

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Member(s),

HeidelbergCement India Limited (“Company”)

NOTICE is hereby given that the resolutions appended herein to be passed by the members of the Company (**as on the Cut-off Date i.e. Friday, May 30, 2025**), through Postal Ballot only by way of **remote e-voting (“e-voting”)** pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (**“Act”**), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (**“MCA Circulars”**), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 03, 2024 read with earlier Circulars issued by SEBI (**“SEBI Circulars”**), Secretarial Standard (**“SS-2”**) on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Board of Directors of the Company has appointed Mr. Deepak Kukreja (ICSI Membership No. 4140) partner of DMK associates, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the resolutions setting out the material facts and the rationale thereof form part of this Postal Ballot Notice (**“Notice”**).

In compliance with Regulation 44 of the SEBI (LODR) Regulations as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote forms part of the **‘Notes’** to this Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting period will commence on Saturday **June 7, 2025, at 09.00 A.M. (IST)** and will end on Sunday, **July 06, 2025, at 05.00 P.M. (IST)**.

The e-voting facility will be disabled by NSDL immediately thereafter and the e-voting will not be allowed later than Sunday, **July 06, 2025, at 05.00 P.M. (IST)**.

The Scrutinizer will submit the report to the Chairman of the Company ("**Chairman**"), or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice.

The last date of e-voting, i.e Sunday, **July 06, 2025, at 05.00 P.M. (IST)**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Special Business:

Item 1:

Appointment of Mr. Vimal Kumar Choudhary (DIN:02370072) as a 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 to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") other applicable provisions of SEBI LODR Regulations as amended from time to time and the provisions of Articles of Association of the Company and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the Shareholders be and is hereby accorded for appointment of Mr. Vimal Kumar Choudhary (DIN:02370072) as Non-Executive & Non-Independent Director of the Company, being liable to retire by rotation and in respect of whom the Company has received a Notice in writing under the provisions of Section 160 of the Act proposing his candidature for the office of Director.

RESOLVED FURTHER THAT Mr. Joydeep Mukherjee, Managing Director and/or Mr. Ravi Arora, Company Secretary and/or Mr. Anil Sharma, Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution, including but not limited to filing of necessary returns/forms to the appropriate authorities."

Item:2**Re-appointment and Remuneration of Mr. Vimal Kumar Jain (holding DIN 09561918) as Whole Time Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and other applicable provision of SEBI (LODR) Regulations, and subject to the other statutory approvals, if any, as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to re-appoint Mr. Vimal Kumar Jain (holding DIN 09561918), as Whole-Time Director of the Company, liable to retire by rotation, for a term of three years from 10 June 2025 till 09 June 2028, on the terms and conditions as detailed in Statement pursuant to Section 102 of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act and the Rules made thereunder including any statutory modification(s) and/ or re-enactment thereof, the terms of remuneration of Mr. Vimal Kumar Jain effective from 10 June 2025 as set out in the Statement pursuant to Section 102 of the Act be and are hereby approved.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise and/or change the terms and conditions of the appointment and remuneration of Mr. Vimal Kumar Jain from time to time as may be deemed appropriate.”

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the remuneration as detailed in the Statement pursuant to Section 102 of the Act annexed hereto or as may be amended from time to time as above, as minimum remuneration to Mr. Vimal Kumar Jain in any financial year, in which the Company has no profit or the profit is inadequate.

**By Order of the Board of Directors
HeidelbergCement India Ltd**

Sd/-

Ravi Arora

**Vice President- Corporate Affairs
& Company Secretary
Membership No.: A37075**

Date : 28 May 2025

Place : Gurugram

NOTES :

