

HeidelbergCement India Limited

CIN: L26942HR1958FLCD42301

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:2021-22

27th August 2021

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 62nd Annual General Meeting (AGM) of the members of HeidelbergCement India Limited is scheduled to be held on Monday, 27th September 2021 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Notice of the AGM is attached.

In compliance with the relevant circulars, soft copy of the Annual Report for the financial year 2020-21, comprising the Notice of the AGM and the financial statements for the financial year ended 31st March 2021, 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 Monday, 20th September 2021 as the "Record Date" for the purpose of determining the members eligible to

*Rojh*

receive Dividend for the financial year 2020-21 and attend the AGM. The dividend on equity shares, if declared, at the AGM will be paid within thirty days from the date of AGM to the 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 62nd AGM by electronic means ("E-voting"). Detailed instructions for E-voting are given at Note No. 21 to the Notice of AGM. The E-voting period commences on 24th September 2021 (9.00 A.M.) and ends on 26th September 2021 (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 20th September 2021 may cast their votes through E-voting facility being provided by NSDL.

This is for your information and record please.

Thanking you,

Yours faithfully,
For HeidelbergCement India Limited

Rajesh Relan
Legal Head & Company Secretary

Encl.: a.a.



HeidelbergCement India Limited

CIN:L26942HR1958FLC042301

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

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

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

NOTICE

of the Annual General Meeting

NOTICE is hereby given that the 62nd Annual General Meeting of the Members of the Company will be held at 11.00 A.M. on Monday, the 27th September 2021 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 2021, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date including notes thereto together with the Reports of the Board of Directors and Auditors thereon, already circulated to the members and now submitted to this meeting be and are hereby received and adopted."

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

"RESOLVED that a Dividend of Rs. 8 per Equity Share of Rs. 10 each (i.e., 80%) for the Financial Year 2020-21, as recommended by the Board of Directors at its meeting held on 28th May 2021 be and is hereby declared."

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

"RESOLVED that Mr. Sushil Kumar Tiwari (holding DIN 03265246) who retires in accordance with the provisions of the Companies Act, 2013 and has offered himself for reappointment be and is hereby reappointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

4. To reappoint Mr. Sushil Kumar Tiwari as Whole-time Director and in this regard pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder including any statutory

modification(s) and/or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Whole-time Director of the Company, from 10th June 2021 till 9th June 2022, on the terms and conditions as detailed in Statement pursuant to Section 102 of the Act annexed hereto.

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

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act and the Rules made thereunder including any statutory modification(s) and/or re-enactment thereof, the terms of remuneration of Mr. Sushil Kumar Tiwari effective from 1st January 2021 as set out in the Statement pursuant to Section 102 of the Act be and are hereby approved.

RESOLVED FURTHER that pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the remuneration as detailed in the Statement pursuant to Section 102 of the Act annexed hereto as minimum remuneration to Mr. Tiwari in any financial year, in which the Company has no profit or the profit is inadequate.

RESOLVED FURTHER that the Nomination and Remuneration Committee and the Board of Directors of the Company shall, in accordance with the statutory limits / approvals as may be applicable for the time being in force, be at full liberty to revise and/or change the terms and conditions of the appointment and remuneration of Mr. Tiwari from time to time as may be deemed appropriate."

5. To appoint Ms. Jyoti Narang as an Independent Director and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder

(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Jyoti Narang (holding DIN 00351187), who was appointed by the Board of Directors, as an Additional Director in the category "Non-Executive Independent Director" with effect from 18 August 2021 and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years from 18th August 2021 until 17 August 2026."

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

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants (Firm Registration No. 000026) appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2021-22, amounting to Rs. 2,50,000 (Rupees Two Lac Fifty Thousand only) plus applicable taxes, reasonable out of pocket expenses and reimbursement of travelling expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

By Order of the Board

Date : 18th August 2021
Place : Gurugram

Rajesh Relan
Legal Head & Company Secretary

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

NOTES:

1. In view of the continuing COVID-19 pandemic and social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 13 January 2021 read with circulars dated 5 May 2020, 13 April 2020 and 8 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the General Circular No. 14/2020 dated 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 13 January 2021, 5 May 2020, 13 April 2020 and 8 April 2020 and the

circular issued by SEBI dated 9 December 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

6. The Notice calling the AGM has been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. 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 / reappointed 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. (a) The Dividend on equity shares, if declared, at the AGM will be credited / despatched within thirty days from the date of AGM to those members whose names appear on the Company's Register of Members as on record date i.e., 20th September 2021. 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., 20th September 2021. In case of joint holders only the first holder will be entitled to receive dividend.
 - (b) Members holding shares in electronic form may note that the bank particulars registered against their respective demat accounts will be used by the

Company for payment of dividend. The Company or its Registrars and Transfer Agents, Integrated Registry Management Services Private Limited (RTA) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes need to be advised by the members directly to the depository participants with whom they are maintaining a demat account.

