

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Regd. Office: 2nd Floor, Block-B, DLF Cyber Greens, DLF Cyber City, Phase-III, Gurugram, Haryana -122002

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NOTICE

of the Annual General Meeting

NOTICE is hereby given that the 66th Annual General Meeting of the Members of the Company will be held at 11:00 A.M. on Wednesday, 24 September 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company consisting of Balance Sheet as at 31 March 2025, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date including notes thereto together with the Reports of the Board of Directors and Auditors thereon, already circulated to the members and now submitted to this meeting be and are hereby received and adopted."

2. To declare Dividend on Equity Shares and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Dividend of INR 7 per Equity Share of INR 10 each (i.e., 70%) for the financial year ended 31 March 2025, as recommended by the Board of Directors at its meeting held on 28 May 2025, be and is hereby declared.

RESOLVED FURTHER THAT in accordance with the provisions of Companies (Declaration and Payment of Dividend) Rules, 2014, an amount of INR 518.8 million be withdrawn from the accumulated profits/free reserves of past financial years and the same be utilised for the purpose of declaration and payment of dividend for the financial year ended 31 March 2025."

3. To appoint a Director in place of Mr. Roberto Callieri, who retires by rotation and being eligible has offered himself for reappointment and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Roberto Callieri (holding DIN 05139888) who retires in accordance with the provisions of the Companies Act, 2013 and has offered himself for reappointment be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To re-appoint Mr. Joydeep Mukherjee as Managing Director of the Company for a further term of three years

and in this regard pass the following **Ordinary 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 based on the recommendation of the Board of Directors and Nomination and Remuneration Committee of the Company, consent of the members be and is hereby accorded to re-appoint Mr. Joydeep Mukherjee (holding DIN 06648469), as Managing Director of the Company from 01 April 2026 to 31 March 2029 without any remuneration on the terms and conditions as set out in the explanatory statement and he shall not be liable to retire by rotation under the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint M/s. DMK Associates, Companies Secretaries as Secretarial Auditors of the Company for a term of five years and fix their remuneration and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Audit Committee and Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s. DMK Associates, Company Secretaries (Firm Registration No.: P2006DE00310), a peer reviewed secretarial audit firm (Peer Review No. 6896/2025) as Secretarial Auditor of the Company to hold office from the conclusion of 66th Annual General Meeting until the conclusion of 71st Annual General Meeting (FY 2025-26 to FY 2029-30) at such



remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

6. To ratify the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants as Cost Auditors and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants (Firm Registration No. 000026) appointed by the Board of Directors on the recommendation of the Audit Committee as Cost Auditors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2025-26, amounting to Rs. 2,75,000 (Rupees Two Lac Seventy Five Thousand only) plus applicable taxes, reasonable out of pocket expenses and reimbursement of travelling expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

By Order of the Board

Date: 29 July 2025

Ravi Arora

Place: Gurugram

Vice President- Corporate Affairs
& Company Secretary

Regd. Office: 2nd Floor, Block-B,
DLF Cyber Greens, DLF Cyber City, Phase-III,
Gurugram, Haryana -122002
CIN: L26942HR1958FLC042301



NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General circular dated 19 September 2024 which is in continuation of circular dated 25 September 2023 read with circulars dated 05 May 2022, 13 January 2021, 05 May 2020, 13 April 2020 and 08 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the General Circular No. 14/2020 dated 08 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 and the Registered Office of the Company will be deemed to be venue for the purpose of this meeting.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars and the circular issued by SEBI dated 09 December 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. The documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at the Email-ID investors.mcl@mycemco.com till the date of AGM. Similarly, statutory registers that are available for inspection at the registered office of the Company in the normal course of business hours prior to and during the continuance of e-AGM at the deemed venue of meeting, may also be accessed through the above-mentioned mode.
7. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/reappointed at the Annual General Meeting is given below as part of Notice.
8. Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
9. (a) The Dividend on equity shares, if declared, at the AGM will be credited/despatched within thirty days from the date of AGM to those members whose names appear on the Company's Register of Members as on record date i.e., 12 September 2025. In respect of the shares held in dematerialised form the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on record date i.e., 12 September 2025. In case of joint holders only the first holder will be entitled to receive dividend.
- (b) Members holding shares in electronic form may note that the bank particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Integrated Registry Management Services Private Limited (RTA) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes need to be advised by the Members directly to the depository participants with whom they are maintaining a demat account.
- (c) Members holding shares in physical form are requested to immediately advise any change in their address or bank particulars to the Company or its Registrars and Transfer Agents, Integrated



Registry Management Services Private Limited so that the same can be updated in the Register of Members before processing of dividend payment.

