

HeidelbergCement India Limited

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HCIL: SECTL:SE:2025-26

02 September 2025

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001
Scrip Code:500292

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

Dear Sir/Madam,

Sub: Submission of Annual Report for FY25

In compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the Annual Report of HeidelbergCement India Limited for FY25, *inter alia* containing the Notice of 66th Annual General Meeting to be held on 24 September 2025.

Further, in compliance with Regulation 36 of the SEBI Listing Regulations, a letter providing the web-link, including the exact path to access the Annual Report is available, is being sent to those shareholders who have not registered their email addresses with the Company/RTA or Depository(ies).

The Annual Report containing the Notice is also uploaded on the Company's website at www.mycemco.com.

You are requested to take the same on record and post it on the website of stock exchange.

Thanking you,

Yours faithfully,

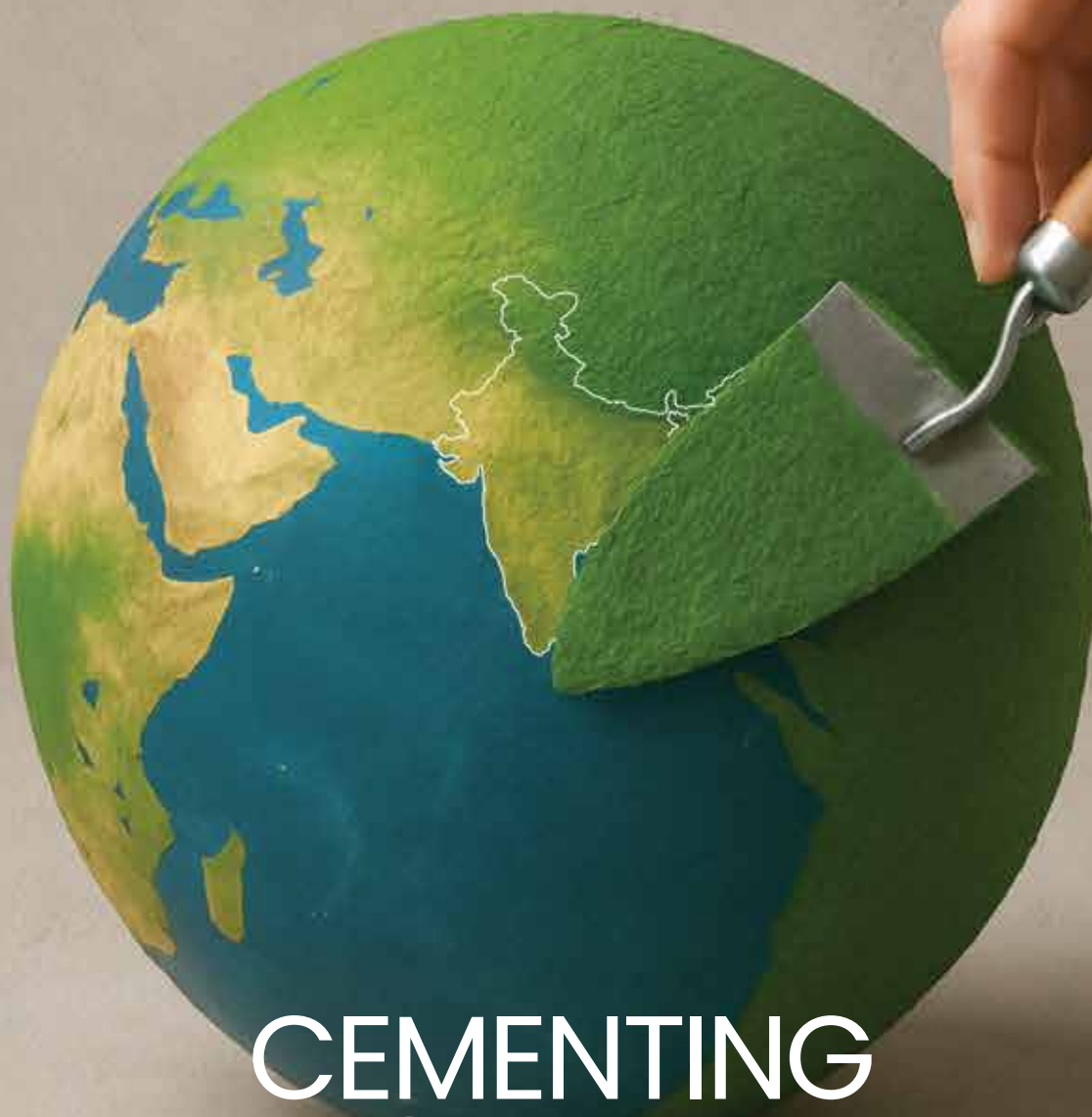
For HeidelbergCement India Ltd.

Ravi Arora
Vice President- Corporate Affairs &
Company Secretary

Encl.: a.a.



HEIDELBERGCEMENT



CEMENTING A GREENER TOMORROW

HEIDELBERGCEMENT INDIA LTD.
ANNUAL REPORT 2024-2025

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OVERLAND BELT CONVEYOR, DAMOH

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RAINWATER HARVESTING POND, NARSINGARH

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Disclaimer:

This Annual Report contains statements about expected future events and financial and operating results of HeidelbergCement India Ltd., which are forward-looking. By their nature, forward-looking statements require the company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management's Discussion and Analysis of the HeidelbergCement India Ltd. Annual Report FY25.



CEMENTING A GREENER TOMORROW

The cement industry is at the center of making India's journey to becoming a developed country by 2047. The cement industry contributes significantly to the nation's economy while creating quality living spaces for its population.

The cement industry is moving towards sustainable goals right from lowering the usage of fossil fuels and coal-based thermal power to viable depletion of natural resources and contributing towards the circular economy. It has faced innumerable obstacles in producing eco-friendly cement.

At HeidelbergCement India, our top priority remains attaining ESG goals while maximising shareholders' value. Inspired by our group company, Heidelberg Materials, we at HeidelbergCement India are committed to achieving these objectives keeping in mind sustainability at the core of every function. We have pledged to produce cement sustainably for a better tomorrow.

Sustainability is not a mere set of actions; it is a business philosophy embedded in every employee at HeidelbergCement India. Right from mining to the final delivery, we are absolutely conscious in our efforts to integrate our sustainable goals across functions.

Our commitment to cement a greener tomorrow is realised through various responsible practices. We have kept our Green House Gases (GHG) emission under check and thereby reducing our carbon footprint. More so, we are replacing polluting fuel like pet coke and coal with alternate fuels including municipal waste, biomass, etc. Alternate raw materials like fly ash, slag, synthetic gypsum, etc. are used to conserve natural raw materials and promote the circular economy. Transitioning to renewable energy is one of our key priority. As of today, more than one-third of our total energy requirement is met through WHRP, solar and wind energy.



Furthering our sustainability strategy, we produce almost 100% blended cement. Our packaging is being re-engineered to replace plastic material. Water conservation remains of paramount importance to us, and we are currently 5.22 times water positive. Used mine pits are converted into ponds for water preservation and to recharge the groundwater table. Biodiversity initiatives like planting trees, nurturing flora and fauna in and around the plant and afforestation on previously used mine land are making the environment cooler and more pleasant to live in.

In this entire chain of interlinked processes and functions, we make strategic and responsible decisions through the lens of our 'Sustainability First' principle.

We have set ambitious targets for reducing specific net CO₂ emissions and achieving net-zero emissions by 2050. We are aiming to offer the world's first carbon captured net-zero cement.

With this net-zero target, our focus on delivering superior financial performance and shareholders' value will be grounded in the pillars of being circular, resilient, safe, inclusive and nature positive.

Apart from financial and operational performances, in this Annual Report, we present a detailed overview of our sustainability initiatives, highlighting key achievements across various functions of the company.



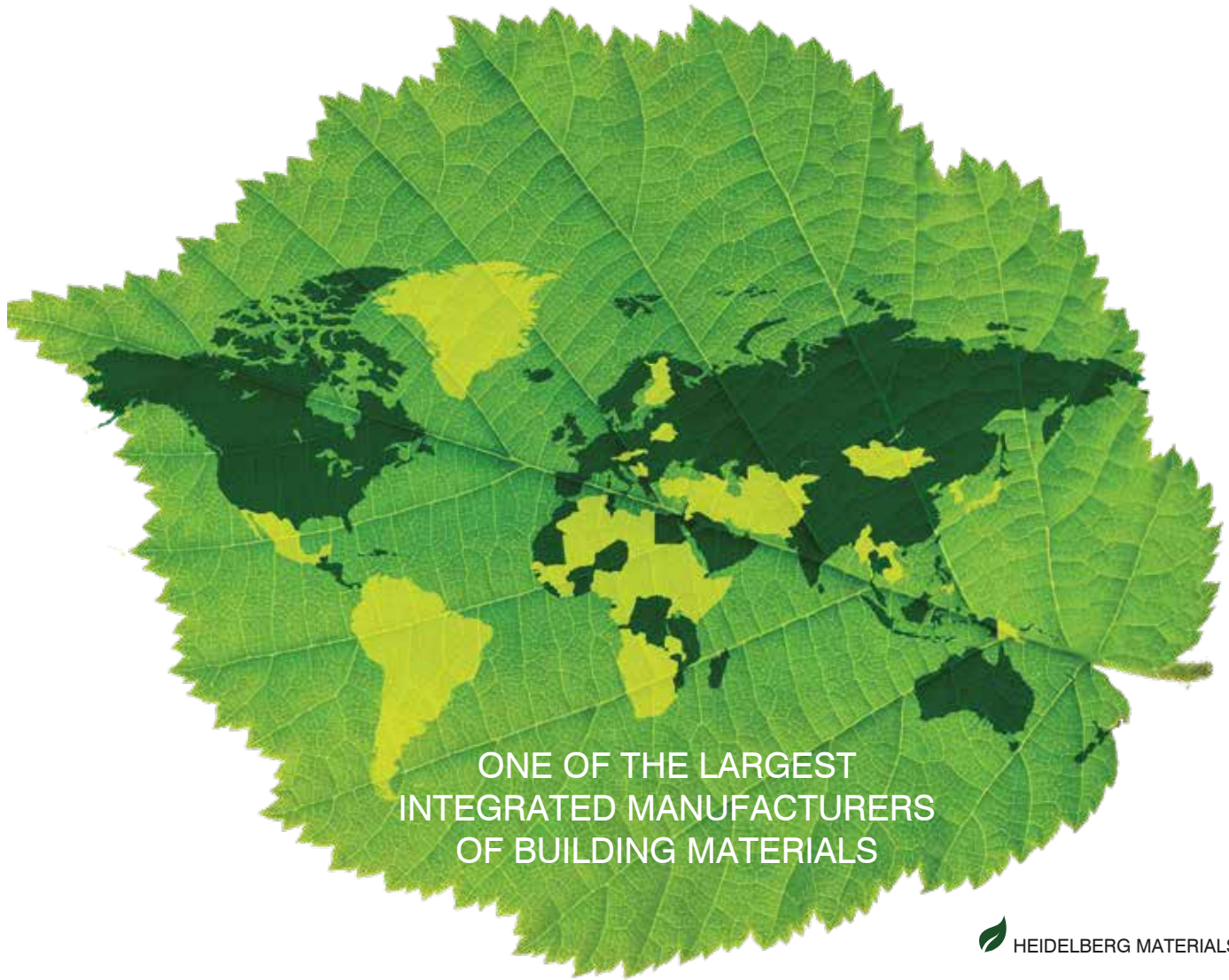
HEIDELBERG MATERIALS GROUP

Founded in 1873, Heidelberg Materials, headquartered in Germany, has been contributing to the global progress ever since. Heidelberg Materials is one of the world's largest integrated manufacturers of building materials and solutions with leading market positions in **cement, aggregates and ready-mixed concrete**. Its products and services are used in the construction of houses, infrastructure, commercial and industrial facilities.



HEIDELBERG MATERIALS NEW HEADQUARTERS, HEIDELBERG, GERMANY





ONE OF THE LARGEST
INTEGRATED MANUFACTURERS
OF BUILDING MATERIALS

 HEIDELBERG MATERIALS



150

YEARS IN BUSINESS



REVENUE OF EURO

21.2

BILLION



51,000

EMPLOYEES



184+ MN TONNES OF
CEMENT PRODUCTION ANNUALLY



3,000

SITES IN OVER

50 COUNTRIES



REDUCTION OF OUR SPECIFIC
NET SCOPE 1 EMISSIONS

507 KG CO₂/T CEM



After delivering on our 2025 mid-term targets ahead of plan, we remain focused on the future as concrete continues to be an integral part of the solution to the needs of a changing world.

Dr. Dominik von Achten

Chairman of the Managing Board
Heidelberg Materials



Responsibility for the environment is at the core of all its operations. Heidelberg Materials is a front runner on the road to carbon neutrality and circular economy in the building materials industry. It works on intelligent and sustainable building materials as well as solutions for the future.

Heidelberg Materials is executing a strategy that generates real and sustainable value for customers and shareholders. It is driving success across geographies and businesses by being a locally rooted, globally connected, efficient and digitally empowered global leader in building materials.

Improving global advantages along three platforms



Sustainability



Digitalisation



**Technical
Excellence**



HEIDELBERG MATERIALS – DECARBONISING THE CONSTRUCTION INDUSTRY



We are turning sustainability into a business case – with innovative technologies and most ambitious CO₂ roadmap in our industry.



Dr. Katharina Beumelburg, Chief Sustainability and New Technologies Officer, Heidelberg Materials

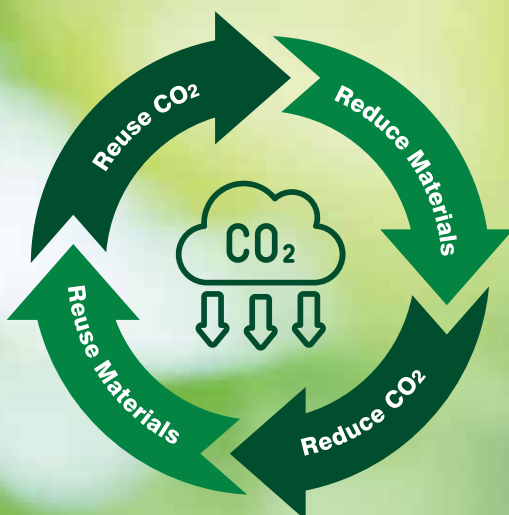
Sustainability is one of the key transformative topics of our time and an integral part of Heidelberg Materials' strategy. It influences every business decision and is firmly anchored in the day-to-day business at almost 3,000 locations.

