

HCIL:SECTL:SE:2022-23

05 August 2022

BSE Ltd.
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400001

National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Scrip Code:500292

Trading Symbol: Heidelberg

Dear Sir,

Sub: Notice of Annual General Meeting of the Company, Record Date and E-voting

1. **Notice of AGM:** This is to inform you that the 63rd Annual General Meeting (AGM) of the members of HeidelbergCement India Limited is scheduled to be held on Thursday, 08 September 2022 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Notice of the AGM is attached.

The soft copy of the Annual Report for the financial year 2021-22, comprising the Notice of the AGM and the financial statements for the financial year ended 31 March 2022, along with Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent to the stock exchanges and the members of the Company whose email addresses are registered with the Company / Depository Participant(s).

2. **Record Date for Dividend and AGM:** The Company has fixed Thursday, 01 September 2022 as the "Record Date" for the purpose of determining the members entitled to

*Rojk*

attend the AGM and receive dividend of Rs. 9 per Equity Share of Rs. 10 each (i.e., 90%) for the financial year 2021-22. The dividend on equity shares, if declared, at the AGM will be paid to the members within thirty days from the date of AGM.

3. E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be considered at the said 63rd AGM by electronic means ("e-voting"). Detailed instructions for e-voting are given in the Notice of AGM. The e-voting period commences on 05 September 2022 (9.00 A.M.) and ends on 07 September 2022 (5.00 P.M.). During this period the members of the Company, holding shares either in physical form or demat form, as on the cut-off date of 01 September 2022 may cast their votes through e-voting facility being provided by NSDL.

This is for your information and record please.

Thanking you,

Yours faithfully,
For HeidelbergCement India Limited



Rajesh Relan
Legal Head & Company Secretary

Encl.: a.a.



HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Regd. Office: 2nd Floor, Plot No. 68, Sector 44, Gurugram, Haryana - 122002

Ph. +91 0124-4503700, Fax +91 0124-4147698

Email Id: investors.mcl@mycem.in; Website: www.mycemco.com

NOTICE

of the Annual General Meeting

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of the Company will be held at 11:00 A.M. on Thursday, the 08 September 2022 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 2022, 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 Rs. 9 per Equity Share of Rs. 10 each (i.e., 90%) for the Financial Year 2021-22, as recommended by the Board of Directors at its meeting held on 20 May 2022 be and is hereby declared.”

3. To appoint a Director in place of Mr. Kevin Gerard Gluskie, 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. Kevin Gerard Gluskie (holding DIN 07413549) who retires in accordance with the provisions of the Companies Act, 2013 and has offered himself for reappointment be and is hereby reappointed as Director of the Company liable to retire by rotation.”

4. To reappoint M/s. S.N. Dhawan & Co. LLP., Chartered Accountants as Statutory Auditors of the Company for a further term of five years and fix their remuneration and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder M/s. S.N. Dhawan & Co., Chartered Accountants (Firm Registration No.:

000050N/N500045) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of 63rd Annual General Meeting until the conclusion of 68th Annual General Meeting (FY 2022-23 to FY 2026-27) at a fee of INR 5.7 million for the financial year 2022-23, in addition to reimbursement of applicable taxes and out of pocket expenses in connection with Audit of the accounts of the Company.”

SPECIAL BUSINESS:

5. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED that Mr. Vimal Kumar Jain (holding DIN 09561918) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 10 June 2022 and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director liable to retire by rotation.”

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

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder including any statutory modification(s) and/or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Vimal Kumar Jain (holding DIN 09561918), as a Whole-time Director of the Company for a term of three years from 10 June 2022 till 09 June 2025, on the terms and conditions as detailed in Statement pursuant to Section 102 of the Act.

RESOLVED FURTHER that pursuant to Section 152 of the Companies Act, 2013, Mr. Vimal Kumar Jain shall be liable to retire by rotation.

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 o



Mr. Vimal Kumar Jain effective from 10 June 2022 as set out in the Statement pursuant to Section 102 of the Act be and are hereby approved.

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 as minimum remuneration to Mr. Jain in any financial year, in which the Company has no profit or the profit is inadequate.

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. Jain from time to time as may be deemed appropriate.”

