

**General information about company**

Scrip code	502133
NSE Symbol	
MSEI Symbol	
ISIN	INE07BK01011
Name of the entity	HEMADRI CEMENTS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post-Chairperson Audit/ Stakeholder Committee he listed entity including this entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	P.RAVI	AABPR7984F	00675665	Executive Director	Chairperson		15-03-1967	26-11-2010	27-09-2019		36	1	0	1	0
2	Mr	S.VIVEKANANDAN MURUGAN	AKKPV6815C	05223790	Executive Director	Not Applicable	CEO	30-07-1978	08-09-2014				0	0	0	0
3	Mr	G.RAJAN	AGNPG7595B	02348441	Non-Executive - Independent Director	Not Applicable		21-05-1935	25-11-2008	27-09-2019		60	1	1	1	1
4	Mr	D.B.N.RAO	ACQPD1361F	01180539	Non-Executive - Independent Director	Not Applicable		14-04-1947	31-03-2007	27-09-2019		60	2	2	2	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN
5	Mr	B.RAMACHANDRA RAO	AFLPB5614B	00637389	Non-Executive - Independent Director	Not Applicable		29-03-1945	31-03-2007	27-09-2019		60	2	2	2	1	
6	Mrs	R.ANANDA PRIYA	AJGPR9263D	01768355	Non-Executive - Independent Director	Not Applicable		20-05-1980	07-02-2015	23-09-2015		60	1	1	0	0	
7	Mr	RA.NADESAN	AAEPN9248H	02695412	Non-Executive - Independent Director	Not Applicable		27-12-1957	08-09-2014		07-09-2019	60	1	1	1	0	

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00637389	B.RAMACHANDRA RAO	Non-Executive - Independent Director	Chairperson	27-09-2019		
2	02348441	G.RAJAN	Non-Executive - Independent Director	Member	27-09-2019		
3	01180539	D.B.N.RAO	Non-Executive - Independent Director	Member	27-09-2019		
4	02695412	RA.NADESAN	Non-Executive - Independent Director	Member	08-09-2014	07-09-2019	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02348441	G.RAJAN	Non-Executive - Independent Director	Chairperson	27-09-2019		
2	00637389	B.RAMACHANDRA RAO	Non-Executive - Independent Director	Member	27-09-2019		
3	01180539	D.B.N.RAO	Non-Executive - Independent Director	Member	27-09-2019		
4	02695412	RA.NADESAN	Non-Executive - Independent Director	Member	08-09-2014	07-09-2019	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02348441	G.RAJAN	Non-Executive - Independent Director	Member	27-09-2019		
2	00675665	P.RAVI	Executive Director	Member	27-09-2019		
3	01180539	D.B.N.RAO	Non-Executive - Independent Director	Chairperson	27-09-2019		
4	02695412	RA.NADESAN	Non-Executive - Independent Director	Member	08-09-2014	07-09-2019	

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00637389	B.RAMACHANDRA RAO	Non-Executive - Independent Director	Chairperson	27-09-2019		
2	02348441	G.RAJAN	Non-Executive - Independent Director	Member	27-09-2019		
3	01180539	D.B.N.RAO	Non-Executive - Independent Director	Member	27-09-2019		
4	02695412	RA.NADESAN	Non-Executive - Independent Director	Member	08-09-2014	07-09-2019	

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00675665	P.RAVI	Executive Director	Chairperson	27-09-2019		
2	05223790	S.VIVEKANANDAN MURUGAN	Executive Director	Member	08-09-2014		
3	01180539	D.B.N.RAO	Non-Executive - Independent Director	Member	27-09-2019		
4	02695412	RA.NADESAN	Non-Executive - Independent Director	Member	08-09-2014	07-09-2019	



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00675665	P.RAVI	Management Committee	Executive Director	Chairperson	
2	05223790	S.VIVEKANANDAN MURUGAN	Management Committee	Executive Director	Member	

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	21-05-2019				Yes	6	4
2		07-08-2019	77		Yes	6	4

**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	21-05-2019				Yes		
2	Audit Committee	07-08-2019	77			Yes	3	3
3	Stakeholders Relationship Committee	21-05-2019				Yes		
4	Stakeholders Relationship Committee	07-08-2019	77			Yes	3	2

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Hema Pasupatheeswaran
2	Designation	Company Secretary and Compliance Officer

**Annexure III**

<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <b>No</b> details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	He had communicated his inability to attend due to personal reasons
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	He had communicated his inability to attend due to personal reasons
5	Whether <b>Corporate Governance Report</b> disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

1	Name of signatory	Hema Pasupatheeswaran
2	Designation	Company Secretary and Compliance Officer



**Signatory Details**

Name of signatory	Hema Pasupatheeswaran
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	05-10-2019