- (c) Members holding shares in physical form are requested to immediately advise any change in their address or bank particulars to the Company or its Registrars and Transfer Agents, Integrated Registry Management Services Private Limited so that the same can be updated in the Register of Members before processing of dividend payment.
 - (d) Non-Resident Indian (NRI) members are requested to inform RTA (for physical shares) / their DPs (for dematerialized shares), immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their PAN and bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier, to facilitate payment of dividend.
 - (e) The Company has placed on its website www.mycemco.com, the details of unclaimed dividends for FY2016-17, FY2017-18, FY2018-19 (both Interim and Final) and FY2019-20 (both Interim and Final). 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.**
11. 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.
 12. **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.**

13. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.

14. SEBI vide its Notifications dated 8 June 2018 & 30 November 2018 amended Regulation 40 of SEBI Listing Regulations, which provides that from 1 April 2019 transfer of securities would not be processed unless the securities are held in the dematerialised form with a depository. Further, SEBI vide its circular dated 7 September 2020 had fixed 31 March 2021 as cut-off date for re-lodgment of physical share transfer requests (earlier returned by RTA under objection) and has stipulated that such transferred shares shall be issued only in demat mode. In view of the above, Members are advised to dematerialize shares held by them in physical form.

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 15 January 2021 read with circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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 holding PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by email to irg@integratedindia.in by 11:59 P.M. IST until 20th September 2021. **Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to irg@integratedindia.in and copy marked to investors.mcl@mycem.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. IST until 20th September 2021.

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	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. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solution d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) Scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

21. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 62nd 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 24th September 2021 (9:00 A.M.) and ends on 26th September 2021 (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 20th September 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution has been cast by a member, no change shall be allowed subsequently. A person who is not a Member on the cut-off date should treat this notice for information purpose only.
- IV. The process and manner for remote e-voting are as under:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

As per circular of SEBI on e-Voting facility provided by Listed Entities, dated 09 December 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat account maintained with Depositories and Depository Participants in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants in order to access e-voting facility.

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

Type of shareholders	Login Method
----------------------	--------------

Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

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

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	---

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.

3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

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

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in

physical form. The pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email-ids are not registered with the depositories for procuring user-id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to irg@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account

statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to irg@integratedindia.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user-id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- V. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date of 20th September 2021.
- 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., 20th September 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at toll free no.: 1800-222-990.

However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at toll free no.: 1800-222-990.

- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM venue. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- VIII. Mr. Nityanand Singh, Company Secretary in Whole-time Practice (FCS No. 2668, CP No. 2388) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. Mr. Harish Damani, Company Secretary in Whole-time Practice (FCS No. 10714, CP No. 14471) has been appointed as an alternate scrutinizer.
- IX. The Chairman of the AGM, at the end of discussion on the resolutions on which voting is to be held, allow e-voting on the day of AGM for all those members who are present at

the AGM but have not cast their votes by availing the remote e-voting facility.

- X. The Scrutinizer / alternate scrutinizer shall after the conclusion of voting at the AGM, shall access NSDL's e-voting portal and unblock the votes cast through remote e-voting as well as through e-voting on AGM day in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him.
- XI. The Results declared alongwith 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.

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

1. Member will be provided with a facility to attend the EGM / AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are requested to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP-ID and Client-

ID / Folio Number, PAN, Mobile Number at investors.mcl@mycem.in atleast 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 Nos.: 3 and 4

The members of the Company at the Annual General Meeting held on 19th September 2019 had approved the reappointment of Mr. Sushil Kumar Tiwari as Whole-time Director of the Company for a term of two years from 10th June 2019 till 9th June 2021.

