HEIDELBERGCEMENT

HeidelbergCement India Limited
CIN: L26942HR1958FLC042301
Registered Office
9th Floor, Infinity Tower "C",
DLF Cyber City, Phase-II,
Gurugram, Haryana 122002, India
Phone +91-124-4503700
Fax +91-124-4147698
Website: www.mycemco.com

HCIL:SECTL:SE:2017-18

28th August 2017

BSE Ltd.
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400001

Scrip Code:500292

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

Trading Symbol: Heidelberg

Dear Sir,

Sub: Notice of Annual General Meeting of the Company, Book Closure and E-voting

1. Notice of AGM: This is to inform you that the 58th Annual General Meeting (AGM) of the members of HeidelbergCement India Limited is scheduled to be held on Friday, 22nd September 2017 at 9.30 A.M. at Auditorium in Apparel House Buliding, Sector 44, Institutional Area, Gurugram, Haryana. The Notice containing the businesses to be transacted at the said meeting is attached.

2. Book closure for AGM and Dividend: Pursuant to Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from 16th September 2017 to 22nd September 2017 (both days inclusive) for the purpose of AGM and determining the names of members eligible to receive dividend of Rs. 2/- per Equity Share already recommended by the Board of Directors for FY2016-17, subject to the approval of the members at the ensuing AGM.

3. E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be considered at the said 58th AGM by electronic means ("E-voting"). Detailed instructions for E-voting are given at Note No. 5 to the Notice of AGM. The E-voting period commences on 19th September 2017 (9.00 A.M.) and ends on 21st September 2017 (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 15th September 2017 may cast their vote through E-voting facility being provided by NSDL.

This for you information and record please.

Thanking you,

Yours faithfully,
For HeidelbergCement India Limited

Rajesh Relan
Legal Head & Company Secretary

Encl.: a.a.

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301
Regd. Office: 9th Floor, Tower 'C', Infinity Towers, DLF Cyber City, Phase II, Gurugram, Haryana -122002
Ph. +91 0124-4503795, 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 58th Annual General Meeting of the Members of the Company will be held at 9.30 A.M. on Friday, the 22nd September 2017 at Auditorium in Apparel House Building, Sector 44, Institutional Area, Gurugram, Haryana to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at 31st March 2017; the Profit and Loss Account and Cash Flow Statement for financial year ended 31st March 2017 including notes thereto together with the

7. 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 2017-18, amounting to ₹ 250,000 (Rupees Two Lac Fifty Thousand only) plus applicable taxes, reasonable out of pocket expenses and reimbursement of travelling expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

By Order of the Board

Date : 25th May 2017
Place : Gurugram

Rajesh Relan
Legal Head & Company Secretary

NOTES :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself. Such proxy need not be a member of the company. The instrument appointing a proxy has to be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

3. Statement pursuant to section 102 of the Companies Act, 2013 is annexed.

4. The complete particulars of the venue of the AGM including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the AGM is also hosted along with the Notice on the website of the Company i.e. www.mycemco.com.

5. **Voting through electronic means**

   I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 58th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

   II. The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

   III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as invalid.

   IV. The remote e-voting period commences on 19th September 2017 (9:00 A.M.) and ends on 21st September 2017 (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 15th September 2017 i.e., the date prior to the commencement of book closure, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution has been cast by the member, no change shall be allowed subsequently.

   V. The process and manner for remote e-voting are as under:

      A. In case of members receiving 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.nsdl.com/

      (iii) Click on Shareholder – Login

      (iv) Put user ID and password as initial password/ PIN noted in step (i) above and then click Login.

      (v) Password change menu appears. Change the password/PIN with new password

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 of members receiving physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

Initial password is provided at the bottom of the Attendance Slip for the AGM in the format given below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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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 to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available in the downloads section of www.evoting.nsdl.com or call on NSDL's 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 shall be as per the number of equity shares held by the members as on the cut-off date of 15th September 2017.

X. 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. 15th September 2017, 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.

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. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

XII. 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. Pawan Barodiya, Company Secretary in Whole-time 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/alternate scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer/ alternate scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the

employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.

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 BSE Limited and National Stock Exchange of India Limited.

6. (a) The Register of Members and the Share Transfer Books of the Company will remain closed from 16th September 2017 to 22nd September 2017 (both days inclusive).

