

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Registered Office

9th Floor, Infinity Tower "C",

DLF Cyber City, Phase-II,

Gurugram, Haryana 122002, India

Phone +91-124-4503700

Fax +91-124-4147698

Website: www.mycemco.com

HCIL:SECTL:SE:2020-21

18th August 2020

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 61st Annual General Meeting (AGM) of the members of HeidelbergCement India Limited is scheduled to be held on Friday, 18th September 2020 at 10.00 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.

In compliance with the relevant circulars, soft copy of the Annual Report for the financial year 2019-20, comprising the Notice of the AGM and the financial statements for the financial year ended 31st March 2020, 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 Friday, 11th September 2020 as the "Record Date" for the purpose of determining the members eligible to receive Final



Dividend for the financial year 2019-20 and attend AGM. The final dividend on equity shares, if declared, at the AGM will be paid within thirty days from the date of AGM to members.

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 61st AGM by electronic means ("E-voting"). Detailed instructions for E-voting are given at Note No. 10 to the Notice of AGM. The E-voting period commences on 15th September 2020 (9.00 A.M.) and ends on 17th September 2020 (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 11th September 2020 may cast their vote 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: 9th Floor, Tower 'C', Infinity Towers, DLF Cyber City,
Phase II, Gurugram, Haryana -122002

Ph. +91 0124-4503700, Fax +91 0124-4147699, Email Id: investors.mcl@mycem.in; Website: www.mycemco.com

NOTICE

of the Annual General Meeting

NOTICE is hereby given that the 61st Annual General Meeting of the Members of the Company will be held at 10.00 A.M. on Friday, the 18th September 2020 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 31st March 2020, 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 final dividend on Equity Shares and ratify the Interim Dividend already paid and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED that final dividend at the rate of Rs. 6 per Equity Share of Rs. 10 each (i.e., 60 %) for the Financial Year 2019-20, as recommended by the Board of Directors at its meeting held on 28th May 2020 be and is hereby declared.

RESOLVED further that interim dividend at the rate of Rs. 1.50 per Equity Share of Rs. 10 each (i.e., 15%) for the Financial Year 2019-20 already paid to the shareholders pursuant to the resolution passed by the Board of Directors at its meeting held on 23rd November 2019 be and is hereby ratified and confirmed."

3. To appoint a Director in place of Ms. Soek Peng Sim, who retires by rotation and being eligible has offered herself for reappointment and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED that Ms. Soek Peng Sim (holding DIN 06958955) who retires in accordance with the provisions of the Companies Act, 2013 and has offered herself for reappointment be and is hereby reappointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

4. To reappoint Mr. Jamshed Naval Cooper as Managing Director of the Company and in this regard pass the following resolution as an Ordinary 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 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 reappointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as Managing Director of the Company for a further period of three years with effect from 1st July 2020 to 30th June 2023 upon the principal terms and conditions set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be deemed necessary, proper, and expedient to give effect to this Resolution."

5. 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 2020-21, 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."

6. To give a term loan of INR 1500 million to Zuari Cement Limited and in this regard pass the following resolution

under Section 185 of the Companies Act, 2013 as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof), consent of the members be and is hereby accorded to give a term loan of INR 1500 million in tranches by 31st March 2021, repayable in two years from the date of draw down of each tranche to its group company, Zuari Cement Limited (ZCL) towards capex requirements of ZCL for setting up a Waste Heat Recovery based Power Generation Plant for captive consumption in its Yerraguntla plant in Andhra Pradesh.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorised by the Board in this behalf) be and is hereby authorised to give aforesaid term loan to ZCL in tranches, at a rate of interest which will be 275 bps over and above the G-Sec yield for 3 years as on the date of disbursement of the loan resulting in interest earning of around 7% p.a., and they are hereby authorised to do all such acts, deeds and things as may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

7. To give a term loan of INR 1500 million to Zuari Cement Limited and in this regard pass the following resolution under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) consent of the members be and is hereby accorded to give a term loan of INR 1500 million in tranches by 31st March 2021, repayable in two years from the date of draw down of each tranche to its group company, Zuari Cement Limited (ZCL), which is a 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI LODR, towards capex requirements of ZCL for setting up a Waste Heat Recovery based Power Generation Plant for captive consumption in its Yerraguntla plant in Andhra Pradesh.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorised by the Board in this behalf) be and is hereby authorised to give aforesaid term loan to ZCL in tranches, at a rate of interest which will be 275 bps over and above the G-Sec yield for 3 years as on the date of disbursement of the loan resulting in interest earning of around 7% p.a., and they are hereby authorised to do all

such acts, deeds and things as may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