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, Regulation 36(3) of SEBI LODR Regulations and SS-2 setting out all material facts pertaining to the above-mentioned resolutions is annexed to this Postal Ballot Notice for your consideration.
2. The Cut-off date for ascertaining the eligibility of members to vote on the resolution contained in Postal Ballot Notice is 30 May 2025. A person whose name appears in the Register of Members or in Beneficial Owners data furnished by the depositories as on the Cut-Off date i.e., 30 May 2025 'End of Business Hours' only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purpose only.
3. The votes in this Postal Ballot process cannot be exercised through proxy.
4. In compliance with the MCA Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depository Participants. Members may note that the Notice of the Postal Ballot is also be available on the Company's website www.mycemco.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.
5. The Board of Directors of the Company has appointed Mr. Deepak Kukreja (ICSI Membership No. 4140) partner of DMK associates, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
6. Relevant documents, if any, referred to in this Postal Ballot Notice are available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to investors.mcl@mycemco.com
7. The e-voting period commences on Saturday June 07, 2025, at 9.00 A.M. (IST) and ends on Sunday, July 06, 2025, at 5.00 P.M. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of 30

May 2025, (end of business hours), may cast their votes by e-voting. The e-voting module will be disabled by NSDL, for voting, upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

8. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., 30 May 2025.
9. The Scrutinizer, after scrutinizing the votes cast through postal ballot e-voting process will not later than two working days from the conclusion of the e-voting, make a scrutiniser's report and submit the same to the Chairperson or a person authorized by him in writing. The results declared along with the scrutiniser's report shall be displayed on the Company website www.mycemco.com as well as communicated to the Stock Exchanges and placed on the website of NSDL www.evoting.nsdl.com.
10. Subject to receipt of requisite number of votes, the Special Resolution shall be deemed to be passed on the last date specified for e-voting for the postal ballot voting process i.e, Sunday, July 06, 2025.
11. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.
12. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circular dated November 3, 2021, and December 14, 2021, March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA either by email to irg@integratedindia.in or by post to No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003.

The members may note that the following forms meant for updating the details of PAN, KYC and nomination are available at the website of the Company at <https://www.mycemco.com/investor-information>.

S.No	Purpose	Form No.
1	Request for registering PAN, KYC details or changes / updation thereof.	Form ISR-1
2	Request for Updation of Specimen Signature.	Form ISR-2
3	Declaration Form for Opting out of Nomination.	Form ISR-3
4	Request for issue of Duplicate Certificate and other Service Requests.	Form ISR-4
5	Registration of Nomination.	Form SH-13
6	Cancellation or Variation of Nomination.	Form SH-14

- In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of

Shareholders holding shares in physical mode, dividend/interest etc. on those shares shall be paid only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety.

- If a Shareholder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the Shareholder would receive all the dividends/interest etc. declared during that period (from April 01, 2024, till date of updation) pertaining to the shares held after the said updation automatically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your

existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are 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>
4. 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 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133948 then user ID is 133948001***
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5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deepak.kukreja@dmkassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager at their designated e-mail addresses: evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 irg@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to irg@integratedindia.in.. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following statement pursuant to Section 102 read with Section 110 of the Act and other applicable provisions, sets out all material facts relating to the business mentioned in resolutions in this Notice:

Item No. : 1

The members are informed that in view of resignation of Ms. Soek Peng Sim and further to ensure compliance with the provisions of SEBI LODR Regulations, the Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on 28 May 2025 has appointed Mr. Vimal Kumar Choudhary as an Additional Director in the category “Non-Executive & Non-Independent Director” with effect from 28 May 2025. Pursuant to Regulation 17 of SEBI LODR Regulations, appointment of Mr. Vimal Kumar Choudhary is subject to the approval of shareholders of the Company to be taken within three months from the date of appointment by the Board of Directors. It is, therefore, proposed to obtain approval of shareholders by means of an Ordinary Resolution to be passed through Postal Ballot for appointing Mr. Vimal Kumar Choudhary as a Non-Executive & Non-Independent Director of the Company liable to retire by rotation. Brief profile of Mr. Vimal Kumar Choudhary is given below:

Mr. Vimal Kumar Choudhary is the member of the Institute of Chartered Accountants of India and having the experience more than 30 years in:-

- Strategic & business planning
- Merger & acquisition
- Business Development
- Commercial – Marketing, Logistic, procurement, contracts
- Project monitoring & implementation

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Vimal Kumar Choudhary, for the office of Director of the Company.