- (d) Non-Resident Indian (NRI) members are requested to inform RTA (for physical shares) / their DPs (for dematerialized shares), immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their PAN and bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier, to facilitate payment of dividend.
 - (e) The Company has placed on its website www.mycemco.com, the details of unclaimed dividends for FY2017-18, FY2018-19 (both Interim and Final), FY2019-20 (both Interim and Final), FY2020-21, FY2021-22, FY2022-23 & FY2023-24. The concerned shareholders may approach Registrars and Transfer Agents, Integrated Registry Management Services Private Limited to claim the same.
 - (f) The Shareholders whose dividend for FY2017-18 have remained unclaimed and has not claimed the same for seven consecutive years, the unclaimed dividend along with its underlying shares will be transferred to Investor Education and Protection fund (IEPF) Authority. The due date for transfer of unclaimed dividend and the underlying shares is 27 October 2025. Those shareholders who still have not claimed their dividend for FY2017-18 are requested to check the status from the Company's website on www.mycemco.com and accordingly file their claims to their unclaimed dividends.
10. Members who continue to hold the shares in physical form are requested to inform any change in their address, bank particulars, nominee, email address etc., to the Registrar & Transfer Agents. Members holding shares in dematerialized form are requested to approach their Depository Participant for change of address, bank particulars, nominee, email address etc.
 11. In accordance with the directions issued by SEBI, it is mandatory for the members holding shares in physical mode to submit their Permanent Account Number (PAN) and Bank Account Details to the Company / RTA, in case they have not yet submitted the same.
 12. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary

documents at the time of lodgement of request for transmission/transposition, is mandatory.

13. SEBI vide its Notifications dated 08 June 2018 & 30 November 2018 amended Regulation 40 of SEBI Listing Regulations, which provides that from 01 April 2019 transfer of securities would not be processed unless the securities are held in the dematerialised form with a depository. Further, SEBI vide its circular dated 07 September 2020 had fixed 31 March 2021 as cut-off date for re-lodgement of physical share transfer requests (earlier returned by RTA under objection) and has stipulated that such transferred shares shall be issued only in demat mode. In view of the above, Members are advised to dematerialize shares held by them in physical form.
14. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, the Company is pleased to offer one-time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. This special window is open from July 07, 2025, to January 06, 2026, and is applicable to cases which were lodged prior to deadline of April 01, 2019, and the original share transfer were rejected/returned/ not attended due to deficiencies in documentation or were not processed due to any other reason. The shares re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer request along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s. Integrated Registry Management Services Private Limited by post to No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003 within stipulated period.

Note: All the shareholders are requested to update their E-mail id(s) with Company/RTA/Depository Participants.

15. In accordance with the provisions of Section 72 of the Companies Act, 2013 and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <https://www.mycemco.com/investor-information>. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/RTA, in case the shares are held by them in physical form.
16. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with the share certificates so as to



enable the Company to consolidate their holdings into one folio.

17. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend the meeting and vote on their behalf.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 are also 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 <https://www.evoting.nsdl.com>. Further, pursuant to Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will send a letter providing the web-link, including the exact path, where complete details of the Annual Report are available, to those shareholder(s) who have not so registered their email ID.

19. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. 01 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and with their depository participants (in case of shares held in demat mode).

A Resident individual shareholder holding PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to irg@integratedindia.in by 11:59 P.M. IST until 12 September 2025. **Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at such higher rate as may be prescribed by Income Tax department.**

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to irg@integratedindia.in and copy marked to investors.mcl@mycem.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. IST until 12 September 2025.

20. Since the AGM will be held through VC / OAVM, the route map, attendance slip and proxy form are not annexed to this Notice.

Process for registration of email-id for obtaining Annual Report and user-id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the RTA at irg@integratedindia.in providing 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) for registering email address along with duly filled Form ISR-1 prescribed by SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2023/37 dated 16 March 2023.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) The Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solution, d) 9 digit MICR Code Number, e) 11 digit IFSC Code, and f) Scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>



VOTING THROUGH ELECTRONIC MEANS

I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 66th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting System. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM

but shall not be entitled to cast their vote again. If a member casts vote(s) by both the modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as invalid.

III. The remote e-voting period commences on 21 September 2025 (9:00 A.M.) (IST) and ends on 23 September 2025 (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 17 September 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution has been cast by a member, no change shall be allowed subsequently. A person who is not a member on the cut-off date should treat this notice for information purpose only.

IV. The process and manner for remote e-voting are as under:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting 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"> 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

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 or joining virtual meeting & voting during the meeting. 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 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.

