

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Registered Office

2nd Floor, Plot No. 68, Sector-44,

Gurugram, Haryana 122002, India

Phone +91-124-4503700

Fax +91-124-4147698

Website: www.mycemco.com

HCIL:SECTL:SE:2022-23

24 March 2023

BSE Ltd.
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400001
Scrip Code:500292

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

Sub: Postal Ballot Notice

Dear Sir,

Further to our communication dated 13 February 2023, please find enclosed a copy of Notice of Postal Ballot seeking approval of the members of HeidelbergCement India Limited ("the Company") through Postal Ballot e-voting process by way of Ordinary Resolutions in respect of the following matters:

1. Appointment of Mr. Joydeep Mukherjee as a Director of the Company.
2. Appointment of Mr. Joydeep Mukherjee as Managing Director of the Company.

In accordance with the provisions of relevant MCA circulars, Postal Ballot Notice along with the Explanatory Statement has been sent today i.e., 24 March 2023 through e-mail to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the Cut-off date i.e., 17 March 2023.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its members. The remote e-voting period will commence on Wednesday, 29 March 2023 at 9.00 a.m. (IST) and ends on Thursday, 27 April 2023 at 5:00 p.m. (IST). During this period members of the Company as on cut-off date may cast their vote electronically. The remote e-voting module shall be disabled at 5.00 p.m. (IST) on 27 April 2023 and the members will not be allowed to vote thereafter. The result of postal ballot will be announced on or before 29 April 2023.

The above information will be made available on the website of the Company at www.mycemco.com.

You are requested to kindly take the above information on your records.

Thanking you,

Yours Faithfully,
For HeidelbergCement India Ltd.

Rajesh Relan
Sr. Vice President- Corporate Affairs &
Company Secretary

Encl.: a.a



HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

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

Tel: 0124-4503700, Fax: 0124-4147698

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

POSTAL BALLOT NOTICE

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

To the members of the Company,

Notice is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 08 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 05 May 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021, 3/2022 dated 05 May 2022 and 11/2022 dated 28 December 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“*Listing Regulations*”), that the Ordinary Resolutions as set out in this Notice are proposed for approval of the members of the Company (“*the Members*”) through Postal Ballot only by means of remote e-voting (“*e-voting*”).

The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e., through e-voting services provided by National Securities Depository Limited (“NSDL”). The e-voting period commences on Wednesday, 29 March 2023, at 9.00 A.M. IST and ends on Thursday, 27 April 2023, at 5.00 P.M. IST. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 P.M. IST on Thursday, 27 April 2023. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

Special Business:

Item 1: Appointment of Mr. Joydeep Mukherjee as a Director of the Company

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

RESOLVED THAT Mr. Joydeep Mukherjee (holding DIN 06648469) who has been appointed by the Board of Directors, as an Additional Director of the Company with effect from 01 April 2023 in terms of 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 Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

Item 2: Appointment of Mr. Joydeep Mukherjee as Managing Director of the Company

To consider and if thought fit to pass, with or without modification(s) the following 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 ('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 for appointment of Mr. Joydeep Mukherjee (holding DIN 06648469), as Managing Director of the Company for a term of 3 (three) years from 01 April 2023 until 31 March 2026 without any remuneration on the terms and conditions as set out in the explanatory statement.

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

By Order of the Board

Date : 13 February 2023

Place : Gurugram

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

Sd/-
Rajesh Relan
Sr. Vice President- Corporate Affairs &
Company Secretary

NOTES :

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 setting out all material facts pertaining to the above-mentioned resolutions is annexed to this Postal Ballot Notice for your consideration.
2. The Cut-off date for recognizing the eligibility of members to vote on Postal Ballot is 17 March 2023. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off date i.e., 17 March 2023 'End of Business Hours' only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purpose only.

3. The votes in this Postal Ballot process cannot be exercised through proxy.
4. In compliance with the MCA Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depository Participants. Members may note that the Notice of the Postal Ballot is also be available on the Company's website www.mycemco.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.
5. The Board of Directors of the Company has appointed Mr. Nityanand Singh, Company Secretary in Whole-time Practice (FCS No. 2668, CP No. 2388) as the Scrutinizer to scrutinize and to conduct the postal ballot e-voting process in a fair and transparent manner. Mr. Ajay Kumar Prajapati, Company Secretary in Whole-time Practice (ACS No. 49295, CP No. 22365) has been appointed as an alternate scrutinizer.
6. Relevant documents, if any, referred to in this Postal Ballot Notice are available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to investors.mcl@mycemco.com
7. The e-voting period commences on Wednesday, 29 March 2023 at 9:00 am (IST) and ends on Thursday, 27 April 2023 at 5:00 pm (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of 17 March 2023 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
8. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., 17 March 2023.
9. The Scrutinizer, after scrutinizing the votes cast through postal ballot e-voting process will not later than two working days from the conclusion of the e-voting, make a scrutiniser's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the scrutiniser's report shall be displayed on the Notice Board at the Registered Office of the Company as well as communicated to the Stock Exchanges and placed on the website of the Company www.mycemco.com and on the website of NSDL www.evoting.nsdl.com.
10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the last date specified for e-voting for the postal ballot voting process i.e., Thursday, 27 April 2023. Both the Ordinary Resolutions shall be declared as passed if the number of votes cast in favor exceeds the votes, if any, cast against the Resolution, by the members so entitled and voted.

11. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.
12. SEBI has vide its circulars dated 03 November 2021 and 14 December 2021 mandated the submission of PAN, KYC details and nomination by holders of physical shares. Shareholders are requested to submit their PAN, KYC and nomination details to the Company’s Registrars i.e., Integrated Registry Management Services Private Limited at irg@integratedindia.in.

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

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

Investors holding shares in physical mode must furnish the requisite details before the due date specified by SEBI, failing which all such physical folios shall stand frozen by the RTA of the Company.

Please also note that in case valid PAN (duly linked with Aadhaar) is/are not valid/registered as on the notified cut-off date specified by the Central Board of Direct Taxes (CBDT), such Folios shall stand frozen after the due date.

Investors holding shares in the frozen folios will be eligible to avail services of RTA only after furnishing the complete documents/details as listed above. Such Investors shall be eligible for dividend amount only through electronic mode upon complying with the above stated requirements.

How to vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

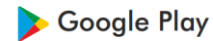
Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> <li data-bbox="721 562 1482 1136">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User-ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="721 1171 1482 1415">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="721 1451 1482 1856">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user-id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by companies. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also link provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System

| | |
|---|--|
| | <p>Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting options where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> |

Important note: Members who are unable to retrieve User-ID/ Password are advised to use Forgot User-ID and Forgot Password option available at the 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 |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> |

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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL 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 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.

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

Item Nos. : 1 and 2

The members of the Company at the Annual General Meeting held on 07 August 2015 had appointed Mr. Jamshed Naval Cooper as Managing Director of the Company for a term of three years from 01 July 2014 to 30 June 2017. Thereafter, he has been reappointed for two consecutive terms of three years each. Thus, the present term of Mr. Cooper is up to 30 June 2023. However, at the last meeting of the Board of Directors held on 13 February 2023 Mr. Cooper had expressed his willingness to retire from the position of Managing Director of the Company before the end of his present term and accordingly tendered his resignation. The Board after considering the request of Mr. Cooper, accepted his resignation and decided to relieve him from the position of Managing Director of the Company with effect from close of business hours on 31 March 2023.

Against this backdrop, the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee at its meeting held on 13 February 2023 has decided to appoint Mr. Joydeep Mukherjee as Managing Director of the Company for a term of three years effective from 01 April 2023 to 31 March 2026 in place of Mr. Cooper.

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

Brief profile of Mr. Mukherjee is given below:

Mr. Joydeep Mukherjee, aged 56 years, holds a master's degree in International Business and Marketing (E.M.I.B) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University. He has also undergone several top management level Executive Education programs in IMD Lausanne, CH and ISB Hyderabad. Mr. Mukherjee has over 32 years of experience in leading large teams and delivering results across various industries. Prior to joining Zuari Cement Limited, Mr. Mukherjee was working as Chief Operating Officer at RR Kabel, a leading wires and cable manufacturer in India.

He was also associated with H&R Johnson as Chief Executive Officer and Executive Director, leading the business of Ceramic Tiles, Bath products and Kitchens, other than being on the Board of Prism Johnson Limited.

Mr. Mukherjee had also spent 8 years at ACC Limited and held senior leadership roles including Chief Executive for South & West Business, Head of Logistics, RMC and B2B sales and Director Sales for North & Central India. In this stint, he has been credited with launch of 2 highly successful premium products of ACC and delivering impactful results on both top line as well as plant efficiencies in his region. He has been a Managing Committee member of ACC Limited from June 2013 to December 2015 and on the Board of 2 joint ventures of ACC.

Prior to joining ACC, Mr. Mukherjee held the position of National Sales Manager of the foil and packaging business of Hindalco Limited. In his last 3 professional stints, Mr. Mukherjee led to several highly successful transformation projects in Logistics, HR, Sales and Manufacturing.

In order to achieve synergy in operations of HeidelbergCement India Limited and Zuari Cement Limited (both being part of HeidelbergCement Group), Mr. Cooper holds the position of Managing Director of both the companies. Along the same lines, the Board of Directors of HeidelbergCement India Limited and Zuari Cement Limited at their respective meetings held on 13 February 2023 have unanimously decided to appoint Mr. Joydeep Mukherjee as their Managing Director with effect from 01 April 2023 in place of Mr. Cooper. To facilitate smooth transition, the Board of HeidelbergCement India Limited has appointed Mr. Joydeep Mukherjee as Chief Operating Officer of the Company with effect from 13 February 2023 until 31 March 2023.

