) 14.08.2024 (vi) 14.11.2024 (vii) 06.02.2025. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. More details of the Board meetings have been provided in the 'Report on Corporate Governance', found elsewhere in the Annual Report.

BOARD COMMITTEE

In compliance to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company has constituted various committees of the Board. Details of Constitution and number of meetings held during the year under review along with the attendance of Committee Members there in forms part of the Report on Corporate Governance.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business during the Financial Year.

BOARD EVALUATION

The Board had carried out performance evaluation of itself, its committees and each of the directors (without participation of the concerned director). Independent Directors collectively evaluated the board's performance, performance of the chairman and other non-independent directors. The Nomination and Remuneration Committee also reviewed the performance of the board, its committees and of the directors.

The performance evaluation concluded on the note that each of the individual directors, committees and the board as a whole, were contributing towards the common goal of the company and to improve the efficiency and performance of the organization in its entirety.

REMUNERATION POLICY OF THE COMPANY

In terms of the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations, a policy relating to remuneration of the directors, Key Managerial Personnel and other employees has been adopted by the Board of Directors thereby analysing the criteria for determining qualifications, positive attributes and independence of a Director. The said policy is available on the website of the company at <https://hemadricements.com/policies>.

There has been no change in the policy since the last Financial Year.

RISK MANAGEMENT

The Audit Committee also functions as the Risk Management Committee and the board also takes the responsibility in overseeing the risk management plan of the Company. The Risk Management policy facilitates in identifying the risks associated with the operations of the company and in giving suitable measures / solutions to mitigate the same. Risks identified in the business and functions are systematically addressed through mitigating actions on a continuous basis.

VIGIL MECHANISM

The Whistle Blower Policy of the company provides a mechanism for employees / Board Members and others to raise "good faith concerns" about violation of any applicable law/ Code of conduct of the company and also provides for direct access to the chairman of the Audit Committee. The functioning of the vigil mechanism is reviewed by the Members of Audit committee from time to time.



AUDIT COMMITTEE

The details pertaining to composition and meetings of Audit Committee are included in the Corporate Governance Report, which forms part of this report.

NOMINATION AND REMUNERATION COMMITTEE:

The details pertaining to Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this report. The detailed policy is hosted/ placed on the website of the Company at <https://hemadricements.com/>

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Your company is not mandatorily obligated to contribute to the CSR activities as per the extant provisions of the Companies Act 2013. However, your company has generally been contributing to the welfare of the villages in and around the Registered Office (Factory) of the Company is enclosed as **Annexure-IV**.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

There were no loans, guarantees or investments exceeding the limits specified under Section 186 of the Companies Act, 2013 during the year under review. Details of loans and guarantees under Section 186 of the Companies Act 2013 for the Financial Year 2023-2024 is provided in **Annexure-III**.

PUBLIC DEPOSITS

The company has not invited or accepted any fixed deposits from the public as stipulated under the provisions of the Companies Act 2013.

RELATED PARTY TRANSACTIONS

The Audit Committee provides omnibus approval on an annual basis for all related party transactions and the said transactions are also placed on a quarterly basis before the Audit Committee, during which all interested directors abstain from participation in such discussions. All related party transactions entered into during the year under review were in the ordinary course of business, on arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There are related party transactions under section 188 of Companies Act, 2013 entered into during the financial year and the same is mentioned Form AOC 2 in **Annexure II**, which forms part of this Report.

SUBSIDIARY, ASSOCIATES AND JOINT VENTURE

The company does not have any subsidiary or associate company. The company is also not a subsidiary of any other company. As on 31st March 2025 the company has not entered into joint venture.

AUDITORS

STATUTORY AUDITOR

Pursuant to the provisions of Section 139(9) of the Companies Act 2013 and the Rules made there under, the board at the meeting held on 12th August 2022, had recommended appointment of M/s. SBSB and Associates, Chartered Accountants (Firm registration Number: 0121925) as Statutory Auditors of the Company, in place of M/s. B.Purushottam & Co., Chartered Accountants, to hold office from the conclusion of 40th Annual General Meeting (2022) until the conclusion of 45th AGM to be held in the year 2027. M/S.SBSB and Associates had given their consent to continue as auditors as per terms of appointment.

INTERNAL AUDITOR

The board appointed M/s.DPV Associates, Chartered Accountants, Chennai, as the internal auditor of the company to conduct the internal audit during the year under review. The areas of audit are being taken up in consultation with the internal auditor and as per the recommendations of the audit committee. The internal audit observations are discussed with senior officials and are placed before the audit committee and suitable actions are taken as directed by the said Committee.

SECRETARIAL AUDITOR

The board appointed M/s. S Dhanapal & Associates LLP, practicing company secretaries, Chennai as the secretarial auditor to conduct the secretarial audit of the company during the Financial Year 2024-2025. The secretarial audit report forms part of this report and is found elsewhere in the annual report.

MATERIAL CHANGES

There were no material changes and commitments affecting the financial position of the company that occurred between the end of the Financial Year of the company i.e. 31st March, 2025.

Further, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

LISTING

As on the date of this report, the company is listed with the Bombay Stock Exchange and necessary stock exchange regulations are complied with.

CORPORATE GOVERNANCE

The Company has been adhering to the principles of corporate governance as laid down in the Companies Act 2013 and also the SEBI (LODR) Regulations 2015. A separate section on corporate governance is given elsewhere in this Report.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return of the company is placed on the website of the company and link to the same is http://www.hemadricements.com/annual_reports.php.

COMPLIANCE WITH SECRETARIAL STANDARDS

The directors state that applicable secretarial standards, i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed / complied with by the Company.

CONSERVATION OF ENERGY

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is provided in **Annexure- I** to this report.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for protection of women in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) had been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The company has not received any complaint on sexual harassment during the Financial Year ended 31.03.2025.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The company has adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, safeguarding of assets of the company, adhering to the management policies besides ensuring compliance.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS:

For the financial year under review, the auditor has not reported about any fraud by the company or any fraud on the company by its officers or employees.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the financial year under review there has been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the directors to the best of their knowledge and ability confirm that-

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state

of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors have prepared the annual accounts on a going concern basis; and

(e) The directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

There were no proceedings initiated either against the Company nor initiated by the company during the Financial Year.

CAUTIONARY STATEMENT

Statements in the director's report and the Management Discussion & Analysis Report describing the company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include global and domestic demand and supply conditions affecting selling prices, raw material availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

ACKNOWLEDGEMENTS

The directors wish to place on record their appreciation for the support and cooperation, which the company continues to receive from various departments of the State and Central Governments, from its customers, shareholders, suppliers and Bankers. The directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success.

//By Order of the Board//

For Hemadri Cements Limited

Dr.Sivasamy Raju
Director
DIN:06961330

Ramachandran Harikrishna
Director
DIN: 07131420

Place: Chennai
Date: 18.06.2025

Management Discussion & Analysis Report

Global Economy

The global cement market in 2024-25 is characterized by continued growth driven by increasing construction activities and urbanization. The global cement market size was valued at USD 407.4 Billion in 2024, and it is expected to reach USD 673.8 Billion by 2033, exhibiting a growth rate (CAGR) of 5.16% from 2025 to 2033.

The global cement industry is a significant part of the global economy, contributing to infrastructure development and construction. Its growth is closely tied to the global economy's performance, particularly the construction sector. While the industry experiences periods of strong growth, it also faces challenges from economic downturns, geopolitical events, and increasing competition. The industry's future will likely be shaped by technological advancements, sustainability efforts, and changes in construction practices.

Indian Economy

The Indian cement industry in 2024 experienced a period of slower growth, primarily due to cyclical factors and macroeconomic challenges. This slowdown was attributed to several factors like Adverse Weather Conditions, Labour Shortages and Price Pressures. However, the outlook for 2025 remains optimistic, driven by substantial investments, government infrastructure initiatives, and a rebound in demand.

Cement Industry – outlook and opportunities

Looking ahead, the Indian cement industry is poised for a recovery in FY2025, with expectations of incremental volume growth, translating to approximately 445–450 million tonnes. This resurgence is fueled by Government Infrastructure Initiatives, Private Sector Investments & Capacity Expansion.

While 2024 posed challenges for the Indian cement industry, the sector is on a path to recovery in 2025. With substantial investments, government support, and a rebound in demand, the industry is well-positioned for growth. However, the pace of capacity expansion will require careful management to maintain optimal utilization rates. Major players are consolidating their positions through acquisitions and expansions, anticipating strong growth in sales and margins. Furthermore, the industry is embracing digital transformation and sustainable practices, including the production of green cement, to enhance efficiency and reduce environmental impact.

Company Perspective

During the financial year 2024-2025, the company once again witnessed obstacles due to unseasoned weather conditions and rains, sluggish market conditions which had impacted the operations and revenues of the Company. During the financial year, the coal price has increased multi-fold accompanied by acute shortage in supply of Coal. This has impacted margins of the company.

Strategic measures were taken to produce eco-friendly and cost effective cement production. The management is planning to satisfy the demands for different segments towards consumption with suitable price mechanism. Due to un-certain market conditions mainly on pricing front, the company is planning for minimal additional investments with a strategic cost reducing measures and plan for increasing the life of the plant and machinery and thereby reducing Coal Consumption. An all-round effort is taken to use vibrant and young talents available in the industry which may improve the condition and to achieve the longer perspectives of the company.

**ANNEXURE I TO DIRECTORS' REPORT
FORM A
CONSERVATION OF ENERGY**

(Rs. In Lakhs)

A.	POWER AND FUEL CONSUMPTION		2024-25	2023-24
	ELECTRICITY			
a.	Purchased Units		22.89	137.56
	Total Amount (in INR)		496.07	1393.26
	Average Rate/Unit Rs.		21.68	10.12
b.	Own Generation			
	Through Diesel Generation Unit			
	Units Per Ltr. of Diesel Generation			
	Cost / Unit Rs.			
	COAL			
	Quantity (Tons)		0.03	0.23
	Total Cost Rs.		240.97	2068.37
	Average Rate (Rs) per ton		8801	9098
	FURNACE OIL:			
	Quantity (Tons)			
	Total Cost Rs.			
	Average Rate (Rs)			
B.	CONSUMPTION PER UNIT PRODUCTION:			
		Standards		
	Electrical Consumption – per ton of cement	105 Units	126.55	105.12
	Coal Consumption- per ton of Cement	0.21 MT	0.1411	0.17

TECHNOLOGY ABSORPTION FROM FOREIGN COUNTRIES:

Details of imported machinery – Nil

FOREIGN EXCHANGE EARNINGS AND OUT GO:

During the year, the Company had no foreign exchange earnings and out go.

