

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

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NOTICE TO MEMBERS

NOTICE is hereby given that the 56th Annual General Meeting of the Members of the Company will be held at 9.30 A.M. on Friday the 7th August 2015 at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31st March 2015 and the Profit and Loss Account for the fifteen months period ended 31st March 2015 including notes thereto together with the Reports of the Board of Directors and Auditors' thereon for the fifteen months period ended 31st March 2015.
2. To appoint a Director in place of Dr. Albert Scheuer (holding DIN 02170574), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that pursuant to Section 139 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E), who were appointed as Auditors of the Company at the 55th Annual General Meeting held on 19th June 2014, to hold office from conclusion of 55th Annual General Meeting until conclusion of 58th Annual General Meeting be and is hereby ratified and confirmed from the conclusion of 56th AGM till the conclusion of 57th AGM on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to applicable taxes, reasonable out of pocket expenses and reimbursement of travelling expenses incurred by them in connection with Audit of the accounts of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that Mr. Jamshed Naval Cooper (holding DIN 01527371) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 1st July 2014 and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director not liable to retire by rotation."
5. 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 and the Rules made thereunder including any statutory modification(s) and/or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the appointment

of Mr. Jamshed Naval Cooper (holding DIN 01527371) as CEO & Managing Director of the Company without any remuneration for a period of three years with effect from 1st July 2014 to 30th June 2017."

6. To consider and if thought fit to pass, with or without modification(s) the following as an Ordinary Resolution:
"RESOLVED that Ms. Soek Peng Sim (holding DIN 06958955) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 16th September 2014 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 a Director liable to retire by rotation."
7. To consider and if thought fit to pass, with or without modification(s) the following as a Special Resolution:
"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder including any statutory modification(s) and/or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director of the Company from 10th June 2015 till 9th June 2017, on the terms and conditions as detailed in Statement pursuant to Section 102 of the Act annexed hereto.
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 2015 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 Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any person authorised by the Board in this behalf) 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 from time to time as may be deemed appropriate."
8. 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 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 2015-16, amounting to ₹ 2,25,000 (Rupees Two Lacs Twenty Five 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and 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), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, of the regulations contained in the existing Articles of Association of the Company.

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

By Order of the Board

Date : 25th May 2015

Rajesh Relan

Place : Gurgaon

Legal Head & Company Secretary

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself. Such proxy need not be a member of the company. The instrument appointing a proxy has to be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
2. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 56th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 4th August 2015 (9:00 am) and ends on 6th August 2015 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31st July 2015, 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 is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “HeidelbergCement India Limited remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “HeidelbergCement India Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
- | EVEN | USER ID | PASSWORD/PIN |
|-----------------------------------|---------|--------------|
| (Remote e-voting
Event Number) | | |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 31st July 2015.
- X. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as of the cut-off date i.e. 31st July 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Contact Mr. Rajiv Ranjan of 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Nityanand Singh, Company Secretary in Wholetime Practice (FCS No. 2668, CP No. 2388) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. Mr. Pawan Kumar, Company Secretary in Wholetime Practice (ACS No. 38674, CP No. 14435) has been appointed as an alternate scrutinizer.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mycemco.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him. The results shall also be submitted to the stock exchanges where the shares of the Company are listed.
- Statement pursuant to section 102 of the Companies Act, 2013 is annexed.
 - The Register of Members and the Share Transfer Books of the Company will remain closed from 1st August 2015 to 7th August 2015 (both days inclusive).
 - The share transfer instruments, complete in all respects, should be sent to the Registrar & Share Transfer Agents, Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560003 well in advance so as to reach the Registrar & Share Transfer Agents prior to the book closure.
 - 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.
 - Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transfer/ transmission/transposition, is mandatory.
 - 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.

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

STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 2:

Brief resume of Dr. Albert Scheuer, who is proposed to be re-appointed as Director, is given below:

Dr. Albert Scheuer, aged 57 years, completed Degree in Mechanical Engineering / Process Technology from the Technical University of Clausthal, Germany in the year 1982. He has also completed Doctorate in Mechanical Engineering in the year 1987.