With an overarching objective to decarbonise cement and concrete products by applying innovative technologies and sustainable practices, Heidelberg Materials is consistently integrating sustainability into the core value chains.

Production of cement, the 'binder' in concrete, is CO₂-intensive. Therefore, the building materials industry is one of the biggest producers of carbon dioxide emissions. At the same time, this means that there is an opportunity to make a significant contribution to climate neutrality – and we are fully committed to this challenge at Heidelberg Materials.

As a technology leader, we are playing a pioneering role in the decarbonisation of our industry and soon offer the world's first carbon captured net-zero cement.

- Commitment to generate 50% of our revenue from sustainable products by 2030
- Reduce specific net CO₂ emissions to 400 kg per tonne of cementitious material by 2030
- Achieve net-zero emissions latest by 2050



Cement and concrete will play an important role in the infrastructure of the future. At Heidelberg Materials, we are working to decarbonise them by using innovative carbon capture, utilisation and storage technologies. We are developing alternative binders to reduce the CO₂ intensity of concrete. We are committed to a functioning circular economy by focusing on resource efficiency, co-processing of waste materials and concrete recycling.

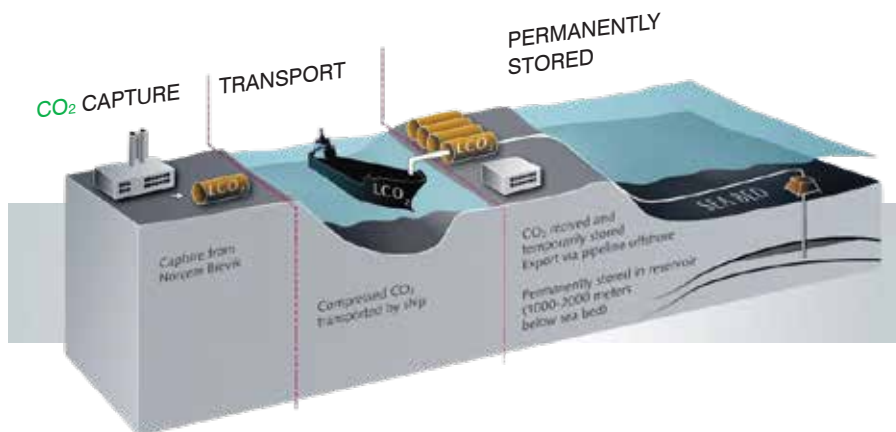


CARBON CAPTURE AND STORAGE (CCS):

Deploying CCS is of utmost importance for the cement industry, since 2/3rd of the direct emissions come from the calcination of limestone into cement clinker during the burning process in the cement kiln. Because one cannot change the chemistry, these emissions are unavoidable.

CCS is not only a necessary prerequisite to achieve net-zero emissions in the cement sector – it is also pivotal for the transition phase as we continue to innovate. With this technology, we can move towards offering carbon-captured net-zero products and have the potential to completely transform cement production, enabling a whole new level of CO₂ reduction.

Heidelberg Materials has officially inaugurated Brevik CCS in Norway, the world's first industrial-scale carbon capture and storage (CCS) facility in the cement industry. Brevik CCS will capture around 400,000 tonnes of CO₂ per year, representing 50% of the plant's emissions – and equivalent to the amount of CO₂ emissions per passenger for roughly 150,000 round-trip flights between Frankfurt and New York.



Today marks a historic milestone and tectonic shift in the built environment. The opening of Brevik CCS is a tremendous technological achievement that will serve as a blueprint for entire industries as we progress towards net zero and into a new era of sustainable construction.

Dr. Dominik von Achten

Chairman of the Managing Board
Heidelberg Materials

ALTERNATIVE RAW MATERIALS (ARMs):

Researching a number of measures, such as substituting cement components and developing alternative binders, Heidelberg Materials is developing CO₂ reduced products.



By using substances such as blast furnace slag and fly ash as secondary cementitious materials (SCMs) or alternative raw materials (ARMs), the CO₂ intensity of concrete can be reduced.

To improve the carbon footprint of products based on Portland cement, additives are used. These are alternative raw materials that are produced during the manufacture of pig iron or when electricity is generated from coal in steel mills and coal-fired power plants; and serve as source materials for composite cements, in which Portland cement clinker is partially replaced. In addition, Heidelberg Materials has been working for several years on the development of alternative binders with an aim of reducing or even completely replacing conventional clinker.





CO₂ TANKS IN BREVIK CCS FACILITY



HEIDELBERGCEMENT INDIA LIMITED (HCIL)

Heidelberg Materials Group entered the Indian market in early 2006, driven by a desire for growth and the opportunities presented by the rapidly developing economies. The Group acquired a controlling stake in Mysore Cements Limited and initially formed a joint-venture with Indorama Cement Limited, which then evolved into a full acquisition by 2008.

Following the merger of Indorama Cement with Mysore Cements in 2009, the Company was rebranded as HeidelbergCement India Ltd. This marked the beginning of a strong growth trajectory. In the same year, the Company embarked on a brownfield capacity expansion in Central India, boosting its cement manufacturing capacity. Today, **HCIL's total cement grinding capacity stands at 6.26 MTPA.**

HCIL leverages innovative procurement strategies, process digitalisation and the Group's global sourcing expertise to secure cost-effective, high-quality products. By aligning with Group initiatives and integrating local expertise, HCIL targets to exceed expectations. With abundant resources and competitive manufacturing capabilities, HCIL actively supports the 'Make in India' initiative, driving both cost and quality efficiency.



BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONS

Ms. Jyoti Narang

Chairperson and Independent Director

Mr. Atul Khosla

Independent Director

Mr. Roberto Callieri

Non-Executive Director

Mr. Vimal Kumar Choudhary

Non-Executive Director

Mr. Joydeep Mukherjee

Managing Director

Mr. Vimal Kumar Jain

Whole-time Director

Mr. Anil Kumar Sharma

Chief Financial Officer

Mr. Ravi Arora

Vice President - Corporate Affairs and Company Secretary

Registrars and Transfer Agents: Integrated Registry Management Services Pvt. Ltd.

30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560003

Registered Office: 2nd Floor, Block - B, DLF Cyber Greens, DLF Cyber City

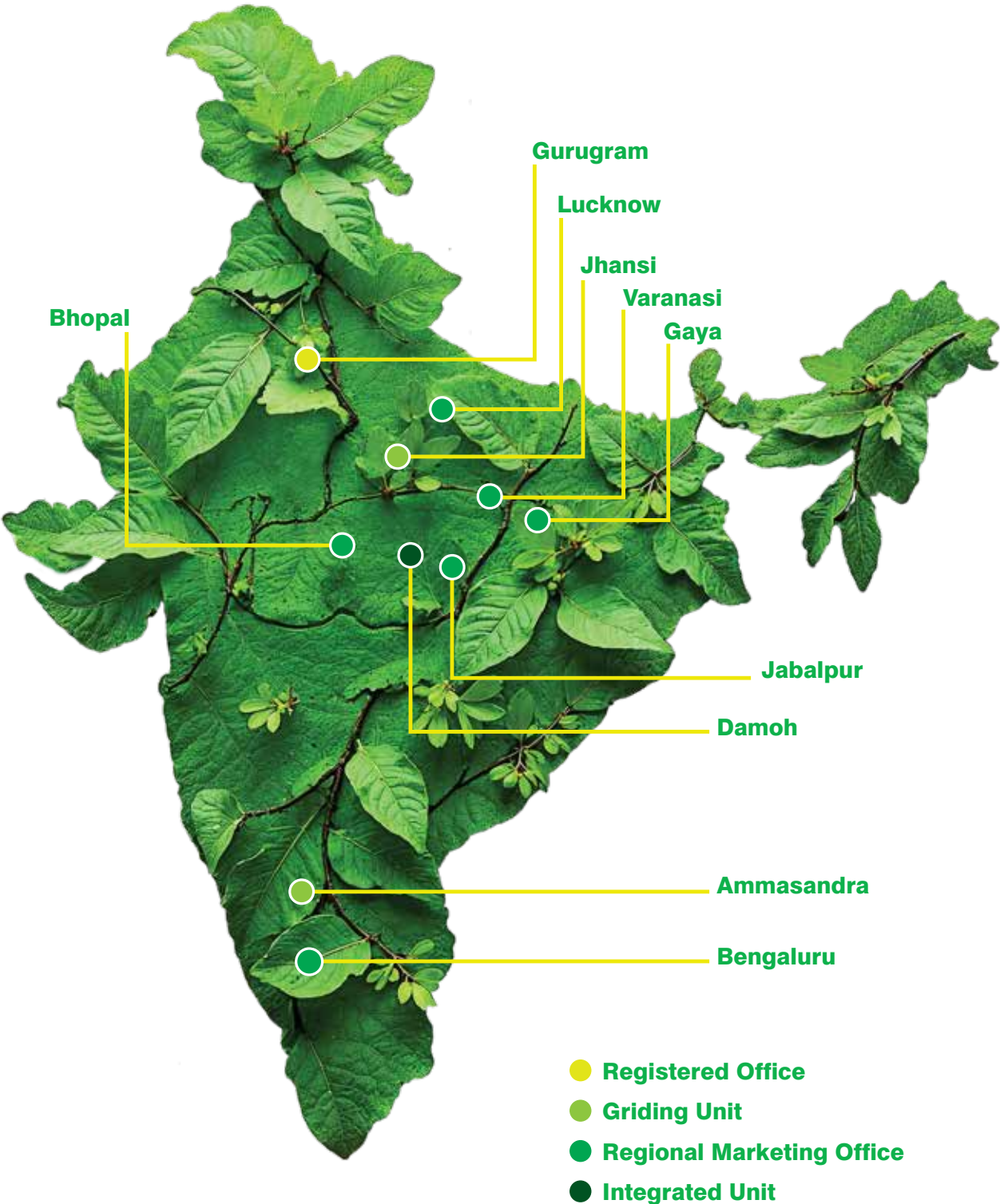
Phase - III, Gurugram - 122002, Haryana

Statutory Auditors: S.N. Dhawan & CO. LLP - Chartered Accountants



PACKING PLANT, IMLAI

LOCATIONS OF PLANT AND OFFICES





CLINKERISATION UNIT, NARSINGARH (DAMOH)

PRODUCTS

Mycem Power Shield:

A specially formulated cement with advanced water-repellent properties. Energised with latest technology, Mycem Power Shield provides high long-term strength. It is formulated with finer particles that restricts the rate of flow of water through its pores and reduces capillary action; thereby making the concrete seepage and damp resistant. This ensures durable and maintenance-free structure which is resistant to efflorescence and corrosion, making it an ideal choice for lasting, resilient structure

Mycem Power:

It is a superior quality blended cement that comes in a laminated Polypropylene (PP) packaging, which prevents cement from hydrating due to atmospheric moisture and keeps it intact for a longer duration. Mycem Power is composed of fine particles that help in creating a better cohesive mix with reduced risk of crack formation; leading to a durable construction that can stand the test of time.



SERVICES

At HCIL, we drive performance sustainably by prioritising customer satisfaction through a dedicated Customer Service Department and targeted training for our personnel.

Our sales team equips channel partners to consistently exceed client expectations, while our mobile technical labs showcase best construction practices.



Mycem Primo:

It is a blended cement which comes in tamper-proof packaging that safeguards against hydration from ambient moisture; maintaining quality beyond BIS specified time frame. Its broad particle size ensures a cohesive mix and durable structure for residential, commercial or any kind of load bearing structures.

Mycem PPC (Portland Pozzolana Cement)

It is a blended cement which is made by grinding the Portland clinker with gypsum and highly reactive pozzolanic materials in precise proportions. This product is commonly used in all types of residential, multi-storey and commercial building projects.



Skilled civil engineers visit sites of Independent Home Builders (IHBs) to assist customers in building durable homes; advising on high-quality material selection and guiding masons and contractors on optimal construction techniques.

Our mobile technical labs continue to demonstrate best construction practices to end-consumers at their site. These labs are being scaled up to further enhance customer delight.



