



HEMADRI CEMENTS LIMITED

**REG OFFICE : Vedadri Village,
Jaggayapet Mandal, Krishna District,
Andhra Pradesh - 521457
Phone - 8754388822**

**Admin Office :
3, Veeraswamy Street,
West Mambalam, Chennai - 600 033.**

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

NOTICE of Postal Ballot ("Notice") is hereby given to the Members of Hemadri Cements Limited ("the Company") pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standard-2") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular no. 14/2020 dated Apr 8, 2020, General Circular no. 17/2020 dated Apr 13, 2020 read with General Circular no. 11/2022 dated Dec 28, 2022 issued by the Ministry of Corporate Affairs, Government of India in the backdrop of Covid19 pandemic (collectively referred to as "MCA Circulars") and other relevant circulars issued by MCA from time to time in this regard and/or any other applicable law, rules or regulations for the time being in force, to transact the item of special business, as set out in this Postal Ballot Notice and to seek approval of the Members through voting by electronic means ("remote e-voting") for the below item.

In view of the extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2024, the

requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

Item No. 1: BORROWING POWERS OF THE BOARD

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

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/ entity/ entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, Fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of

commercial borrowings from the private sector window of multilateral Financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding `150,00,00,000 (Rupees One Hundred and Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

Item No. 2: CREATION OF CHARGES /MORTGAGE of PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT 2013.

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

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors)for creating the mortgage/pledge/hypothecation/ lien/charge whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company) in such form and manner and with such ranking as to priority and at such time and on such terms as the Board may determine, on all or any of the movable and/or

immovable properties, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) or any properties of the Company where so ever situated, in favour of the banks, Financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, Financial assistance or Financial indebtedness availed/to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/partially convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or Floating rate notes/bonds and other debt instruments), issued/ to be issued by the Company, from time to time for an amount not exceeding Rs. 150 crores (Rupees One Hundred and Fifty Crores Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees , in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/agent(s)/trustee(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings /papers/agreements as may be required and to do all acts, deeds and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to create mortgage /charge as aforesaid and also to delegate all or any of the powers to the Committee of Directors or the Managing Director or the Principal officer of the Company and generally to do all such acts, deeds and things as may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Item No. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED.

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

“RESOLVED THAT pursuant to Section 188, and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) as amended from time to time, the Company’s policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions”, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors (‘the Board’, which term shall include any Committee) of the Company to enter into Material related party transactions in the nature of receiving loans not exceeding Rs. 30,00,00,000 (Rupees Thirty Crores Only) from **M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED** being 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations during the current and succeeding financial years (which is expected to exceed rupees one thousand crore or 10% of the Annual Consolidated Turnover as per the last audited Financial statements of the Company, whichever is lower) provided that the said transactions to be entered into / carried out are in the Ordinary course of business and are on arm’s length basis on such terms and conditions as may be considered appropriate by the Board of Directors and as may be agreed between the Company and **M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED** more particularly enumerated in the Explanatory statement annexed to this Notice.

**Item No. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS PROPOSED
TO BE ENTERED WITH M/S.SRM PR Construction Private Limited.**

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

“RESOLVED THAT pursuant to Section 188, and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) as amended from time to time, the Company's policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions”, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall include any Committee) of the Company to enter into Material related party transactions in the nature of receiving loans not exceeding Rs. 20,00,00,000 (Rupees Twenty Crores Only) from M/s.SRM PR Construction Private Limited being 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations during the current and succeeding financial year (which is expected to excess Rupees one thousand crore or 10% of the Annual Consolidated Turnover as per the last audited Financial statements of the Company, whichever is lower) provided that the said transactions to be entered into / carried out are in the Ordinary course of business and are on arm's length basis on such terms and conditions as may be considered appropriate by the Board of Directors and as may be agreed between the Company and **M/s. SRM PR Construction Private Limited**, more particularly enumerated in the Explanatory statement annexed to this Notice.

