

Corporate Governance Report

Name of the Listed entity : Hemadri Cements Limited - Scrip Code:502133

Quarter ending 31st December 2018

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-executive/Independent/Nominee)	Date of appointment in the current term/ cessation	Tenure	No. of directorships in listed entities (including this listed entity)	Number of memberships in Audit/Stakeholder Committees held in listed entities including this	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities
Mr.	Ravi Pachamuthu	PAN: AABPR7984F DIN: 00675665	Chairman/Executive	28.09.2016	3 years	1	0	0
Mr.	S.Vivekanandan Murugan	PAN: AKKPV6815C DIN: 05223790	Executive	08.09.2014	-	1	0	0
Mr.	K.Gopi Prasad**	PAN: AJVPK3323L DIN: 01025908	Non-executive	26.10.2018	-			
Mr.	G.Rajan	PAN: AGNPG7595B DIN: 02348441	Non-executive/Independent	08.09.2014	initially 5 years	1	2	1
Mr.	D.B.N.Rao	PAN: ACQPD1361F DIN: 01180539	Non-executive/Independent	08.09.2014	initially 5 years	1	0	0
Mr.	B.Ramachandra Rao	PAN: AFLPB5614B DIN: 00637389	Non-executive/Independent	08.09.2014	initially 5 years	1	1	0
Mr.	R.A.Nadesan	PAN: AAEPN9248H DIN: 02695412	Non-executive/Independent	08.09.2014	initially 5 years	1	2	1
Mrs.	R.Ananda Priya	PAN: AJGPR9263D DIN: 01768355	Non-executive/Independent	22.09.2015	initially 5 years	1	0	0

** Mr.Gopi Prasad ceased to be Director by virtue of his disqualification under Section 164(2)(a) of the Companies Act 2013



For HEMADRI CEMENTS LTD.

[Signature]
Company Secretary

II. Composition of Committees

Name of the Committee	Name of Committee Members	Category (Chairperson/Executive/Non-executive/Independent/Nominee)
Audit Committee	Mr.R.A.Nadesan	Chairperson/Independent
	Mr.G.Rajan	Independent
	Mr.B.Ramachandra Rao	Independent
Nomination & Remuneration Committee	Mr.G.Rajan	Chairperson/Independent
	Mr.R.A.Nadesan	Independent
	Mr.B.Ramachandra Rao	Independent
Stakeholders' Relationship Committee	Mr.G.Rajan	Chairperson/Independent
	Mr.R.A.Nadesan	Independent

III. Meetings of Board of Directors

Date of Meetings (if any) in the previous quarter	Date of Meetings (if any) in the relevant quarter	Maximum gap between any two consecutive (no of days)
09.08.2018	14.11.2018	96

IV. Meetings of Committees

Audit Committee		Maximum gap between any two consecutive meetings in number of days
Date of meeting of the Committee in the relevant quarter	whether requirement of quorum met	
14.11.2018	Yes	96

V. Related Party Transactions

Subject	Compliance Status
Whether prior approval of the Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been renewed by the Audit Committee	Yes



For HEMADRI CEMENTS LTD.

[Signature]
Company Secretary

VI. Affirmations

1. The Composition of the Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations
2. The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations
 - a. Audit Committee
 - b. Nomination and Remuneration Committee
 - c. Stakeholders' Relationship Committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations 2015
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations 2015
5. This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here.



Hema Pasupatheeswaran
Company Secretary & Compliance Officer
Name and Designation

