

**HeidelbergCement India Limited**

CIN: L26942HR1958FLC042301

Registered Office

9th Floor, Infinity Tower "C",

DLF Cyber City, Phase-II,

Gurgaon, Haryana 122002, India

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Website: www.mycemco.com

HCIL:SECTL:SE:2016-17

24<sup>th</sup> August 2016

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

Listing Department,  
National Stock Exchange of India Ltd  
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 57<sup>th</sup> Annual General Meeting and intimation of E-voting facility**

The Notice convening the 57<sup>th</sup> Annual General Meeting of the members of HeidelbergCement India Limited on Wednesday, 21<sup>st</sup> September 2016 at 9.30 A.M., containing the business to be transacted thereat is attached herewith.

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 the resolutions set forth in the Notice of AGM by electronic means ("e-voting").

The e-voting period commences on 18<sup>th</sup> September 2016 at 9:00 A.M. and ends on 20<sup>th</sup> September 2016 at 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 14<sup>th</sup> September 2016, may cast their vote through e-voting. The e-voting facility is being provided by NSDL. The detailed instructions for e-Voting are given at Note No. 5 in the Notice of AGM.

Thanking you,

Yours faithfully,  
For HeidelbergCement India Ltd.



Rajesh Relan  
Legal Head & Company Secretary

Encl.: a.a



## HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Regd. Office: 9<sup>th</sup> Floor, Tower 'C', Infinity Towers, DLF Cyber City, Phase II, Gurgaon, 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 57<sup>th</sup> Annual General Meeting of the Members of the Company will be held at 9.30 A.M. on Wednesday, the 21<sup>st</sup> September 2016 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 31<sup>st</sup> March 2016; the Profit and Loss Account and Cash Flow Statement for financial year ended 31<sup>st</sup> March 2016 including notes thereto together with the Reports of the Board of Directors and Auditors' thereon for the financial year ended 31<sup>st</sup> March 2016.
2. To appoint a Director in place of Ms. Soek Peng Sim (holding DIN 06958955), who retires by rotation and being eligible offers herself 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 the Companies Act, 2013 and the Rules made thereunder the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E/E300005), who were appointed as Auditors of the Company at the 55<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> June 2014, to hold office from conclusion of 55<sup>th</sup> Annual General Meeting until conclusion of 58<sup>th</sup> Annual General Meeting be and is hereby ratified and confirmed from the conclusion of 57<sup>th</sup> AGM till the conclusion of 58<sup>th</sup> 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. Juan-Francisco Defalque (holding DIN 07318811) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 29<sup>th</sup> October 2015 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 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 Mr. Kevin Gerard Gluskie (holding DIN 07413549) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 4<sup>th</sup> February 2016 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 liable to retire by rotation."
6. 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 2016-17, amounting to ₹ 225,000 (Rupees Two Lac 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."

By Order of the Board

Date : 24<sup>th</sup> May, 2016  
Place : GurgaonRajesh 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 marks 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](http://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 57<sup>th</sup> 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.
    - IV. The remote e-voting period commences on 18<sup>th</sup> September 2016 (9:00 AM) and ends on 20<sup>th</sup> September 2016 (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 14<sup>th</sup> September 2016 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 Participant(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 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 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 14<sup>th</sup> September 2016.
- 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. 14<sup>th</sup> September 2016, 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.
  - XII. Mr. Nityanand Singh, Company Secretary in Wholetime 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 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 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 the stock exchanges where the shares of the Company are listed.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 15<sup>th</sup> September 2016 to 21<sup>st</sup> September 2016 (both days inclusive).