By order of the Board

For HEMADRI CEMENTS LIMITED

Date: 02.08.2024

Place: Chennai

SIVASAMY RAJU

DIRECTOR

DIN: 06961330

Notes:

1. Explanatory Statement setting out all the material facts concerning the proposed special business and reasons thereof pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed to this Notice. Further, the relevant details with respect to Item No. 1 & Item No. 2 pursuant to the Companies Act, 2013, respective Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are also annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories I.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as at the closing hours of business on 2nd August 2024 in accordance with the provisions of the Companies Act, 2013, read with Rules made there under and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 dated April 13, 2020.
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed **Central Depository Services (India) Limited** (hereinafter referred to as “CDSL”) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).

4. This Postal Ballot Notice will also be available on the Company's website at www.hemadricements.com website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and also on the website of CDSL at www.cdsl.com.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of e-voting.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. Thursday, 5th September 2024 in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English National daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in A.P and Telangana
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the EGM, by electronic means. The instructions for e-voting are given in this Notice. E-Voting will commence on Wednesday, 7th August 2024 and ends on Thursday, 5th September 2024. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"),

who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system. E-Voting shall not be allowed beyond the said time & date.

10. The Company has appointed Mr. N. Ramanathan, Partner of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, Chennai, (peer reviewed) as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

11. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before Thursday, 5th September 2024 and after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before 6th September 2024. The Result shall be announced by the Chairman of the Company at the Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. Thursday, 5th September 2024 will be taken to be date of passing the resolution.

12. The results of the postal ballot will be placed on the Company's website at www.hemadricements.com and CDSL at www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed i.e. BSE in accordance with the provisions of SEBI Listing Regulations.

13. THE INSTRUCTIONS FOR SHAREHOLDERS ON REMOTE E-VOTING ARE AS UNDER:

- i. The E-Voting period begins on Wednesday, 7th August 2024 and ends on Thursday, 5th September 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 2nd August 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting at 5th September 2024.

- ii. 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 shareholder resolutions.

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.

- iii. 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 the above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Users who have opted for CDSL Easy / 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 Easy / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easy.</p> <p>After successful login the Easy / 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. Additionally, there is also link 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.</p> <p>If the user is not registered for Easy/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number & E-mail Id as recorded in the Demat Account. After successful authentication, user will be able to see the-Voting</p>

	<p>option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<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 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.</p> <p>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>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</p>

	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 022-23058738 and 22-23058542-43
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
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iv. Login method for e-voting for shareholders other than individual shareholders holding in Demat form and physical shareholders:

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on “Shareholder” 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 first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and physical form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat

Date of Birth (DOB)	<p>Details account or in the Company records in order to login.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (iv).
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- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. 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 also to be 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.
- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the relevant “**HEMADRI CEMENTS LIMITED**” on which you choose to vote.
- ix. 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.
- x. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. 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.
- xv. Facility for Non — Individual Shareholders and Custodians — Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - Alternatively Non Individual shareholders are required 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: cs@hemadricements.com (designated email address of the Company), if

they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ID / MOBILE NUMBER 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 e-mail id & mobile number with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** - Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 elpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Information:

1. Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the Postal Ballot by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. 2nd August 2024 shall view the Notice of the Postal Ballot on the Company's website or on the website of CDSL. Such persons may obtain the login ID and password by sending a request at h elpdeskevoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by e-Voting.
2. Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 2nd August 2024. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Every Client ID No. / Folio No. will have one vote, irrespective of number of joint holders.

Scrutinizer's Report and Declaration of results

1. The Scrutinizer shall, after the conclusion of e-voting, first count the votes cast vide e-voting and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favor or against, not later than 48 (forty eight) hours of the conclusion of the Voting.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hemadricements.com and on the website of CDSL i.e. www.evotingindia.com. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.

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 POSTAL BALLOT 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 Postal Ballot Notice:

Item No. 1: BORROWING POWERS OF THE BOARD.

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's Bankers in ordinary course of business) by the Company beyond the aggregate of the Paid-up Capital of the Company and its Free Reserve requires approval from the Shareholders of the Company.

Keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the said power only with the consent of the Company by a Special Resolution. Hence, the Special Resolution at Item No.1 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 150 crores is intended for this purpose.

The Directors recommends the resolution for Members' approval as a Special Resolution.

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

Item No. 2: : CREATION OF CHARGES /MORTGAGE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT 2013

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. In terms

of the provisions of Section 180 (1) (a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The proposed borrowings of the Company may, if necessary, be secured by way of Charge/mortgage/hypothecation on the Company's assets in favour of the lenders.

Therefore, the Board of Directors of the Company recommends the passing of the proposed Special Resolution as contained in this Notice, by Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 02 of this Notice except to the extent of their shareholding in the Company, if any.

Item No. 3: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH M/S. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED.

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') approval of the members through resolution is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous

transactions during a Financial Year exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company, as per the last audited Financial statements of the Company, whichever is lower.

M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This transaction shall become a related party transaction by virtue of the Companies having Common Promoters.

The proposed Material RPTs with M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED is in relation to the company availing loans from the above mentioned company for an amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crores Only) which will help the Company in upgrading its Systems/Processes, to Improve its production line and to meet its Financial Commitments.

However, the estimated value of transaction in respect of transactions with M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED for the Financial year 2024-25 is likely to exceed 10% of the annual consolidated turnover of the Company as per the last Audited Financial statements of the Company or Rs.1000 Crores, whichever is lower and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the prior approval of the Members by way of Ordinary Resolution and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alteration for the Current and Succeeding Financial year subject to the limits mentioned in the table below. The value of Related Party transactions with M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED for the period commencing from April 01, 2024 till the date of this Notice has not exceeded the materiality threshold and the Company will ensure that the same does not exceed until the approval of Shareholders is obtained for the same.

The relevant information pertaining to transactions with M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (Financial or otherwise)	
Name of the related party	M/s. SRM TRP PROPERTIES AND INVESTMENTS PRIVATE LIMITED
Name of the director or Key Managerial Personnel who is related, if any;	Nil
Nature of relationship	Company having Common Promoters.
Aggregate maximum value of the contract/arrangement per transaction in any financial year	Aggregate Upto Rs.30 Crores (Rupees Thirty Crores Only) for the Current & Succeeding Financial Year
Nature, type, material terms, monetary value and particulars of the contract or arrangements	The proposed transactions relates to receiving loans from the above mentioned company which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the Members.
Tenure of the proposed transaction	Contracts/arrangements with a duration upto 3 years
Any other information relevant or important for the members to take a decision on the proposed resolution.	All the transactions are on recurring basis and on arm's length basis and in the ordinary course of business.
The percentage of the Hemadri Cement's annual consolidated turnover, for the immediately preceding Financial year, that is represented by the value of the proposed transaction	
Justification as to why the RPT is in the interest of the listed entity;	The aforesaid transaction will help the company in upgrading its Systems/Processes, to Improve its production line and to meet its Financial Commitments.
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	
A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
Where the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point4(f) of the aforesaid circular	Not Applicable

Item No. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH M/S. SRM PR CONSTRUCTIONS PRIVATE LIMITED.

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Ordinary resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') approval of the members through resolution is required for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company, as per the last audited Financial statements of the Company, whichever is lower.

M/S. SRM PR CONSTRUCTIONS PRIVATE LIMITED is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This transaction has become a related party transaction by virtue of the Companies having Common Promoters.

The proposed RPTs with **M/S. SRM PR CONSTRUCTIONS PRIVATE LIMITED** is in relation to the company availing loans from the above mentioned company for an

amount not exceeding Rs. 20,00,00,000 (Rupees Twenty Crores Only) which will help the Company in upgrading its Systems/Processes, to Improve its production line and to meet its Financial Commitments.