FORM- B

A. RESEARCH AND DEVELOPMENT (R & D):		2024-25	2023-24
1.	Specific areas in which R & D carried out by the Company	NIL	NIL
2.	Benefits derived as a result of the above R & D	NIL	NIL
3.	Future plan of Action		
4.	Expenditure on R & D	NIL	NIL
	a) Capital		
	b) Recurring		
	c) Total		
	d) Total R & D expenditures as a percentage of total turnover	NIL	NIL

B. TECHNOLOGY ABSORPTION, ADOPTION INNOVATION:

1.	Efforts, in brief, made towards Technology absorption, adoption and innovation	The Company had installed equipment in compliance with Pollution control Board Norms	NIL
2.	Benefits derived as a result of the above efforts eg., product Improvement, cost reduction, Products development, import substitution etc.	Adherence to statutory norms	NIL
3.	In case of imported technology (Imported during the last 5 years reckoned from the beginning of the financial year). Following information may be furnished	NIL	NIL
	a) Technology imported:		
	b) Year of import:		
	c) Has technology been fully absorbed:		
	d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action:		

**//By Order of the Board//
For Hemadri Cements Limited**

**S/d
Dr.Sivasamy Raju
Director
DIN: 06961330**

**S/d
Ramachandran Harikrishna
Director
DIN: 07131420**

ANNEXURE II TO DIRECTORS' REPORT**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. **Details of Contracts or arrangements or transactions not at arm's length basis :Nil**
2. **Details of material contracts or arrangements or transactions at arm's length basis.**

Name(s) of the Related Party and nature of relationship	M/s.SRMPR Cement Processing Private Limited Common Promoter
Nature of the Contract/ Arrangements	Sale of Goods
Duration of Contract/ Arrangement/ transactions	Continuing contract – based on invoices raised
Salient Terms of the contracts or arrangements or transactions including value if any	As per invoice terms and conditions
Date of approval of the Board if any	05.07.2024
Amount paid as advance if any	-

**//By Order of the Board//
For Hemadri Cements Limited**

**S/d
Dr.Sivasamy Raju
Director
DIN:06961330**

**S/d
Ramachandran Harikrishna
Director
DIN: 07131420**

**Place: Chennai
Date: 18.06.2025**

ANNEXURE - III TO DIRECTORS' REPORT
DETAILS OF LOANS AND GUARANTEES UNDER SECTION 186 OF THE ACT 2013 FOR THE FY 2024-2025

(Rs. In Lakhs)

S. No	Name of the body Corporate	Nature of Relation Ship	Purpose of loan / acquisition / guarantee / security	Rate of interest	Amount of loan / security / guarantee (Rs.in lakhs)	% to free Reserves *	Purpose for which the loan
1.	M/s.HCL Agro Power Limited	Company in which Director is interested	Inter Corporate Loan	Nil	NIL	NA	For business purpose
	TOTAL				NIL	NA	

*(total reserves – equity-revaluation reserve and capital reserve)

ANNEXURE IV TO DIRECTORS' REPORT**CSR ACTIVITIES OF THE COMPANY**

1. The Company's objective is to manage the business processes at profit and to produce an overall positive impact on the society and create wellness. Taking corporate social responsibility ('CSR') as a strategic social investment, the company aims to develop the society needs around the factory Village and other places for better future. The Company initiatives in the area of (a) social and economic welfare (b) education and skill development, (c) environmental sustainability. (d) Health improvements as CSR Activities as decided by the CSR committee. For achieving the company's CSR objective, the CSR activities are being undertaken by the company independently. The activities are centered on mainly social and economic welfare and health improvements around factory located villages.

2. The composition of the CSR committee :

The Committee comprises of the following directors as on 31.03.2025 to look into the CSR activities of the company.

Mr. Sivasamy Raju

Mrs. Anandapriya Rajan

Mr. Sundar Venkataraman

The CSR Committee has been reconstituted w.e.f. 24.04.2025 as below pursuant to the completion of tenure of Ms. Anandapriya Rajan.

Mr.Sivasamy Raju

Mr.Sundar Venkataraman

Mr. Ramachandran Harikrishna

3. Details of CSR spent during the financial year:

The Company's net profits for the immediate preceding financial year(2023-24) did not exceed Rs.5 Crores as stipulated under Section 135 of the Companies Act 2013. The Company has therefore not made any fresh contribution, except sustaining the facilities granted through its CSR activities in the preceding years.

4. We hereby declare that implementation and monitoring of the CSR Policy is in compliance with CSR objectives and policy of the company.

S/d
Dr.Sivasamy Raju
Director
DIN:06961330

S/d
Ramachandran Harikrishna
Director
DIN: 07131420

Place: Chennai
Date: 18.06.2025

ANNEXURE-V
**DETAILS REQUIRED AS PER SECTION 197 AND RULE 5 OF COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL)
RULES, 2014**

- i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company**

Name of Director	Category	Ratio
N.A.		

None of the Directors have received remuneration from the Company except sitting fees for attending the meeting.

- ii) **The percentage increase in remuneration of each Director ,CEO, CFO, Company Secretary or Manager, if any in the Financial Year 2024-25**

Name of Director/KMP	Category	% of Increase of (Decrease)
Mr. Gunasekaran Ohmprakash (resigned w.e.f 31.01.2025)	Chief Executive officer (CEO)	-
Mr. Sujay Sambamoorthy (from 6 th February 2025)	Chief Executive officer (CEO)	-
Mr.Krishnamurthy Suryanarayanan	Chief Financial officer (CFO)	-
Mr. Krish Narayanan	Company Secretary (CS)	-

- iii) **Percentage increase in the median remuneration of employees in the Financial Year 2024-25**

There has been NO marginal increase of % in the median remuneration during the year under review as compared to the median remuneration of the previous year.

- iv) **Number of permanent employees on the rolls of the company as on 31stMarch 2025**

As on 31stMarch 2025, there were 67 employees on the rolls of the Company.

- v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

As between 31st March 2024 and 31st March 2025, there has been an average increase of NIL % in the remuneration of employees other than the managerial personnel and the percentage of increase in remuneration of the Key Managerial Person (WTD, CEO, CFO and Company Secretary) is NIL

REPORT ON CORPORATE GOVERNANCE

The Company believes in enhancing the value to stakeholders through good corporate governance practices. The Company's Corporate Governance practices, complies with the principles laid down under Companies Act 2013 and SEBI (LODR) Regulations 2015.

Company's Philosophy on Corporate Governance:

The Board of Directors of the Company, view their role as trustees for the stakeholders and the society at large and it is their endeavour to observe and practice the best corporate governance principles, which inter-alia, include transparency, regulatory compliance, accountability and fairness in its dealings and pursuing a policy of corporate disclosures and communication in the functioning of the Company.

The compliance in terms of the SEBI (LODR) Regulations 2015 for the FY 2024-25 is as under:

Board of Directors

During the year, till 06.02.2025, the Company has 5 (five) Board of Directors as per the requirements of SEBI (LODR) Regulation, 2015 and more than half of the Board comprised of Independent Directors. The composition of the board is as given below:-

Category	No. of Directors	Percentage to total number of Directors
Non-executive Independent Directors	3	60
Executive Directors	0	0
Non-executive Non-Independent Directors	2	40
Total	5	100

From 07.2.2025, the Company had 4 (Four) Board of Directors which met the requirements of SEBI (LODR) Regulation, 2015 and half of the Board comprised of Independent Directors. The composition of the board from 07.2.2025 till 31.3.2025 is as given below:-

Category	No. of Directors	Percentage to total number of Directors
Non-executive Independent Directors	2	50
Executive Directors	0	0

Non-executive Non-Independent Directors	2	50
Total	4	100

In the forthcoming AGM,

- Mr. Ramachandran Harikrishna (DIN: 07131420) who is liable to retire by rotation and being eligible, offers himself for reappointment.
- Ms. Swaminathan Nandhini (DIN: 09746701) who was appointed as an additional director on 03.5.2025 is proposed to be regularised as director of the company

Details of director seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Name of the Director	Mr. Ramachandran Harikrishna
DIN	07131420
Date of Birth and Age	18/12/1984,40 years
Original Date of Appointment	02.05.2024
Qualification	Graduate in Engineering (B.E. Software Tech) from Anna University Masters degree in Engineering (M.Tech) from SRM University apart having MBA Degree (General Management) from Anna University
Expertise in specific functional areas	He is a Graduate in Engineering (B.E. Software Tech) from Anna University. He hold his masters degree in Engineering (M.Tech) from SRM University apart having MBA Degree (General Management) from Anna University with Sixteen years of Industry Experience. He is having good experience in Automobile Industry and was handling 10 Acre plant before Covid. He has looked after an automotive group in a caravan production unit. He has good leadership skills with proven knowledge and talents as task manager. He is currently holding directorship in the group companies and a_ person with Integrity, loyalty and posses good managerial ability.