7. 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 of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2022-23, amounting to Rs. 2,50,000 (Rupees Two Lac Fifty 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: 20 May 2022

Rajesh Relan

Place : Gurugram Legal Head & Company Secretary

Regd. Office: 2nd Floor, Plot No. 68,
Sector 44, Gurugram, Haryana -122002
CIN: L26942HR1958FLC042301

NOTES:

1. In view of the continuing COVID-19 pandemic and social distancing norms to be followed, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05 May 2022 read with circulars dated 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 the Circulars issued by the Ministry of Corporate Affairs dated 05 May 2022, 13 January 2021, 05 May 2020, 13 April 2020 and 08 April 2020 and the circular issued by SEBI dated 9 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 Notice calling the AGM has been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 3/2022 dated 05 May 2022, MCA Circular No. 2/2021 dated 13 January 2021, MCA Circular No. 20/2020 dated 05 May 2020, MCA Circular No. 17/2020 dated 13 April 2020 and MCA Circular No. 14/2020 dated 08 April 2020.
8. All 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.
9. 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.
10. Statement pursuant to section 102 of the Companies Act, 2013 is annexed.
11. (a) The Dividend on equity shares, if declared, at the AGM will be credited/despached 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., 01 September 2022. 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., 01 September 2022. 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 FY2016-17, FY2017-18, FY2018-19 (both Interim and Final), FY2019-20 (both Interim and Final) and FY2020-21. The concerned shareholders may approach Registrars and Transfer Agents, Integrated Registry Management Services Private Limited to claim the same. **The members may note that in case their dividend payments for seven consecutive years remain unclaimed then not only such unclaimed / unpaid dividend amount but also the underlying shares will be liable for transfer to Investor Education and Protection Fund constituted by Government of India in this regard.**
12. 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 & Share 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.
13. **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.**
14. 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.
15. SEBI vide its Notifications dated 8 June 2018 & 30 November 2018 amended Regulation 40 of SEBI Listing



Regulations, which provides that from April 1, 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 7 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.

16. In accordance with the provisions of Section 72 of the Companies Act 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
17. 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.
18. 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.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 05 May 2022 read with circular dated 13 May 2022, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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>.

20. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 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 01 September 2022. **Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**

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 01 September 2022.

21. Since the AGM will be held through VC / OAVM, the route map, attendance slip and proxy form are not annexed to this Notice.
22. 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/2021/655 dated 03 November 2021.</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, and e) 11 digit IFSC Code f) Scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	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.

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 63rd 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

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"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 held 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 options available against company name or e-Voting service provider - 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	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.



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 05 September 2022 (9:00 A.M.) and ends on 07 September 2022 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 01 September 2022, 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
- As per circular of SEBI on e-Voting facility provided by Listed Entities, dated 09 December 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat account maintained with Depositories and Depository Participants in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants in order to access e-voting facility.



2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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.
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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 e services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e services 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 101456 then user ID is 101456001***

5. Your password details 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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 General 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.) are required to send 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 officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
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.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

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.co.in 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 01 September 2022.
- 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., 01 September 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at toll free no.: 1800-222-990.

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 toll free no.: 1800-222-990.
- 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. Nityanand Singh, Company Secretary in Whole-time Practice (FCS No. 2668, CP No. 2388) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. Mr. Harish Damani, Company Secretary in Whole-time Practice (FCS No. 10714, CP No. 14471) 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 Chairperson 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 Chairperson or a person authorized by the Board of Directors/Chairperson. 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. Members will be provided with a facility to attend the EGM/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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 COMPANIES ACT, 2013

Item No.: 4

M/s. S.N. Dhawan & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 58th Annual General Meeting ('AGM') held on 22 September 2017 for a term of five years, up to the conclusion of 63rd AGM.

M/s. S.N. Dhawan & Co. LLP, Chartered Accountants, is one of the largest Chartered Accountants firms operating in India since 1944. It has offices in Bengaluru, Delhi, Gurugram, Indore and Kolkata. The firm has 20 partners who are supported by a strong and experienced large team of Directors, Managers, Senior and Junior Auditors and IT Specialists to serve clients' needs. The firm possesses in-depth experience in various sectors viz., manufacturing, construction, infrastructure, retail, FMCG, real estate, IT and ITES, e-commerce, power and energy, engineering consultancy, BFSI, automotive etc. The firm is registered with Comptroller and Auditor General of India and Reserve Bank of India (RBI) for conducting audits of PSU's and Banks. M/s. S.N. Dhawan & Co. LLP is a member firm of Mazars and as such it has access to their technical expertise and audit tools.

M/s. S.N. Dhawan & Co. LLP are eligible for reappointment for a further term of five years. They have given their consent for reappointment as Statutory Auditors of the Company and have issued a certificate confirming that their proposed reappointment is within the limit prescribed under Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. S.N. Dhawan & Co. LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

The Audit Committee after duly assessing the effectiveness of statutory audit process and auditors' independence and performance on annual basis, keeping in view the relevant parameters such as experience and expertise of lead partner, profile of members of audit team, involvement of the lead partner and process for audit planning and execution etc, has recommended the reappointment of M/s. S.N. Dhawan & Co. LLP.