HEIDELBERGCEMENT INDIA LIMITED JOURNEY

Entered India
(Cement Cap.
<3 Mn T)



Merger of Mysore
Cements and Indorama
Cement Limited
(Cement Cap. 3.2 Mn T)

Expansion
Announcement



Expansion
Completion
(Cement Cap.
6.1 Mn T)

Divestment of
Raigad Plant



13.5 MW Waste Heat
Recovery Project
Completed



Cement Capacity
Increase in
Central India
(Cement Cap.
6.26 Mn T)

Commissioning of
5.5 MW Solar
Power Project
in Damoh Mines Area

1. Clinker Debottlenecking
Project Started
2. Equity Investment for
Green Power Enhancement

2020

2021

2022

2023

2024

2025








AFR Project in
Damoh and Solar Power
in Jhansi

1. Enhancement of
AFR Handling System
2. Project RISE
(Return Improvement
through Sales Excellence)

1. Debottlenecking and
Clinker Capacity
Enhancement in Progress
2. Increase in Despatch /
Evacuation Facilities
3. Addition of 5.5 MW
Wind-Solar Hybrid Power
in Central India

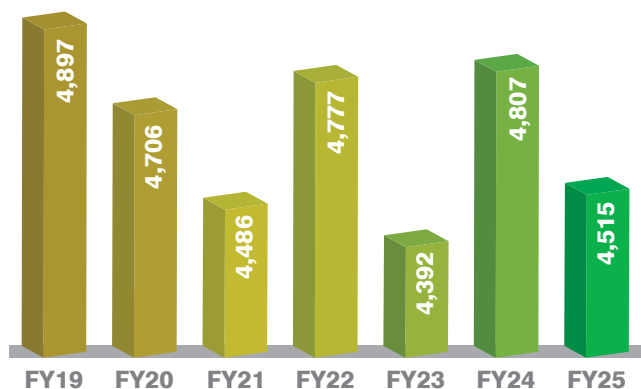


FINANCIAL HIGHLIGHTS

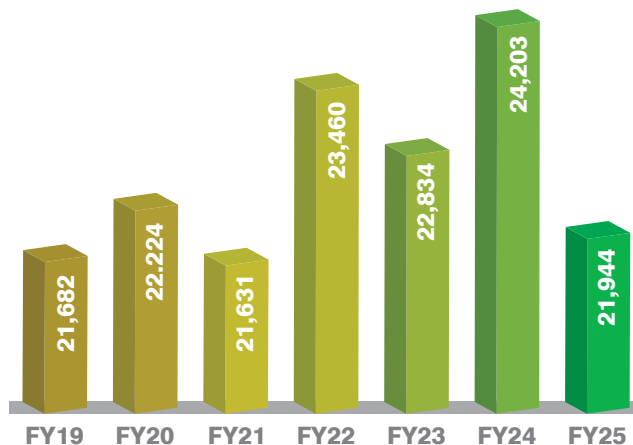
Particulars	UoM	FY19	FY20	FY21	FY22	FY23	FY24	FY25
Sales Volumes	KT	4,897	4,706	4,486	4,777	4,392	4,807	4,515
Total Revenue (including Other income)	MINR	21,682	22,224	21,631	23,460	22,834	24,203	21,944
EBITDA (including Other income)	MINR	5,182	5,805	5,531	4,836	2,941	3,712	2,849
EBITDA Margin	%	23.9%	26.1%	25.6%	20.6%	12.9%	15.3%	13.0%
EBT	MINR	3,416	3,981	3,912	3,351	1,358	2,268	1,458
EBT Margin	%	15.8%	17.9%	18.1%	14.3%	5.9%	9.4%	6.6%
PAT	MINR	2,207	2,681	3,149	2,523	992	1,677	1,067
PAT Margin	%	10.2%	12.1%	14.6%	10.8%	4.3%	6.9%	4.9%
EPS	INR	9.7	11.8	13.9	11.1	4.4	7.4	4.7
Shareholders Fund	MINR	11,712	13,146	14,939	15,652	14,614	14,698	13,952
Long-term Borrowings	MINR	5,168	4,051	1,745	1,566	1,108	557	-
Short-term Borrowings	MINR	-	-	1,200	336	630	694	649
Debt Equity Ratio	In times	0.44:1	0.31:1	0.20:1	0.12:1	0.12:1	0.09:1	0.05:1
Cash and Cash Equivalents	MINR	3,371	4,697	4,303	3,690	4,729	5,328	4,536
								



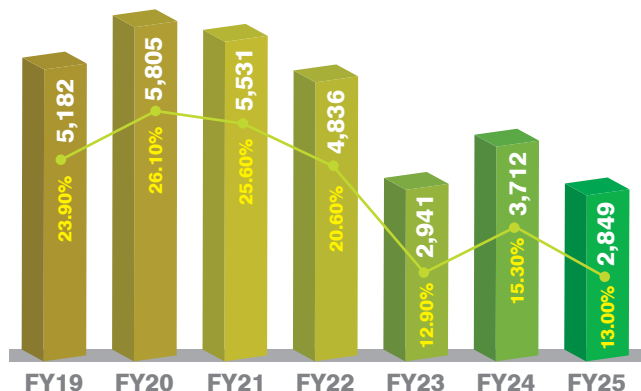
SALES VOLUME ('000 TONNES)



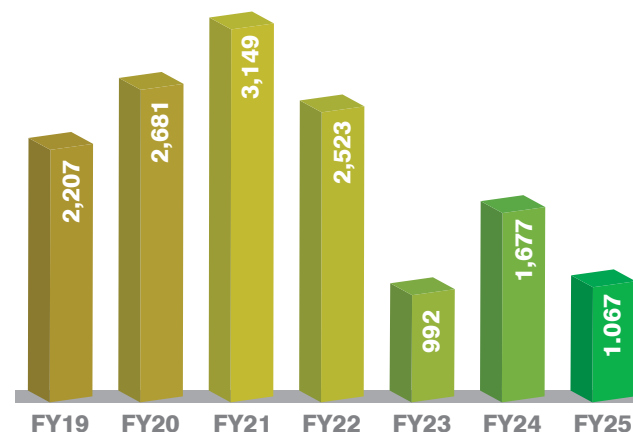
TOTAL REVENUE (RS. MILLION)



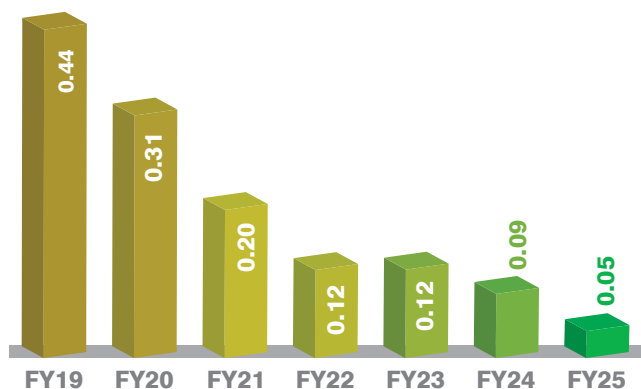
EBITDA (RS. MILLION AND % OF TOTAL REVENUE)
(INCLUDING OTHER INCOME)
EBITDA % ↗



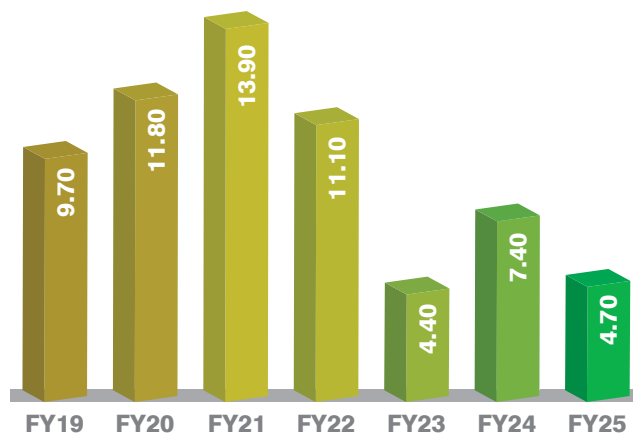
PAT (RS. MILLION)



DEBT EQUITY RATIO (IN TIMES)



EPS (RS. PER SHARE)



RECOGNITION OF EXCELLENCE



‘Prithvi Awards 2024’ was given for exemplary ESG initiatives by the ESG Research Foundation



Damoh Plant received **5 Star Rating for Sustainable Development**, consecutively for 9 years since the inception of the award in 2015-2016, by Indian Bureau of Mines – Ministry of Mines



Awarded **‘Best Social Welfare Initiative of the Year’** under the welfare initiatives and sustainability category during 11th Edition of ‘Corporate Social Responsibility Summit & Awards 2024’ organised by UBS Forums



‘Excellence in CSR & Sustainability’ award was given under the integrated village development category during the 11th Edition of ‘National Awards for Excellence in CSR and Sustainability’ organised by the World Sustainability Congress





Damoh Plant received **5 Star Rating award under 'Amrit Kalash Pushkar'** category during Mines Environment & Conservation Week organised by Indian Bureau of Mines – Ministry of Mines



Damoh Plant received **1st prize for Vocational Training & Publicity Propaganda, 2nd prize for Transport of Minerals, Standards of Working & Fire Safety Provisions and 3rd prize For Overall Performance** during the Mines Safety Week organised by DGMS (Directorate General of Mines Safety)



Bureau of Indian Standards issued **'Licensee with Zero Non-Conformities in last 3 years'** to Ammasandra Plant for being one in the industry whose product has not failed the regular BIS testing in the last 3 years

Jhansi Plant has been awarded by the Bureau of Indian Standards with **'Top Performer in the Industry'** during 'Manak Mahotsav-2024' for maintaining best cement quality with zero rejection



PLANET POSITIVE

Sustainability At The Core Of Business



The Paris Agreement is a legally binding international treaty on climate change. It was adopted by 195 Parties (including India), and its overarching goal is to pursue efforts “to limit the temperature rise to 1.5°C above pre-industrial levels.”

Crossing the 1.5°C threshold risks unleashing far more severe climate change impacts, including frequent and severe droughts, heatwaves and rainfall. To limit the global warming levels to 1.5°C, the greenhouse gas emissions must peak before 2025 at the latest and decline by 43% by 2030.

Generating electricity and heat by burning fossil fuels causes a large share of global emissions like carbon dioxide and nitrous oxide. The manufacturing and mining industries are among the largest contributors to greenhouse gas emissions worldwide. Deforestation, together with agriculture and other land use changes, is responsible for roughly a quarter of global greenhouse gas emissions. Transport accounts for nearly one quarter of global energy-related carbon dioxide emissions. Additionally, the issues such as water management, overuse of natural resources, and the need for circular economy, etc. further aggravates the condition. Unless we collectively address these

grave realities, a sustainable future will not be possible.

As a nation, India is making a steadfast headway towards this goal and stands committed to reducing emissions intensity by 45% by 2030 from its 2005 levels and will also target about 50% of cumulative electric power installed capacity from non-fossil fuel-based energy resources by 2030.

At HeidelbergCement India, we are committed to contribute towards the above national goals. From mining to construction, sustainability is at the core of our business ethics. Be it biodiversity, responsible procurement, usage of alternative raw materials and fuels, renewable energy, circular economy, responsible supply-chain, occupational safety and human rights, etc., we are dedicated to efficient and environment-friendly processes, practices and products. We have entire range of ESG in focus and we strive to make a meaningful difference in the lives of people and protect the planet.

Our efforts are not limited to business figures, but are reflected in all our actions. We are determined to build a more sustainable future.



HEIDELBERG MATERIALS – DECARBONISING CEMENT

Sustainability is one of the key transformative topics and an integral part of Heidelberg Materials' strategy. The overarching objective is to decarbonise cement production by applying innovative technologies and sustainable practices.

Ambitious targets have been set for reducing specific net CO₂ emissions to 439 kg per tonne of cementitious

material by 2030 and to achieve net-zero emissions by 2050 latest; and soon offer the world's first carbon captured net-zero cement.

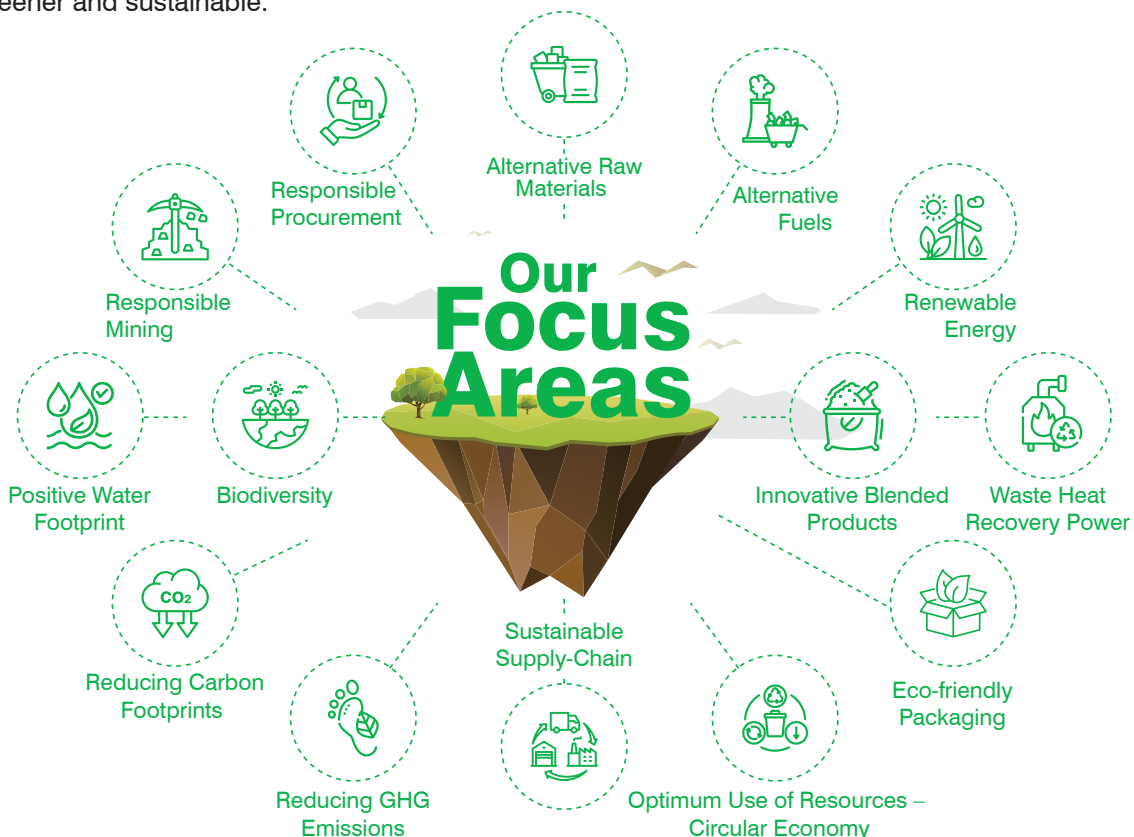
These targets have been validated by the Science Based Targets initiative (SBTi) as being in line with the 1.5°C Roadmap for the cement industry and the SBTi Corporate Net Zero Standard.

SUSTAINABILITY COMMITMENTS 2030 – STRONGER AND MORE COMPREHENSIVE



HEIDELBERGCEMENT INDIA – CONTRIBUTING TO A GREENER FUTURE

In line with the Group's sustainable commitment, HeidelbergCement India is ceaselessly working towards a future that is greener and sustainable.