List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Nil
Listed Entities (other than Hemadri Cements Ltd) in which the proposed director holds directorship and committee memberships	Nil
Listed Entities from which the proposed director has resigned in the past three years.	Nil
Remuneration proposed to be paid	Nil
Key Terms and Conditions of Appointment	As decided by the Board from time to time
Last drawn remuneration, if applicable	Nil
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	Member in 1. Audit Committee 2. Nomination and remuneration committee 3. Stakeholders Relationship Committee 4. Corporate Social Responsibility Committee
No. of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No. of Board Meetings attended during the year	Seven

Name of the Director	Ms. Swaminathan Nandhini
DIN	09746701
Date of Birth and Age	27/09/1987, 37 Years
Original Date of Appointment	03.05.2025
Qualification	LL.B. (Hons) in Civil and Criminal Law, M.A (Economics) M.Phil, MBA (HR), Ph.D (HRM)
Expertise in specific functional areas	Dr.Nandhini handled a wide range of management subjects, Human Resource Management, Marketing Management, Principles of Management, Consumer Behavior, Service Marketing, Organizational Behavior, – Retail Management, and Personality Development with

	<p>proficiency in software applications. She has _ actively involved in research, Published articles and awarded Ph.D. She possesses excellent interpersonal and communication skills and can interact effectively with diverse groups. Dr.Nandhini with her ability to contribute and experience in management holding directorship in one of group company.</p>
List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	NIL
Listed Entities (other than Hemadri Cements Ltd) in which the proposed director holds directorship and committee memberships	NIL
Listed Entities from which the proposed director has resigned in the past three years.	NIL
Remuneration proposed to be paid	NIL
Key terms and Conditions of Appointment	As per appointment letter issued to the appointee.
Last drawn Remuneration if applicable	
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	NIL
No. of shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
No. of Board Meetings during attended during the year	Nil

Information flow to the Board

Information is provided to the Board for their review during Board Meetings, where the agenda for the meetings are circulated per statutory requirements. The financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. Circular resolutions are also passed, whenever needed, depending on the urgency of the matter in question and the same are also tabled at the next Board Meeting.

Board Meetings and attendance

During the Financial Year ended 31st March 2025, seven meetings of the Board of Directors were held as follows:

S.No	Date	Board Strength	No of Directors present
1.	02.05.2024	4	4
2.	27.05.2024	5	5
3.	05.07.2024	5	5
4.	02.08.2024	5	5
5.	14.08.2024	5	5
6.	14.11.2024	5	4
7.	06.02.2025	5	5

The Committees as on 31.03.2025:-

Name of the Committee	Members
Audit Committee	1. Dr. Sivasamy Raju w.e.f 14.08.2021 (Independent Director) (Chairman) 2. Mr. Sundar Venkataraman w.e.f 14.08.2024 (Independent Director) 3. Mr. Ramachandran Harikrishna w.e.f 06.02.2025 (Non-Executive Director) 4. Ms. Anandapriya Rajan (cessation w.e.f 07.02.2025) (Independent Director)
Nomination & Remuneration Committee	1. Mr. Sundar Venkataraman w.e.f 14.08.2024 (Independent Director) (Chairman) 2. Dr. Sivasamy Raju w.e.f 14.08.2021 (Independent Director) 3. Mr. Ramachandran Harikrishna w.e.f 06.02.2025 (Non-Executive Director)

	4. Ms. Anandapriya Rajan (cessation w.e.f 07.02.2025) (Independent Director)
Stakeholders' Relationship Committee	1. Mr. Sundar Venkataraman w.e.f 06.02.2025 (Independent Director) (Chairman) 2. Dr. Sivasamy Raju w.e.f 14.08.2021 (Independent Director) 3. Mr. Ramachandran Harikrishna w.e.f 14.08.2024 (Non-Executive Director) 4. Ms. Anandapriya Rajan (cessation w.e.f 07.02.2025) (Independent Director)
Corporate Social Responsibility Committee	1. Mr. Sundar Venkataraman w.e.f 06.02.2025 (Independent Director) (Chairman) 2. Dr. Sivasamy Raju w.e.f 31.03.2021 (Independent Director) 3. Mr. Ramachandran Harikrishna w.e.f 14.08.2024 (Non-Executive Director) 4. Ms. Anandapriya Rajan (cessation w.e.f 07.02.2025) (Independent Director)

Chart / matrix setting out the skills / expertise / competence of the Directors

The Board has an optimum combination of Executive and Non-Executive Directors, aimed at upholding an appropriate balance of expertise, experience, skills and knowledge of the Board for guiding the Company in achieving its objectives in a sustainable manner. The skills, expertise and competencies of each of the Directors are as follows:

Name of the Director	Skills / Expertise / Competencies
Mr. Sivasamy Raju	Dr. Sivasamy Raju completed his MBBS from Chengalpattu Medical College and did his specialization in MD Anesthesiology from Sri Ramachandra Medical College and Research Institute. He has also completed his PDCC – Cardiac Anaesthesia at Apollo Main Hospital, Chennai. He has close to 2 decades of Healthcare Experience which is aiding him in his new avatar as a Healthcare Administrator.

<p>Mr. Gopalsamy Rajan</p>	<p>Practising Advocate before the Madras High Court for more than 52 years and has rich experience in Company and other matters and has represented various institutions before the said Court. Also associated with various religious and philanthropic organizations.</p>
<p>Ms. Swaminathan Nandhini</p>	<p>Dr.Nandhini handled a wide range of management subjects, Human Resource Management, Marketing Management, Principles of Management, Consumer Behavior, Service Marketing, Organizational Behavior, – Retail Management, and Personality Development with proficiency in software applications. She has _ actively involved in research, Published articles and awarded Ph.D. She possesses excellent interpersonal and communication skills and can interact effectively with diverse groups</p>
<p>Mr. Sundar Venkataraman*</p>	<p>Has over 40 years of experience in Corporate Finance, Corporate Secretarial and legal functions, Capital Markets operations, IPOs, GDRs, FCCBs, Mergers & Acquisitions, Deal Structuring/ Strategic Finance, Setting up Overseas JVs, Corporate Banking, Investment Banking, Raising Funds thro’ PE, VC Funds, Working capital management, project funding, Corporate Strategy, among others.</p>
<p>Mr. Ramachandran Harikrishna**</p>	<p>Sound experience in Automobile Industry. He has looked after an automotive group in a caravan production unit. He has good leadership skills with proven knowledge and talents as Head of Department. He is currently holding directorship in the group companies and a person with Integrity, loyalty and possess good managerial ability.</p>
<p>Dr. Ananda Krishnan Balasubramaniyan***</p>	<p>Dr.Anand has over 30 years of experience in managing various aspects of Finance and Administration. In his previous role he was Vice P resident of ICICI Group.</p>

	Dr.Anand was also associated with Encore Investments as Group Director.
Mr. Badri Narayan Rao Dabbir****	He has more than 50 years of experience in cement products and mining. He has held various positions in the past like Chairman of Civil Engineering Divisional Council for Cement and Concrete, BIS and Ministry of Consumer Affairs, New Delhi, Director General of Building Materials and Technology Promotion Council, National Council for Cement and Building Materials, Ministry of Industries and Commerce, New Delhi
Dr. Ananda Priya Rajan	She is a dynamic entrepreneurial professional with a flair for administration, corporate governance and business development. She has more than a decade experience in various aspects of administration and business development. She also has interests in social and philanthropic activities.

* Mr. Sundar Venkataraman appointed as director w.e.f 05.07.2024

** Mr. Ramachandran Harikrishna appointed as Non-executive director w.e.f 02.05.2024

*** Dr Ananda Krishnan Balasubramaniyan, executive director resigned w.e.f 02.05.2024

**** Mr. Badri Narayan Rao Dabbir, independent director resigned w.e.f 31.07.2024

&- Dr. Ananda Priya Rajan ceased to be an independent director w.e.f 07.02.2025

Particulars of Attendance of the Directors at the Board & Committee meetings during the financial year and at the last Annual General Meeting are as given below.

Name of the Director	DIN No.	Category	Board Meeting	AC	SRC	NRC	Whether attended the AGM held on 31.07.2024
Dr. Ananda Krishnan Balasubramaniyan *	02702557	Executive Director	0	NA	NA	NA	NA
Mr. Badri Narayan Rao Dabbir**	01180539	Independent Director	3	2	1	2	Yes

Dr. Rajan Ananda Priya &	01768355	Independent Director	6	6	1	3	Yes
Dr.Sivasamy Raju	06961330	Independent Director	7	6	1	3	Yes
Mr.Gopalasamy Rajan	02348441	Non-Executive Director	7	NA	NA	NA	No
Mr. Sundar Venkata raman***	01412283	Independent Director	4	2	NA	1	Yes
Mr. Ramachandran harikrishna****	07131420	Non-Executive Director	6	NA	NA	0	Yes

* Dr Ananda Krishnan Balasubramaniam, executive director resigned w.e.f 02.05.2024

** Mr. Badri Narayan Rao Dabbir, independent director resigned w.e.f 31.07.2024

*** Mr. Sundar Venkataraman appointed as Independent director w.e.f 05.07.2024

**** Mr. Ramachandran Harikrishna appointed as Non-executive director w.e.f 02.05.2024

&- Dr. Ananda Priya Rajan ceased to be an independent director w.e.f 07.02.2025

Web Link of Familiarisation programme of ID - <https://hemadricements.com/certificates>

Web link where details of familiarisation programmes imparted to independent directors is <https://hemadricements.com/>

AC - Audit Committee

SRC - Stakeholders' Relationship Committee

NRC - Nomination & Remuneration Committee

CSR - Corporate Social Responsibility Committee

NA - Not Applicable

Functions of the Committees

A. Audit Committee:

The function of the Audit committee is to review the accounting policies and to oversee the process of Financial Reporting by the Company so as to ensure that the financial statements are correct and credible. The Audit Committee also functions as the Risk Management of the Committee and has formulated the

Risk Management Policy and categorizes and reviews the business and overall risks that the Company might be subjected to.

The responsibility of the Audit committee, inter alia, is as follows:

1 Reviewing with the management-

i. The Annual financial statements before submission to the Board for approval with particular reference to:

- « Matters required to be included in the Directors' Responsibility Statement
- « Changes, if any, in the accounting policies and practices and reason for the same
- « Major accounting entries involving estimates based on judgment by the management
- « Significant adjustments made in the financial statements arising out of audit findings.
- « Compliance with listing and other legal requirements relating to financial statements
- « Disclosure of any related party transactions and
- « Qualifications in the draft audit report, if any
- « Risk assessment and evaluation

ii. The quarterly financial statements before submission to the Board for approval

iii. The statement of uses and application of funds

iv. Performance of statutory and internal auditors and adequacy of the internal control systems.