Dr. Scheuer started his professional career with the Research Institute of the German Cement Industry in 1983. After joining HeidelbergCement group in 1992, he took on various positions at Leimen Cement Plant and Heidelberg Technology Center. From 1998 to 2005, he was in charge of technical support for European cement plants as Managing Director of Heidelberg Technology Center. Since 2005, he was responsible for HeidelbergCement's activities in China as Chief Operating Officer and in August 2007 he was appointed as Member of the Managing Board and Executive Vice President of Lehigh Cement. He also took active part in the integration of the operations of Hanson, North America with HeidelbergCement Group. Since 1st April, 2008, he is in charge of Asia-Oceania Region of HeidelbergCement Group and also entrusted with the responsibility of worldwide coordination of the activities of Heidelberg Technology Center.

Dr. Scheuer is a Director/Member of Managing Board of the following Companies: -

Cement Australia Holdings Pty. Ltd., Cement Australia Pty. Ltd., China Century Cement Limited, Cochin Cements Ltd., Easy Point Industrial Ltd., Guangzhou Heidelberg Yuexiu Enterprise Management Consulting Company Ltd., Hanson Building Materials (S) Pte Ltd., Hanson Investment Holdings Pte Ltd., Hanson Pacific (S) Pte Ltd., HeidelbergCement AG, HeidelbergCement Asia Pte Ltd., HeidelbergCement Bangladesh Limited, HeidelbergCement Holding HK Ltd., HeidelbergCement Myanmar Company Limited, HeidelbergCement Technology Center GmbH, Jidong Heidelberg (Fufeng) Cement Company Limited, Jidong Heidelberg (Jingyang) Cement Company Limited, PT Indocement Tunggal Prakarsa Tbk. and Squareal Cement Ltd.

Dr. Scheuer is a member of Nomination and Remuneration Committee and CSR Committee of the company. Dr. Scheuer does not hold any Equity Shares in the Company. The Board of Directors has recommended the re-appointment of Dr. Scheuer by the members.

Except Dr. Scheuer, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed appointment. This explanatory statement may also be regarded as a disclosure pursuant to Clause 49 of Listing Agreement with Stock Exchanges.

Item No. 3

In accordance with the provisions of Section 139(1) of the Companies Act, 2013 the members had at the last Annual General Meeting (AGM) held on 19th June 2014 appointed S.R. Batliboi & Co. LLP, Chartered Accountants, as statutory auditors of the Company for three consecutive financial years i.e., up to the conclusion of 58th AGM. Section 139(1) of the Companies Act, 2013, further provides that the appointment of statutory auditors shall be placed before the members at every AGM for ratification.

Accordingly, a resolution has been proposed for seeking member's ratification for the continued appointment of S.R. Batliboi & Co. LLP, Chartered Accountants, as statutory auditors of the Company. The Board has recommended the resolution set out at Item No. 3 of the Notice for approval of the members.

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

Item No. 4 & 5

The Board of Directors of the Company at its meeting held on 27th June 2014 had appointed Mr. Jamshed Naval Cooper as an Additional Director and CEO & Managing Director of the Company for a period of three years from 1st July 2014 to 30th June 2017. In accordance with the provisions of Section 161, Section 196 and other applicable provisions of the Companies Act, 2013 it is proposed to obtain approval of the members in this regard through resolutions set out at Item No. 4 and 5 of the Notice. Brief resume of Mr. Cooper is given below:

Mr. Jamshed Naval Cooper, aged 58 years, is a science graduate with Post-Graduation in management specializing in marketing from the Institute of Management Studies, Indore University. During his professional career of almost three and a half decades, he has gained rich experience spanning over 31 years in the cement industry alone. He has also worked for consumer durable industry in the past.