HCIL - COMMITTED TO PRODUCING GREENER CEMENT

01

98.41%
Blended Cement

03

4.07X
Plastic Negative

05

36%
of total energy requirement
met by Green Energy

07

52,969 MWH
power generated
by WHRP Plant at Narsingarh

09

10,234
Trees Planted

11

Zero
Liquid Discharge

02

5.22X
Water Positive

04

CO₂ Footprint
507 kg/t cement

06

Alternative Fuel
Substitution Rate
8.1% y/y (TSR Rate)

08

Alternative Raw Material
Substitution Rate **34.5%**

10

Decrease in ambient
temperature
at our plants by **1.10%**

RESPONSIBLE MINING



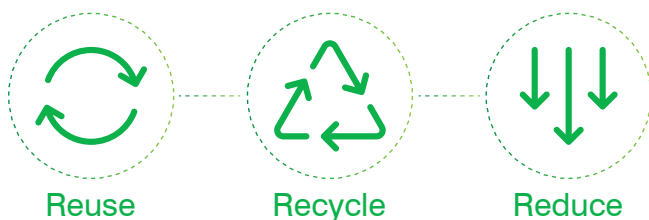
Sustainability at HeidelbergCement India starts at the very beginning of the value-chain – our mines. We extract limestone from our captive mines implementing environment-friendly measures at the core of all extraction techniques. We optimise limestone extraction and thereby increase the life of the mine while complying with all regulatory directives. More so, post-mining we ensure that the land is rejuvenated through biodiversity measures. Also, the empty pits are converted into ponds that harvest rainwater; which in turn recharges the groundwater table.

Repurposing low-grade limestone and quarry rejects at our mines is a common practice. This abides by the principal of circular economy where no material truly becomes a waste. These actions not only make us environmentally responsible, but it also helps reduce cost.

Our Patharia mines have been receiving 'Five Star Rating' (granted to mines that demonstrate exemplary performance and leadership in adopting sustainable mining practices) consistently from Indian Bureau of Mines (IBM) ever since the concept of 'Five Star Rating' was introduced.



CIRCULAR ECONOMY



This model reuses waste, recycles and minimises resources, and cuts carbon emissions.

The concept aims to address global challenges such as climate change, biodiversity loss, waste and pollution by emphasising the design-driven applications of the three base principles of the model. The three main principles required for the transformation to a circular economy are: designing out waste and pollution, keeping products and materials in use and regenerating natural systems.

At HeidelbergCement India circular economy is the main focus area to achieve its sustainable goals. Key circular economy initiatives undertaken:

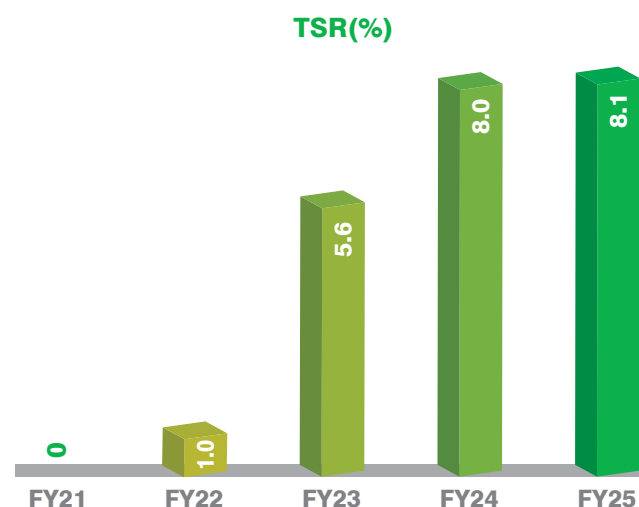
- **Reuse of Low-grade Limestone in the power industry**
- **Reuse of Municipal Waste, Agricultural Biomass, etc. as an alternative fuel**
- **Reuse of industrial waste like Fly Ash and Slag**
- **Waste Heat Recovery**
- **Water conservation and recycling**
- **Rejuvenating mined-out areas**

WASTE MANAGEMENT

We have implemented a comprehensive waste management framework across our plants. Our operations generate various hazardous and non-hazardous wastes, including used oil, biomedical waste, e-waste and battery waste. Each site is equipped with systems to safely handle, collect and store these wastes until they are sold to registered Central/State Pollution Control Board (CPCB/SPCB) vendors and recyclers. Waste from our plants and townships is collected via colour-coded bins and either incinerated in kilns or sold to authorised vendors. In the reporting year, we significantly reduced the generation of used oil waste.

ALTERNATIVE FUELS

Requiring temperatures of more than 1000 degrees for limestone calcination, cement manufacturing is a very energy-intensive industry. The use of fossil fuels in this process poses significant challenges in terms of CO₂ emissions. The combustion of fossil fuels, such as petcoke and coal, releases large amounts of carbon into the environment and creates a significant pollution concern. We mitigate this challenge by using alternative fuels such as municipal waste, agricultural biomass, refuse-derived fuel, rice husks, plastic, pharmaceutical waste, discarded carbon black, etc.



With a current Thermal Substitution Rate (TSR) of 8.1%, we are increasingly using alternative fuel and aim to achieve TSR of 11-12% in FY26. More so, we have an ambitious target of achieving TSR of approximately 45% by 2030.

ALTERNATIVE RAW MATERIALS

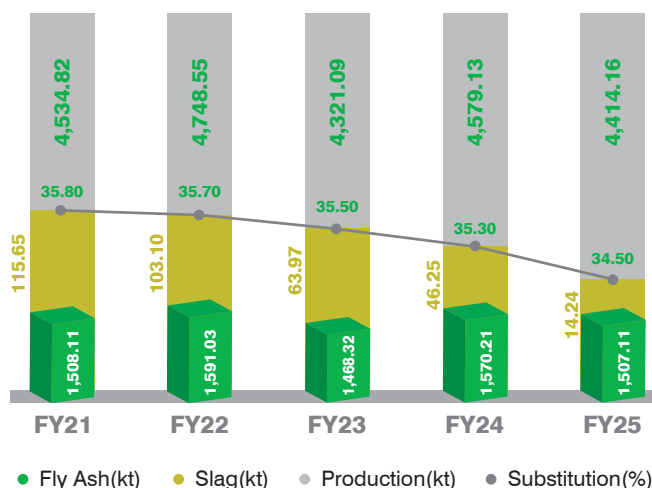
Conservation of limited natural raw materials and having more and more share of alternative raw materials in the product mix is a key sustainable business strategy at HeidelbergCement India.

One of the most effective and practical methods to reduce environmental impact associated with the production of cement is to widen the use of cement constituents other than clinker. This will not only reduce limestone consumption, but will also preserve limestone reserves for future generations.

Fly ash, produced during the combustion of coal in thermal power plants and slag generated when metal ores are smelted in steel industry are the best alternatives for the purpose.



TOTAL RAW MATERIAL SUBSTITUTION RESPECT TO FLY ASH AND SLAG (IN kt)



Both of these alternative raw materials have lower environmental footprint and reduce greenhouse gas (GHG) emissions. More so, they also make cement more durable, bindable and more economical.

In FY25, approximately 35% of fly ash was used in PPC cement, reducing the usage of clinker. Additionally, nearly 53.4% of slag was utilised in the production of PSC cement. We are also substituting natural gypsum with chemical/synthetic gypsum; furthering our sustainability strategy.

More so, at our Narsingarh and Imlai Plants in Damoh, 100% of additives used come from aluminium industry waste; eliminating the need for natural minerals like bauxite and significantly reducing iron ore usage.

We thus ensure consistent supply of high-quality cement while being environmentally responsible.

RENEWABLE ENERGY



A coal-fired thermal power plant generates electricity by burning coal to produce steam, which drives turbines connected to generators; but it also poses significant environmental challenges by increasing pollution and releasing sizable amount of greenhouse gases. Nearly 70-75% of the electricity consumed in India is generated through thermal power plants. Further, the energy consumption in India is expected to grow by another 25% by 2030, as per a report from Ministry of New and Renewable Energy.

To attain net-zero carbon emissions by 2070, the government has taken necessary steps and recognised the negative impact of fossil fuels on the environment. Transitioning to renewable energy becomes imperative to reduce carbon footprints and mitigate climate change impacts. With an aim to reach 500 GW capacity by 2030 (currently at 200 GW), it is anticipated that renewable energy will contribute to 50% of the total capacity.



At HeidelbergCement India, we are fully aligned with the national objectives and are actively working towards reducing dependence on thermal energy and switching to renewable sources.

Our main sources of renewable energy are solar, wind, biomass-based fuels, hybrid (solar and wind) and waste heat recovery power.



KEY HIGHLIGHTS:

- **Signed long-term wind-solar hybrid Power Purchase Agreement for 5.5 MW in addition to 8 MW existing capacity for Narsingarh and Imlai plants**
- **Signed a long-term solar Power Purchase Agreement for 15 MW DC for the Jhansi Plant**
- **Narsingarh plant has a waste heat recovery system with an installed capacity of 13.5 MW and a 5.5 MW solar project. 52,969 MWH gross power was generated from the waste heat recovery system**
- **Ammasandra plant has been consistently operating at more than 90% green power**
- **Share of non-grid power increased to 45%**
- **In FY25 91,62,186 KWH of solar power was generated as against 89,42,120 KWH in FY24**

At HeidelbergCement India we have truly imbibed this sustainable option of using green energy and have also reaped rich returns in terms of electricity prices being free from volatility and external influence; dramatically reducing pollution and water use.

GREENHOUSE GAS EMISSIONS

Imbibing the values from an environmentally sensitive parent company with a commitment of achieving net zero by 2050, we also have targets for reducing our carbon emissions every year w.r.t the previous year. Currently, HCIL has a CO₂ emission of 507 Kg/t of cement compared to the Indian industry average of 580 Kg/t. Our target is to reduce the same to below 439 Kg/t of cement by 2030. The target set forth would be achieved by increasing our focus on energy efficiency, reduction in specific energy consumption, increasing our share of renewable energy, etc.

Moreover, using coal-fired thermal power increases the significant risk of release of pollutants like Sulphur Dioxide (SO₂) and Nitrogen Oxides (NO₂) along with particulate matter.

We have been strictly following the MoEFCC, New Delhi Emission Norms on Particulate Matter, SO_x and NO_x, for maintaining emissions well within the stipulated norms of SPCB by installing advanced Bag Houses, ESPs and SNCR. We continuously monitor emissions

by installing CEMS (Continuous Emission Monitoring System) and have connected our CEMS with SPCB and CPCB servers. Other emissions prescribed by CPCB, such as heavy metals including Cadmium, Chromium, Mercury and others, are also monitored as per guidelines laid down and reported to the statutory authority. We also monitor and report ambient air quality through Continuous Ambient Air Quality Monitoring Stations. Data is continuously transmitted to SPCB and CPCB servers. For greater transparency, we are displaying emission data in public domain also.



Reducing our carbon footprint

Increasing the use of alternative fuels



Reducing SO_x and NO_x emissions and dust

Permanently reduce all other air emissions below cement industry average



WATER MANAGEMENT



WATER HARVESTING, NARSINGARH (DAMOH)

Water is one of the most critical resources for sustaining life; and the growing water crisis has made it even more important for businesses to adopt sustainable practices. At HCIL, we are deeply conscious of our responsibility to conserve this vital resource.



Our efforts focus on reducing, reusing, recycling and replenishing water across all our plant locations. We continually monitor water consumption, ensure compliance with regulatory standards and implement conservation measures.

KEY INITIATIVES:

- **Installation of rainwater harvesting structures at our plants and colonies**
- **Recharge pits to replenish groundwater**
- **Maximising the use of recycled water in processes such as cooling and dust suppression**

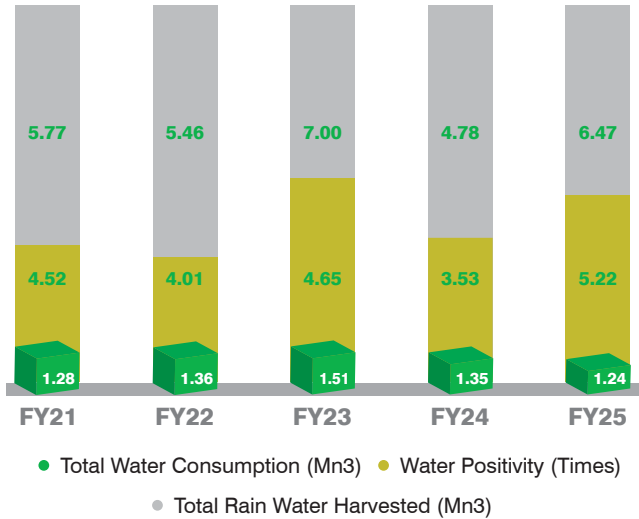
BIODIVERSITY



We are committed to fulfilling our share of the global responsibility to contain the rise in temperature below 1.5°C; while continuing to reduce our impact on air, land, water and waste. At HeidelbergCement India, we have set a target of achieving ambient temperatures 2°C lower inside our plant premises compared to the surrounding environment within a one-kilometer radius. Against this target, we have already achieved a 1.1°C difference. This has been achieved by the thick green cover of various plants in and around the plants and townships.

‘Friends of Earth’ is a green initiative by HeidelbergCement India, which was launched with a vision to contribute towards sustaining and increasing the green cover of our planet and make our world a wonderful place to live for generations to come. To achieve the same, we motivate our employees and business associates to plant trees.

WATER POSITIVITY

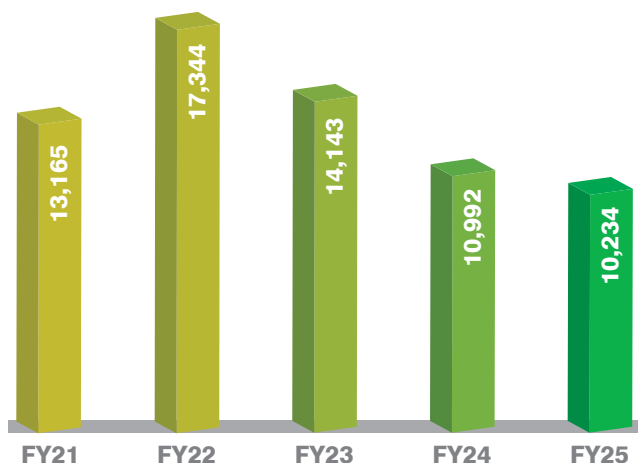


TEMPRATURE REDUCTION

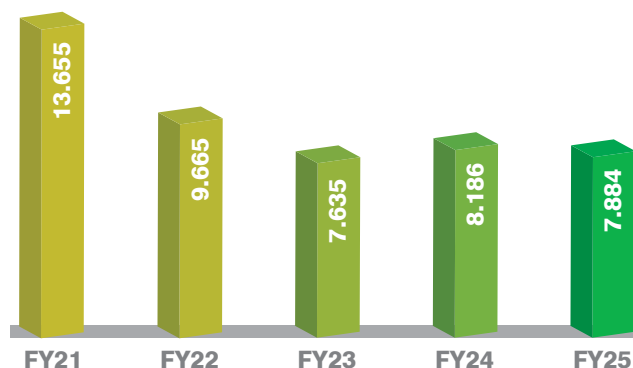


To make the plantation memorable, it is recommended that the same be done on some special occasions like birthday, anniversary, an individual's child's birthday, etc. The plantations are then geo-tagged on 'Friends of Earth' (www.hcfriendsofearth.com). The details of the plantation such as name of planter, it's location, date of planting and the pictures of the plantation could be seen here. Periodically, pictures depicting the growth of the plant would be added to track its progress. The initiation of this project was done by planting neem trees on a uniform basis across all locations.

