

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Registered Office

9th Floor, Infinity Tower "C",

DLF Cyber City, Phase-II,

Gurugram, Haryana 122002, India

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Website: www.mycemco.com

HCIL:SECTL:SE:2018-19

24th August 2018

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, Book Closure and E-voting

1. Notice of AGM: This is to inform you that the 59th Annual General Meeting (AGM) of the members of HeidelbergCement India Limited is scheduled to be held on Friday, 21st September 2018 at 9.30 A.M. at Auditorium in Apparel House Buliding, Sector 44, Institutional Area, Gurugram, Haryana. The Notice containing the business to be transacted at the said meeting is attached.
2. Book closure for AGM and Dividend: Pursuant to Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from 15th September 2018 to 21st September 2018 (both days inclusive) for the purpose of AGM and determining the names of members eligible to receive dividend of Rs. 2.50 per Equity Share of Rs. 10 each (25%) for FY2017-18, already recommended by the Board of Directors for approval of the members at the ensuing AGM.

Accordingly, requests for share transfers (complete in all respects) received until close of business hours on 14th September 2018 will be processed for payment of dividend, if declared, to the transferees or to their mandatees. In respect of dematerialized



shares, dividend will be paid on the basis of beneficial ownership as on 14th September 2018, as per the details to be furnished by National securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose. The dividend, if declared at the ensuing AGM, will be paid or warrants thereof will be dispatched within fifteen days from the conclusion of the 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 59th AGM by electronic means ("E-voting"). Detailed instructions for E-voting are given at Note No. 5 to the Notice of AGM. The E-voting period commences on 18th September 2018 (9.00 A.M.) and ends on 20th September 2018 (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 14th September 2018 may cast their vote through E-voting facility being provided by NSDL.

This 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 59th Annual General Meeting of the Members of the Company will be held at 9.30 A.M. on Friday the 21st September 2018 at Auditorium in Apparel House Building, Sector 44, Institutional Area, Gurugram, Haryana to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31st March 2018; the Profit and Loss Account and Cash Flow Statement for financial year ended 31st March 2018 including notes thereto together with the Reports of the Board of Directors and Auditors' thereon for the financial year ended 31st March 2018 and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED that the Audited Accounts of the Company consisting of Balance Sheet as at 31st March 2018 and Profit and Loss Account 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 a dividend on Equity Shares and in this regard pass the following resolution as an Ordinary Resolution:
"RESOLVED that a dividend at the rate of Rs. 2.50 per Equity Share be and is hereby declared on 22,66,13,116 (Twenty Two Crore Sixty Six Lac Thirteen Thousand One Hundred Sixteen) fully paid-up equity shares of Rs. 10 (Rupees Ten) each for the financial year ended 31st March 2018 absorbing Rs. 56,65,32,790 (Rupees Fifty Six Crore Sixty Five Lac Thirty Two Thousand Seven Hundred Ninety only) excluding 'tax on distributed profits' under Income Tax Act, 1961 and the same be paid to the Members entitled thereto and whose names appeared on the Register of Members of the Company as on cut-off date of 14th September 2018 or their mandatees, and to the beneficial owners as on 14th September 2018 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialized form."
3. To appoint a Director in place of Mr. Juan-Francisco Defalque (holding DIN 07318811), who retires by rotation and being eligible offers himself for re-appointment and in this regard pass the following resolution(s) as an Ordinary Resolution:
"RESOLVED that Mr. Juan-Francisco Defalque (holding DIN 07318811) who retires in accordance with the

provisions of the Companies Act, 2013 and has offered himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

4. To consider and if thought fit to pass, the following as an Ordinary Resolution:

"RESOLVED that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder S.N. Dhawan & Co. LLP., Chartered Accountants (Firm Registration No.: 000050N/N500045), who were appointed as Statutory Auditors of the Company at the 58th Annual General Meeting held on 22nd September 2017, to hold office from conclusion of 58th Annual General Meeting until conclusion of 63rd Annual General Meeting (FY 2017-18 to FY 2021-22) be paid a fee of Rs. 4.5 million for the financial year 2018-19, in addition to reimbursement of applicable taxes and out of pocket expenses in connection with Audit of the accounts of the Company.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to determine the remuneration of Statutory Auditors for their remaining tenure i.e., from FY 2019-20 to FY 2021-22."