2 Discussion with

- « Internal Auditors on any significant findings and follow up thereon
- « Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

B. Meetings of the Audit Committee and Attendance

S.No	Date	Committee Strength	Present
1.	27.05.2024	3	2
2.	05.07.2024	3	3
3.	02.08.2024	2	2
4.	14.08.2024	2	2
5.	14.11.2024	3	2
6.	06.02.2025	3	3

C. Stakeholders' Relationship Committee

This Committee oversees Redressal of shareholder and investor grievances and inter alia, approves the share transfers/ transmission/ issue of duplicate share certificates etc.

Meetings of the Stakeholders' Relationship Committee and attendance

S.No	Date	Committee Strength	Present
1.	15.05.2024	3	3

D. Nomination & Remuneration Committee

This Committee acts on behalf of the Board on matters pertaining to fixation of nomination and remuneration and on policies of the Board.

Meetings of the Nomination & Remuneration Committee and its attendance

S.No	Date	Committee Strength	Present
1.	02.05.2024	3	3
2.	05.07.2024	3	3
3.	06.02.2025	3	3

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an Annual Performance Evaluation of its own performance and the Directors individually as well as the evaluation of the working of its Board Governance, Nomination and Remuneration Committee and other committees.

SENIOR MANAGEMENT

Mr. Krishnamurthy Suryanarayanan- Chief Financial Officer

Mr. Gunasekaran Ohmprakash- Chief Executive Officer (Resigned w.e.f 06th February 2025)

Mr. Sujay Sambamoorthy - Chief Executive Officer (Appointed w.e.f 06th February 2025)

Mr. Krish Narayanan - Company Secretary (Resigned w.e.f 10th May 2025)

Mr. Srikant Ramani - Company Secretary (Appointed w.e.f 10th May 2025)

Mr.J.Srinivasa Rao - Plant Head

Mr.Srivathasan - Marketing Head

DIRECTORS' ANNUAL REMUNERATION (as on 31st March 2025)

Name of the Directors	Designation	Remuneration
Dr. Ananda Krishnan Balasubramnaiyan**	Managing Director	NIL

** Dr Ananda Krishnan Balasubramaniyan, executive director resigned w.e.f 02.05.2024

The Company pays sitting fee of Rs.10,000/- for the Board meeting and Rs.2,500 for all the Committee meetings. However the Executive Directors are not paid any sitting fees for the meetings.

E. Corporate Social Responsibility (CSR) Committee

The provisions of Section 135 of the Companies Act 2013, pertaining to CSR is not applicable to the Company for the FY 2024-25.

DETAILS OF OTHER DIRECTORSHIPS OF INDEPENDENT DIRECTORS

Mr. Sundar Venkataraman	Mr.Sivasamy Raju
1. M/s. Gorantla Geosynthetics Limited (unlisted)	1.M/s. Trac Media Private Limited (unlisted)
2. M/s. UE Press Tools Limited(unlisted)	2,M/s. SRM Hotels Private Limited (unlisted)
3. M/s. Bhupad Consultancy Services Private Limited(unlisted)	3.M/s. PERS Diagnostics Private Limited(unlisted)
4. M/s. Sterling Powergensys Limited (Listed)	4. M/s. SRMPR Auto Manufacturing Private Limited(unlisted)
	5. M/s. PERS Enterprises Private Limited. (unlisted)
	6. M/s SRM Institutes For Medical Science Private Limited(unlisted)
	7.M/s. Source N Garner International Private Limited(unlisted)

GENERAL BODY MEETINGS

Particulars of the General Body Meetings held for the last 3 years are given below:

S.No.	Date of the AGM	Venue
	27.09.2022	Through Video Conference (VC) and Other Audio Visual Means (OAVM)
1.	27.09.2023	Through Video Conference (VC) and Other Audio Visual Means (OAVM)
2.	31.07.2024	Through Video Conference (VC) and Other Audio Visual Means (OAVM)

SPECIAL RESOLUTIONS PASSED IN THE PREVIOUS THREE ANNUAL GENERAL MEETINGS

S.No.	Date of the AGM	Details of Special Resolution
1.	27.09.2022	1.Approval for acting as Director beyond the age limit of Seventy Five years (Mr. Gopalsamy Rajan DIN: 02348441) 2.Appointment of Dr.Ananda Krishnan Balasubramaniyan (DIN: 02702557) as the Managing Director (MD) of the company for the period of 5 (five) years
2.	27.09.2023	No Special Resolution passed
3.	31.07.2024	To Appoint Mr. Sundar Venkatraman (DIN: 01412283) as an Independent Director of the Company

RESOLUTIONS PASSED THROUGH POSTAL BALLOT DURING THE YEAR 2024-25.

The following resolutions were passed through postal ballot on 05th September 2024

1. Borrowing powers of the board
2. Creation of charge/ mortgage properties of the company under section 180(1) (a) of the Companies Act, 2013
3. Approval for material related party transactions proposed to be entered with M/s. SRM TRP properties and investments private limited
4. Approval for material related party transactions proposed to be entered with M/s. SRMPR Construction private limited

Financial Calendar

Financial Year of the Company :	1 st April 2024 - 31 st March 2025
Quarterly Results :	1st Quarter – on/before 14th August
	2nd Quarter- on/before 14th November
	3rd Quarter – on /before 14th February
	4th Quarter – on /before 30th May
AGM :	on/before 30th September

Quarterly results can be viewed by clicking on the below link:

https://hemadricements.com/financial_results

Hemadri Cement Limited's Code of Conduct

The HCL Code of Conduct, as adopted by the Board of Directors and found in the Company's website www.hemadricements.com under Investors – Policies, is applicable to all the Directors and senior management personnel of the Company. The code is based on five basic principles of governance viz., to act diligently, respect confidentiality, no conflict of interest, abiding to applicable laws, follow the principles of justice, equity and good conscience and is a commitment by the Company to its stakeholders on good corporate governance.

Dematerialization of shares

Your Company has been admitted with both Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) with ISIN-INE07BK01011 for Dematerialisation. Transferability of shares is permitted only in dematerialized form. As on 31st March 2025 – 9,88,803/- numbers of shares has been dematerialized.

NAME AND ADDRESS OF STOCK EXCHANGES WHERE THE SECURITIES ARE LISTED

NAME: Bombay Stock Exchange Limited (BSE)

ADDRESS: Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001

The listed entity further confirms that the Annual Listing fees and all other dues have been paid to the stock exchange within the time limits.

STOCK CODE-502133

MARKET PRICE DATA

Month	High	Low	No. of shares	No. of Trades
Apr-24	123.03	89.09	1,58,460	3,286
May-24	113.50	93.10	1,20,850	2,919
Jun-24	105.00	94.00	1,25,066	2,841
Jul-24	102.98	86.20	1,34,779	2,743
Aug-24	98.65	85.00	72,530	1,740
Sep-24	90.19	75.95	54,236	1,706
Oct-24	83.99	66.99	41,435	1,330
Nov-24	94.00	70.92	53,028	1,370
Dec-24	85.44	73.00	37,099	1,271
Jan-25	83.00	65.20	34,467	1,077
Feb-25	81.98	64.00	20,372	692
Mar-25	77.77	60.10	24,556	605

PERFORMANCE IN COMPARISON TO BSE-SENSEX

Month	High	Low	BSE Sensex High	BSE Sensex Low
Apr-24	123.03	89.09	75,124.28	71,816.46
May-24	113.50	93.10	76,009.68	71,866.01
Jun-24	105.00	94.00	79,671.58	70,234.43
Jul-24	102.98	86.20	81,908.43	78,971.79
Aug-24	98.65	85.00	82,637.03	78,295.86
Sep-24	90.19	75.95	85,978.25	80,895.05
Oct-24	83.99	66.99	84,648.40	79,137.98
Nov-24	94.00	70.92	80,569.73	76,802.73
Dec-24	85.44	73.00	82,317.74	77,560.79
Jan-25	83.00	65.20	80,072.99	75,267.59
Feb-25	81.98	64.00	78,735.41	73,141.27
Mar-25	77.77	60.10	78,741.69	72,633.54

SUSPENSION OF TRADING IN SECURITIES

There has been no instance of suspension of trading in securities of the Company during the financial year 2024-2025.

CREDIT RATINGS

The Company has not obtained any credit ratings.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company does not have business activities outside India. Hence commodity price risk or foreign exchange risk does not arise.

OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

The Company does not have any outstanding global depository receipts or American Depository Receipts or Warrants or any convertible instruments.

Registrar & Share Transfer Agents

M/s. Cameo Corporate Services Limited, Chennai has been appointed as the Registrar and Share Transfer Agent of the Company for carrying out share registration and other related activities with effect from 15.12.2023

Address for correspondence

MR. R.D.RAMASAMY
DIRECTOR
CAMEO CORPORATE SERVICES LIMITED
Subramanian Building
#1, Club House Road
Chennai - 600 002
Phone: 044 - 2846 0390
044 - 4002 0700

E-mail ID: investor@cameoindia.com

www.cameoindia.com

For Investor Grievances: <https://www.wisdom.cameoindia.com>

Compliance Officer

As on 31st March 2025, Mr.Krish Narayanan was Company Secretary and Compliance Officer under Regulation 6(1) of the SEBI (LODR) Regulations 2015. He has resigned with effect from 10.05.2025. Mr.