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. 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 or joining virtual meeting & voting during the meeting.

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 e-Voting and joining virtual meeting 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 135744 then user ID is 135744***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same persons as are mentioned for Remote e-Voting.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) may send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the 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 to 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 toll free no.: 022- 4886 7000 and 022- 2499 7000 or send a request at 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 shareholder 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 and joining virtual meeting 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.
- V. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date of 17 September 2025.
- VI. Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., 17 September 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or contact NSDL at : 022- 4886 7000 and 022- 2499 7000.

However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at : 022- 4886 7000 and 022- 2499 7000.

- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners

maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM venue. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

- VIII. Mr. Deepak Kukreja (FCS No. 4140, CP No. 8265) partner of M/s. DMK Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. Ms. Monika Kohli, (FCS No. 5480, CP No. 4936) has been appointed as an alternate scrutinizer.
- IX. The Chairman of the AGM, at the end of discussion on the resolutions on which voting is to be held, allow e-voting on the day of AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer/ alternate scrutinizer shall after the conclusion of voting at the AGM, shall access NSDL's e-voting portal and unblock the votes cast through remote e-voting as well as through e-voting on AGM day in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.mycemco.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board of Directors/Chairman. The results shall also be submitted to BSE Limited and National Stock Exchange of India Limited.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are requested to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP-ID and Client-ID/ Folio Number, PAN, Mobile Number at investors.mcl@mycem.in at least 72 hours before the start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Joydeep Mukherjee was appointed as Managing Director of the Company for a period of 3 years from 1 April 2023 until 31 March 2026 by the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, at its meeting held on 13 February 2023. Therefore, his tenure will expire by efflux of time on 31 March 2026 in the Company.

During the tenure, Mr. Mukherjee successfully drove the implementation of strategic initiatives and fostered a culture of innovation, collaboration, and continuous improvement within the Company.

Mr. Joydeep Mukherjee, aged 58 years, holds a master's degree in International Business and Marketing (E.M.I.B) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University. He has also undergone several top management level Executive Education programs in IMD Lausanne, CH and ISB Hyderabad. Mr. Mukherjee has over 35 years of experience in leading large teams and delivering results across various industries.

Mr. Joydeep Mukherjee has given his consent to act as a Managing Director and affirmed that he is not disqualified from being appointed as a Managing Director under the applicable provisions of the Companies Act, 2013 and is also not debarred from holding the office of Director pursuant to any order issued by the SEBI or any other authority.

In order to achieve synergy in operations of the Company and Zuari Cement Limited (both being part of HeidelbergCement Group), Mr. Mukherjee holds the position of Managing Director in both the companies.

Further, the board has recommended not to draw remuneration from the Company as he is already drawing his remuneration from Zuari Cement Limited.

Based on the recommendation of the Nomination and Remuneration Committee in compliance with provisions of Section 178 of the Companies Act, 2013, the Board at its

meeting held on 29 July 2025 considered and approved the re-appointment of Mr. Joydeep Mukherjee as Managing Director of the Company for a further term of 3 years from 01 April 2026 to 31 March 2029 and recommended the Ordinary resolution to be passed by the members.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

Except Mr. Mukherjee, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolutions.

The brief details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings is set out as Annexure to this Notice.

Item No.: 5

M/s. DMK Associates, Company Secretaries (Firm Registration No. P2006DE00310), was appointed as Secretarial Auditor of the Company at the Meeting of the Board held on 29 July 2025. In accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a listed entity shall appoint a peer reviewed Company Secretary as its Secretarial Auditor whose appointment will be subject to the approval of the shareholders of the Company for a period of 5 consecutive years.

M/s. DMK Associates is a peer reviewed firm of Practicing Company Secretaries, founded in 2005. It has expertise in the field of Secretarial Audits, Pre-IPO Due Diligence, Acquisition Due Diligence, advising on matters related to Company Law, SEBI LODR/SEBI Insider Trading /SEBI Takeover Code Compliances, Due Diligence, Incorporations & is proficient in liasoning and representation with various government agencies viz. Ministry of Corporate Affairs, ROC, RD, RBI, NSE, BSE, SEBI & NCLT.

The firm's client centric approach, with experienced professionals and proficient solutions to complex problems prides itself on superior client retention, integrity, dedication, and professionalism making them a trusted partner in navigating the complexities of corporate law.

M/s. DMK Associates are eligible for appointment for a term of five years and have given their consent for appointment as Secretarial Auditor of the Company and have issued a certificate confirming that their proposed appointment is within the limit as prescribed under SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 January 2024. M/s. DMK Associates have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013 and the rules or regulations made thereunder.