TREE PLANTED (NOS)



AREAS COVERED (IN HA)



We are committed to the conservation of flora and fauna and hence we are focused towards developing green lungs at all our establishments with an aim to enrich biodiversity. We also create reservoirs for collection of rainwater, which ultimately support aquatic life, enrich ground water level and is a point of attraction for fauna. Various migratory birds are found nearby the mines reservoirs and local species have made their permanent residence in our colony area which has serene ambience and lush green environment.

A survey spearheaded by Birdlife International, which was partnered by Bombay Natural History Society (BNHS), was conducted at HCIL sites.

129 Bird Species were recorded at our limestone quarries.

In these Bird Species:

- 97 are common residents
- 32 are winter migrants
- 5 species are listed as near threatened in IUCN list

Mining is a key area of concern when it comes to biodiversity. We make sure that the mined-out areas are promptly backfilled using topsoil from new mining pits and our afforestation efforts on reclaimed land have significantly increased the green cover. We have proactively expanded natural habitats through reclamation and plantations, using the Miyawaki technique. We have created self-sustaining plantations with native species like Neem, Jamun, Karanj, Sheesham, Mango and Teak.



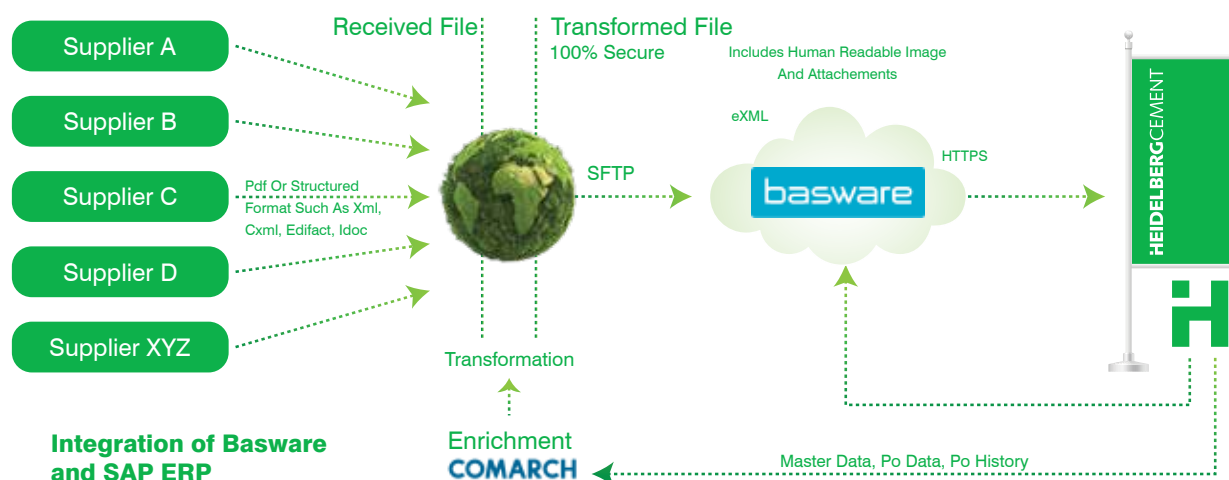
DIGITALISATION AND AUTOMATION

REDUCING HUMAN INTERVENTION, INCREASING VALUE

FAST, EFFECTIVE AND RELIABLE SOLUTIONS

TOUCHLESS INVOICE PROCESSING

To further our operational excellence through digital transformation, we successfully implemented a Touchless Invoice Processing through the integration of Basware and SAP ERP. This initiative is a cornerstone of our finance automation strategy; aimed at enhancing efficiency, accuracy and scalability in accounts payable operations.



Key Features and Benefits:

- **Automated Invoice Intake:** Supplier invoices are received on a dedicated e-mail ID in form of PDF file and same are automatically captured and processed
- **Intelligent Data Extraction:** Leveraging OCR and AI technologies, invoice data, including supplier details, PO numbers and line items are extracted and validated with minimal human intervention
- **Basware Integration:** Basware acts as a central processing engine; auto-classifying and routing invoices based on predefined business rules
- **SAP ERP Synchronisation:** Seamless integration with SAP ERP enables real-time access to Purchase Orders (POs) and Goods Receipt Notes (GRNs); facilitating accurate three-way matching
- **Touchless Approval:** Invoices that meet all matching criteria are automatically approved and processed for payment; eliminating manual bottlenecks

Strategic Benefits:

Along with improving suppliers' satisfaction, this digital initiative has transformed our invoice processing landscape, delivering measurable improvements in cost savings, process transparency and operational agility. It exemplifies our broader vision to build a future-ready finance function powered by intelligent automation and integrated systems. This invoice processing is scalable with minimal human oversight.



PRICE MANAGEMENT APPLICATION

In line with our strategic focus on automation, we have successfully launched Price Management Application. Powered by **Robotic Process Automation (RPA)**, this web-based solution marks a significant milestone in our pricing management - offering a fully-automated, end-to-end workflow; right from price request initiation to final price updation in SAP.



Key Features and Benefits:

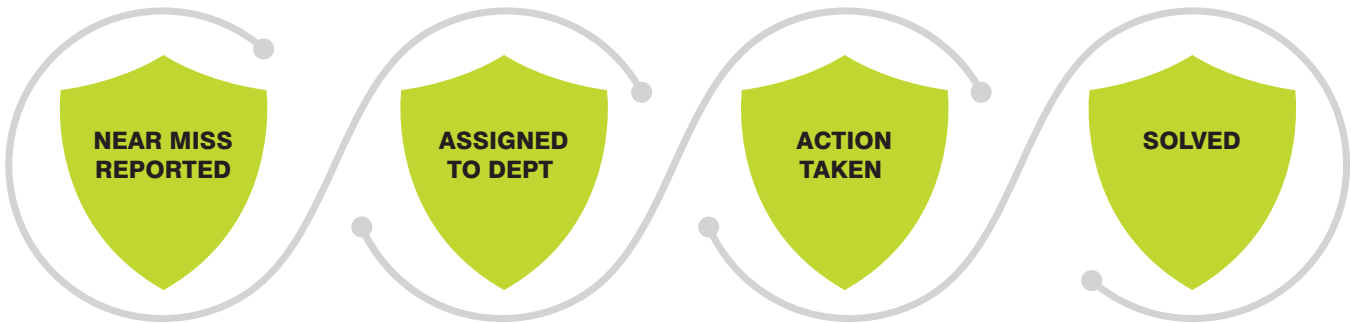
- **Real-Time Data Synchronisation:** Instant updates ensure pricing data is consistently reflected across SAP systems; accelerating approval cycles and enhancing decision-making accuracy
- **Efficiency and Precision:** Automation reduces manual data entry; minimising errors and improving the overall reliability of pricing operations
- **Data Integrity and Security:** Built with robust controls, the portal safeguards pricing data against unauthorised changes and ensures compliance with internal governance standards
- **Cost and Resource Optimisation:** By automating repetitive tasks, the portal enables better resource allocation and reduces operational overheads



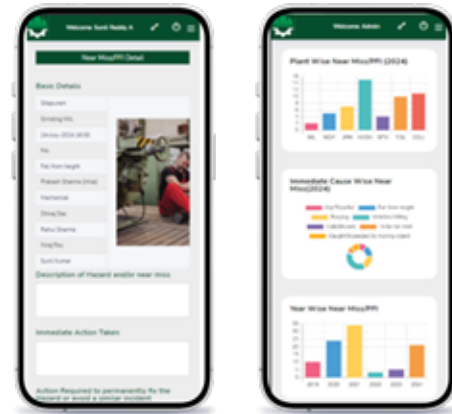
Price Management Application is more than just a technological upgrade; it empowers teams with faster and smarter tools, enhances transparency and supports scalable growth in pricing operations.



'SAFETY ASSURE' REPORTING PORTAL



As part of our commitment to fostering a proactive safety culture, we have launched the 'Safety Assure' Reporting App/Portal - a purpose-built digital solution designed to streamline the reporting and tracking of near-miss incidents across our organisation. This initiative reflects our strategic focus on leveraging technology to enhance workplace safety and prevent future incidents.



Key Features and Benefits:

- **Mobile and Web Accessibility:** Employees can report near-miss incidents directly from the site using their mobile devices or desktop browsers; ensuring ease of access and real-time reporting
- **Timely Submission and Tracking:** Enables prompt documentation and monitoring of incidents; allowing safety teams/responsible departments to respond quickly and effectively
- **Trend Analysis and Insights:** Built-in analytics tools help identify recurring patterns and potential risk areas; enabling data-driven enhancements to safety protocols
- **Employee Engagement:** By simplifying the reporting process, the portal encourages active participation from employees; reinforcing a culture of shared responsibility for safety
- **Preventive Action Enablement:** Near-miss data provides critical insights that help prevent future accidents; contributing to a safer and more resilient work environment

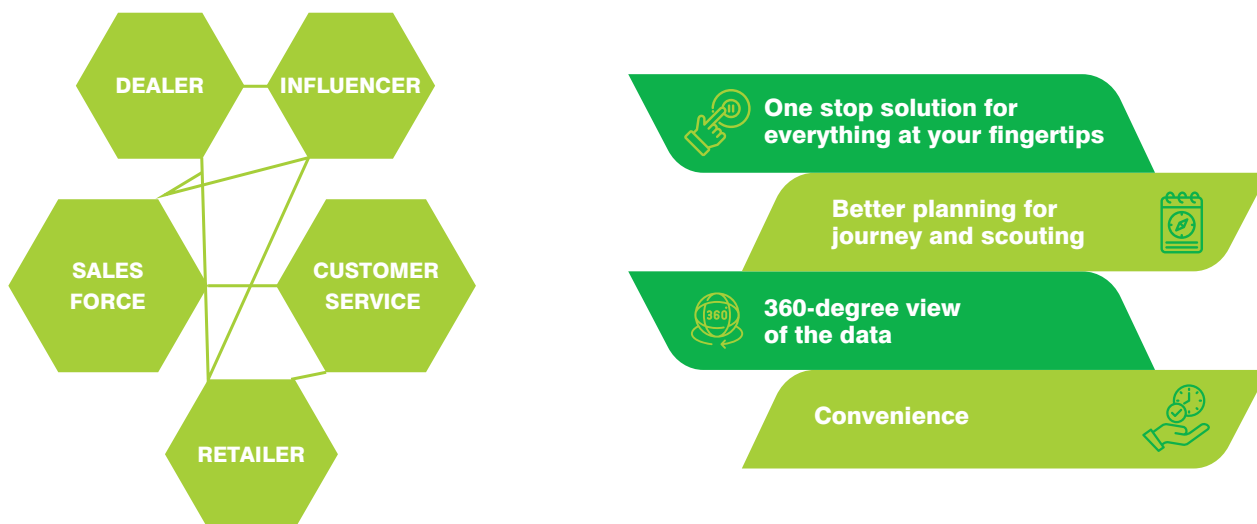
This initiative aligns with our broader goals that safety remains a top priority in every aspect of our operations.



CRM-SIAS – NextGen CRM Platform

To enable the effectiveness of our sales and customer service team and thereby increase demand generation, we have launched our new CRM-SIAS (Sales Is A Science). This serves as a centralised digital ecosystem; integrating data across multiple business applications and empowering stakeholders with real-time insights and intelligent analysis.

CRM – SIAS (Sales Is A Science)



Key Features and Benefits:

- **360-Degree Sales Visibility:** Provides a comprehensive view of sales performance across primary, secondary and tertiary levels; enabling teams to identify bottlenecks and design targeted schemes to address them
- **Integrated Data Eco-system:** Consolidates data from various sources, ensuring seamless information flow and eliminates silos across departments
- **Enhanced Usability and Mobility:** Designed for both desktop and mobile use, it equips sales and customer service teams with intuitive dashboards and decision-support tools; which are accessible anytime, anywhere
- **Strategic Territory Planning:** Unlocks deeper insights into territory potential; enabling smarter planning, optimised resource allocation and increased sales productivity
- **Time Optimisation:** Representatives can efficiently schedule customer visits, maximise engagement; while minimising travel time and effort

This CRM platform provides managers with easy access to critical data; enabling faster and more informed decision-making and performance tracking. SIAS enhances productivity, reduces operational friction and supports scalable growth.



TORCHBEARERS OF HUMAN EXCELLENCE

SUSTAINABLE HUMAN RESOURCE PRACTICES AT THE FOREFRONT

In 2024–25, our Human Resources function remained a critical enabler of the company's growth, transformation and sustainability goals. Anchored in our core people values and long-term vision, we advanced our corporate strategy focused on attracting the right talent, building future-ready capabilities, enhancing employee engagement and embedding sustainability into our culture. We have a strong environmentally- focused team, which is diverse and inclusive. Initiatives such as digital technologies like virtual platforms, efficient HR practices and sustainable training programmes benefits our organisation with lower operational cost, better brand reputation and improved employee engagement. This leads to improved retention and more productivity per employee. Collectively this results into to better operational efficiency and profitability, and strengthens our sustainability credentials.