Srikant Ramani is Company Secretary and Compliance Officer under Regulation 6(1) of the SEBI (LODR) Regulations 2015 with effect from 10.05.2025

Address for correspondence:

Vedadri Village 521457, Jaggayapet Mandal, Krishna District, Andhra Pradesh

Email id: cs@hemadricements.com

PLANT LOCATIONS

Address: Vedadri Village 521457, Jaggayapet Mandal, Krishna District, Andhra Pradesh

Distribution of Shareholding as on 31st March 2025

Shareholdings of Nominal value of (Rs.)	Shareholders		Share Amount	
	Numbers	%	(Rs.)	%
Up to 5,000	8154	99.4996	1460432	21.8955
5,001 - 10,000	17	0.2074	127050	1.9047
10,001 - 20,000	8	0.0976	111757	1.6755
20,001 - 30,000	3	0.0366	76223	1.1427
30,001 - 40,000	0	0.0000	0	0.0000
40,001 - 50,000	1	0.0122	49478	0.7417
50,001 - 1,00,000	7	0.0854	497101	7.4527
1,00,001 & above	5	0.0610	4347959	65.1867
Total	8195	100.00	66700000	100.00

DISCLOSURE OF MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions having potential conflict with the interests of listed entity at large.

DETAILS OF NON-COMPLIANCE BY LISTED ENTITY AND DETAILS OF PENALTY/FINE IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE DURING THE LAST 3 YEARS

S.NO	FY	DETAILS OF VIOLATION	AMOUNT OF FINE IMPOSED
1	23-24	Delay in disclosure of Related Party Transaction(Reg 23(9))	5000
2	22-23	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 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>The Company has made various submissions to BSE from time to time by providing the relevant information that has been asked by BSE Authorities.</p> <p>During the Financial Year 2021-2022 major communications between the Company & BSE are summarized Below;</p> <ol style="list-style-type: none"> 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 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 <ul style="list-style-type: none"> (i) 09.03.2022 (ii) 05.04.2022 (iii) 29.04.2022- providing requisite information requested subsequent to Virtual Site Visit by BSE. <p>The company has provided requisite information to BSE and company is listed with effect from 03rd April 2023.</p>

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

The Whistle Blower Policy of the company provides a mechanism for employees / Board Members and others to raise "good faith concerns" about violation of any applicable law/ Code of conduct of the company and also provides for direct access to the chairman of the Audit Committee. The functioning of the vigil mechanism is reviewed by the Members of Audit committee from time to time.

The Company has established a vigil mechanism policy. The details of the policy can be accessed through the below link.

<https://hemadricements.com/policies>

Further, no personnel have been denied access to the audit committee.

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

The Company does not have any subsidiaries.

POLICY FOR RELATED PARTY TRANSACTIONS

The policy for related party transactions can be accessed through the below link:

<https://hemadricements.com/policies>

DETAILS OF UTILISATION OFFUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONAL PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A)

The Company has not raised funds through preferential allotment or Qualified Institutional Placement during the year.

INSTANCES WHERE THE BOARD HAS NOT ACCEPTED THE RECOMMENDATION OF THE AUDIT COMMITTEE

There has been no instance where the Board has not accepted the recommendation of the Audit Committee.

TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY TO THE STATUTORY AUDITOR

The total fees for all services paid by the listed entity to the statutory auditor for FY 2024-25 is 4,50,000/-

DISCLOSURE IN RELATION TO SEXUAL HARRASMENTOF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

1. Number of complaints filed during the year-0
2. Number of complaints disposed of during the financial year-0
3. Number of Complaints pending as on end of financial year-0

DISCLOSURE OF DETAILS OF LOANS AND ADVANCES IN THE NATURE OF LOANS AND ADVANCES TO FIRMS/COMPANIES IN WHICH THE DIRECTORS ARE INTERESTED

Details are given in Annexure III to Director's report.

DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY

The Company does not have any material subsidiaries.

COMPLIANCE CERTIFICATE**To****THE MEMBERS OF HEMADRI CEMENTS LIMITED,**

We have examined the compliance of conditions of Corporate Governance by **Hemadri Cements Limited, (the company)** for the year ended 31st March, 2025 as per regulations 17-27 and regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations 2015 (Listing regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for special purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of Code of Ethics issued by Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) – 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information and other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has, during the aforesaid year, complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restrictions on use:

This certificate is issued solely for the purpose of Complying with the aforesaid Regulations and may not be suitable for any other purposes.

**M/s.SBSB and Associates,
Chartered Accountants
FRN.0121925**

**Place: Chennai
Date: 03/05/2025**

**S/d
CA.D.Sharath Kumar
Partner
M.No.024568
UDIN: 25024568BMOSYK6731**

**HEMADRI CEMENTS LIMITED**

Admin Office : No. 3, Veerasamy Street, West Mambalam, Chennai - 33.
CIN : L269426942AP1981PLC002995

CEO & CFO Certification**Pursuant to Schedule II and Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To

The Board of Directors

HEMADRI CEMENTS LIMITED,

Vedari Village-521 457, Jaggaiahpet Mandal, Krishna District., A.P.(India)

We, Sujay Sambamoorthy, Chief Executive Officer and Krishnamurthy Suryanarayanan, Chief Financial Officer of the Company, do solemnly certify that

- a) We have reviewed the audited financial statements of the quarter and year ended 31st March 2025 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
 - These statements together present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity in all material respects, with the existing generally accepted accounting principles, including accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violated of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- Significant changes in internal control during the year;
 - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - Significant instances of fraud if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

However, during the year, there were no such changes or any such instances.

For HEMADRI CEMENTS LIMITED	
S/d	S/d
Sujay Sambamoorthy CEO	Krishnamurthy Suryanarayanan CFO

Place: Chennai

Date: 03.05.2025



HEMADRI CEMENTS LIMITED

Admin Office : No. 3, Veerasamy Street, West Mambalam, Chennai - 33.
CIN : L269426942AP1981PLC002995

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Reg. 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance to sub clause (i) of clause 10 of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of **M/s. HEMADRI CEMENTS LTD (CIN:L26942AP1981PLC002995)**, (hereinafter referred to as "Company"), we hereby certify that:

On the basis of the written representations / declarations received from Directors of the Company and taken on record by the Board of Directors of the Company as on **March 31, 2025**, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its Officers, none of the Directors on the Board of the above said Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI / Ministry of Corporate Affairs or any such Statutory Authority.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. S DHANAPAL & ASSOCIATES LLP
(Practising Company Secretaries)
FRN.012192S

RAMANATHAN NACHIAPPAN

DESIGNATED PARTNER

MEMBERSHIP NO :F6665

C.P. NO.: 11084

UDIN: F006665G000540605

Place: Chennai

Date: 04.06.2025

Declaration on Code of Conduct by Members of Board and Senior Management

As per Schedule V of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015)

To

The Members of HEMADRI CEMENTS LIMITED,
Vedari Village-521 457, Jaggaiahpet Mandal, Krishna District., A.P.(India)

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel and these Codes are available on the Company's website www.hemadricements.com . It is confirmed that the members of the Board and the Senior Management Personnel have complied with the Code of Conduct in respect of the financial year ended March 31,2025.

Date : 03.05.2025

Place: Chennai

For Hemadri Cements Limited

S/d

Sujay Sambamoorthy
Chief Executive Officer



FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025

To

The Members,
HEMADRI CEMENTS LIMITED,
Chennai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. HEMADRI CEMENTS LIMITED**, (hereinafter called the Company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion/ understanding thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, we, on strength of those records, and information so provided and subject to the observations in the Independent Auditors' Report, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on **March 31, 2025**, appears to have complied with the statutory provisions listed hereunder and also in our limited review, the Company has proper and required Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Books, Papers, Minutes' Book, Forms and Returns filed and other records maintained by the Company and made available to us, for the financial year ended on **March 31, 2025** according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder as applicable;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') to the extent applicable during the year:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- vi) The management has identified and confirmed the Laws relating to Cement Industry as being specifically applicable to the Company.
 - a) Limestone & Dolomite Mines Labour Welfare Fund Act 1972
 - b) Mines & Minerals (Development & Regulation) Act 1957.
 - c) Mineral Conservation & Development Rules 2017.

- d) Metalliferous Mines Regulations, 1961.
- e) Explosives Act, 1884.
- f) Explosives Rules, 2008.
- g) Mineral Concession Rules 2021.
- h) Environmental Protection Act along with Rules and Regulations.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2), and
- ii) The Listing Agreements entered into by the Company with BSE Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representation made by the Management, the Company has complied with the requirements to be met in accordance with the applicable provisions of the specific Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above by the factory except instances which would not materially affect the operations of the company.

During the period under review and as per the explanations and clarifications given to us and the representation made by the Management, the Company has complied with the requirements to be met in accordance with the applicable provisions of the Companies Act, 2013, The Securities Contracts (Regulation) Act, 1956 and related Rules, Regulations, Guidelines, Standards, etc. mentioned above except on Non-maintenance of 100% Holding of Promoter and Promoter group in dematerialized Form.

It is represented to us that the company has initiated measures, wherever required, to address issues raised by the Statutory Authorities and Letters/ Notices received by the Company during the financial year under various enactments as applicable to the company.

We further report that, subject to the above, the related documents that we have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that, based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that, during the audit period the Company has sought the approval of its members for other than ordinary business at the AGM held on 31.07.2024 and through Video Conferencing (VC) or Other Audio Visual Means (OAVM) as follows:

- a) To Appoint Mr. Ramachandran Harikrishna (DIN: 07131420) as Non-Executive/Non-Independent Director of the Company – passed as Ordinary Resolution
- b) To Appoint Mr. Sundar Venkatraman (DIN: 01412283) as an Independent Director of the Company (for the first term of 5 years) commencing from 5th July 2024 to 4th July 2029 – passed as Special Resolution

We further report that, during the audit period the Company has sought the approval of its members by means of Postal Ballot on 05.09.2024 as follows:

- a) Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013 - passed as Special Resolution
- b) Creation of Charges/Mortgage Properties of the Company under Section 180(1) (a) of the Companies Act, 2013- passed as Special Resolution
- c) Approval for Material Related Party Transaction proposed to be entered with M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED Section 188 of the Companies Act, 2013 - passed as Ordinary Resolution



- d) Approval for Material Related Party Transaction proposed to be entered with M/s.SRMPR CONSTRUCTION PRIVATE LIMITED - passed as Ordinary Resolution

We further report that our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company. The compliance with provisions of applicable laws which have been subject to other audits have not been independently reviewed by us and the reports wherever shown to us have been relied upon in rendering our report.