SPECIAL BUSINESS:

5. To consider and if thought fit to pass, the following as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), consent of the members of the Company, be and is hereby accorded to give Inter-Corporate Loans to Zuari Cement Limited (ZCL), part of HeidelbergCement Group, from time to time up to an aggregate amount of Rs. 500 million (principal amount) on such terms and conditions as may be mutually agreed between the Company and ZCL for the purpose of working capital of ZCL.

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 authorized to decide and finalize the terms and conditions of Inter-Corporate Loans to be given to ZCL from time to time and do all such acts, deeds and things in its absolute discretion that may be considered necessary, proper and expedient or incidental for the

purpose of giving effect to this resolution.”

6. To consider and if thought fit to pass, the following 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 2018-19, amounting to Rs. 250,000 (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 : 26th July 2018

Rajesh Relan

Place : Gurugram

Legal Head & Company Secretary

NOTES :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself. Such proxy need not be a member of the company. The instrument appointing a proxy has to be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.**
2. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
3. Statement pursuant to section 102 of the Companies Act, 2013 is annexed.
4. The complete particulars of the venue of the AGM including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the AGM is also hosted along with the Notice on

the website of the Company i.e. www.mycemco.com.

5. 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 59th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as invalid.
 - IV. The remote e-voting period commences on 18th September 2018 (9:00 A.M.) and ends on 20th September 2018 (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 14th September 2018 i.e., the date prior to the commencement of book closure, 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.
 - V. The process and manner for remote e-voting are as under:
 - Step 1: 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 ‘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 holds hares 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'?
 - (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, your 'initial password' is communicated to you on your postal address.
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.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 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 atevoting@nsdl.co.in
 - VI. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date of 14th September 2018.
 - VII. 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. 14th September 2018, 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.
 - VIII. 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 through ballot paper. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
 - IX. 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 (ACS No. 37635, CP No. 14471) has been appointed as an alternate scrutinizer.
 - X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer/alternate scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XI. The Scrutinizer/ alternate scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting 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.
 - XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.mycemco.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board of Directors/Chairman. The results shall also be submitted to BSE Limited and National Stock Exchange of India Limited.
6. (a) The Register of Members and the Share Transfer Books of the Company will remain closed from 15th September 2018 to 21st September 2018 (both days inclusive).
 - (b) 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 on 14th September 2018. 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 14th September 2018.
 - (c) 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.**
 - (d) 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.**
 - (e) Non-Resident Indian members are requested to inform RTA (for physical shares)/ their DPs (for dematerialized shares), immediately of:
 - (i) Change in their residential status on return to India for permanent settlement.
 - (ii) Particulars of their PAN and bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin codenumber, if not furnished earlier, to facilitate payment of dividend.
 - (f) The Company has placed on its website www.mycemco.com, the details of unclaimed

dividend for FY2016-17 which was declared at the AGM held on 22nd September 2017. The concerned shareholders may approach Registrars and Transfer Agents, Integrated Registry Management Services Private Limited to claim the same.

7. The share transfer instruments, complete in all respects, should be sent to the Registrar & Share Transfer Agents, Integrated Registry Management Services Private Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560003 well in advance so as to reach the Registrar & Share Transfer Agents prior to the book closure.
8. 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.
- 9. 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.**

10. Prohibition on transfer of shares in physical form:

We have already informed shareholders holding shares in physical form about notification bearing No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 vide which SEBI has amended the Listing Regulations thereby prohibiting transfer of shares in physical form w.e.f. 5th December 2018. However there will not be any impact on transmission and transposition of securities.