(b) 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 on 15th September 2017. 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 15th September 2017.

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

(d) Members holding shares in physical form are requested to immediately advise any change in their address or bank particulars to the Company or its Registrars and Transfer Agents, Integrated Registry Management Services Private Limited so that the same can be updated in the Register of Members before processing of dividend payment.

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

8. Members who continue to hold the shares in physical form are requested to inform any change in their address, bank particulars, nominee, email address etc., to the Registrars and Transfer Agents. Members holding shares in dematerialized form are requested to approach their Depository Participant for change of address, bank particulars, nominee, email address etc.

9. 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.

10. 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.

11. 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.

12. (a). Members attending the meeting are requested to complete the attendance slip and submit the same at the entrance of the meeting hall. Attendance at the Annual General Meeting shall not be allowed without submission of the attendance slip duly signed.

(b). Members are requested to bring their copies of the Annual Report as additional copies of the same will not be distributed at the meeting.

Statement pursuant to Section 102 of Companies Act, 2013

Item No. 3:

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

Dr. Albert Scheuer, aged 59 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. From 1st April 2008 till 31st March 2016, he was in-charge of Asia-Pacific Region of HeidelbergCement Group and was also entrusted with the responsibility of worldwide coordination of the activities of Heidelberg Technology Center. Since 1st April 2016, he is in-charge of companies of HeidelbergCement Group operating in the Northern and Eastern Europe and Central Asia.

Dr. Scheuer is not a director in any other Indian Company. Dr. Scheuer is not a member in any of the committees of the Board of Directors of the Company. He does not hold any Equity Shares in the Company. The Board of Directors has recommended the reappointment of Dr. Scheuer by the members at the ensuing AGM.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 4

Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 provides for mandatory rotation of statutory auditors after completion of tenure as stated therein. The term of office of the present statutory auditors of the Company, S.R. Batliboi & Co. LLP., will end after the closure of the ensuing Annual General Meeting.

The Board of Directors at its meeting held on 9th February 2017 had considered and recommended for approval of the members, the appointment of S.N. Dhawan & Co. LLP., Chartered Accountants as statutory auditors of the Company to hold office from the conclusion of 58th Annual General Meeting until the conclusion of 63rd Annual General Meeting (FY 2017-18 to FY 2021-22).

A Resolution seeking member's approval for the appointment of S.N. Dhawan & Co. LLP., Chartered Accountants, as statutory auditors of the Company is included at Item No. 4 of the Notice convening the AGM. The Board has recommended the resolution set out at Item No. 4 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 proposed resolution.

Item No. 5

The members of the Company at the Annual General Meeting held on 7th August 2015 had approved the appointment of Mr. Jamshed Naval Cooper as Managing Director of the Company from 1st July 2014 till 30th June 2017.

The steps taken by Mr. Cooper during the past three years as Managing Director of HCIL have led to marked increase in productivity and profitability of the Company. He got the organization's focus on achieving cost leadership, continuous productivity optimization, health & safety, customer centric approach, clean and green workplace, people empowerment and development, environment consciousness (water security and zero waste discharge), brand positioning and premium creation, CADS (Channel Authorization Digital Signage – an innovative concept in the industry) and various other measures, the results of which are visible in the improvement of the Company's financial performance and employee commitment as well. He has innovatively deployed CSR activities to create sustainable relationship with the rural community. In view of this, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on 25th May 2017 has unanimously decided to re-appoint Mr. Cooper for further tenure of three years from 1st July 2017 to 30th June 2020.

In accordance with the provisions of Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 it is proposed to obtain approval of the members in this regard through resolution set out at Item No. 5 of the Notice.

Brief resume of Mr. Cooper is given below:

Mr. Jamshed Naval Cooper, aged 60 years, is a Science graduate with post-graduation in management specializing in marketing from Institute of Management Studies, Indore University. In his professional career spanning over 39 years, he has rich and vast experience of more than 33 years in the cement industry. During his illustrious career, he pioneered the 25Kg cement packing and launched bulk cement for the first time in India. One of his achievements has been in the area of managing and minimising the risks arising out of spurious lookalike brands.