We further report that we have conducted the secretarial audit whenever required through online verification and examination of records, as requested and facilitated by the company, for the purpose of issuing this Report.

**For S Dhanapal & Associates LLP
(A Firm of Practicing Company Secretaries)
Peer Review Certificate No. 1107/2021
Firm UIN: L2023TN014200**

Place: Chennai
Date: 06.06.2025

**Ramanathan Nachiappan
(Designated Partner)
FCS: F6665
CP No. 11084
UDIN: F006665G000556445**

This Report is to be read with our testimony of even date which is annexed as Annexure and forms an integral part of this report.

Annexure to Secretarial Audit Report

To

The Members,
Hemadri Cements Limited,
Chennai

Our report of even date is to be read along with this letter.

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the company and for which we relied on the report of statutory auditor.
4. Where ever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.



6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For S Dhanapal & Associates LLP
(A Firm of Practicing Company Secretaries)
Peer Review Certificate No. 1107/2021
Firm UIN: L2023TN014200**

Place: Chennai
Date: 06.06.2025

**Ramanathan Nachiappan
(Designated Partner)
FCS: F6665
CP No. 11084
UDIN: F006665G000556445**

INDEPENDENT AUDITOR'S REPORT
To the members of HEMADRI CEMENTS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **HEMADRI CEMENTS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under sec 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its loss (financial performance including other comprehensive Income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act 2013 (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matters

We draw attention to Note 35 of the financial statements, which states that the Company has incurred continuous losses since the financial year 2022-23, and its net worth has been fully eroded as of 31st March 2025. The Company temporarily suspended operations in August 2024 due to adverse market conditions and high production costs. Management considers the suspension is temporary and is taking steps to improve operations. The Company has also received financial support from group companies and continues to receive assurances of future funding. Accordingly, the financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in 'Emphasis of Matter' section, we have determined that there were no key audit matters to be communicated in our audit report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors and the Management are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. When we read these reports if we conclude that there is material misstatement therein, we are required to communicate the matter with those charged with governance.

Responsibilities of the Management and those Charged with Governance for the Financial Statements

The Company's Board of Directors and the Management are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income / loss, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Management are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors and the Management are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i)

planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, (including the statement of Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
 - (e) On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year and hence provisions of section 197 of the Act is not applicable.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 56 to the financial statements no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 56 to the financial statements no funds (which are material either individually or in aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- iv. The Company did not propose, declare or pay dividends during the year ended 31 March 2025.



- v. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention. Our examination of the audit trail was in the context of an audit of financial statements carried out in accordance with the Standard of Auditing and only to the extent required by Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014. We have not carried out any audit or examination of the audit trail beyond the matters required by the aforesaid Rule 11(g) nor have we carried out any standalone audit or examination of the audit trail.

for S B S B AND ASSOCIATES
Chartered Accountants
(Firm Regn. No. 012192S)

D. Sharath Kumar
Partner
M.No: 024568
UDIN: 25024568BMOSYL9928

Place: Chennai

Date: -03-05-2025

Annexure A to the Independent Auditor's report of even date to the members of HEMADRI CEMENTS LIMITED, on the financial statements for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Based on the audit procedures performed for the purpose of reporting a true and fair view of the financial statements of the Company and taking into consideration the information and explanations given to us and the books of accounts and other records examined by us, in the normal course of audit, and to the best of our knowledge, we report that:

- i. in respect of the Company's property, plant and equipment and intangible assets:
 - (a) (A) the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) the Company has maintained proper records showing full particulars of intangible assets.
 - (b) the Company has a program of physical verification of property, plant and equipment at regular intervals so to cover all the assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification
 - (c) the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under property, plant and equipment are held in the name of the Company.
 - (d) the Company has not revalued any of its property, plant and equipment and intangible assets during the year.
 - (e) no proceedings have been initiated during the year or are pending against the Company as at 31 March 2025 for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (as amended in 2016) and rules made thereunder
- ii. (a) the Company has a program of physical verification of inventory at regular intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its inventory. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(b) the Company has availed working capital facilities in excess of INR 5 crores from banks / financial institutions on the basis of security of current assets and the quarterly returns / statements filed by the Company with the bank are in agreement with the books of accounts.
- iii. The Company has not made investments or provided guarantee or security or granted loans or advances, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties, during the year and hence reporting under clause 3(iii) of the Order is not applicable.

- iv. the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. the Company has not accepted any deposits from the public and hence the directives issued by RBI and the provisions of section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015. Hence, reporting under clause 3(vi) of the Order is not applicable.
- vi. We have broadly reviewed the books of accounts and records maintained by the company pursuant to the Rules made by the Central Government for the maintenance of Cost Records under section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- vii. in respect of statutory dues:
 - (a) the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues applicable to it with the appropriate authorities though there has been a slight delay in a few cases. There were no undisputed amounts payable which were outstanding as on 31 March 2025 for a period of more than six months from the date on which they became payable.
 - (b) the Company does not have disputed statutory dues referred to in sub-clause (a) above and hence reporting under clause 3(vii)(b) of the Order is not applicable.
- viii. there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix.
 - (a) the Company has not defaulted during the year in repayment of dues to any lender during the year.
 - (b) the Company has not been declared a willful defaulter by any bank of financial institution or government or any government authority
 - (c) as per the information and explanations provided to us, the term loans were applied for the purpose for which the loans were obtained.
 - (d) on an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (e) on an overall examination of the financial statements of the Company, the Company has not taken funds from any entity or person on account of or to meet the obligations of its subsidiaries / joint ventures / associates.
- (f) the Company has not raised loans during the year on the pledge of securities held in its subsidiaries / joint ventures / associate companies and hence reporting under clause 3(ix)(f) is not applicable.
- x. (a) the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) is not applicable.
- (b) the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable
- xi. (a) no fraud by the Company and no fraud on the Company has been noticed or reporting during the year
- (b) no reporting under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the date of this report.
- (c) as informed by the Company, there were no whistle-blower complaints received during the year.
- xii. the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv. (a) in our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) we have considered the internal audit reports of the Company issued during the year and till date.
- xv. the Company has not entered into any non-cash transactions its directors or persons connected with its directors and hence provisions of section 192 of the Act are not applicable to the Company.
- xvi. in our opinion, the Company is not required to registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi) and its sub-clauses of the Order is not applicable.



- xvii. the Company has incurred cash losses of Rs.1,919.09 Lakhs during the financial year covered by our audit, and incurred a cash loss of 367.03 Lakhs incurred immediately preceding financial year.
- xviii. there has been no resignation of the statutory auditors of the Company during the year.
- xix. on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, subject to our remarks mentioned in Emphasis of Matter above nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx.
- (a) there are no ongoing projects as defined under sub-section (5) of section 135 of the Act and hence reporting under clause 3(xx)(a) of the Order is not applicable
 - (b) there are no unspent amount as defined under sub-section (5) of section 135 of the Act and hence reporting under clause 3(xx)(b) of the Order is not applicable

for S B S B AND ASSOCIATES
Chartered Accountants
(Firm Regn. No. 012192S)

D. Sharath Kumar
Partner
M.No: 024568
UDIN: 25024568BMOSYL9928

Place: Chennai

Date: 03-05-2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of HEMADRI CEMENTS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of HEMADRI CEMENTS LIMITED (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for S B S B AND ASSOCIATES
Chartered Accountants
(Firm Regn. No. 012192S)

D. Sharath Kumar
Partner
M.No: 024568
UDIN: 25024568BMOSYL9928

Place: Chennai
Date: 03-05-2025

HEMADRI CEMENTS LIMITED
BALANCE SHEET AS ON 31ST MARCH 2025
CIN : L26942AP1981PLC002995

Amount in Lakhs

Particulars	Note No.	Figures as at the end of current reporting period 31st March 2025	Figures as at the end of previous reporting period 31st March 2024
ASSETS			
Non - current assets			
(a) Property, plant and equipment	3	1,041.50	1,200.47
(b) Capital work in progress	4	48.92	48.92
(c) Intangible Assets	3(A)	7.20	-
(d) Financial Assets			
(i) Investment	5	-	60.00
(ii) Other financial assets	6	283.64	288.62
(d) Deferred tax assets (net)	18	-	584.19
(e) Other non-current assets	7	-	-
Total Non-Current Assets		1,381.26	2,182.20
Current Assets			
(a) Inventories	8	402.18	1,264.99
(b) Financial Assets			
(i) Trade receivables	9	366.64	1,096.22
(ii) Cash and cash equivalents	10	151.09	34.90
(iii) Bank Balance other than (ii)	11	42.78	40.29
(iv) Other Financial Assets	12	27.24	27.59
(c) Current tax assets (Net)	24	2.22	4.05
(d) Other current assets	13	61.03	114.82
Total Current Assets		1,053.38	2,582.86
TOTAL ASSETS		2,434.64	4,765.06
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	667.00	667.00
(b) Other equity	15	(1,047.42)	1,635.78
Total Equity		(380.42)	2,302.78
Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	2,012.02	159.74
(b) Long term provisions	17	74.45	69.89
(c) Deferred tax liabilities (Net)	18	-	-
Total Non-Current Liabilities		2,086.47	229.63
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	53.25	976.37
(ii) Trade payables			
(a) Total outstanding dues to Micro enterprises and small enterprises	20	19.24	28.21
(b) Total outstanding dues of creditors other than Micro enterprises and small enterprises			
(iii) Other financial Liabilities	21	338.42	581.59
(b) Other current liabilities	22	25.36	147.78
(c) Short term provisions	23	259.87	451.38
(d) Current tax Liability	24	32.45	77.33
Total Current Liabilities		728.59	2,232.65
TOTAL EQUITY AND LIABILITIES		2,434.64	4,765.06

The significant accounting policies and accompanying notes form an integral part of these financial statements.