Mr. Cooper joined HeidelbergCement India Limited (formerly Mysore Cements Limited) as head of its sales & marketing function in December 2006 soon after the takeover of the Company by HeidelbergCement Group. He is credited for revamping the Sales and Marketing setup of the Company realigning the channel network and logistics focusing it towards maximizing the market share in high revenue markets. He successfully created and launched the "mycem" brand. Over the years, he has nurtured and improved the brand positioning by implementing several innovative sales and marketing strategies. Under his leadership, "mycem" has attained its premium positioning in Central India. He is also the Managing Director of Cochin Cements Limited since May 2007 (which is also a part of the HeidelbergCement Group).

Prior to joining HeidelbergCement India Ltd., Mr. Cooper served ACC Limited (now a Holcim Group Co.) for 22 years. During his tenure at ACC, he also worked for its joint ventures namely, Float Glass and Bridgestone. Before joining ACC, Mr. Cooper had a stint with Godrej & Boyce Manufacturing Co. Limited, a consumer durable company.

Traversing his professional career, Mr. Cooper has experience in Corporate Management, Cost Leadership, Strategy Building, Brand Management, Logistics, Channel Management, Rural Marketing, Feasibility Studies & Project Implementation, Human Resource Management, IT Systems and Procurement. During his illustrious career, he pioneered the 25 kg cement packing and launched bulk

cement for the first time in India. One of his achievements has been managing and minimizing the risks arising out of spurious look-alike brands.

Mr. Cooper looks after the day-to-day management and administration of the affairs of the Company, subject to the overall superintendence, control and directions of the Board of Directors. In accordance with the terms mutually agreed upon between HeidelbergCement AG of Germany and Mr. Cooper, the remuneration of Mr. Cooper with effect from 1st July 2014 is being borne and directly paid by HeidelbergCement AG to Mr. Cooper as a nominee of the ultimate shareholder. HeidelbergCement India Limited provides chauffeur driven car to Mr. Cooper and also reimburses the expenses incurred towards mobile phone, broadband connection, landline phone at his residence and club/chambers' membership fee.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Cooper holds the office as an Additional Director up to the date of ensuing AGM. The Company has received a Notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Act proposing candidature of Mr. Cooper as Director of the Company not liable to retire by rotation.

Mr. Cooper is a member of Audit Committee and Stakeholders' Relationship Committee of the Company. Mr. Cooper does not hold any Equity Shares in the Company. The Board of Directors has recommended the resolutions set out at Item No. 4 and 5 of the Notice for approval of the members.

Except Mr. Cooper, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution. This explanatory statement may also be regarded as a disclosure pursuant to Clause 49 of Listing Agreement with Stock Exchanges.

Item No. 6

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company has on 16th September 2014 appointed, Ms. Soek Peng Sim as an Additional Director. Ms. Sim holds office up to the date of ensuing of AGM. The Company has received a Notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Act proposing candidature of Ms. Sim for appointment as a Director by the members at the ensuing AGM. Brief resume of Ms. Sim is given below:

Ms. Soek Peng Sim, aged 45 years, is presently Finance Director of HeidelbergCement Asia Pte Ltd., Singapore. She holds a Bachelor Degree in Accounting from University of Malaya, Malaysia. She also holds CPA Degree of The Malaysian Association of Certified Public Accountants (MICPA) as well as Chartered Accountant Degree of Malaysian Institute of Accounting (MIA). Prior to joining HeidelbergCement Group, she worked with Reckitt Benckiser Group, Philips Malaysia, Ho Hup Malaysia and The Lion Group, Malaysia. She has rich and vast experience of more than 20 years. Traversing her professional career she has gained experience in financial planning & analysis, business development and support, accounting & taxation, construction & property development and construction materials industry.

Ms. Sim is on the Board of Directors of HeidelbergCement Bangladesh Limited, Hanson Pacific (S) Pte Ltd., Hanson Investment Holdings Pte Ltd. and Hanson Building Materials (S) Pte Ltd. Ms. Sim is also an alternate director in Butra HeidelbergCement Sdn Bhd.