Based on the recommendation of the Audit Committee, the Board of Directors has proposed that the members may reappoint M/s. S.N. Dhawan & Co. LLP, (Firm Registration No. 000050N/N500045) as the Statutory Auditors of the Company for a further term of five consecutive years to hold office from the conclusion of the ensuing 63rd AGM till the conclusion of the 68th AGM of the Company at a remuneration of INR 5.7 million for conducting audits for the financial year 2022-23 in addition to reimbursement of applicable taxes and out of pocket expenses.

The Board may also alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board has recommended the resolution set out at Item No. 4 of the Notice for approval of the members at the ensuing AGM.

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

Item Nos.: 5 and 6

The Board of Directors of the Company at its meeting held on 20 May 2022 had appointed Mr. Vimal Kumar Jain as an Additional Director and Whole time Director of the Company for a term of three years from 10 June 2022 to 09 June 2025. In accordance with the provisions of Section 161, Section 196 and other applicable provisions of the Companies Act, 2013 it is proposed to obtain approval of the members in this regard through resolutions set out at Item No. 5 and 6 of the Notice. Brief profile of Mr. Jain is given below:

Mr. Vimal Kumar Jain, aged 54 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 30 years, consisting of 19 years abroad and 11 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. He has a successful track record for developing strategic initiatives, organizational improvements, capacity expansions, de-bottlenecking, production and quality improvements, adoption of new technologies, overall cost reductions, waste processing, and working with diverse cultures & challenging environment.

Mr. Jain is working with HeidelbergCement Group since 2007. He has worked as Project Manager with Heidelberg Technology Centre handling projects in Indonesia and Thailand. He joined HeidelbergCement India Limited on 3 January 2022 as Technical Director. Prior to joining HeidelbergCement Group, he has worked with RAK Cement of U.A.E., Prism Cements and Raymond Cement in various capacities in projects and technical function.

Mr. S.K. Tiwari who was working with the Company as Whole-time Director superannuated on 09 June 2022. Therefore, in view of the rich and vast experience of Mr. Jain, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on 20 May 2022 has appointed Mr. Vimal Kumar Jain as Whole-time Director of the Company for a term of three years from 10 June 2022 to 09 June 2025.

The terms and conditions of Mr. Jain's remuneration effective from 10 June 2022 in accordance with the Nomination and Remuneration Policy of the Company are as under:

- i) Basic Salary: Rs. 6,361,320 per annum. The annual increment, in accordance with the Nomination and Remuneration Policy of the Company, will be effective from 01 January 2023.
- ii) House Rent Allowance: 50% of the basic salary.
- iii) Variable Pay: Variable Pay shall be equivalent to Rs. 3,512,652 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. 3,512,652 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 2023.
- iv) Long Term Incentive Plan (LTIP): LTIP shall be equivalent to Rs. 4,086,547 on 100% achievement of the targets set



by HeidelbergCement AG (ultimate holding company) at the global level. It can vary between 0% to 200% of the base amount of Rs. 4,086,547 depending upon achievement of the set targets. The annual increment in LTIP will also be effective from 01 January 2023.

- v) Car Allowance: Rs. 612,000 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. 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 March 2022	For the financial year ended 31 March 2021	For the financial year ended 31 March 2020
Revenue from Operations	22,969.6	21,166.7	21,696.2
EBITDA (Earnings before interest, tax, depreciation and amortization)- Including other income	4,836.2	5,530.6	5,805.2
Profit before tax	3,351.3	3,912.2	3,980.6
Net Profit	2,522.6	3,149.5	2,680.6

- (5) Foreign investments or collaborations, if any The foreign holding in the share capital of the Company as on 31st March 2022 was as under:

Foreign holding	No. of shares	Percentage of holding
Promoter (Cementum I B.V.)	15,72,44,693	69.39%
Foreign Institutional Investors	1,23,52,215	5.45%
Non-Resident Indians and Foreign Nationals	13,81,637	0.61%

II. Information about the appointee:

- (1) Background details : Mr. Vimal Kumar Jain, aged 54 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 30 years, consisting of 19 years abroad and 11 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 : Not Applicable
- (3) Recognition or awards : Not Applicable
- (4) Job profile and his suitability : As Whole-time Director, Mr. Jain performs such duties and exercises such powers as are entrusted to him from time to time by the Board of Directors and/or the Managing Director of the Company. In view of Mr. Jain's rich and vast experience of over 30 years in

the cement industry, the Board of Directors is of the opinion that he is competent to discharge the functions and tasks associated with the position of Whole-time Director of the Company. Mr. Jain plays a crucial role in overseeing the activities at the Plants and Mines of the Company.