In view of the aforesaid amendment, the Company will not be in position to entertain any request for registration of transfer of shares in physical form with effect from 5th December 2018. Accordingly in case you wish to transfer the shares held in physical form after 4th December 2018 the same will be possible only after you dematerialize your shareholding.

Holding shares in dematerialized form is not only convenient but also offers several benefits. For guidance of our shareholders we have placed the procedure for dematerialization along with its benefits on our website www.mycemco.com. The same can be easily accessed at: <http://www.mycemco.com/shareholders-queries>

11. Members are requested to note that in case of transfers, 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.
12. 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.

13. 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.
14. (a) Members attending the meeting are requested to complete the attendance slip and submit the same at the entrance of the meeting hall. Attendance at the Annual General Meeting shall not be allowed without submission of the attendance slip duly signed.
(b) Members are requested to bring their copies of the Annual Report as additional copies of the same will not be distributed at the meeting.

Statement pursuant to Section 102 of Companies Act, 2013

Item No. 3:

Brief resume of Mr. Juan-Francisco Defalque, who is proposed to be reappointed as Director, is given below:

Mr. Juan-Francisco Defalque (holding DIN 07318811), aged 54 years, completed his Master degree in Mining Engineering from Catholic University of Louvain in Belgium in the year 1987. He started his professional career in 1989 with CBR, a Belgian International Company engaged in the production of cement, ready-mix and aggregates in Europe and North America (in 1993 CBR was acquired by HeidelbergCement Group). From 1989 to 2002 he held several management positions including director of technical projects for Belgium. In 2002 he joined HC Cimbenin located in Benin (West Africa) as its Managing Director. In 2006 he joined HC Indocement to set up a completely new Heidelberg Technology Centre (HTC) Indonesia organization holding the position of Head of HTC Indonesia. During his time in Indonesia several major investment projects were executed or started including an integrated plant with 10,000 TPD clinker line located south of Jakarta.

In 2015 he joined HeidelbergCement Asia Pte Ltd, Singapore as Director HTC APAC responsible for managing the technical centres in the region, which not only provide technical support to all the cement manufacturing facilities of HeidelbergCement group in this region but also take care of the new projects.

Mr. Defalque is also a director in Zuari Cement Limited and Gulbarga Cement Limited in India. Mr. Defalque is not a member in any of Committees of the Board of Directors of the Company. He does not hold any Equity Shares in the Company. The Board of Directors has recommended the reappointment of Mr. Defalque by the members at the ensuing AGM.

Except Mr. Defalque, 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

In accordance with the provisions of Section 139(1) of the Companies Act, 2013 the members had at the 58th Annual General Meeting (AGM) held on 22nd September 2017 appointed S. N. Dhawan & Co. LLP., Chartered Accountants, as statutory auditors of the Company for a term of five years i.e., up to the conclusion of 63rd AGM. Section 139(1) of the Companies Act, 2013, which provided for placing the matter relating to appointment of statutory auditors before the members at every AGM for ratification has been omitted by the Companies (Amendment) Act, 2017, which became effective from 7th May 2018.

Accordingly, a resolution has been proposed for seeking member's approval for fee to be paid to S. N. Dhawan & Co. LLP., Chartered Accountants, as statutory auditors of the Company for FY2018-19 as well as for delegating the authority to the Board of Directors for determining the fee of Statutory Auditors for each of the financial years during their remaining tenure i.e., for FY2019-20, FY2020-21 and FY 2021-22. The Board has recommended the resolution set out at Item No. 4 of the Notice for approval of the members.