Ms. Sim does not hold any Equity Shares in the Company. The Board has recommended the resolution set out at Item No. 6 of the Notice for approval of the members.

Except Ms. Sim, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution. This explanatory statement may also be regarded as a disclosure pursuant to Clause 49 of Listing Agreement with Stock Exchanges.

Item No. 7

The members of the Company at the last Annual General Meeting held on 19th June 2014 had approved the appointment of Mr. Sushil Kumar Tiwari as Wholetime Director of the Company from 29th April 2014 till 9th June 2015, being the date of his retirement from the services of the Company.

In his career spanning over 35 years, Mr. Tiwari has rich and vast experience of more than 29 years in the cement industry. During his 8 years of association with the Company, he has undertaken multifarious assignments which have led to increase in operational efficiencies and improvement of consumption parameters. He plays a crucial role in managing the operations of plants and mines of the Company. After the expansion of capacity of Damoh and Jhansi Units, the scale and complexity of operations has increased considerably. It is therefore necessary to have a seasoned professional to lead the technical team.

In view of the aforesaid facts the Board of Directors, on the recommendation of Nomination and Remuneration Committee, had at its meeting held on 25th May 2015 has re-appointed Mr. Sushil Kumar Tiwari as Wholetime Director of the Company for a further period of two years from 10th June 2015 to 09th June 2017.

The terms and conditions of Mr. Tiwari's remuneration effective from 1st January 2015 are as under:

- i) Basic Salary : ₹ 5,130,600 per annum. The annual increment will be effective from 1st January 2016.
- ii) House Rent Allowance : 40% of the basic salary.
- iii) Variable Pay : Variable Pay shall be equivalent to ₹31,26,423 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 ₹31,26,423 depending upon results of evaluation of individual's and Company's performance. The annual increment in variable pay will also be effective from 1st January 2016.
- iv) Car Allowance : ₹ 6,12,000 per annum.
- v) Perquisites & Allowances : Medical Reimbursement, Mediclaim Premium, Special Allowance, Long Term Incentive Plan, Leave Travel Allowance, Ex-gratia etc., in accordance with the Rules of the Company or as may be agreed to between the Company and Mr. Tiwari.
Perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. 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.
- vi) Retirement benefits : Contribution to Provident Fund and Superannuation Fund, as per Company's policy. Gratuity to be paid in accordance with Payment of Gratuity Act, 1972 and encashment of leave at end of tenure.

Minimum Remuneration: Where in any financial year during the tenure of the Wholetime 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.

Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof the Board (including any Committee of the Board or any person authorised by the Board in this behalf) shall be entitled to add, alter or vary any of the foregoing terms of remuneration, benefits or perquisites to which Mr. Tiwari may be entitled as aforesaid.

The annual remuneration package of Mr. Tiwari approved by the members at the last AGM held on 19th June 2014 was for the period from 1st January 2014 till 31st December 2014. Therefore Mr. Tiwari's remuneration is being revised w.e.f. from 1st January 2015 although the re-appointment is effective from 10th June 2015.

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. :

(₹ in million)

Particulars	For the period ended 31st March 2015 (fifteen months)	For the year ended 31st December 2013	For the year ended 31st December 2012
Net Sales and Other Income	20,581.2	14,006.0	11,144.2
EBITDA (Earnings before interest, tax, depreciation and amortization)	3,359.5	1,222.1	876.8
Profit / (loss) before tax	1,197.9	(806.7)	456.6
Net Profit / (Loss)	595.3	(407.3)	308.4

- (5) Foreign investments or collaborations, if any. : The foreign holding in the share capital of the Company as on 31st March 2015 is as under:-

Foreign holding	No. of shares	Percentage of holding
Promoter (Cementum I B.V.)	157,244,693	69.39%
Foreign Institutional Investors	19,880,671	8.77%
Non-Resident Indians / OCBs	1,528,112	0.68%