- (5) Remuneration proposed : Details are given in the Statement pursuant to Section 102 of the Act.
- (6) Comparative remuneration : The remuneration payable to Mr. Jain has been benchmarked with remuneration being profile with respect to industry, size of the company, profile of the position and person. drawn by similar positions in the cement industry and has been approved by the Nomination and Remuneration Committee at its meeting held on 20 May 2022.
- (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. Jain does not have any pecuniary relationship, directly or indirectly with the Company, its Directors, Key Managerial Personnel and/or their relatives. Mr. 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 measureable 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. 6 of this Notice as a Special Resolution, in order to enable the Company to pay the remuneration detailed above as minimum remuneration to Mr. 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 at the ensuing AGM 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 Nos. 5 and 6 of the Notice for approval of the members by way of an Ordinary Resolution and Special Resolution respectively at the ensuing AGM.

Except Mr. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Item No. 7

The Board of Directors of the Company on the recommendation of the Audit Committee, 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 2022-23.

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 2022-23 as set out in the Resolution for the aforesaid services to be rendered by them. The Board of Directors has recommended the resolution set out at Item No. 7 of the Notice for approval of the members at the ensuing AGM.

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: 20 May 2022
Place: Gurugram

Rajesh Relan
Legal Head & Company Secretary

Regd. Office: 2nd Floor, Plot No. 68,
Sector 44, Gurugram, Haryana -122002
CIN: L26942HR1958FLC042301



ANNEXURE TO ITEM NOS. 3, 5 AND 6

Details of Directors seeking appointment 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. Kevin Gerard Gluskie	Mr. Vimal Kumar Jain
DIN	07413549	09561918
Brief Resume	<p>Mr. Kevin Gerard Gluskie, aged 55 years, completed his Bachelor of Engineering (Honours) with a major in Civil Engineering from the University of Tasmania in 1988 and an Executive Master of Business Administration from the Australian Graduate School of Management in 2001. He had also completed an Advanced Leadership Program in 2007 conducted by McGill University, the Indian Institute of Management, and Lancaster University.</p> <p>Mr. Gluskie joined Pioneer International (subsequently acquired by Hanson PLC) in 1990 and held a number of operational roles throughout Australia in the Ready-mix Concrete and Aggregates businesses. In 1999 he was appointed as Regional General Manager responsible for the Company's operations in the Victoria and Tasmania regions of Australia. In 2009, Mr. Gluskie was appointed as Chief Executive of Hanson Australia.</p> <p>Mr. Gluskie was appointed as a member of the Managing Board of HeidelbergCement AG, on 01 February, 2016 and from 01 April, 2016 he assumed responsibility for HeidelbergCement Group's operations in the Asia-Pacific Region.</p>	<p>Mr. Vimal Kumar Jain, aged 54 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 30 years, consisting of 19 years abroad and 11 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. He has a successful track record for developing strategic initiatives, organizational improvements, capacity expansions, de-bottlenecking, production and quality improvements, adoption of new technologies, overall cost reductions, waste processing, and working with diverse cultures & challenging environments.</p> <p>He is working with HeidelbergCement Group since 2007. He has worked as Project Manager with Heidelberg Technology Centre handling projects in Indonesia and Thailand. He joined HeidelbergCement India Limited on 03 January 2022 as Technical Director. Prior to joining HeidelbergCement Group, he has worked with RAK Cement of U.A.E., Prism Cements and Raymond Cement in various capacities in projects and technical functions.</p>
Date of Birth	19 June 1967	12 January 1968
Date of First Appointment on the Board	04 February 2016	10 June 2022
Expertise in specific functional area(s)	He has a rich experience of over 32 years in Management, Business Planning & Industry.	He has a rich experience of over 30 years in the Cement sector in Operations & Maintenance and Project Management.

Name of Director	Mr. Kevin Gerard Gluskie	Mr. Vimal Kumar Jain
Qualifications	Bachelor of Engineering (Honours) with a major in Civil Engineering from the University of Tasmania in 1988 and an Executive Master of Business Administration from the Australian Graduate School of Management in 2001. He had also completed an Advanced Leadership Program in 2007 conducted by McGill University, the Indian Institute of Management, and Lancaster University.	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.
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	As per the resolutions at Item Nos. 5 and 6 of the Notice convening this Meeting read with explanatory statement thereto.
Managerial Remuneration last drawn	Not Applicable	Not Applicable
Remuneration proposed to be paid	Not Applicable	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company
No. of Board meetings attended during FY22	Attended all five meetings held during FY22	Not Applicable
Directorships held in other Indian public limited companies	Zuari Cement Limited and Gulbarga Cement Limited	Zuari 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/she is a Director	Nil	Zuari Cement Limited • Member of Corporate Social Responsibility Committee