As per our report of even date

For S B S B AND ASSOCIATES

Chartered Accountants

(Firm Regn. No. 012192S)

For and on behalf of the Board

D.Sharath Kumar

Partner

M.No: 024568

UDIN: 25024568BMO5YL9928

Ramachandran Harikrishna

Director

DIN : 07131420

Dr. Sivasamy Raju

Director

DIN:06961330

Place: Chennai

Date: 03-05-2025

Sajay Sambamoorthy
Chief Executive Officer

K.Suryanarayanan
Chief Financial Officer

Krish Narayanan
Company Secretary

HEMADRI CEMENTS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st March 2025
CIN : L26942AP1981PLC002995

Amount in Lakhs unless otherwise stated

Particulars	Note No.	For the period ended March 31, 2025	For the period ended March 31, 2024
I. Revenue from Operations	25	794.62	5,585.93
II Other Income	26	111.40	100.31
III Total income (I + II)		906.02	5,686.23
IV Expenses			
Cost of materials consumed	27	189.88	1,258.02
Changes in inventories of finished goods, work in progress	28	97.57	(346.72)
Power & Fuel Charges	29	750.67	3,461.64
Employee benefits expense	30	508.64	566.97
Finance costs	31	137.87	139.10
Depreciation and amortization	32	159.55	188.19
Other expenses	33	1,183.53	1,680.53
Total Expenses (IV)		3,027.73	6,967.72
V Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		(2,121.71)	(1,281.49)
VI Exceptional Items		-	-
VII Profit/(Loss) before tax		(2,121.71)	(1,281.49)
VIII Tax expense:			
(1) Current tax		-	-
(2) MAT Credit		-	-
(3) Deferred tax	18	584.20	(188.32)
(4) Earlier tax adjustment		-	-
IX Profit/(Loss) for the period		(2,705.91)	(1,093.17)
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit plan actuarial gains/(losses)		22.71	(35.32)
Less: Deferred tax expenses on above		-	(9.18)
		22.71	(26.13)
XI Total Comprehensive Income for the period (Comprising profit and other comprehensive income for the period)		(2,683.20)	(1,119.30)
XIII Earning per equity share: in Rupees			
(1) Basic	34	(40.57)	(16.39)
(2) Diluted		(40.57)	(16.39)

The significant accounting policies and accompanying notes form an integral part of these financial statements.

As per our report of even date
For S B S B AND ASSOCIATES
Chartered Accountants
(Firm Regn. No. 0121925)

For and on behalf of the Board

D.Sharath Kumar
Partner
M.No: 024568
UDIN: 25024568BMO5YL9928

Ramachandran Harikrishna
Director
DIN : 07131420

Dr. Sivasamy Raju
Director
DIN:06961330

Place: Chennai
Date: 03.05.2025

Sujay Sambamoorthy K.Suryanarayanan Krish Narayanan
Chief Executive Officer Chief Financial Officer Company Secretary

HEMADRI CEMENTS LIMITED
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2025
 CIN : L26942AP1981PLC002995

Amount in Lakhs

Particulars	Figures as at the end of current reporting period 31st March 2025		Figures as at the end of previous reporting period 31st March 2024	
Cash flows from operating activities				
Total Income for the Period (PBT)		(2,121.71)		(1,261.49)
Adjustments for:				
Other Comprehensive Income	22.71		(35.32)	
Depreciation and amortization expense	159.55		188.19	
Interest income	(21.91)		(22.17)	
Provision no longer required withdrawn	(25.87)		-	
Provision for Impairment of Investment	60.00		-	
Provision for doubtful advance	-		726.27	
Provision for doubtful debts	8.92		-	
Inventory written off	737.00		-	
Profit on sale of Asset	(2.30)		(1.35)	
Bank Guarantee commission paid and Interest Exp	137.87		139.10	
		1,075.97		994.71
		(1,045.74)		(286.78)
Changes in				
- Decrease/(Increase) In Trade Receivables	720.46		(216.89)	
- Decrease/(Increase) In Inventory	125.82		(17.57)	
- Decrease/(Increase) In Other Financial Asset(s) & bank deposits	(2.13)		219.94	
- Decrease/(Increase) In Other current Asset(s)	53.79		178.21	
- Decrease/(Increase) In Other non-current financial assets	4.99		2.79	
- Decrease/(Increase) In Other non-current asset	-		-	
(Decrease)/Increase In Long term Provisions	4.56		22.72	
(Decrease)/Increase In Trade Payables current	(222.13)		161.41	
(Decrease)/Increase In other current liabilities	(191.51)		82.20	
(Decrease)/Increase In Other financial liabilities current	(122.42)		(12.75)	
(Decrease)/Increase In Short Term provisions current	(19.00)		24.53	
Cash generated from operations		352.40		444.57
Income taxes (Paid) / Refund		1.62		3.09
Cash generated from / (used in) operations		(691.52)		160.88
Cash flows from investing activities				
Purchase of Property, Plant & Equipment		(3.49)		(20.60)
Purchase of Intangible asset		(9.00)		-
Sale of Fixed assets		7.00		1.75
Impairment of investment		-		-
Interest received		21.91		22.17
Net cash generated from/(used in) investing activities (B)		16.42		3.32
Cash flows from financing activities				
Proceeds from / (repayment of) long term and short term borrowings		929.16		(18.29)
Bank Guarantee commission paid and Interest Exp		(137.87)		(139.10)
Proceeds from long term loans		-		-
Repayment of long term loans		-		-
Net cash used in financing activities		791.29		(157.39)
Increase / (Decrease) in cash and cash equivalents		116.19		6.81
Cash and cash equivalents at the beginning of the year		34.90		28.09
Cash and cash equivalents at the end of the year		151.09		34.90
Cash & Cash equivalents:				
Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments. Cash and cash				
Cash on hand		0.61		1.35
Balances with banks		150.49		33.55
Total cash and cash equivalents		151.09		34.90

For S D S B AND ASSOCIATES
 Chartered Accountants
 (Firm Regn. No. 0121925)

For and on behalf of the Board

D.Shanath Kumar
 Partner
 M.No: 024566
 UDIN: 25024568BMO5Y19928

Ramachandran Harikrishna
 Director
 DIN : 07131420

Dr. Sivawamy Raju
 Director
 DIN:06961330

Place: Chennai
 Date: 03.05.2025

Sujay Sambamurthy
 Chief Executive Officer

K.Suryanarayanan
 Chief Financial Officer

Krish Narayanan
 Company Secretary

HEMADRI CEMENTS LIMITED
STATEMENT OF CHANGE IN EQUITY
CIN : L26942AP1981PLC002995

Current year 31-03-2025

Amount in Lakhs

Particulars	Share Capital	Reserves and Surplus				Remeasurement of Net Defined benefit Liability/ Asset	Total
		Capital Reserve	Revaluation Reserve	Other Reserves	Retained Earnings		
Balance as at April 1, 2023	667.00	133.52	14.36	9.74	2,610.12	(12.65)	3,422.09
Profit / (Loss) for the period					(1,093.17)		(1,093.17)
Other Comprehensive Income for the Year						(26.13)	(26.13)
Balance as at March 31, 2024	667.00	133.52	14.36	9.74	1,516.95	(38.78)	2,302.78
Profit / (Loss) for the period					(2,705.91)		(2,705.91)
Other Comprehensive Income for the Year						22.71	22.71
Balance as at March 31, 2025	667.00	133.52	14.36	9.74	(1,188.96)	(16.07)	(380.42)

Previous year 31-03-2024

Amount in Lakhs

Particulars	Share Capital	Reserves and Surplus				Remeasurement of Net Defined benefit Liability/ Asset	Total
		Capital Reserve	Revaluation Reserve	Other Reserves	Retained Earnings		
Balance as at April 1, 2022	667.00	133.52	14.36	9.74	4,139.53	(8.82)	4,955.13
Profit / (Loss) for the period					(1,529.22)		(1,529.22)
Other Comprehensive Income for the Year						(3.83)	(3.83)
Balance as at March 31, 2023	667.00	133.52	14.36	9.74	2,610.12	(12.65)	3,422.08
Profit / (Loss) for the period					(1,093.17)		(1,093.17)
Other Comprehensive Income for the Year						(26.13)	(26.13)
Balance as at March 31, 2024	667.00	133.52	14.36	9.74	1,516.95	(38.78)	2,302.78

As per our report of even date attached

For S B S B AND ASSOCIATES

Chartered Accountants

(Firm Regn. No. 0121925)

D. Sharath Kumar
Partner

M.No: 024568

Place: Chennai
Date: 03.05.2025

For and On behalf of the Board of Directors

Dr. Sivasamy Raju
Director

DIN:06961330

Ramachandran Harikrishna
Director

DIN : 07131420

Sujay Sambamoorthy
Chief Executive Officer

K. Suryanarayanan
Chief Financial Officer

Krish Narayanan
Company Secretary

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

Note 1. Corporate Information

Hemadri Cements Limited one of the leads in the Cement Manufacture industry, was incorporated as a Public Limited Company on 20th April, 1981 under the provision of the Companies Act 1956. The registered office of the company is located at Hemadri Cements, Vedadri village, Jaggayyapet Mandal, Krishna District, Andhra Pradesh – 521 457.

Note 2. Significant Accounting Policies

(a) Basis of preparation and presentation:

The management has opted for voluntary adoption of Indian Accounting Standards (IND AS) from FY 2017-18.

These financial statements are prepared in accordance with IND AS, under the historical cost convention on the accrual basis except for certain financial instruments and net defined benefit liability that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. The IND AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amend rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Critical accounting estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

- **Current versus non-current classification**

The company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- i) When it is expected to be realized or intended to be sold or consumed in normal operating cycle
- ii) Held for the purpose of trading
- iii) Expected to be realized within twelve months after the reporting period, or
- iv) Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of the assets for processing and their reclassification in cash and cash equivalents. The company has identified 12 months as its operating cycle.
- **Useful lives of property, plant and equipment and intangible assets:** The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the carrying amount of property, plant and equipment and Intangible assets at the Balance Sheet date. This reassessment may result in change in depreciation expense in future periods.
 - **Impairment testing:** Property, plant and equipment and Intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.
 - **Income Taxes:** Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and the tax charge in the statement of profit or loss. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit or loss.
 - **Fair value measurement of financial instruments:** The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgements to select a variety of methods and make assumptions that are mainly based on market conditions existing at the Balance Sheet date. Fair value of financial instruments, that are traded in active market is determined from market prices as reduced by estimated cost of trading.
 - **Litigation:** From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgment is made when evaluating, among other factors, the probability of unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

- **Defined benefit plans:** The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

(c) Functional currency :

These financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency.