Mr. Cooper joined HeidelbergCement India Limited as Head of Sales & Marketing in December 2006. He revamped the Sales and Marketing setup of the Company and realigned the channel network and logistics to increase the market share in high revenue yielding markets. Under his leadership, "mycem" has attained its premium positioning in the markets of Central India.

Mr. Cooper looks after the day-to-day management and administration of the affairs of the Company, subject to the overall superintendence, control and directions of the Board of

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

Mr. Cooper is also Managing Director of Zuari Cement Ltd.; Chairman of Gulbarga Cement Limited and Sitapuram Power Limited and a Non-Executive Director of Cochin Cements Limited (all these companies are part of HeidelbergCement Group).

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

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

Item No. 6

The members of the Company at the Annual General Meeting held on 7th August 2015 had approved the reappointment of Mr. Sushil Kumar Tiwari as Whole-time Director of the Company for a period of two years from 10th June 2015 till 9th June 2017.

In his career spanning over 37 years, Mr. Tiwari has rich and vast experience of over 31 years in the cement industry. During his 10 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 Chairman of Cochin Cements Limited, which is 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 25th May 2017 has re-appointed Mr. Sushil Kumar Tiwari as Whole-time Director of the Company for a further period of two years from 10th June 2017 to 09th June 2019.

The terms and conditions of Mr. Tiwari's remuneration effective from 1st January 2017 in accordance with the Nomination and Remuneration Policy of the Company are as under:

i) Basic Salary: ₹ 52,84,920 per annum. The annual increment, in accordance with the Nomination and Remuneration Policy of the Company, will be effective from 01 January 2018.

ii) House Rent Allowance: 50% of the basic salary.

iii) Variable Pay: Variable Pay shall be equivalent to ₹ 36,80,504 on 100% achievement of the Company's and individual goals set at the beginning of the year. It can vary between 0% to 200% of the base amount of Rs. 36,80,504 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 2018.

iv) Long Term Incentive Plan (LTIP): LTIP payment of ₹ 34,25,706. Actual payment of LTIP can vary between 0% to 200% based on achievement of the targets set by HeidelbergCement AG (ultimate holding company) at the global level.

v) Car Allowance: ₹ 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 increments shall be effective from 1st January every year as per the provisions of the Nomination and Remuneration Policy of the Company. 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 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.	

(₹ in million)

Particulars	For the financial year ended 31st March 2017	For the financial year ended 31st March 2016	For the period ended 31st March 2015 (fifteen months)
Gross Sales and Other Income	20,255.4	19,383.6	23,852.4
EBITDA (Earnings before interest, tax, depreciation and amortization)	3,025.5	2,536.1	3,359.5
Profit before tax	1,136.3	453.8	1,197.9
Net Profit	762.1	353.9	595.3

(5) Foreign investments or collaborations, if any. The foreign holding in the share capital of the Company as on 31st March 2017 was as under:-

Foreign holding	No. of shares	Percentage of holding
Promoter (Cementrum I B.V.)	157,244,693	69.39%
Foreign Institutional Investors	25,732,738	11.36%
Non-Resident Indians / OCBs	1,437,756	0.63%

II. Information about the appointee:

(1) Background details.

Mr. Sushil Kumar Tiwari, aged 61 years, is Engineer in Electrical as well as Electronics and Communication from the Institute of Engineers, Kolkata. In his career spanning over 38 years, Mr. Tiwari has rich and vast experience of over 31 years in the cement industry. 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 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 Chairman of Cochin Cements Limited.

(2)	Past remuneration.	The details of remuneration paid to Mr. Tiwari during last three financial years are as under: Year 2014-15: He was paid remuneration of ₹ 1,92,95,644/- during the period ended 31st March 2015 (fifteen months). Year 2015-16: He was paid remuneration of ₹ 1,50,03,941/- during the financial year ended 31st March 2016 (twelve months). Year 2016-17: He was paid remuneration of ₹ 2,39,10,783/- during the financial year ended 31st March 2017 (twelve 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 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 31 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 25th May 2017.
(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 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 in the previous financial year and is expected to consistently earn profits in the coming years also, it is proposed to pass the resolution given at Item No. 6 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 Reports of the subsequent years.

The Board of Directors has recommended the resolution set out at Item No.6 of the Notice for approval of the members as a Special Resolution 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 resolution. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 7:

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 2018.