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

Item No. 5

There has been considerable improvement in operational and financial performance of the Company over the last couple of years on the back of cost optimization measures as well as the recent pickup in demand, which has led to improvement in volumes and margins of the Company. The financial parameters like EBITDA, net profit and cash profit have also witnessed improvement. The Company's bank balance as on 30th June 2018 stood at Rs. 2,435 million. The surplus funds of the Company have been placed in fixed deposits with banks earning interest in the range of 5% to 7% per annum.

Zuari Cement Limited (ZCL), which is a part of HeidelbergCement Group and thus is a related party to the Company, is managing its working capital requirements through bank borrowings. ZCL has requested the Company to give it short term funds by way of Inter-Corporate Loans to meet its working capital requirements.

It is proposed to utilize part of the surplus funds of the Company for giving inter-corporate loans to ZCL as may be required by them from time to time subject to overall limit of Rs. 500 million towards principal amount. Section 186 of the Companies Act, 2013 provides that the rate of interest to be charged on short term loans shall not be lower than the prevailing yield on one year government securities.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 26th July 2018, has subject to the approval of the shareholders, given its unanimous approval for giving inter-corporate loans to ZCL. The rate of interest to be charged to ZCL for such short term loans will be higher of the following:

- Prevailing yield on one year government securities + 50 basis points; or
- Interest rate on bank fixed deposits.

Section 185 of the Companies Act, 2013 provides that a company may advance a loan to its group company subject to the condition that the same is approved by the shareholders of the lending Company through a special resolution passed at a general meeting.

The Board of Directors has recommended the resolution set out at Item No. 5 of the Notice for approval of the members as a Special Resolution at the ensuing AGM. HeidelbergCement AG through its subsidiaries holds 69.39% of equity share capital of HeidelbergCement India Limited and 100% of equity share capital of ZCL. 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 this resolution.

Mr. Jamshed Naval Cooper being a Managing Director of both HCIL and ZCL may be deemed to be interested in the aforesaid resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution at Item No. 5 of this Notice. None of them hold any equity shares in ZCL.

Item No. 6

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 ending 31st March 2019.

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 2018-19 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. 6 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