The Board at its meeting held on 28 May 2025 has also appointed Mr. Vimal Kumar Choudhary as a member of Audit Committee with effect from 28 May 2025. He does not hold any equity shares in the Company. The Board of Directors has recommended the appointment of Mr. Vimal Kumar Choudhary as a Non-Executive & Non-Independent Director for approval by the members through the Ordinary Resolution contained in the Notice of Postal Ballot.

He is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

Except, Mr. Vimal Kumar Choudhary, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution. This explanatory statement may also be regarded as a disclosure pursuant to SEBI LODR Regulations.

The details required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings are set out at annexure to this notice.

Item No.: 2

Mr. Vimal Kumar Jain was appointed as Whole time Director of the Company for a term of three years w.e.f. 10 June 2022 and his term will expire on 9 June 2025. Further considering his rich skills, expertise and competencies along with his rich varied experience, the Board of Directors of the Company at its meeting held on 28 May 2025 on the recommendation of the Nomination and Remuneration Committee had re-appointed Mr. Vimal Kumar Jain as Whole time Director of the Company for a term of three years from 10 June 2025 to 09 June 2028. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and other applicable provision of SEBI (LODR) Regulations, and subject to the other statutory approvals, if any, it is proposed to obtain approval of the members in this regard through special resolution set out at Item No. 2 of the Notice. Brief profile of Mr. Vimal Kumar Jain is given below:

Mr. Vimal Kumar Jain, aged 57, holds a Bachelor's degree in Mechanical Engineering from the Madhav Institute of Technology & Sciences, Gwalior (M.P.), and has earned Post Graduate Diplomas in Business Management and Project Management from IGNOU.

With a career spanning over 33 years, including 19 years abroad and 14 years in India, Mr. Jain has gained extensive expertise in the cement industry, specializing in Operations & Maintenance as well as Project Management from concept to commissioning. His broad experience has significantly contributed to the enhancement of operational efficiencies and improvements in consumption parameters within the sector.

Throughout his tenure with the Company, Mr. Jain has successfully handled various key assignments, fostering growth and operational improvements. He currently holds the position of "Occupier" for all Company factories under the Factories Act and is designated as the "Owner" of the Company's mines in accordance with the Mines Act. In these roles, Mr. Jain plays a pivotal part in overseeing the operations at both the company's plants and mines.

Mr. Jain currently serves as a Non-Executive Director at Zuari Cement Limited, a subsidiary of the HeidelbergCement Group, where he continues to apply his extensive experience and skills to drive operational success.

The terms and conditions of Mr. Vimal Kumar Jain's remuneration effective from 10 June 2025 in accordance with the Nomination and Remuneration Policy of the Company are as under:

- i) Basic Salary: Rs. 78,65,040 per annum. The annual increment, in accordance with the Nomination and Remuneration Policy of the Company, will be effective from 01 January 2026.
- ii) House Rent Allowance: 50% of the basic salary.
- iii) Variable Pay: Variable Pay shall be equivalent to Rs. 43,42,987 on 100% achievement of the Company's and individual targets set at the beginning of the year. It can vary between 0% to 200% of the base amount of Rs. 43,42,987 depending upon results of evaluation of individual's and Company's performance. The annual increment in variable pay will also be effective from 01 January 2026.
- iv) Long Term Incentive Plan (LTIP): LTIP shall be equivalent to Rs. 54,38,584 on 100% achievement of the targets set by Heidelberg Materials AG (ultimate holding company) at the global level. It can vary between 0% to 200% of the base amount of Rs. 54,38,584 depending upon achievement of the set targets. The annual increment in LTIP will also be effective from 01 January 2026.
- v) Car Allowance: Rs. 20,52,000 per annum.
- vi) Perquisites & Allowances: Medical Reimbursement, Mediclaim Premium, Special Allowance, Leave Travel Allowance, Ex-gratia etc., as per the applicable policies or as may be agreed to between the Company and Mr. Vimal Kumar Jain.

vii) Retirement benefits: Contribution to Provident Fund and Superannuation Fund as per the Company's policy. Gratuity to be paid in accordance with Payment of Gratuity Act, 1972 and encashment of leave at the end of tenure.

