

HEMADRI CEMENTS LIMITED

NOTICE TO THE MEMBERS

Notice is hereby given that the 42nd Annual General Meeting of the Members of M/s.Hemadri Cements Limited will be held on **Wednesday, the 31st day of July 2024 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 2024 the Report of the Auditors and the Board of Directors thereon.

2. To appoint a Director in the place of Mr. Gopalsamy Rajan (DIN:02348441) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To Appoint Mr. Ramachandran Harikrishna (DIN: 07131420) 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, Mr. Ramachandran Harikrishna (DIN: 07131420), 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. Appointment of Mr. Sundar Venkatraman (DIN: 01412283) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 149,150,152,161, Schedule IV and other applicable provisions of the Companies Act 2013("the act") read with Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulation,2015 ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Sundar Venkatraman (DIN: 01412283), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 5th 2024, who meets criteria for independence under Section 149(6) of the Act and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company for the first term of 5 years commencing from 5th July 2024 to 4th July 2029 and that he shall not be 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."

By Order of Board of Directors

Krish Narayanan
Company Secretary

Place: Chennai
Date: 05.07.2024

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. Wednesday, 31st July 2024. 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 25th July 2024 to 31st July 2024, (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 42nd AGM

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, 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 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) 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 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 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 Sunday, the 28th July 2024 and ends at 5.00 PM on Tuesday the 30th July 2024. 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 24th July 2024 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 and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 | <p>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.nsdl.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</p> |

| | |
|--|---|
| <p>demat mode with NSDL Depository</p> | <p>available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will 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>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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>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 22 55 33 |
| 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 at toll free no.: 1800 1020 990 and 1800 22 44 30 |

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

The Shareholders should log on to the e-voting website www.evotingindia.com.

Click on "Shareholders" module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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.

If you are a first-time user follow the steps given below:

| | |
|---|---|
| | For Physical Shareholders and other than individual Shareholders holding shares in Demat. |
| 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.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(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 22 55 33

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 22 55 33.

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

Place: Chennai
Date: 05.07.2024

Krish Narayanan
Company Secretary

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.Gopalsamy Rajan |
| DIN | 02348441 |
| Date of Birth and Age | 21/05/1935, 89 Years |
| Date of first appointment on the Board | 07.10.2021 |
| Qualification | Law Graduate |
| Experience and Expertise in specific functional areas | He is a 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. He is also associated with various religious and philanthropic organizations. He has authored a few books on law and religion |
| 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 |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid | 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 | Nil |
| No.of shares held in the Company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Nil |
| The number of Meetings of the Board attended during the Year | 2 |

| | |
|--|--|
| 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 possesses good managerial ability. |
| List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies | <ol style="list-style-type: none"> 1. SRMPR CONSTRUCTION PRIVATE LIMITED 2. SRMPR AUTO MANUFACTURING PRIVATE LIMITED 3. SRM TRANSPORTS INDIA PRIVATE LIMITED 4. SRM-SURYA TRANSPORT PRIVATE LIMITED |
| 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 | 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 attended during the year | Nil |

| | |
|------------------------------|--------------------------------|
| Name of the Director | Mr. Sundar Venkataraman |
| DIN | 01412283 |
| Date of Birth and Age | 08/05/1956, 68 Years |
| Original Date of Appointment | 05.07.2024 |
| Qualification | B.com., C.A.I.I.B , FCS |

| | |
|--|--|
| Expertise in specific functional areas | Has over 40 years of experience in Corporate Finance, Corporate Secretarial and legal functions, Capital Markets operations, etc. Has been associated as part of Top and Senior Management position/s with Reputed Listed Corporate entities & MNCs including, Ranbaxy Group, Escorts Ltd, SRF Ltd., Vysya Bank Ltd [now known as ING Vysya Bank Ltd/ Kotak Mahindra] , Comcraft Group, PLC ,U.K; GENEVA., St. John Freight Systems Ltd, TAKE Solutions Ltd[Shriram Group], Jhaver Group, and other MNCs; for a short time as MD of a NBFC & also been an Investment banker[with Fortis Financial Services Ltd. Ranbaxy Group entity] |
| List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies | 1. BHUPAD CONSULTANCY SERVICES PRIVATE LIMITED |
| 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 |

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: APPOINTMENT OF MR.RAMACHANDRAN HARIKRISHNA (DIN: 07131420) AS A 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 MR. RAMACHANDRAN HARIKRISHNA (DIN: 07131420) as a Non-Executive Non-Independent Director.

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

Item No. 4: APPOINTMENT OF MR.SUNDAR VENKATARAMAN(DIN: 01412283) AS AN 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 Shareholders' approval by way of Special Resolution is proposed to be taken for appointment of MR. SUNDAR VENKATARAMAN (DIN: 01412283) as an Independent Director of the Company.

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