(d) Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable. Revenue comprise of sale of Cement and Clinker. Revenue is recognised when following conditions are satisfied:

- the company transfers to the buyer the significant risks and rewards of ownership of the goods
- the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliable
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts.

Interest

Interest income is accrued on a time proportion basis using the effective interest rate method.

Dividend

Dividend income is recognized when the Company's right to receive the amount is established.

(e) Employee Benefits (other than for persons engaged through contractors):

- i. **Provident Fund:** The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The contributions as specified under the law are paid to the EPFO.

ii. Gratuity Fund

The Company makes annual contributions to gratuity funds administered by the LIC. The Gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date. Actuarial gains and losses are recognised immediately in the other comprehensive income and reflected in retained earnings and will not be reclassified to the statement of profit and loss.

iii. Compensated Absences

Entitlement to annual leave is recognised when it accrues to employees. The Company determines the liability for such accumulated leave at each Balance Sheet date and the same is charged to revenue accordingly.

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

(f) Property, Plant and Equipment:

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and taxes (other than those refundable), expenses directly related to the location of assets and making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs (refer note no. 2(p) below). Initial estimate shall also include costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is charged to profit or loss so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the written down value method. The estimated useful lives, residual values and depreciation method are reviewed at the Balance Sheet date, with the effect of any changes in estimate accounted for on a prospective basis. The estimated useful lives of the depreciable assets is in accordance with rules prescribed under part "C" of Schedule II to the Companies Act, 2013.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost of Property, plant and equipment as on 01st April 2016.

Land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Capital work in progress represents projects under which the property, plant and equipment's under installation / under development as at the balance sheet date and are carried at cost determined as aforesaid.

(g) Intangible Assets:

Intangible assets include cost of acquired software and designs, and cost incurred for development of the Company's website and certain contract acquisition costs. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use. Internally developed intangibles are capitalised if, and only if, all the following criteria can be demonstrated:

- i) the technical feasibility and Company's intention and ability of completing the project;
- ii) the probability that the project will generate future economic benefits;
- iii) the availability of adequate technical financial and other resources to complete the project; and
- iv) the ability to measure the development expenditure reliably.

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

Expenditure on projects which are not yet ready for intended use are carried as intangible assets under development.

Intangible assets with finite lives are amortized over their estimated useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation periods are reviewed and impairment evaluations are carried out at least once a year.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

(h) Impairment of assets:

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances

indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

(i) Foreign Currency Translation:**Initial Recognition**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were the fair value measured.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of other monetary items are recognised in the Statement of Profit and Loss.

Hemadri Cements LimitedNotes to IND AS financial statements for the year ended March 31, 2024

(j) Assets taken on lease:

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee. All the other leases are classified as operating leases.

Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on a straight-line basis, unless another basis is more representative of the time pattern of benefits received from the use of the assets taken on lease or the payments of lease rentals are in line with the expected general inflation compensating the lessor for expected inflationary cost. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

Assets held under finance lease are capitalised at the inception of the lease, with corresponding liability being recognised for the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Lease payments are apportioned between the reduction of the lease liability and finance charges in the statement of Profit or Loss so as to achieve a constant rate of interest on the remaining balance of the liability. Assets held under finance leases are depreciated over the shorter of the estimated useful life of the asset and the lease term.

(k) Inventories:

- Finished goods are valued as follows :
 - All finished goods are valued at lower of weighted average cost or net realizable value.
- Work in progress is valued at lower of weighted average cost or net realizable value of the finished goods duly adjusted according to the percentage of progress.
- Raw materials, stores, spares, materials in transit are valued at weighted average cost. However, when the net realizable value of the finished goods they are used in is less than the cost of the finished goods and if the replacement cost of such materials etc. is less than their holding cost in such an event, they are valued at replacement cost.

(l) Government Grants

Government grants are recognised in the period to which they relate when there is reasonable assurance that the grant will be received and that the Company will comply with the attached conditions

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

(m) Income Taxes:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax:

Current Tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

(ii) Deferred tax :

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is reasonable certainty that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

(n) Accounting for Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized, when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, the provision is discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation and the unwinding of the discount is recognised as interest expense.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent liabilities are not recognized in these financial statements, but are disclosed in Note to financial statements.

Contingent assets are not recognized in the financial statements.

Hemadri Cements LimitedNotes to IND AS financial statements for the year ended March 31, 2024

(o) Borrowing Costs:

General and specific borrowing costs directly attributable to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds.

Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the Statement of Profit or Loss using the effective interest method.

(p) Cash and Cash Equivalent (for the purpose of cash flow statements):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(q) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

(r) Earnings Per Share:

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

(s) Financial Instruments:**Financial Assets:**Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial Recognition and measurement:

All financial assets, in the case of financial assets not recorded at fair value through profit or loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to loans and advances, deposits, trade and other receivables.

Debt instruments included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments are classified as FVTOCI. Investment in subsidiaries, joint ventures and associates are carried at cost less impairment, if any.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables.
- c) Financial guarantee contracts which are not measured at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each Balance Sheet date, right from its initial recognition.

Financial Liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings.



Hemadri Cements Limited

Notes to IND AS financial statements for the year ended March 31, 2024

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

(t) Corporate Social Responsibility:

The Company charges its CSR expenditure during the year to the statement of profit and loss.

HEMADRI CEMENTS LIMITED
NOTES TO FINANCIAL STATEMENTS
CIN : L26942AP1981PIC002995

3 Property, Plant & Equipment
-Amount in Lakhs

Particulars	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK		
	As at 31-03-2024	Additions for the year	Deductions during the year	As at 31-03-2025	For the year	Additions during the year	Depreciation Deletions	As at 31-03-2025	As at 31-03-2024
Tangible Assets									
Own assets									
Land									
- Free Hold	111.64	-	-	111.64	-	-	-	111.64	111.64
- Land & Site Development	84.92	-	-	84.92	-	-	-	84.92	84.92
Buildings	686.84	-	-	686.84	7.92	-	-	294.16	302.08
Plant & Machinery	4,320.69	1.75	-	4,322.44	139.77	0.17	-	3,899.46	661.17
Electrical Insulation	408.35	0.75	-	409.10	392.14	0.05	-	14.82	16.21
Furniture & Fixtures	-	-	-	-	-	-	-	-	-
1. Computers	24.17	0.99	-	25.16	20.30	0.33	-	22.85	3.87
2. Furniture & Fixtures	5.53	-	-	5.53	4.86	0.17	-	5.03	0.66
3. Office Equipment	34.61	-	-	34.61	30.93	0.82	-	31.75	3.68
Vehicles	110.26	-	21.19	89.07	94.08	4.22	16.49	81.82	16.17
Construction Machinery	4.80	-	-	4.80	4.78	-	-	4.78	0.03
Work Shop Equipment	3.00	-	-	3.90	3.86	-	-	3.86	0.04
Assets taken on finance lease	5,895.71	3.49	21.19	5,878.01	4,695.24	137.20	16.49	4,836.51	1,200.47
3(A) - Intangible assets									
IPACT Software	-	9.00	-	9.00	9.00	-	-	1.80	-
	-	9.00	-	9.00	9.00	-	-	1.80	-
TOTAL	5,895.71	12.49	21.19	5,887.01	4,704.24	137.20	0.55	4,838.31	1,200.47
Previous Year	5,860.75	33.88	7.93	5,895.71	4,514.50	187.39	0.80	4,695.24	1,355.17

HEMADRI CEMENTS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD ENDED March 31st, 2025
CIN : L26942AP1981PLC002995

4 Capital work in progress:

Particulars	<i>Amount in Lakhs</i>	
	As at 31-03-2025	As at 31-03-2024
i) Plant & Machinery		
Opening Balance	48.92	62.20
Add: Addition during the year	-	1.07
	48.92	63.27
Less: Capitalised during the year	-	14.35
Total	48.92	48.92
Less:		
Provision for impairment:	-	-
	48.92	48.92

Capital work in progress ageing schedule for the FY 2024-25
Amount in Lakhs

Ageing schedule	<i>Amount in CWIP for a period of</i>				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) Project in progress	-	1.07	47.85	-	48.92
ii) Projects temporarily suspended	-	-	-	-	-
Total	-	1.07	47.85	-	48.92

Note: Project expected to be completed in FY 2025-2026

Capital work in progress ageing schedule for the FY 2023-24
Amount in Lakhs

Ageing schedule	<i>Amount in CWIP for a period of</i>				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) Project in progress	1.07	47.85			48.92
ii) Projects temporarily suspended					
Total	1.07	47.85	-	-	48.92

5 Non Current Investments
Amount in Lakhs

Particulars	<i>Amount in Lakhs</i>	
	As at 31-03-2025	As at 31-03-2024
Investments in Equity Instruments (Fair valued through OCI)	60.00	60.00
Total	60.00	60.00
5.1 Aggregate amount of unquoted investments	60.00	60.00
(Less): Impairment on above investments	60.00	-
Net value of unquoted investments	-	60.00

6 Other Non Current Financial Assets
Amount in Lakhs

Particulars	<i>Amount in Lakhs</i>	
	As at 31-03-2025	As at 31-03-2024
Long Term Security Deposits (Unsecured considered good)	283.64	288.62
Total	283.64	288.62

7 Other Non Current Assets
Amount in Lakhs

Particulars	<i>Amount in Lakhs</i>	
	As at 31-03-2025	As at 31-03-2024
Loans and advances(Refer Note- 38)	1,776.27	1,776.27
Less:Provision for doubtful	1,776.27	1,776.27
Total	-	-