In his career spanning over 41 years, Mr. Tiwari has rich and vast experience of over 35 years in the cement industry. During his 14 years of association with the Company, he has undertaken multifarious assignments which have led to increase in operational efficiencies and improvement of consumption parameters. Mr. Tiwari holds the position of "Occupier" of all the factories of the Company under the Factories Act and is also designated as "Owner" of the Company's mines under the Mines Act. After the expansion of capacity of Damoh and Jhansi Units and commencement of power generation from waste heat recovery based power plant, the scale and complexity of operations has increased considerably. It is therefore necessary to have a seasoned professional to lead the technical team. He plays a crucial role in managing the operations of the plants and mines of the Company. Mr. Tiwari is presently also a Non-Executive Director of Zuari Cement Limited, which is also part of HeidelbergCement Group.

In view of the aforesaid facts the Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on 28th May 2021 has reappointed Mr. Sushil Kumar Tiwari as Whole-time Director of the Company for a further term of one year from 10th June 2021 to 9th June 2022.

The terms and conditions of Mr. Tiwari's remuneration effective from 1st January 2021 in accordance with the Nomination and Remuneration Policy of the Company are as under:

- i) Basic Salary: Rs. 69,06,720 per annum. The annual increment, in accordance with the Nomination and Remuneration Policy of the Company, will be effective from 01 January 2022.
- ii) House Rent Allowance: 50% of the basic salary.
- iii) Variable Pay: Variable Pay shall be equivalent to Rs. 48,11,448 on 100% achievement of the Company's and individual targets set at the beginning of the year. It can vary between 0% to 200% of the base amount of

Rs. 48,11,448 depending upon results of evaluation of individual's and Company's performance. The annual increment in variable pay will also be effective from 01 January 2022.

- iv) Long Term Incentive Plan (LTIP): LTIP shall be equivalent to Rs. 43,33,661 on 100% achievement of the targets set by HeidelbergCement AG (ultimate holding company) at the global level. It can vary between 0% to 200% of the base amount of Rs. 43,33,661 depending upon achievement of the set targets. The annual increment in LTIP will also be effective from 01 January 2022.
- v) Car Allowance: Rs. 612,000 per annum.
- vi) Perquisites & Allowances: Medical Reimbursement, Mediclaim Premium, Special Allowance, Leave Travel Allowance, Ex-gratia etc., as per the applicable policies or as may be agreed to between the Company and Mr. Tiwari. Provision for use of telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the remuneration.
- vii) Retirement benefits: Contribution to Provident Fund and Superannuation Fund as per the Company's policy. Gratuity to be paid in accordance with Payment of Gratuity Act, 1972 and encashment of leave at the end of tenure.

The annual increment is effective from 1st January every year as per the provisions of the Nomination and Remuneration Policy of the Company. The Board shall be entitled to add, alter or vary any of the foregoing terms of remuneration, benefits or perquisites of the Whole-time Director within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof.

Minimum Remuneration: Where in any financial year during the tenure of the Whole-time Director, the Company has no profit or its profit is inadequate, the Company will pay remuneration specified herein above as minimum remuneration, subject to the requisite approvals as may be necessary.

The statement as required under Section II, Part II of Schedule V of the Companies Act, 2013 with reference to aforesaid item is given below:

I. General Information:

- (1) Nature of industry Manufacturing of Cement
- (2) Date or expected date of commencement of commercial production Not Applicable (The Company was incorporated on 13th May 1958 and commenced commercial production in 1962).
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Not Applicable
- (4) Financial performance based on given indicators (Rs. in million)

Particulars	For the financial year ended 31st March 2021	For the financial year ended 31st March 2020	For the financial year ended 31st March 2019
Revenue from Operations (Net of GST)	21,166.7	21,696.2	21,333.5
EBITDA (Earnings before interest, tax, depreciation and amortization) - Including other income	5,531.0	5,805.2	5,181.6
Profit before tax	3,912.2	3,980.6	3,416.1
Net Profit	3,149.5	2,680.6	2,206.6

- (5) Foreign investments or collaborations, if any

The foreign holding in the share capital of the Company as on 31st March 2021 was as under:

Foreign holding	No. of shares	Percentage of holding
Promoter (Cementum I B.V.)	15,72,44,693	69.39%
Foreign Institutional Investors	2,01,02,199	8.87%
Non-Resident Indians and Foreign Nationals	12,70,245	0.56