By Order of the Board

Date : 22nd July, 2020

Rajesh Relan

Place : Gurugram

Legal Head & Company Secretary

Regd. Office: 9th Floor, Tower 'C',
Infinity Towers, DLF Cyber City,
Phase II, 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 May 5, 2020 read with circulars dated April 8, 2020 and April 13, 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 Circular No. 14/2020 dated 8th 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 8th April, 2020, 13th April, 2020 and 5th May, 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.nsd.com.
7. 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 prior to and during the continuance of AGM at the venue of meeting, may also be accessed through the above mentioned mode.
8. 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/re-appointed at the Annual General Meeting is given below as part of Notice.
9. Statement pursuant to section 102 of the Companies Act, 2013 is annexed.
10. 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 members facility to exercise their right to vote on resolutions proposed to be considered at the 61st 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 15th September 2020 (9:00 A.M.) and ends on 17th September 2020 (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 11th September 2020, 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 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 enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in
- V. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date of 11th September 2020.

- 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., 11th September 2020, 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 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 (ACS No. 37635, 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 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 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.

11. (a) The final 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., 11th September 2020. 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., 11th September 2020. 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:
- (a) Change in their residential status on return to India for permanent settlement.
- (b) 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) and FY2019-20 (Interim Dividend). 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 transfer/transmission/transposition, is mandatory.
15. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their shares in the Company, shall vest after his/her/their lifetime. Members who are holding shares in physical form and are interested in availing the nomination facility are requested to write to the Company/RTA.
16. 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.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 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>

18. 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 with 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 on 11th September, 2020. 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 on 11th September 2020.

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

20. 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.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none">Name and Branch of the Bank in which you wish to receive the dividend,the Bank Account type,Bank Account Number allotted by their banks after implementation of Core Banking Solutions9 digit MICR Code Number, and11 digit IFSC Codea 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>

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members 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.

Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990

or contact Ms. Pallavi Mhatre or Ms. Soni Singh at Phone Nos. : 022-24994360/022-24994545.

- Members are requested to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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 afore said glitches.
- 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. : 3

Brief resume of Ms. Soek Peng Sim, who is proposed to be reappointed as Director, is given below:

Ms. Soek Peng Sim, aged 51 years, is presently Finance Director for HeidelbergCement Asia Pacific. She holds a Bachelor Degree in Accounting from University of Malaya, Malaysia. She is also a CPA registered with The Malaysian Association of Certified Public Accountants (MICPA) as well as a Chartered Accountant honoured by Malaysian Institute of Accounting (MIA). Prior to joining HeidelbergCement Group, she worked with Reckitt Benckiser Group, Philips Malaysia, Ho Hup Malaysia and The Lion Group, Malaysia. She has rich and vast experience in financial planning & analysis, business development and support, accounting & taxation, business process improvements and corporate structure optimisation. Other than extensive MNC experience in construction materials industry, she also possess diversified industry exposure in FMCG, manufacturing and construction & property development.

Ms. Sim joined the Board of Directors of the Company on 16th September 2014. She is a member of Audit Committee of the Board.

Ms. Sim doesn't hold directorship in any other listed company in India. She is a director in two Indian unlisted public limited companies namely, Zuari Cement Limited and Gulbarga Cement Limited. She is not related to any of the directors of the Company. She does not hold any Equity Shares in the Company. The Board of Directors has recommended the reappointment of Ms. Sim by the members at the ensuing AGM.

Except Ms. Sim, 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 appointment. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. : 4

The members of the Company at the Annual General Meeting held on 22nd September 2017 had approved reappointment of Mr. Jamshed Naval Cooper as Managing Director of HeidelbergCement India Limited ("the Company" / "HCIL") from 1st July 2017 till 30th June 2020.