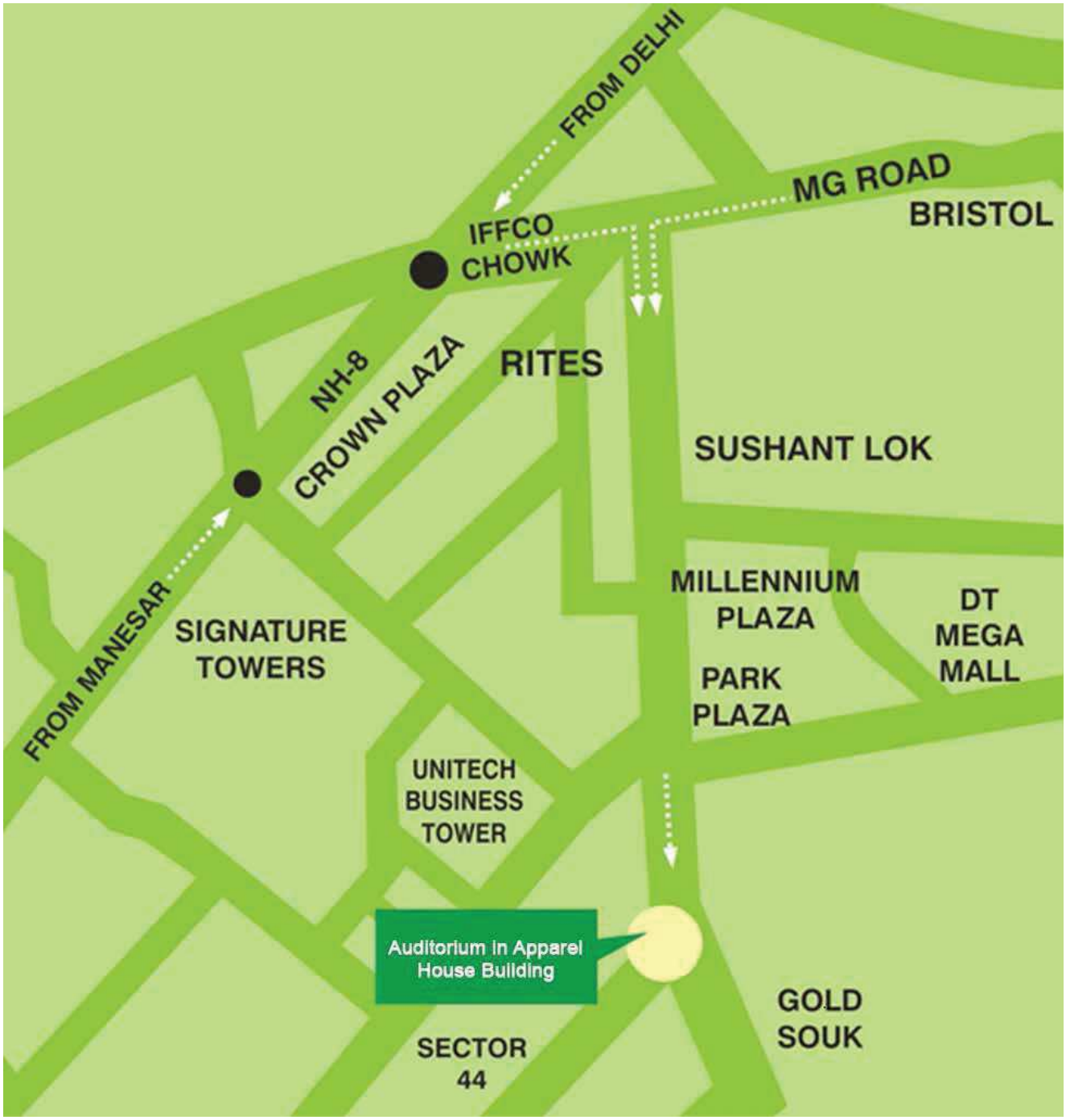
In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors during the financial year 2017-18 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. 7 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 : 25th May 2017
Place : Gurugram

Rajesh Relan
Legal Head & Company Secretary

ROUTE MAP TO REACH AGM VENUE - AUDITORIUM IN APPAREL HOUSE BUILDING

(formerly known as 'Epicentre')