However, the estimated value of transaction in respect of transactions with **M/S. SRM PR CONSTRUCTIONS PRIVATE LIMITED** for the Financial year 2024-25 is likely to exceed 10% of the annual consolidated turnover of the Company as per the last Audited Financial statements of the Company or Rs.1000 Crores, whichever is lower and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the prior approval of the Members by way of Ordinary Resolution and therefore approval of the Members is sought to enable the Board for entering into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alteration for the Current & Succeeding Financial year subject to the limits mentioned in the table below. The value of Related Party transactions with **M/S. SRM PR CONSTRUCTIONS PRIVATE LIMITED** for the period commencing from April 01, 2024 till the date of this Notice has not exceeded the materiality thresholds and the Company will ensure that the same does not exceed until the approval of Shareholders is obtained for the same.

The relevant information pertaining to transactions with M/s. SRM PR CONSTRUCTIONS PRIVATE LIMITED as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (Financial or otherwise)	
Name of the related party	<u>M/S. SRM PR CONSTRUCTIONS PRIVATE LIMITED</u>
Name of the director or Key Managerial Personnel who is related, if any;	Nil
Nature of relationship	Company having Common Promoters.
Aggregate maximum value of the contract/arrangement per transaction in any financial year	Aggregate Upto Rs. 20 Crores (Rupees Twenty Crores Only) for the Current and Succeeding Financial year

Nature, type, material terms, monetary value and particulars of the contract or arrangements	The proposed transactions relates to receiving loans from the above mentioned company which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the Members.
Tenure of the proposed transaction	Contracts/arrangements with a duration upto 3 years
Any other information relevant or important for the members to take a decision on the proposed resolution.	All the transactions are on recurring basis and on arm's length basis and in the ordinary course of business.
The percentage of the Hemadri Cement's annual consolidated turnover, for the immediately preceding Financial year, that is represented by the value of the proposed transaction	
Justification as to why the RPT is in the interest of the listed entity;	The aforesaid transaction will help the company in upgrading its Systems/Processes, to Improve its production line and to meet its Financial Commitments.
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	
A copy of the valuation or other external party report, if any such report has been relied upon	The transactions do not contemplate any valuation.
Where the transaction relates to any loans, Inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point4(f) of the aforesaid circular	Not Applicable

**By order of the Board
For HEMADRI CEMENTS LIMITED**

Date: 02.08.2024

Place: Chennai

**SIVASAMY RAJU
DIRECTOR
DIN: 06961330**

POSTAL BALLOT FORM

Serial No. _____

(Pursuant to Section 110 of Companies Act, 2013)

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	EQUITY

I hereby exercise my vote in respect of the Ordinary/Special Resolution enumerated below by recording my Assent or dissent to the said Special Resolution in the following manner:

Sr. No.	Brief Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Borrowing Powers of the Board.			
2.	Creation Of Charges /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. SRM Group company			

Place: _____

Date: _____

(Signature of the Member)

E-VOTINGDETAILS		
EVEN(ElectronicVotingEventNumber)	USER ID	PASSWORD

Note: 1. Kindly read the instructions printed in notice before exercising your vote through this Form or e-voting.

2. Last date for receipt of Postal Ballot Forms is Thursday, 5th September, 2024.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Mr. N.Ramanathan, Designated Partner of S.Dhanapal & Associates LLP, Practising Company Secretaries, Chennai as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The self-addressed business reply envelope bears the address of the Registrar & Transfer agent.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/Authority Letter.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer on or before the close of working hours on Thursday, the 5th September, 2024. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked both in favor and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favor or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, M/s. Cameo Corporate Services Limited, Subramanian Building #1, Club House Road Chennai 600 002 - India. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No.5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 2nd August, 2024.
9. A member need not use all the votes or cast all the votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding.
13. The result of the Postal Ballot will be posted on the website of the Company www.hemadricements.com
14. The Company is pleased to offer e-voting facility for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. The last date of voting/receipt of Postal Ballot i.e., Thursday, 5th September, 2024 shall be the effective date of passing of the resolutions.

**Please Comply with KYC forms as
per SEBI (LODR) Regulation**

1. E-Mail Ids

2. Mobile No

3. Aadhar and Pan Copy

4. Bank Details