

Secretarial Compliance Report
of
M/s. HEMADRI CEMENTS LIMITED
For the year ended 31.03.2020

We, M/s. VCSR & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **HEMADRI CEMENTS LIMITED**, having its Registered Office at Vedadri Village, Jaggaiahpet Mandal, Krishna District, Andhra Pradesh- 521175, hereinafter referred to as "**the listed entity**",
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **No such cases**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **No such cases**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **No such cases**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **No such cases**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013- **No such cases**
- (j) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016- **No such cases**
- (k) SEBI (Investor Protection and Education Fund) Regulations, 2009- **No such cases**
- (l) SEBI (Depository Participant) Regulations, 2018

and circulars/ guidelines issued thereunder;

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
None			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



S.N o.	Action taken by	Details of violation	of	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None					

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable *				

*This being the first reporting since the Company has been revoked from suspension of listing by BSE during the year, reporting on actions to comply with the observations made in the previous reports do not arise.

Place: Hyderabad
Date: 29.05.2020

For VCSR & Associates
Company Secretaries

Ch. Veeranjanyulu

Ch. Veeranjanyulu
Partner

M No. F6121, C P No. 6392