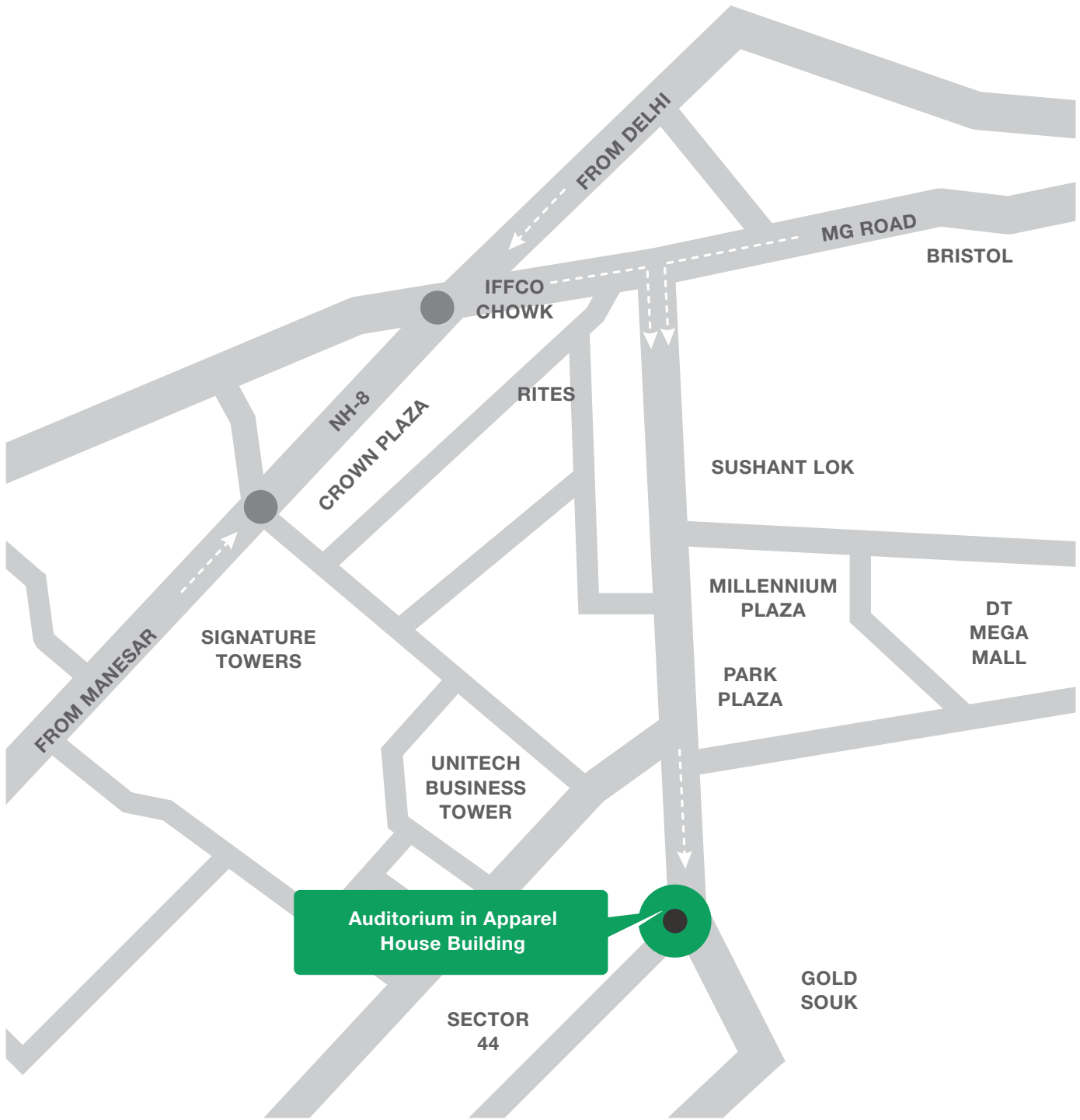
Date : 26th July 2018

Place : Gurugram

Rajesh Relan

Legal Head & Company Secretary

**ROUTE MAP TO REACH AGM VENUE - AUDITORIUM IN APPAREL HOUSE BUILDING
(formerly known as Epicentre)**



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

PROXY FORM

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No.:	
DP/ID and Client Id :	

I/We, being the member(s) of HeidelbergCement India Limited holding _____ shares, hereby appoint:

- (1) Name: _____ Address: _____
E-mail id: _____ Signature : _____ or failing him;
- (2) Name: _____ Address: _____
E-mail id: _____ Signature : _____ or failing him;
- (3) Name: _____ Address: _____
E-mail id: _____ Signature : _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 59th Annual General Meeting of the Company, to be held on the 21st day of September 2018 at 9.30 A.M. at Auditorium in Apparel House Building, Sector 44, Institutional Area, Gurugram, Haryana - 122 003 and at any adjournment thereof in respect of the resolutions as are indicated below:

Sr. Resolutions No.	Optional*	
	For	Against
ORDINARY BUSINESS		
1. Adoption of Financial Statements together with the Reports of the Board of Directors and Auditors' for the financial year ended 31st March 2018.		
2. Declaration of dividend on Equity Shares @ Rs. 2.50 per Equity Share .		
3. Re-appointment of Mr. Juan-Francisco Defalque (holding DIN 07318811), as a Director.		
4. Audit Fee of S.N. Dhawan & Co. LLP, Statutory Auditors.		
SPECIAL BUSINESS		
5. Inter-Corporate Loans to Zuari Cement Limited subject to overall limit of Rs. 500 million.		
6. Ratification of remuneration of Cost Auditors for the financial year 2018-19.		

Signed this _____ day of _____ 2018



Signature of shareholder

Signature of Proxy holder(s)

Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 59th Annual General Meeting.
- It is optional to put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.