Considering various factors such as independence, industry experience across large listed entities, technical skills, audit team, audit quality reports, the Audit Committee recommended the appointment of M/s. DMK Associates.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is INR 2,20,000/- plus applicable taxes. The remuneration for the subsequent



years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company and as may be mutually agreed with Secretarial Auditors.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 29 July 2025, approved the appointment of M/s. DMK Associates, Company Secretaries and recommends the appointment of M/s. DMK Associates, Companies Secretaries (Firm Registration No. P2006DE00310) as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the aforesaid resolution.

Item No.: 6

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.J. Goel & Co., Cost Accountants, for conducting the audit of cost records of the Company for the financial year 2025-26.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors during the financial year 2025-26 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the aforesaid resolution.

By Order of the Board

Date: 29 July 2025

Ravi Arora

Place: Gurugram

Vice President- Corporate Affairs
& Company Secretary

Regd. Office: 2nd Floor, Block-B,
DLF Cyber Greens, DLF Cyber City, Phase-III,
Gurugram, Haryana -122002
CIN: L26942HR1958FLC042301



Details of Director seeking appointment/reappointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

Name of Director		Mr. Roberto Callieri	Mr. Joydeep Mukherjee
DIN		05139888	06648469
Brief Resume		<p>Mr. Roberto Callieri, aged 61 years, completed his Degree in Electrical Engineering from University of Cagliari in 1990 and Financial Management from Bocconi University, Milan, Italy. He has also completed Advanced Management Program from Harvard Business School, Boston, USA.</p> <p>Mr. Callieri joined Italcementi Group in 1990, where he held several senior management positions in Puerto Rico, USA, Canada, Turkey, Thailand, Egypt, and Italy. From 2016 until the end of 2023, he headed the Italian operations of Heidelberg Materials Group. He has been a member of the Managing Board of Heidelberg Materials AG since January 2024 and is responsible for Asia within the Asia-Pacific Group area.</p> <p>He has led many successful operational and marketing turnarounds resulting in re-establishing profitability and competitiveness. He is a highly disciplined professional with balanced approach, self-starting personality and ability to independently operate under challenging business situations. He is a strong believer in nurturing talent, building high performing teams and ability to successfully integrate and be accepted in multicultural environments.</p>	<p>Mr. Joydeep Mukherjee, Managing Director, HeidelbergCement India Limited (HCIL) has 35 years of experience in leading large teams and delivering results across various industries. Prior to joining HCIL he was working as COO at RR Kabel. He was also associated with H&R Johnson as Chief Executive Officer and Executive Director and has held senior leadership roles in ACC Limited including Chief Executive for South & West Business. Prior to joining ACC, he was the National Sales Manager of the foil and packaging business of Hindalco Limited.</p> <p>Mr. Mukherjee holds a master's degree in International Business and Marketing (E.M.I.B) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University. He has also undergone several top management level Executive Education programs in IMD Lausanne, CH and ISB Hyderabad.</p>
Date of Birth		14 October 1963	02 November 1966
Date of First Appointment on the Board		14 March 2024	01 April 2023
Expertise in specific functional area(s)		He has a rich and vast experience of over 36 years plant operations & maintenance, project management, sustainability, business integration, brand leadership, corporate management, strategy formulation and cost leadership in international cement business.	General Management, Governance, Sales & Marketing, Finance and Industry/Technical Knowledge.
Qualifications		Degree in Electrical Engineering from University of Cagliari in 1990 and Financial Management from Bocconi University, Milan, Italy. He has also completed Advanced Management Program from Harvard Business School, Boston, USA.	Master's degree in International Business and Marketing (E.M.I.B.) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University.



Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil
Terms and Conditions of Appointment	Appointed as Non-Executive Director liable to retire by rotation.	Three Years effective from 01 April 2026.
Managerial Remuneration last drawn	NA	NA
Remuneration proposed to be paid	NA	NA
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.	Not related to any other Director or Key Managerial Personnel of the Company.
No. of Board meetings attended during FY25	Attended all the board meetings held during FY25.	Attended all the board meetings held during FY25.
Directorships held in other Indian public limited companies	Chairman & Non-Executive Director at Zuari Cement Limited and a Non-Executive Director at Gulbarga Cement Limited.	Managing Director of Zuari Cement Limited and Non-Executive Director of Gulbarga Cement Limited.
Listed Indian companies from which the person has resigned in the past three years	Nil	Nil
Position of Chairperson / Member in the Committees of Directors of other public limited companies in which he is a Director	Nil	Chairman of Corporate Social Responsibility Committee of Zuari Cement Limited.