The steps taken by Mr. Cooper during the last six years as Managing Director of HCIL have led to marked increase in

productivity and profitability of the Company. He got the organization's focus on achieving cost leadership, continuous productivity optimization, operational excellence, health & safety—"Zero Harm", customer centric approach, clean and green workplace, people empowerment and development, environment consciousness (water security and zero waste discharge), brand positioning and premium creation, CADS (Channel Authorization Digital Signage – innovative concept first of its kind in the industry), launch of 'Empower' a digital mobile platform for field personnel to receive real time sales data, gather market information and customer complaint redressal. All of which are visible in the improvement of HCIL's operational and financial performance and employee commitment as well. He has innovatively deployed CSR activities that have helped in creating sustainable relationship with the rural community. He has to his credit seamless integration of Zuari Cement Ltd with the Group and harnessing the underlying synergies for the organization.

In view of this, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on 28th May 2020 has unanimously decided to re-appoint Mr. Cooper for a further term of three years from 1st July 2020 to 30th June 2023.

In accordance with the provisions of Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 it is proposed to obtain approval of the members in this regard through resolution set out at Item No. 4 of the Notice.

Brief resume of Mr. Cooper is given below:

Mr. Jamshed Naval Cooper, aged 63 years, is a Science Graduate with Post-Graduation in Management from Institute of Management Studies, Indore University. During his professional career he has gained rich experience spanning over 35 years in the Cement Industry. He has also worked for consumer durables industry in the past.

Mr. Cooper joined HeidelbergCement India Limited as Director Sales & Marketing in December 2006 soon after takeover of Mysore Cements Limited by HeidelbergCement Group. He is credited for revamping the Sales and Marketing setup of the Company and launching of 'mycem' brand which is now positioned as a premium category cement in Central India.

Prior to joining HeidelbergCement India Ltd., Mr. Cooper served ACC Limited (now a Holcim Group Co.) for 22 years where he also worked for its joint ventures Float Glass and Bridgestone. Prior to ACC, he worked for Godrej & Boyce Manufacturing Co. Ltd., a consumer durables company. Traversing his professional career, Mr. Cooper has gained experience in Corporate Management, Cost Leadership, Strategy Building, Brand Management, Logistics, Channel Management, Rural Marketing, Feasibility Studies & Project Implementation, Human Resource Management, IT Systems and Procurement, Company Integration. During his illustrious

career, he pioneered the 25 kg cement packing and launched bulk cement for the first time in India. One of his achievements has been managing and minimising the risks arising out of spurious look-alike brands.

Mr. Cooper looks after the day-to-day management and administration of the affairs of the Company, subject to the overall superintendence, control and directions of the Board of Directors. In accordance with the terms mutually agreed upon between HeidelbergCement AG of Germany and Mr. Cooper, the remuneration of Mr. Cooper shall continue to be borne and directly paid by HeidelbergCement AG to Mr. Cooper as a nominee of the ultimate shareholder. HeidelbergCement India Limited shall continue to provide chauffeur driven car to Mr. Cooper and reimburse the expenses incurred towards mobile phone, broadband connection, landline phone at his residence and club/chambers' membership fee.

Mr. Cooper doesn't hold directorship in any other listed company in India. He holds directorship in two unlisted public limited companies - Managing Director of Zuari Cement Limited and Director of Gulbarga Cement Limited (both these companies are part of HeidelbergCement Group). He is not related to any of the other directors of the Company. Mr. Cooper is Chairman of Risk Management Committee and member of Stakeholders' Relationship Committee and CSR Committee of the Company. Mr. Cooper does not hold any Equity Shares in the Company. The Board of Directors has recommended the resolution set out at Item No. 4 of the Notice for approval of the members at the ensuing AGM.

Except Mr. Cooper, 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 resolution. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. : 5

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 2020-21.

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 2020-21 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. 5 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. : 6 and 7

There has been considerable improvement in the operational and financial performance of HeidelbergCement India Limited ("HCIL"/"Company") over the last couple of years on the back of cost optimisation measures and pickup in cement prices, which has led to the improvement in margins of the Company. The financial parameters like EBITDA, net profit and cash profit have also shown significant improvement. The Company's bank balance as on 30th June 2020 stood at INR 6,387 million, of which 99.5% has been placed in fixed deposits with banks. The Company is earning an average pre-tax interest of around 3.5% p.a. on the fixed deposits placed with banks.