7. The share transfer instruments, complete in all respects, should be sent to the Registrar & Share Transfer Agents, Integrated Enterprises (India) Limited, 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru - 560003 well in advance so as to reach the Registrar & Share Transfer Agents prior to the book closure.
8. Members who continue to hold the shares in physical form are requested to inform any change in their address, bank particulars, nominee, email address etc., to the Registrar & Share Transfer Agents. Members holding shares in dematerialized form are requested to approach their Depository Participant for change of address, bank particulars, nominee, email address etc.
9. 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 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 Ms. Soek Peng Sim, who is proposed to be re-appointed as Director, is given below:

Ms. Soek Peng Sim, aged 47 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 as well as Chartered Accountant Degree of Malaysian Institute of Accounting. 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 about 22 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 Cochin Cements Limited. She does not hold any Equity Shares in the Company. The Board has recommended her re-appointment by the members at the ensuing Annual General Meeting.

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

### Item No. 3

In accordance with the provisions of Section 139(1) of the Companies Act, 2013 the members had at the 55<sup>th</sup> Annual General Meeting (AGM) held on 19<sup>th</sup> 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 58<sup>th</sup> 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

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company has on 29<sup>th</sup> October 2015 appointed, Mr. Juan-Francisco Defalque as an Additional Director. Mr. Defalque holds office 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. Defalque for appointment as a Director by the members at the ensuing AGM. Brief resume of Mr. Defalque is given below:

Mr. Juan-Francisco Defalque, aged 52 years, is presently Technical Director of HeidelbergCement Asia Pte Ltd, Singapore. He completed his Master's degree in mining

engineering from Catholic University of Louvain in Belgium. He started his professional career in 1989 with CBR, a Belgian International Company engaged in the production of cement, ready-mix concrete and aggregates in Europe and North America (in 1993 CBR was acquired by HeidelbergCement Group). From 1989 to 2002 he held several management positions including director of technical projects for Belgium. In 2002 he joined HC Cimbenin located in Benin (West Africa) as its Managing Director. In 2006 he joined PT Indocement Tunngal Prakarsa Tbk to set up a completely new Heidelberg Technology Centre (HTC). During his tenure in Indonesia several major projects were executed including an integrated cement plant with 10,000 TPD clinker line located south of Jakarta, Indonesia.

In 2015 he joined HeidelbergCement Asia Pte Ltd, Singapore as its Technical Director responsible for managing the technical centres in the region, which not only provides technical support to all the cement manufacturing facilities of HeidelbergCement group in the Asia-Pacific region but also takes care of the new projects.

Mr. Defalque is not a director in any other Indian Company. He does not hold any Equity Shares in the Company. The Board has recommended the resolution set out at Item No. 4 of the Notice for approval of the members.

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

#### Item No. 5

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company has on 4<sup>th</sup> February 2016 appointed, Mr. Kevin Gerard Gluskie as an Additional Director. Mr. Gluskie holds office up to the date of the 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. Gluskie for appointment as a Director by the members at the ensuing AGM. Brief resume of Mr. Gluskie is given below:

Mr. Kevin Gerard Gluskie, aged 48 years, completed his Bachelor of Engineering (Honours) with a major in Civil Engineering from the University of Tasmania in 1988 and an Executive Master's of Business Administration from the Australian Graduate School of Management in 2001. He has also completed an Advanced Leadership Program in 2007 conducted by Mcgill University, the Indian Institute of

Management and Lancaster University. He joined Pioneer International (subsequently acquired by Hanson PLC) in 1990 and held a number of operational roles throughout Australia in the Readymix Concrete and Aggregates businesses. In 1999, he was appointed as Regional General Manager responsible for the company's operations in the Victoria and Tasmania regions of Australia. In 2009, Mr. Gluskie was appointed as Chief Executive of Hanson Australia. Presently he is a member of the Managing Board of HeidelbergCement AG responsible for looking after HeidelbergCement Group's operations in the Asia-Pacific Region.

Mr. Gluskie is not a director in any other Indian Company. He does not hold any Equity Shares in the Company. The Board has recommended the resolution set out at Item No. 5 of the Notice for approval of the members.

Except Mr. Gluskie, 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 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 31<sup>st</sup> March 2017.

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 2016-17 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.

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 : 24<sup>th</sup> May 2016  
Place : Gurgaon

Rajesh Relan  
Legal Head & Company Secretary

## ROUTE MAP TO REACH AGM VENUE