TALENT ACQUISITION

As the cement industry undergoes rapid change driven by digitalisation and decarbonisation, we focused on bringing in diverse and skilled talent aligned with our business transformation. Through targeted hiring channels and employee referrals, we successfully filled over 190 people across the company. Our recruitment strategy emphasised:

- **Hiring for high-potential leadership and sustainable talent management goals**
- **Increasing diversity and inclusivity, while seeing improvement in gender diversity; although we still have a long road to traverse**

We also developed better workforce planning to anticipate future talent needs; especially in key management roles.

TRAINING AND DEVELOPMENT

Our training programmes are designed for employees at all levels; right from induction to the senior management. Ofcourse, with a primary goal of producing green cement, our focus is to impart training on all aspects of sustainability; so as to ensure that every decision and action taken by the team revolves around environment-friendly practices and processes.

In our journey towards becoming a sustainable and agile organisation, learning and development continued to play a pivotal role. We delivered over 11,300 man hours of structured training programmes during the year, covering about 980 employees, with 700 unique employees, focusing on health and safety, technical upskilling, digital upskilling, leadership, compliance management, managerial development and behavioural trainings.



Our safety trainings include behaviour-based safety, handling chemicals, working in confined spaces, working at heights, prevention and control of hazard, road safety and first-aid to name a few. These training sessions are undertaken after consultation with the plant and technical heads and keeps in focus the pressing needs of that hour. Under soft-skills development, we included SAP refresher training, inventory management, 5S training, various compliance trainings, cyber security training, anti-corruption training, mental health and stress management trainings to name a few other significant areas covered.

We have also formed a sales academy, which trains our sales force into various aspects of actively engaging our channel partners, influencers and end-customers. We also made room for a learning experience platform providing employees with on-demand, personalised learning paths aligned with their career goals.

Managerial trainings on team building and time management, 5S training, HSD licenses, business etiquette and creativity and innovation are imparted to junior to middle management. The senior management team undergoes awareness programmes on ESG, leadership, budget sessions, data privacy, etc.

EMPLOYEE ENGAGEMENT AND WELL-BEING

Our employee engagement efforts are aimed to create a work environment where people feel valued, connected and motivated. We conducted our annual engagement programmes at various locations. A total of approx. 130 programmes were completed. **Activities are conducted throughout the year across 5 pillars of engagement:**



Employee, Family and Society – Our engagement team is focused on creating an enjoyable, positive and comfortable work atmosphere for its employees. From creating good onboarding experience to memorable retirement and farewell get-togethers, we take pride in creating these employee experiences. We promote regular half-day / full-day outings, including lunch gathering, to build informal communication amongst our employees.



Health and Sports – Pre-employment health check-ups, health-talks, health check-up camps, medical centre on plant premises, group medical health insurance covering employees and their families, accidental health insurance and term life insurance are some comprehensive health programmes and employee benefit initiatives undertaken by us. To maintain good health, we organise indoor and outdoor sports activities for employees and their families; which receives active participation from our employees. We also conduct mental health programmes to bring the focus on how important the overall well-being is for an employee to work and live productively.



Knowledge Sharing - In our endeavour to foster continuous learning, we have been organising leadership talks with Head Works / Plant Head / Regional Managers, guest lectures, in-house knowledge sharing sessions, etc.



Art and Craft - Art and craft is actively promoted to bring about creativity, fun and involvement among our employees and their family. Annually we have been doing summer camps in the plants for employees' children in the area of art and craft.



Cultural Activities - Company fosters a culture of participation and celebration through series of interventions like recreation and showcasing of additional talent, which encompasses cultural programmes and events. Annual celebrations like Republic Day, Independence Day and Indian festivals like Ganesh Chaturthi, Eid, Diwali, Christmas Celebrations, Krishna Janmashtami, etc. are celebrated to rejoice diversity and inclusivity; and promote broader employee, family and community engagement.

Apart from the above initiatives, we regularly conduct employee satisfaction surveys and take necessary actions at the corporate/plant/functional levels. To get regular feedback from the employees on these actions taken, we encourage all our location offices to organise town-hall meetings/open-house meetings. These meetings are chaired by the leadership



team in presence of senior management executives. Employees are encouraged to participate in such sessions which helps in increasing their morale, improves communication between them and company, and making sure that their feedback is heard.

DIVERSITY AND INCLUSIVITY

At HeidelbergCement India, we have embraced diversity and inclusivity at all levels. This varied experience and expertise bring to the fore sustainable practices in Human Resources and creates an engaging, progressive and rewarding work culture. At our offices and plants, we are empowered with a team of self-starters irrespective of gender, race, ethnicity or religion. Moreover, our hiring processes ensure that this diversity and inclusivity brings in different insights, perspectives, creativity and innovation in our day-to-day work. Under the Asia Diversity and Inclusivity Initiative, which was launched in December 2024, there are four cross-functional and cross-entity groups formed across the continent with a focus on:



Eight employees from HeidelbergCement India are actively participating across these four groups.

Several initiatives undertaken under the India-level diversity and inclusivity programme:

- **Featuring a video on the life of a female employee and her experiences in the company**
- **Regularly updating anti-harassment guidelines**
- **Organising leadership development workshops for female co-workers**
- **Conducting a leadership survey**
- **Running psychological safety awareness sessions**

PERFORMANCE MANAGEMENT SYSTEM

At HeidelbergCement India, we follow a calendar year cycle for our Performance Management System (PMS). The appraisal results were shared in April 2025 for the goals set during March 2024 for FY25. A collaborative exercise where employees propose their individual targets, which are then reviewed and approved by their managers in alignment with the organisation's strategic objectives. Reviews were carried out in a transparent manner with all goals following the SMART criteria—Specific, Measurable, Achievable, Realistic and Time-bound.

SUCCESSION PLANNING

We completed the succession planning discussion for the leadership team at the APAC office in mid-May, ensuring regional alignment and business continuity planning. The list of successors is evaluated each year based on the many factors like performances and potential of employees, business restructuring, attrition, etc; which may go through revision each year.

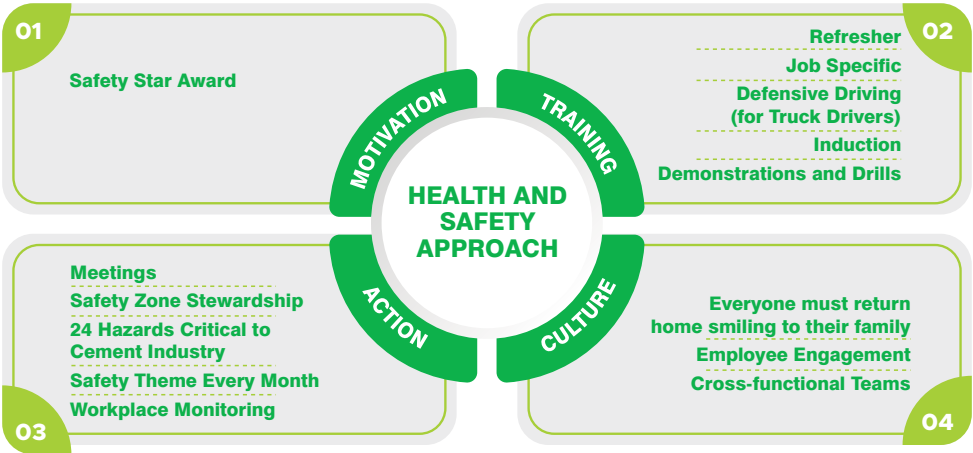
HUMAN RIGHTS

HeidelbergCement India is dedicated to upholding fair labour practices, non-discrimination and freedom of association. Our Human Rights policy mandates compliance from all stakeholders, including suppliers, and aligns with International Labour Organisation Standards. This includes prohibiting child and forced labour, ensuring non-discrimination and supporting collective bargaining rights. We maintained a robust monitoring system, including an anonymous compliance hotline, to report and address any violations of social and professional norms. We continue to build on human for business sustainability and are sure that the alignment with our long-term sustainability goals can only be successful if our people stay involved and committed.



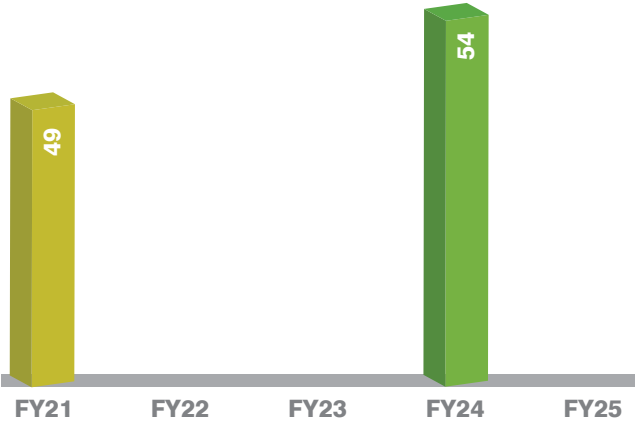
OCCUPATIONAL HEALTH AND SAFETY

Occupational health and safety are core values of our company; guiding every aspect of our operations. We adhere to Heidelberg Materials Group’s norms, guidelines and ISO 45001 standards for Occupational Health and Safety Management. Each day our plants start with safety gate meeting where key safety issues are discussed, complemented by a safety prayer and pledge. We believe that it is the smiles that will take us miles and we are committed to give workers more reasons to smile. Safety conversations and dedicated safety zones, managed by cross-functional teams, engage employees and foster a strong safety culture.



We are proud to say that we have lost zero man-days due to ‘Lost Time Incident’ (LTI) during FY25.

MAN-DAYS LOST DUE TO LTI



Additionally, truck drivers receive training in defensive driving techniques. We continuously monitor workplace conditions, including noise, particulate matter, free silica, and illumination, ensuring compliance with regulatory norms. This comprehensive approach underscores our commitment to safety and excellence.

Zero Harm Goal:

We operate with a 'Zero Harm' philosophy, committed to maintaining a healthy and safe environment for all employees, contractors and stakeholders.

Our dedication to safety involves comprehensive training for everyone on our premises. New employees undergo mandatory safety training, including training in areas of scaffolding safety, working at heights and fire-fighting as part of their induction. Regular safety sessions for shop floor personnel ensure continuous readiness. Beyond training, we prioritise spreading awareness of occupational health and safety practices to minimise accident risks at our plants.



CREATING AN INSEPARABLE BOND

Efficiency At All Levels To Increase The Topline

The core of our marketing is the evergreen performing cement products. Marketing starts by understanding the evolving customer need and then offering innovative products that exceeds their expectation.



Customers were looking for a cement that will act as barrier against seepage and dampness, and is durable and maintenance-free. More so, they were ready to pay premium for such a cement. Engineered by latest technology, we launched mycem Power Shield cement which has excellent water-repellent property; with a promise of lasting and resilient structures.

Now available across our marketing network, Power Shield has been able to command a premium of Rs. 40-50 per bag over the normal cement price and has contributed to almost 10% of sales volume. This premium nature of the product also gives it a niche space vis-à-vis normal product.

Establishing a strong bond with our key linkages across the distribution channel – right up to the customer – is at the forefront of our business strategy. As a part of this strategy, we have a strong Customer Relationship Management (CRM) platform.

“

Being a 45-year-old and hailing from a small city, my biggest dream was to have a house of my own. After accumulating 20 years of savings, I was ready to fulfil my dream. And I also knew that this is once in lifetime opportunity. I wanted to make sure that not only my house will last for very long, but also should be maintenance free; especially from seepage and dampness. I was very choosy about every construction material, including the cement I will be using.

That's when my contractor told me about mycem Power Shield. A one-of-a-kind specifically formulated cement made with special additives to make construction more durable by providing water repellent properties. More so, this cement is used in all kind of RCC work – foundation, column, beam, slab, etc. This product gave me huge amount of confidence and I was convinced to use Power Shield only.

I still remember the day when the casting of my slab was undertaken and I was really happily surprised to see the HeidelbergCement's Customer Service Team present at my site to guide the masons on the right manner to cast the slab.

Today, my dream has been fulfilled and I am happy to have mycem Power Shield Cement as an integral part of my dream home. ”

Anuj Sharma, Pharmacist
Meerut, Uttar Pradesh



CRM Programme:

CRM platform empowers both the sales and customer service teams, with over 450 active users, to work with greater efficiency and consistency. It serves as a powerful tool for performance management and decision-making. It is an integrated system that brings customer interactions, sales activity and market intelligence together. It provides real-time dashboards that give managers visibility into market coverage, call frequency and site conversions. Data from the platform helps identify gaps, uncover new opportunities and measure the impact of various initiatives.



For the sales team, CRM plays a pivotal role in driving market coverage and salesforce effectiveness. It enables effective tracking of field activities and ensures that the right counters are visited at regular intervals, leading to improved frequency of engagement and deeper relationships with customers. By capturing visit details and market mapping, the platform allows managers to monitor market performance in real time and ensure resources are deployed where they are needed most.

For the customer service team, the CRM ensures that every customer query, complaint or request is handled with speed and accountability. Since the customer service and sales platforms are fully connected, service teams have instant access to the complete sales and interaction history of each customer, enabling more informed responses and proactive support.

Integration between sales and service functions not only improves efficiency but also enhances the customer experience. A sales visit can now be well informed by recent service issues, while a service resolution can be supported by sales insights and relationship history. The result is a consistent, co-ordinated approach that strengthens trust and loyalty among our customers.

Our adoption of the CRM has also fostered a culture of data-driven accountability. Field teams can see the direct impact of their activities through measurable outcomes, while managers have the information they need to guide, coach and recognise performance. This combination of visibility and accountability has led to higher productivity, better market penetration and stronger relationships with both customers and influencers.

This integration of sales, service and customer engagement data, positions us uniquely to capture opportunities and deliver exceptional value to all stakeholders in our value chain.