Mr. Mukherjee is drawing his remuneration from Zuari Cement Limited since 01 November 2022 and it has been mutually agreed between Zuari Cement Limited and Mr. Mukherjee to continue with the same arrangement. Therefore, HeidelbergCement India Limited will not pay any remuneration to Mr. Mukherjee except for providing certain facilities such as chauffeur driven car and the expenses towards his mobile phone, broadband connection, landline phone at his residence and club/chambers' membership fee which is on the lines of the facilities already being provided to Mr. Cooper.

It is further submitted that in compliance with the applicable provisions of the Companies Act, 2013 Mr. Mukherjee has been appointed as an Additional Director in the category of 'Executive Director' of the Company with effect from 01 April 2023. In terms of Section 161 of the Companies Act, 2013, Mr. Mukherjee holds office as an Additional Director up to the date of next Annual General Meeting. However, in terms of Regulation 17(1C) of the SEBI Listing Regulations, the approval of members in respect of the appointment of Mr. Mukherjee needs to be taken within three months from the date of appointment, and as such the Board of Directors has recommended the Resolution set out at Item No. 1 of this Notice for approval of the members through Postal Ballot. Similarly, the Board has also recommended the Resolution set out at Item No. 2 of this Notice for approval of the members in respect of appointment of Mr. Mukherjee as Managing Director of the Company for a term of three years effective from 01 April 2023. It may be noted that Mr. Joydeep Mukherjee will not be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

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

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

By Order of the Board

Date : 13 February 2023
Place : Gurugram

Sd/-
Rajesh Relan
Sr. Vice President- Corporate Affairs &
Company Secretary

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

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

Details of Director proposed to be appointed through Postal Ballot (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings)

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| Name of Director | Mr. Joydeep Mukherjee |
| DIN | 06648469 |
| Brief Resume | <p>Mr. Joydeep Mukherjee, aged 56 years, holds a master’s degree in International Business and Marketing (E.M.I.B) from Indian Institute of Foreign Trade and a bachelor’s degree (Honors) from Calcutta University. He has also undergone several top management level Executive Education programs in IMD Lausanne, CH and ISB Hyderabad. Mr. Mukherjee has over 32 years of experience in leading large teams and delivering results across various industries. Prior to joining Zuari Cement Limited, Mr. Mukherjee was working as Chief Operating Officer at RR Kabel, a leading wires and cable manufacturer in India.</p> <p>He was also associated with H&R Johnson as Chief Executive Officer and Executive Director, leading the business of Ceramic Tiles, Bath products and Kitchens, other than being on the Board of Prism Johnson Limited.</p> <p>Mr. Mukherjee had also spent 8 years at ACC Limited and held senior leadership roles including Chief Executive for South & West Business, Head of Logistics, RMC and B2B sales and Director Sales for North & Central India. In this stint, he has been credited with launch of 2 highly successful premium products of ACC and delivering impactful results on both top line as well as plant efficiencies in his region. He has been a Managing Committee member of ACC Limited from June 2013 to December 2015 and on the Board of 2 joint ventures of ACC.</p> <p>Prior to joining ACC, Mr. Mukherjee held the position of National Sales Manager of the foil and packaging business of Hindalco Limited. In his last 3 professional stints, Mr. Mukherjee led to several highly successful transformation projects in Logistics, HR, Sales and Manufacturing.</p> |
| Date of Birth | 02 November 1966 |
| Date of First Appointment on the Board | 01 April 2023 |
| Nature of expertise in specific | General Management, Governance, Sales & Marketing, |

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| functional area(s) | Finance and Industry/Technical Knowledge. |
| Qualifications | Master's degree in International Business and Marketing (E.M.I.B) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University. |
| Shareholding in the Company (including shareholding as a beneficial owner) | Nil |
| Terms and Conditions of Appointment | Three Years effective from 01 April 2023. |
| Managerial Remuneration last drawn | Not Applicable |
| Remuneration proposed to be paid | As per the explanatory statement for Item Nos. 1 and 2 of the Postal Ballot Notice. |
| 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 |
| No. of Board meetings attended during FY23 | Not Applicable |
| Directorships held in other Indian public limited companies | <ol style="list-style-type: none"> 1. Managing Director of Zuari Cement Limited (with effect from 01 April 2023); and 2. Non-Executive Director of Gulbarga Cement Limited (with effect from 01 April 2023) |
| Listed Indian companies from which the person has resigned in the past three years | Nil |
| Position of Chairperson / Member in the Committees of Directors of other public limited companies in which he is a Director | Mr. Mukherjee will be Chairman of Corporate Social Responsibility Committee of Zuari Cement Limited with effect from 01 April 2023. |