The annual increment is effective from 1st January every year as per the provisions of the Nomination and Remuneration Policy of the Company. The Board shall be entitled to add, alter or vary any of the foregoing terms of remuneration, benefits or perquisites of the Whole-time Director within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof.

Minimum Remuneration: Where in any financial year during the term of the Whole-time Director, the Company has no profit or its profit is inadequate, the Company will pay remuneration specified herein above as minimum remuneration, subject to the requisite approvals, if any.

The statement as required under Section II, Part II of Schedule V of the Companies Act, 2013 with reference to aforesaid item is given below:

I. General Information:

- (1) Nature of industry. : Manufacturing of Cement.
- (2) Date or expected date of commencement of commercial production. : Not Applicable (The Company was incorporated on 13th May 1958 and commenced commercial production in 1962).
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable
- (4) Financial performance based on given indicators. :

(Rs. in million)			
Particulars	For the financial year ended 31 st March 2025	For the financial year ended 31 st March 2024	For the financial year ended 31 st March 2023
Revenue from Operations	21488.8	23,657.8	22,381.0
EBITDA (Earnings before interest, tax, depreciation and amortization)- Including other income	2,848.9	3,712.4	2,941.4
Profit before tax	1458.1	2,268.1	1,357.7
Net Profit	1067.5	1,677.5	991.7

- (5) Foreign investments or collaborations, if any. : The foreign holding in the share capital of the Company as on 31st March 2025 was as under:-

Foreign holding	No. of shares	Percentage holding
Promoter (Heidelberg Materials South Asia B.V.)	15,72,44,693	69.39%
Foreign Institutional Investors	51,41,582	2.27%
Non-Resident Indians and Foreign Nationals	44,87,178	1.98 %

The Company has no foreign collaborations as on date

II. Information about the appointee:

- (1) Background details. : Mr. Vimal Kumar Jain, aged 57 years, has done B.E.- Mechanical Engineering from Madhav Institute of Technology & Sciences, Gwalior (M.P.) and has also completed Post Graduate Diplomas in Business Management and Projects Management from IGNOU. In his career spanning over 33 years, consisting of 19 years abroad and 14 years in India, he has acquired rich and vast experience of over three decades in the Cement sector in Operations & Maintenance and Project Management from concept to commissioning.
- (2) Past remuneration. : Past remuneration drawn by Vimal Kumar Jain from the Company during the FY 2024-2025 is Rs. 2,07,29,643.
- (3) Recognition or awards. :
- (4) Job profile and his suitability. : Mr. Vimal Kumar Jain, aged 57, holds a Bachelor's degree in Mechanical Engineering from the Madhav Institute of Technology & Sciences, Gwalior (M.P.), and has earned Post Graduate Diplomas in Business Management and Project Management from IGNOU.

With a career spanning over 33 years, including 19 years abroad and 14 years in India, Mr. Jain has gained extensive expertise in the cement industry, specializing in Operations & Maintenance as well as Project Management from concept to commissioning. His broad experience has significantly contributed to the enhancement of operational efficiencies and improvements in consumption parameters within the

sector.

Throughout his tenure with the Company, Mr. Jain has successfully handled various key assignments, fostering growth and operational improvements. He currently holds the position of “Occupier” for all Company factories under the Factories Act and is designated as the “Owner” of the Company’s mines in accordance with the Mines Act. In these roles, Mr. Jain plays a pivotal part in overseeing the operations at both the company’s plants and mines.

Mr. Jain currently serves as a Non-Executive Director at Zuari Cement Limited, a subsidiary of the HeidelbergCement Group, where he continues to apply his extensive experience and skills to drive operational success.

(5) Remuneration proposed. : Details are given in the Statement pursuant to Section 102 of the Act.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person. : The remuneration payable to Mr. Vimal Kumar Jain has been benchmarked with remuneration being drawn by similar positions in the cement industry and has been approved by the Nomination and Remuneration Committee at its meeting held on 28 May 2025.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. : Apart from receiving his remuneration as stated in the statement pursuant to Section 102 of the Act, Mr. Vimal Kumar Jain does not have any pecuniary relationship, directly or indirectly with the Company, its Directors, Key Managerial Personnel and/or their relatives. Mr. Vimal Kumar Jain does not hold any shares in the Company.