II. Information about the appointee:

- (1) Background details. : Mr. Sushil Kumar Tiwari, completing 60 years of age on 10th June 2015, is Engineer in Electrical as well as Electronics and Communication from the Institute of Engineers, Kolkata. In his career spanning over 36 years he has rich and vast experience of more than 29 years in the Cement Sector. He has worked with Raymond Limited (Cement Division), which was taken over by Lafarge India Private Limited in the year 2001. Mr. Tiwari joined HeidelbergCement India Limited in April 2007 as Unit Head of Company's Ammasandra Plant. 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 Wholetime 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 of Cochin Cements Limited.
- (2) Past remuneration. : Mr. Tiwari was appointed as Wholetime Director of the Company w.e.f. 29th April 2011. The details of remuneration paid to Mr. Tiwari during last three financial years are as under:
Year 2012: He was paid remuneration of ₹ 12,534,254 during the year ended 31st December 2012.
Year 2013: He was paid remuneration of ₹ 13,988,282/- during the year ended 31st December 2013.
Year 2014-15: He was paid remuneration of ₹ 1,92,95,644/- during the period ended 31st March 2015 (fifteen months).
- (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 Wholetime 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 CEO & Managing Director. In view of Mr. Tiwari's rich and vast experience of more than 29 years in Cement Sector, he is competent to discharge the functions and tasks associated with his position as Wholetime 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. : As per details 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 25th May 2015.

- (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 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 of 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 measurable terms. : Not Applicable

Although the Company has shown growth and profit from its operations in the previous financial year and is expected to earn profits in the future years also, it is proposed to pass the resolution given at Item No.7 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 in any financial year during his tenure 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 Report of the subsequent years.

The Board of Directors has recommended the resolution set out at Item No.7 of the Notice for approval of the members as a Special Resolution.

Except Mr. Sushil Kumar Tiwari, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the aforesaid resolution. This explanatory statement may also be regarded as a disclosure pursuant to Clause 49 of the Listing Agreement with Stock Exchanges.

Item No. 8:

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. R.J. Goel & Co., Cost Accountants, for conducting the audit of cost records of the Company for the financial year ending 31st March 2016.

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 2015-16 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. 8 of the Notice for approval of the members.

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

Item No. 9:

The existing Articles of Association (AoA) of the Company are based on the provisions of the Companies Act, 1956. Several articles in the AoA contain reference to specific sections of the Companies Act, 1956. Some of the Articles are not in conformity with the provisions of the Companies Act, 2013.

It is therefore proposed to amend the existing AoA to make the same in conformity with the provisions of the Companies Act, 2013. The amended AoA are based on Table 'F' of the Act which sets out the model AoA for a company limited by shares.

New provisions proposed to be inserted in existing Articles are as follows:

- Providing e-voting facility to members at a General Meeting/ Postal Ballot
- Service of documents by the Company through registered post, speed post, courier or by Email.
- Existing AoA provides that quorum for General Meetings shall be five members. The same is proposed to be amended to bring it in line with the Companies Act, 2013.
- Provisions relating to appointment of Key Managerial Personnel.
- Participation of Directors in meetings of the Board and its Committees through video conferencing or other audio-visual means.

The existing Articles which have become redundant consequent to Companies Act, 2013 and are therefore proposed to be deleted relate to issue of share warrants, holding of statutory meeting, appointment of treasurers, appointment of first auditor etc.

In accordance with the green initiative the proposed new draft of AoA have been uploaded on the Company's website for perusal by the members and the same is also available for perusal at the Registered Office of the Company during business hours on all working days up to and including the date of 56th AGM. The members who wish to have a hard copy of the draft AoA may also write to the Legal Head & Company Secretary of the Company at its Registered Office address.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 amendment of the Articles of Association of the Company needs approval of members of the Company by way of a Special Resolution. The Board has recommended the special resolution set out at Item No. 9 of the Notice for approval of the members.

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

By Order of the Board

Date : 25th May 2015
Place : Gurgaon

Rajesh Relan
Legal Head & Company Secretary