II. Information about the appointee:

- (1) Background details : Mr. Sushil Kumar Tiwari, aged 66 years, is Engineer in Electrical as well as Electronics and Communication from the Institute of Engineers, Kolkata. In his career spanning over 41 years, Mr. Tiwari has rich and vast experience of over 35 years in the cement industry. Before joining the Company, Mr. Tiwari worked with Raymond Limited (Cement Division) and thereafter with Lafarge India Private Limited after Lafarge's takeover of Cement Division of Raymond Limited.
- Mr. Tiwari joined HeidelbergCement India Limited in April 2007 as Unit Head of Company's Ammasandra Unit. In August 2008, he was appointed as Unit Head of the Company's Damoh and Jhansi units. In view of the valuable contribution of Mr. Tiwari, he was elevated to the position of Technical Head of the Company w.e.f. 1st September 2010. He was appointed as Whole-time Director of the Company w.e.f. 29th April 2011. He is a member of Corporate Social Responsibility Committee of the Company. He is also a director in Zuari Cement Limited.
- (2) Past remuneration : The details of remuneration paid to Mr. Tiwari during the last three financial years are as under:
- Year 2018-19: Rs. 2,67,17,561
- Year 2019-20: Rs. 2,90,51,351
- Year 2020-21: Rs. 2,33,65,474
- (3) Recognition or awards : The Institution of Engineers (India) at its 21st National Convention 2005-06 held on 4th & 5th day of February 2006, had honoured Mr. Tiwari for the outstanding achievements and contribution in the field of Electronics & Telecommunication Engineering. The Award was presented to Mr. Tiwari by the then Hon'ble Governor of Chattisgarh, Mr. Krishna Mohan Seth.

- (4) Job profile and his suitability : As Whole-time Director, Mr. Tiwari performs such duties and exercises such powers as are entrusted to him from time to time by the Board of Directors and/or the Managing Director of the Company. In view of Mr. Tiwari's rich and vast experience of over 35 years in the cement industry and considering his past achievements during his association with the Company, the Board of Directors is of the opinion that he is competent to discharge the functions and tasks associated with the position of Whole-time Director of the Company. Mr. Tiwari plays a crucial role in overseeing the activities at the Plants and Mines of the Company.
- (5) Remuneration proposed : Details are given in the Statement pursuant to Section 102 of the Act.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person. : The remuneration payable to Mr. Tiwari has been benchmarked with remuneration being drawn by similar positions in the cement industry and has been approved by the Nomination and Remuneration Committee at its meeting held on 28th May 2021.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any : Apart from receiving his remuneration as stated in the statement pursuant to Section 102 of the Act, Mr. Tiwari does not have any pecuniary relationship, directly or indirectly with the Company, its Directors, Key Managerial Personnel and/or their relatives. Mr. Tiwari does not hold any shares in the Company.

III. Other information:

- (1) Reasons of loss or inadequate profits : Not Applicable
- (2) Steps taken or proposed to be taken for improvement : Not Applicable
- (3) Expected increase in productivity and profits in measureable terms : Not Applicable

Although the Company has shown growth and profit from its operations over the past years and is expected to consistently earn profits in the coming years also, it is proposed to pass the resolution given at Item No. 4 of this Notice as a Special Resolution, in order to enable the Company to pay the remuneration detailed above as minimum remuneration to Mr. Tiwari in the eventuality of loss / inadequacy of profits during his term in terms of the provisions of Section II, Part II of Schedule V of the Companies Act, 2013.

IV. Disclosures:

The remuneration package of the managerial personnel has been described in the statement pursuant to section 102 of the Act and the same will also be provided in the Corporate Governance Reports of the subsequent years.

Mr. Sushil Kumar Tiwari is liable to retire by rotation at the ensuing AGM in terms of the provisions of Section 152 of the Companies Act, 2013 and accordingly it is proposed at Item No.3 to reappoint him as a Director liable to retire by rotation.

The Board of Directors has accordingly recommended the resolutions set out at Item Nos. 3 and 4 of the Notice for approval of the members by way of an Ordinary Resolution and Special Resolution respectively at the ensuing AGM.