III. Other information:

(1) Reasons of loss or inadequate profits. : Not Applicable

(2) Steps taken or proposed to be taken for improvement. : Not Applicable

(3) Expected increase in productivity and profits in measurable terms. : Not Applicable

Although the Company has shown growth and profit from its operations over the past years and is expected to consistently earn profits in the coming years also, it is proposed to pass the resolution given at Item No. 2 of this Notice as a Special Resolution, in order to enable the Company to pay the remuneration detailed above as minimum remuneration to Mr. Vimal Kumar Jain in the eventuality of loss/inadequacy of profits during his term in accordance with the applicable provisions of Section II, Part II of Schedule V of the Companies Act, 2013.

IV. Disclosures: The remuneration package of the managerial personnel has been described in the statement pursuant to section 102 of the Act and the same will also be annually provided in the Corporate Governance Reports of the subsequent years.

Mr. Vimal Kumar Jain is liable to retire by rotation in terms of the provisions of Section 152 of the Companies Act, 2013.

The Board of Directors has accordingly recommended the resolutions set out at Item No. 2 of the Notice for approval of the members by way of Special Resolution.

Except Mr. Vimal Kumar Jain, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolutions. This explanatory statement may also be regarded as a disclosure pursuant to SEBI LODR Regulations.

The brief profile as required under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 on General Meetings is set out at Annexure to this notice.

Date : 28 May 2025
Place : Gurugram

By Order of the Board of Directors
HeidelbergCement India Ltd
Sd/-
Ravi Arora
Vice President- Corporate Affairs
& Company Secretary
Membership No.: A37075

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

Details of Director proposed to be reappointed through Postal Ballot [Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard 2 on General Meetings]

Item No. 1:

Name of Director	Mr. Vimal Kumar Choudhary
DIN	02370072
Date of Birth	03/08/1973
Brief Resume	Refer Explanatory Statement
Date of First Appointment on the Board	28 May 2025
Nature of expertise in specific functional area(s)	Refer Explanatory Statement
Qualifications	Refer Explanatory Statement
Shareholding in the Company (including shareholding as a beneficial owner)	Nil
Terms and Conditions of Appointment	Refer Explanatory Statement
Managerial Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company or their relatives.
No. of Board meetings attended during 2024-25 and 2025-26	Not Applicable
Directorships held in other Indian public limited companies	Nil
Listed Indian companies from which the person has resigned in the past three years	Nil
Position of Chairperson / Member in the Committees of Directors of other public limited companies in which he is a Director	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

Item No. 2:

Name of Director	Mr. Vimal Kumar Jain	
DIN	09561918	
Date of Birth	12 January 1968	
Brief Resume	Refer Explanatory Statement	
Date of First Appointment on the Board	10 June 2022	
Nature of expertise in specific functional area(s)	Refer Explanatory Statement	
Qualifications	Refer Explanatory Statement	
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	
Terms and Conditions of Appointment	Refer Explanatory Statement	
Managerial Remuneration last drawn	Past remuneration drawn by Vimal Kumar Jain from the Company during the FY 2024-2025 is Rs. 2,07,29,643.	
Remuneration proposed to be paid	As per the special resolution at Item No. 2 of the aforesaid Notice read with explanatory statement thereto.	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company or their relatives.	
No. of Board meetings attended during 2024-25 and 2025-26	Five Board Meetings were held during the FY 2024-2025 and Mr. Vimal Kumar Jain attended 4 Board Meeting.	One Board Meeting was held during the FY 2025-2026 and Mr. Vimal Kumar Jain attended 1 Board Meeting.
Directorships held in other Indian public limited companies	Zuari Cement Limited	
Listed Indian companies from which the person has resigned in the past three years	Nil	
Position of Chairperson / Member in the Committees of Directors of other public limited companies in which he is a Director	Zuari Cement Limited <ul style="list-style-type: none"> Member of Corporate Social Responsibility Committee 	
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	