Zuari Cement Limited (ZCL), which is also part of HeidelbergCement Group, is setting up a Waste Heat Recovery based Power Generation Project in its integrated cement plant in Yerraguntla, Andhra Pradesh involving capital expenditure of about INR 2000 million. The power generated by the power plant will be captively consumed by Yerraguntla plant, thus reducing the power cost as well as the dependence of ZCL on grid power. ZCL has requested the Company to provide it with a term loan for the capital expenditure required for the aforesaid project.

The income derived by HeidelbergCement India Limited from the funds lying in fixed deposits with banks has fallen drastically due to reduction in the rate of interest on bank deposits on account of successive reductions in Repo rate by RBI. The rate of interest to be charged by HCIL from ZCL, in compliance with section 186 of Companies Act, 2013, on each tranche of the term loan will be 275 bps over and above the prevailing yield on government securities of three years on the date of disbursement of the loan, resulting in interest rate of around 7% p.a., which is significantly higher than the present return of around 3.5% p.a. on bank deposits. Moreover, the Company has no major capital expenditure plans lined up for the next couple of years. Against this backdrop, it is proposed to deploy part of the surplus funds of the Company by giving term loan of INR 1500 million for two years to ZCL. The other terms and conditions of the proposed term loan are given below:

- The entire loan amount will be disbursed to ZCL in tranches on or before 31st March 2021.
- The tenure will be two years from the date of draw down of each tranche;
- The interest rate will be 275 bps over and above the G-Sec yield for 3 years as on the date of disbursement of the loan.

(Note : 3 years G-Sec yield as on 21 July 2020 was 4.36% p.a.. Thus, the expected rate of interest to be

charged from ZCL for each tranche of the term loan, depending upon the G-Sec yield as on the date of disbursement of the loan, will be around 7% p.a.).

- Rate of Interest will remain fixed for two years;
- Interest will be payable at quarterly intervals;
- There will be no option for rollover of loan.

ZCL is a fellow subsidiary of the Company by virtue of it being a subsidiary of the Company's ultimate holding company viz., HeidelbergCement AG of Germany. ZCL is a profit-making and dividend-paying company with a strong brand image in markets of Southern India. It enjoys a credit rating of AA+ (with stable outlook) indicating a high level of safety regarding timely servicing of financial obligations. Therefore, the proposed loan not only offers higher returns but also assures a high level of safety.

HeidelbergCement AG, through its subsidiaries, holds 69.39% of the equity share capital of HeidelbergCement India Limited and 100% of the equity share capital of ZCL. Section 185 of the Companies Act, 2013 provides that a company may provide a loan to another body corporate, which has certain common directors with the lending company, only if the proposed transaction is approved by the shareholders of the lending Company through a special resolution passed at a general meeting. The proposed transaction requires the approval of the members of the Company in the following manner:

- Approval of members by way of a Special Resolution pursuant to section 185 of the Companies Act, 2013.
- Approval of members under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through an Ordinary Resolution because HeidelbergCement India Limited and Zuari Cement Limited are related parties as per the provisions of Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Against this backdrop, two separate resolutions are set out at Item Nos. 6 and 7 respectively in this Notice of Annual General Meeting. For the purpose of Special Resolution as set out at Item No. 6, under section 185 of the Companies Act, 2013, votes of all members will be taken into account for deciding the outcome. The proposed transaction does not require the approval of the members under Section 186 of the Act, as the quantum of the proposed loan is well within the prescribed threshold limit. In compliance with the provisions of SEBI Listing Regulations, the promoter group (Cementum I B.V.) and other related parties holding shares of the Company as on the cut-off date will abstain from voting on the resolution set out at Item No. 7 of this Notice.

The proposed transaction is in the best interest of the Company and as such the Board of Directors of the Company,

on the recommendation of Audit Committee, has recommended the resolutions set out at Item Nos. 6 and 7 for approval of the members at the ensuing AGM.

Mr. Jamshed Naval Cooper being Managing Director of both HCIL and ZCL may be deemed to be concerned or interested in the resolutions described above. Mr. Kevin Gerard Gluskie and Ms. Soek Peng Sim are Non-Executive Directors in both HCIL and ZCL. Mr. Sushil Kumar Tiwari, Whole-time Director of HCIL holds a position of Non-Executive Director in ZCL also. None of the other Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 6 and 7 of this Notice. None of the Directors and Key Managerial Personnel of HCIL hold any equity shares in ZCL.

By Order of the Board

Date : 22nd July, 2020

Rajesh Relan

Place : Gurugram

Legal Head & Company Secretary

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