To deliver this exceptional value, several measures have been undertaken by our customer service team such as:

FOR CUSTOMERS:

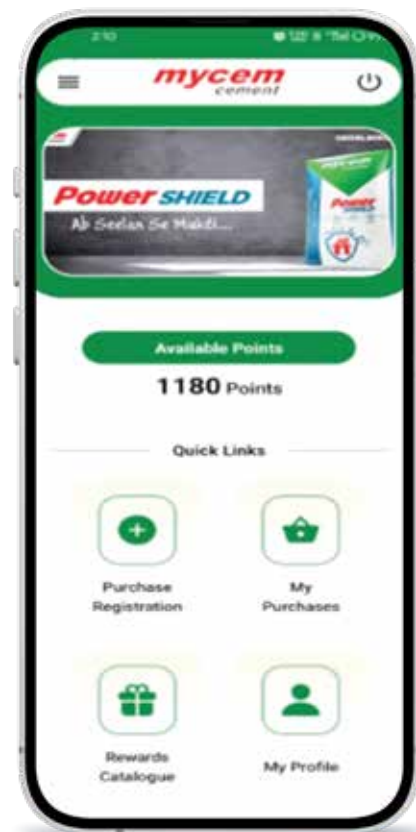
- Customer meets - where we share the best-practices, address their specific needs
- Seamless communication channels, timely query resolution, personalised assistance
- Offer technical guidance while the slab is being casted or while the house is being made; ensuring the process of excellence in building a quality home

FOR CHANNEL PARTNERS:

- Entire engagement with dealers and retailers is fully digitally enabled through an APP and hence, we have performance details of the dealers and retailers at the tip of our finger
- More so, this data helps the sales team to have quality insights before visiting the retailers and have personalised conversations, have quality time; adding to their delight
- We also have counter-meet programmes for retailers; usually held at a large dealer shop
- We regularly do conferences, domestically or abroad, to apprise them of our marketing strategy, sales growth, new products, new business plans, etc. High-performers are felicitated during these conferences.
- We have loyalty programme for our dealers. As a part of reward and recognition, depending upon their performance the dealers are categorised as platinum, gold, etc. and accordingly they offered trips to Europe, Southeast Asia, Domestic destinations, etc.

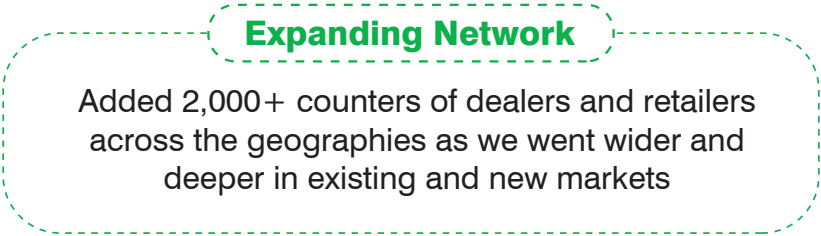
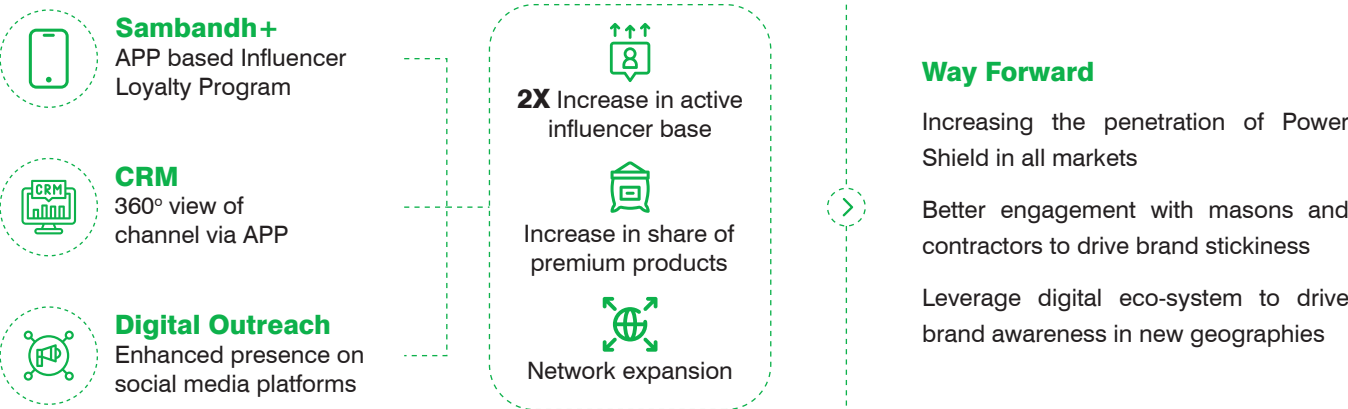
FOR INFLUENCERS:

- Influencers like masons, contractors, engineers, architects are now connected with Sambandh+ influencer engagement APP. This loyalty programme is used by thousands of influencers monthly and provides valuable tertiary sales insights at the counter level. By bringing this data directly into the CRM, our sales team gains a 360-degree view of the counter and the market — with visibility across primary, secondary and tertiary sales. This enables a more precise, data-driven approach to sales conversations, product placements, and promotional activities.
- Earlier influencers had to be dependent on the channel partners to log in their purchase. But with Sambandh+, they can self-register their purchase and get their reward points credited immediately. More so the redemption of the reward points is done very easily and quickly (15-25 days) - rather than making them wait for 45-50 days; as is the industry norm. This APP also delivers instant promotion updates and regular educational content to encourage engagement. This has given us an edge vis-à-vis the competition and has increased our brand equity and loyalty among them.



Key highlights of the APP are:

- Increased the active influencer base to 2x in the first year of the new loyalty programme, which is helping in driving growth and premium product sales
- Additional controls in the programme by adding a layer of tech-enabled CS team verification; thus ensuring the rewards reach the right influencer
- As a next step, we will create an eco-system to enable tracking the engagement at individual level to leverage the programme benefits more effectively for driving sales



BRANDING



The brand refresh programme for mycem cement undertaken in the last fiscal reaped rich dividends and today, is one of the most recalled brands in the industry. The rich 150-years legacy of the Heidelberg Materials Group and finest German quality has differentiated mycem clearly from the competition.

More so, this brand refresh programme was applied across all communication channels, be it internal or external and be it conventional or digital. This ensured uniformity in all our visual and written communication of the brand.

Our creation of brand equity is imbibed in every step of our sales process, timely delivery, guidance and onsite services and channel partners, influencers and customers satisfaction. These small interventions have left positive disposition towards our brand.

All this is aided by effective conventional and digital communication, aimed at the right target audiences and delivered at the right place and time. These communication initiatives have increased the overall top-of-the-mind recall, informed audiences about various USPs and benefits of our products, and at the same time have catapulted the brand to be one of the most preferred cement brands.



Cement Industry has heavily relied on conventional mediums of communication like print, TV, outdoor, cinema, etc. However, no one can deny the emergence of digital platforms in everyone's life and hence it becomes imperative for even a cement brand to connect and engage with their audiences through social media and mobile platforms.

Having said that, we have used conventional medium very judiciously and in a cost-effective manner – wherein we have engaged audiences through wall paintings, shop paintings, point of purchase material, product demonstrations, other BTL activities, etc.

Our major focus of communication during FY25 was on various digital platforms by building traction among the TG; while optimising the cost. We actively engaged our target audiences through organic and paid campaigns.

PRESENCE ON SOCIAL MEDIA:



CORPORATE SOCIAL RESPONSIBILITY

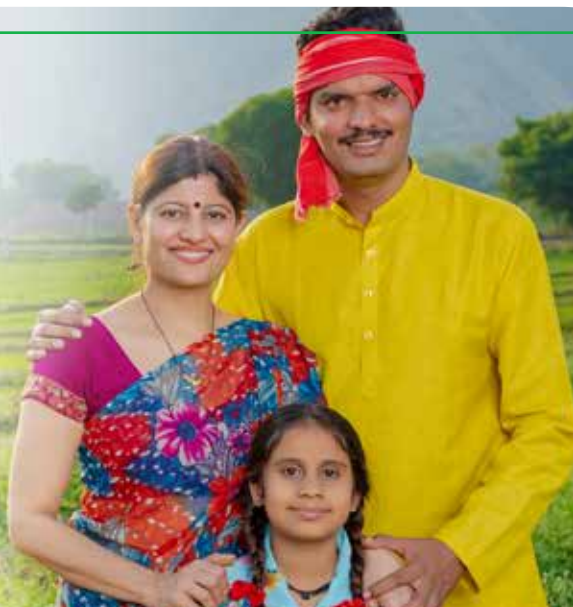
COMMITTED TO COMMUNITY WELL-BEING

Working towards equal opportunity future for the community

CSR spending rules under the Companies Act 2013, require eligible companies to spend an average of 2% of their net profits made during the preceding three financial years on Corporate Social Responsibility (CSR).

At HeidelbergCement India, we do not treat this as a matter of statutory compliance, but as our unwavering effort towards building an equitable society with improved access to facilities and opportunities.

We partner with the communities, within the area of our plants and operations, with the help of Government Bodies, NGOs and Local Authorities, to bring about social and economic development in their lives.



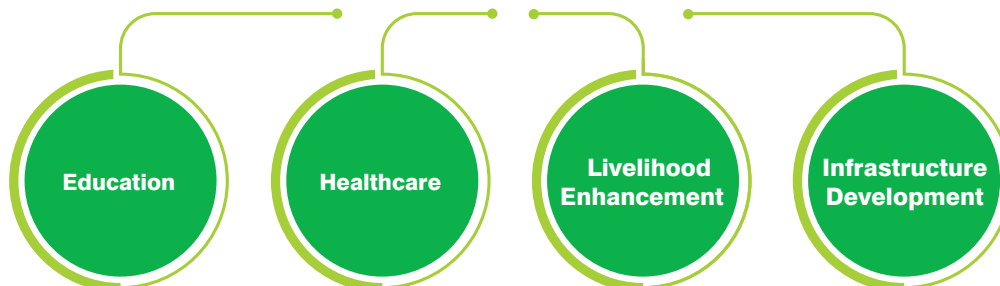
Our structured and participatory approach towards CSR activities makes them effective and rewarding. We have an in-house team that identifies the needs of the community on regular basis and formulating a development plan. Our teams then spread out between the communities and local groups encouraging them to participate whole-heartedly. Plans are monitored periodically; thereby ensuring continuous improvement in the lives of the community.

Entire engagement programmes not only uplift local communities but also strengthen the bond between our company employees and society; fostering harmony, mutual trust and inclusive growth.

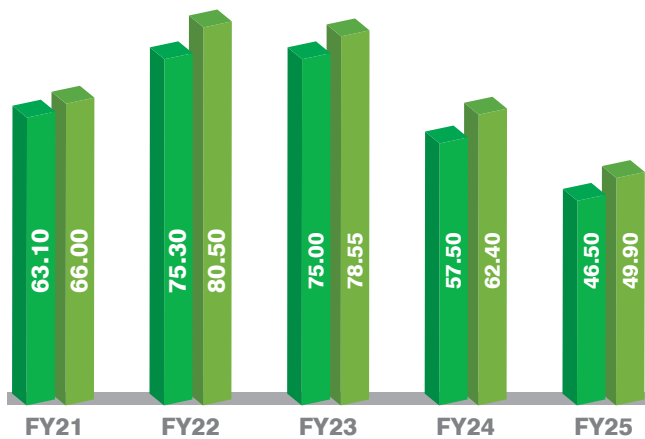
22,045

Lives were positively impacted and improved through our CSR activities in FY25

Core Focus Areas of CSR



CSR spending during last 5 financial years:



HeidelbergCement India has consistently exceeded the mandated CSR spends, as per the Companies Act 2013. This strongly reflects our genuine drive towards the development and betterment of the community.

- CSR - Statutory Requirement (MINR)
- CSR - Expenditure (MINR)

EDUCATION:

- The construction of two new classrooms at Government School, Sukha village aims to alleviate overcrowding and enhance the learning environment for more than 200 students. This initiative fosters academic growth and contributes to the sustainable educational development of the village.
- The renovation of Government Primary School at village Imlai has enhanced educational infrastructure and boosted student attendance. A total of 46 students will benefit and receive quality education in a respectful manner. This has positively impacted the overall socio-educational development of the village.



- A total of eight students from four Government Schools were chosen under the scholarship schemes. Each student was provided with an educational kit, a bicycle and a cheque of Rs. 5,000 along with appreciation certificates.
- Renovation work was done at Government Modern School Jhansi, where 260 students are now getting quality education.
- Construction of School Compound wall at GHPS, Doddaramapura Gollarahatti School benefited 250 students of surrounding villages.
- A total of 530 educational kits were distributed to students across different Government Schools. Each kit contained a school bag, lunch box, water bottle, geometry set, pencil case, crayons, five notebooks and a drawing book. This programme supported the underprivileged children, enhanced their learning experience, promoted regular school attendance and supported their overall development. Aligning with the 'Right to Education Act' and by helping children access the tools necessary for all-round development, the programme fostered creativity and improved health and hygiene.



- Total of 43 desks with benches were provided to 6 Government Schools, benefiting around 100 students.
- Five digital classrooms were created at Government Schools of four villages.



- Solar-powered digital classroom project was completed at Government Higher Primary School, Kondli village; benefiting 100 Students. Similarly, solar-powered digital classroom project was completed at Machenahalli Village School; benefiting around 75 students.



HEALTHCARE:



- A community health sub-centre has been established at Bilani village, to boost the rural healthcare infrastructure. The facility serves more than 1,000 villagers by offering accessible primary health services, maternal and child care, as well as emergency medical assistance. This initiative significantly improved health outcomes and enhances the overall well-being of the local community.
- A total of 4 rural health camps were organised in 3 villages, where free health examinations were conducted by doctors from Imlai and Damoh plants and medicines were provided free of cost to the patients. 714 patients were examined in these 4 health camps. Similarly, a total of 8 rural health camps were organised in 6 neighbouring villages of Jhansi. Free examinations and medicines were provided by the team of doctors from Jhansi plant. 1,616 patients were examined in these 8 health camps.
- Nutritional kits were provided to 50 tuberculosis patients at the Baragaon community health centre. Patients expressed their gratitude and happiness upon receiving their 'Poshan ki Potli', which included 1 kg of peanuts, 1 kg of jaggery, 1 kg of roasted gram, 1 kg of sattu, 1 kg of nutritional powder and 1 kg of gazzak.