Except Mr. Tiwari, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolutions. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Item No. 5

The Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on 18 August 2021 has appointed Ms. Jyoti Narang as an Additional Director in the category "Non-Executive Independent Director" with effect from 18 August 2021. Ms. Jyoti Narang holds office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director by the shareholders for a term of five years from 18 August 2021 to 17 August 2026. Brief profile of Ms. Jyoti Narang, is given below:

Ms. Jyoti Narang holds a Bachelor's Degree in BA Economics (Honours) from Lady Shriram College for Women, University of Delhi and an MBA in Finance from the University of Delhi. She has also completed her executive education in Advanced Management Programme from Harvard Business School, Strategic Marketing from International Institute for Management Development (IMD), Lausanne and Brand Management from Wharton University of Pennsylvania.

She is a business leader with extensive experience in the service industry. She has a strong strategic perspective, works well with a diversity of styles and has experience in crisis management. Her domain expertise lies in building consumer brands, management of human capital and the impact of technology on both distribution and operations. Till recently, she led a group of luxury hotels that attract an annual footfall of five million and cater to the most discerning clientele in the world. She was also the founding member of the Experience India Society that created the first global campaign for marketing India.

Additionally, being a part of the Tata Group with a combined revenue of over \$100 billion and a significant presence across industries and geographies, she gained expertise in global business practices. Strategic risk, corporate sustainability and technology-led innovation are focus areas.

Her breadth of experience in marketing and operations combined with her early stint in manufacturing has enabled her to add value across multiple sectors.

She currently serves on the Board of AU Small Finance Bank Limited, Calderys India Refractories Limited, Niraamaya Retreats Private Limited, Avana Health Private Limited and Disha Medical Services Private Limited. She is also a Board member of Harvard Club of India and a Partner of Wayfare Ventures.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Jyoti Narang, for the office of Director of the Company.

Ms. Jyoti Narang has given her consent to act as an Independent Director of the Company and has also furnished a declaration to the Board of Directors that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per her declaration, she is not disqualified to be appointed as a Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Jyoti Narang is independent of the management of the Company and she also fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director.

Copy of the letter of appointment issued to her setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company by any member during normal business hours of the Company on any working day. The same has also been posted on the website of the Company.

The Board at its meeting held on 18th August 2021 has appointed Ms. Jyoti Narang as a member of all the Board level committees namely, Audit Committee, Nomination and Remuneration Committee, CSR Committee, Risk Management Committee and Stakeholders' Relationship Committee. She does not hold any equity shares in the Company. The Board of Directors has recommended the appointment of Ms. Jyoti Narang as an Independent Director of the Company by the members at the ensuing AGM.

She is not related to any Director or Key Managerial Personnel of the Company or their relatives.

Except Ms. Jyoti Narang, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially 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.

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

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 2021-22.

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 2021-22 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: 18 August 2021

Place: Gurugram

Rajesh Relan

Legal Head & Company Secretary

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

ANNEXURE TO ITEM NOS. 3, 4 AND 5

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

Name of Director	Mr. Sushil Kumar Tiwari	Ms. Jyoti Narang
DIN	03265246	00351187
Brief Resume	Refer explanatory statement of Item No. 3 and 4	Refer explanatory statement of item No. 5
Date of Birth	20 June 1955	15 February 1958
Date of First Appointment on the Board	29 April 2011	18 August 2021
Expertise in specific functional area(s)	Refer explanatory statement of Item No. 3 and 4	Refer explanatory statement of item No. 5
Qualifications	Refer explanatory statement of Item No. 3 and 4	Refer explanatory statement of item No. 5
Shareholding in the Company	Nil	Nil
Terms and Conditions of Appointment	As per the resolution at Item No. 3 and 4 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last drawn	Refer explanatory statement of Item No. 3 and 4	Nil
Remuneration proposed to be paid	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.	Ms. Narang will be eligible to receive sitting fees for attending the meetings of Board of Directors and its Committees.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
No. of Board meetings attended during FY21	4	Not Applicable
Directorships held in other public limited companies	• Zuari Cement Limited	• AU Small Finance Bank Limited; and • Calderys India Refractories Limited
Position of Chairperson / Member in the Committees of Directors of other public limited companies in which he/she is a Director	Nil	AU Small Finance Bank Limited <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Risk Management Committee • Corporate Social Responsibility Committee • Customer Service Committee (Chairperson) • Disciplinary Committee (Chairperson) • Capital Raising Committee Calderys India Refractories Limited <ul style="list-style-type: none"> • Audit Committee