LIVELIHOOD ENHANCEMENT:



ARTIFICIAL
INSEMINATION



TRAINING TO
FARMERS



COMPUTER TRAINING
TO RURAL YOUTH

- A 5 years Bhartiya Agro Industries Foundation (BAIF) project was initiated in September 2019 and was extended up to March 2025. The project was implemented in 10 neighbouring villages of the Damoh plant where a total 600 families were registered. They have been directly benefitted since inception through artificial insemination (AI), mineral mixture, infertility cum health camps, vaccination of large and small ruminants, exposure visits of farmers for training on agriculture, etc. Approximately 6,000 farmers have benefitted from BAIF's services and enhanced their knowledge on livestock care, dairy management and sustainable practices. This initiative promotes better livestock productivity, increases rural income and contributes to the economic resilience and self-reliance of the village communities.
- 10 Self Help Groups were established across 5 villages, with 100 women actively participating to enhance their knowledge in microfinance, inter-lending and entrepreneurship skills.
- SVK Jhansi provided 3 months' computer and sewing training to 24 rural youths from the neighbouring villages.
- 40 farmers from four villages are being encouraged to embrace natural farming methods in order to promote sustainable agriculture. These farmers are currently undergoing the process of transitioning to natural farming practices.
- Stitching classes were conducted at Sakshamta Vikas Kendra, Narsingarh. These classes have benefitted a total of 100 women and certificates were awarded to them upon the successful completion of the stitching training. This programme empowers local women by providing valuable skills that improve employability or help start small businesses. The initiative promotes economic empowerment, gender equality and community development; helping beneficiaries achieve financial independence, improve living standards and avail job opportunities.



SEWING
TRAINING



CERTIFICATE DISTRIBUTION ON
COMPLETION OF STITCHING CLASSES



INFRASTRUCTURE DEVELOPMENT:

- A newly constructed building named the 'Women Development Centre' has been established in Pipariya Champat village. This centre will serve as a venue for conducting various training sessions and programmes aimed at the development of women from the surrounding villages. This initiative undertaken by Damoh Plant is aimed at empowering over 100 rural women through skill development, vocational training and entrepreneurship support. The centre is fostering economic independence, enhancing self-reliance and contributing to the overall socio-economic upliftment of the village community.



- A community centre has been established in Narsingarh village, featuring amenities such as a hall, multiple rooms, storage area, washrooms, etc. This facility is designed to serve the rural community, offering a venue for cultural events, wedding ceremonies and various awareness programmes in partnership with different organisations.

- Construction of boundary wall and development of playground at Government Primary School, Lidhora benefited 130 students experience a better all-round development.



- Five handpumps have been installed in five villages viz. Madora, Hajipura, Chapra, Lidhora and Bacahwali; significantly improving freshwater access for the local population consisting of 3,000 beneficiaries.

- Total three RO plants were installed in three villages, which will provide safe drinking water to around 5,000 beneficiaries.
- Six high mast lighting towers were installed at Ammasandra village, D Hosahalli, Janatha Colony, Adithyapattana 1 and 2 and Devaraju Urs Road, Turvekere Taluk; benefiting around 1,500 members.



SOCIAL ENGAGEMENT:

HeidelbergCement India demonstrates strong social engagement by actively supporting the communities in the areas where it operates. It collaborates with local stakeholders, NGOs and government bodies to implement community development programmes that are both impactful and sustainable.

We foster a culture of social responsibility within the organisation through voluntary participation of our employees at all levels and encourage them to enthusiastically join in community initiatives. As a responsible corporate citizen, we respect the local culture and traditions, and aim to build a long-term connection with communities by promoting regular dialogue and addressing their specific local needs. This ensures that we create a positive societal impact that is long-lasting and environmentally sustainable.



WOMAN SELF HELP GROUPS



INTERACTION WITH FARMERS DURING THEIR EXPOSURE VISIT TO KRISHI VIGYAN KENDRA

MEDIA COVERAGE:



FROM THE DESK OF MANAGING DIRECTOR



Mr. Joydeep Mukherjee
Managing Director



Dear Shareholders,

It gives me immense pleasure in presenting to you the Annual Report of your company for the Financial Year 2024-25 (FY25). Here are excerpts of how your company has performed during FY25 amidst a backdrop of volatile macro-economic environment.

Continuing war between Russia and Ukraine and in the middle-east has put pressure on the global economic growth rate, which has apparently shrunk from the earlier projection of 3.1% to less than 3%. This coupled with economic downturn of countries having mid-sized population and uncertainty in global trade policies, has led to further challenges for the cement industry.

The global cement market is pegged at USD 400-420 billion (2024 estimates) and the production is roughly 4.2-4.4 billion metric tons annually; with Asia-Pacific dominating the consumption by 70% of the global demand. As against the global growth rate of cement industry at 4-5% CAGR, India is the fastest growing market with 6-7% CAGR. This higher growth rate is fuelled by government's infrastructure push, government schemes and growth in industrial, commercial and housing sectors.

Though there are challenges like ongoing wars, trade tariff uncertainties, economic downturn and likelihood of inflation, the cement industry in India is poised for better times ahead.

In FY25, India produced approximately 453 million metric tonnes (MT) of cement (with a capacity utilisation of 69%) and the market is valued at around USD 19.6 billion. With the current CAGR of 6-7%, the industry is poised to reach almost USD 40 billion by 2033 and the volume-based forecast anticipates reaching approximately 600 MT by 2030.

FY25 was a challenging yet a dynamic year, but in many ways full of opportunities. Your Company was able to meet its requirements without any disruptions in a timely and cost-effective manner. Our financial performance for FY25 has been steady;

but the revenues have seen a slight downside as compared to FY24. The main reason contributing to this is the lower Net Sales Realisation owing to very stiff pricing war from big and small players alike. Lower revenues have not only impacted your company but is an industry-wide phenomenon.

The sale of our premium products in trade segment has increased to 17% in FY25 as compared to 15% in FY24. This is attributed mainly to our new innovative premium product 'Power Sheild', a water-repellent cement. Power Sheild was initially launched from Jhansi Plant and after excellent response, is now produced at Damoh also and is available across our central India markets. This has significantly strengthened our market positioning and added a key milestone to our success journey.

Your Company is committed to produce cement in an environment-friendly manner. Right from responsible mining to making of 98.41% blended cement, your company has imbibed culture of sustainability in every practice and process. It is a matter of pride that your company uses significant amount of renewable energy, which constitutes to 36% of the overall energy requirement. With continuous investment in technology and modifications, your company has achieved a TSR (Thermal Substitution Rate) of 8.1% from 4% in 2022. We have consumed 54kt of alternative fuels out of which 19kt was RDF i.e., municipal waste; which is substituted in place of natural coal for our fuel requirement. In order to decarbonise cement, our CO₂ footprint stands at 507 kg/t cement as against an industry average of 590 kg/t cement. Conservation of limited natural raw materials and having more and more share of alternative raw materials in the product mix is a key sustainable business strategy in your company and we have achieved Raw Material Substitution Rate of 34.5%.

On the digitisation front, we have successfully implemented SAP Ariba, which has transformed traditional procurement to digital sourcing; with automation going up from mere 4% in 2024 to 33% in March'25. In addition to this we have introduced Price Management Portal, which ensures immediate price updates from the platform to our SAP system, maintaining consistency and accuracy.



We have designed Safety Assure Reporting App/Portal to streamline the reporting and tracking of near-miss incidents within your organisation.

We have introduced RPA Process – ‘Auto Circulation of Outward Deliveries Information to Transporters’. This enables logistics operations without reliance on individual involvement and enabling seamless weekly activities, even during holidays. Basware application is introduced as a comprehensive solution for automating and optimising accounts payable (AP) and purchase-to-pay (P2P) processes.

Through proactive engagement and attentive listening, we strive to consistently exceed customer expectations; fostering long-term relationships built on trust and reliability. On our channel partners, influencers and customers front we have introduced a CRM platform which empowers both the sales and customer service teams to work with greater efficiency and consistency. It is an integrated system that brings customer interactions, sales activity and market intelligence together.

With de-carbonization sharply in focus, our human resource practices are getting embedded with environment sustainability; reducing organisational carbon footprints and fostering a culture of responsibility among employees. We have a strong environmentally-focused team, which is diverse and inclusive.

Being a responsible corporate citizen, your company spends more on corporate social responsibility than what is mandated under the Companies Act 2013. In FY25 your company has ceaselessly worked in the fields of education, healthcare, livelihood enhancement, infrastructure development and social engagement for the betterment of the communities. We have impacted lives of 20,045 individuals to give them life essential services and support and thereby, given them equal opportunity to progress.

Your company believes that ethics, values, compliance and transparency are the foundation of good corporate governance. We have earned the distinction of being a good corporate citizen riding on the principles of honesty and integrity. Your company's philosophy is to continue enhancing the satisfaction of its stakeholders, customers and society, and create overall corporate value; while balancing economic, social, and commercial values.

Moving forward, we are well prepared to mitigate any risks arising from macro or micro economic or political situations. We will continue to focus on cost reduction measures, de-bottlenecking, improvements in efficiency parameters, new projects and new geographies.

As India is taking giant leaps in becoming the third largest economy in the world soon, your company is committed to contribute towards its progress in a sustainable and responsible manner. The future is bright and we are cementing a greener future for all.

Your's sincerely,

Joydeep Mukherjee
Managing Director



PROFILE OF BOARD OF DIRECTORS



Ms. Jyoti Narang, aged 67 years, holds a Bachelor's Degree in BA Economics (Honours) from Lady Shriram College for Women, University of Delhi and an MBA in Finance from the University of Delhi. She has also completed her executive education in Advanced Management Programme from Harvard Business School, Strategic Marketing from International Institute for Management Development (IMD), Lausanne and Brand Management from Wharton University of Pennsylvania.

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

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



Mr. Atul Khosla, aged 67 years, completed his Bachelor of Engineering with a major in Mechanical Engineering from NIT, Sambalpur University, Rourkela, Odisha, India. He has also undergone several top management level executive programmes at IMD Lausanne, Business Management Programme at S.P. Jain Institute of Management & Research and Cement Masters programme at Lyon.

Mr. Khosla has 42 years of experience in the industry. He started his career with Larsen and Toubro Ltd. and after over 21 years moved to Lafarge India. Thereafter, he joined Holcim Group (ACC) and oversaw the plant operations and subsequently oversaw the projects of the entire group till he joined CRH Plc. as Managing Director for its Indian operations.

He is a strategic visionary, business leader, technocrat, cross functional manager with four decades of hands-on experience in the Cement industry, leading business excellence. He is innovative and entrepreneurial and has worked with the leading Global and Indian companies.



PROFILE OF BOARD OF DIRECTORS



Mr. Roberto Callieri, aged 61 years, completed his Degree in Electrical Engineering from University of Cagliari in 1990 and Financial Management from Bocconi University, Milan, Italy. He has also completed Advanced Management Programme from Harvard Business School, Boston, USA.

Mr. Callieri joined Italcementi Group in 1990, where he held several senior management positions in Puerto Rico, USA, Canada, Turkey, Thailand, Egypt and Italy. From 2016 until the end of 2023, he headed the Italian operations of Heidelberg Materials Group. He has been a member of the Managing Board of Heidelberg Materials AG since January 2024 and is responsible for Asia operations.

Traversing his professional career spanning over three decades, Mr. Callieri has gained rich and vast experience in plant operations and maintenance, project management, sustainability, business integration, brand leadership, corporate management, strategy formulation and cost leadership in international cement business. He has led many successful operational and marketing turnarounds resulting in re-establishing profitability and competitiveness. He is a highly disciplined professional with balanced approach, self-starting personality and ability to independently operate under challenging business situations. He is a strong believer in nurturing talent, building high performing teams and ability to successfully integrate and be accepted in multicultural environments.



Mr. Vimal Kumar Choudhary, a distinguished member of The Institute of Chartered Accountants of India, brings with him over three decades of rich and diverse professional experience. His expertise spans across finance and taxation, strategic and business planning, mergers and acquisitions, business development and commercial operations covering marketing, logistics, procurement and contracts. He has also played a key role in project monitoring and implementation, ensuring seamless execution from conception to completion. Throughout his career, Mr. Choudhary has been instrumental in driving growth, optimising resources and strengthening organisational performance through his deep financial acumen, strategic vision and hands-on leadership.





Mr. Joydeep Mukherjee
Managing Director

Mr. Joydeep Mukherjee, aged 58, holds a master's degree in international business and marketing (E.M.I.B) from the Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University. He has also completed several top management level Executive Education programmes at IMD Lausanne, CH and ISB Hyderabad.

With over 35 years of experience, Mr. Mukherjee has a proven track record of leading large teams and delivering transformative results across various industries. Prior to joining HCIL, he served as the Chief Operating Officer at RR Kabel, a leading wires and cable manufacturer in India. He held the position of Chief Executive Officer and Executive Director at H&R Johnson from December 2015 to March 2019, where he spearheaded the business of Ceramic Tiles, Bath products and Kitchens, and served on the Board of Prism Johnson Limited.

During his long tenure at ACC Limited, Mr. Mukherjee held senior leadership roles including Chief Executive for South and West Business, Head of Logistics, RMC and B2B Sales, and Director Sales for North and Central India. He was instrumental in launching two highly successful premium products and significantly improving both top-line growth and plant efficiencies in his region. He was a Managing Committee member of ACC Limited from June 2013 to December 2015 and served on the Board of two joint ventures of ACC.

Before joining ACC, Mr. Mukherjee was the National Sales Manager for the foil and packaging business at Hindalco Limited. Throughout his career, he has led several highly successful transformation projects in Logistics, HR, Sales and Manufacturing; consistently driving business impact and operational excellence.



Mr. Vimal Kumar Jain
Whole-time Director

Mr. Vimal Kumar Jain, aged 57 years, has done B.E. - Mechanical Engineering from Madhav Institute of Technology & Sciences, Gwalior (M.P.) and has also completed Post Graduate Diplomas in Business Management and Projects Management from IGNOU. In his career spanning over 33 years, consisting of 19 years abroad and 14 years in India, he has acquired rich and vast experience of over three decades in the Cement sector in Operations and Maintenance, and Project Management from concept to commissioning. He has a successful track record for developing strategic initiatives, organisational improvements, capacity expansions, de-bottlenecking, production and quality improvements, adoption of new technologies, overall cost reductions, waste processing and working with diverse cultures and challenging environments.

He is working with Heidelberg Materials Group since 2007. He has worked as Project Manager with Heidelberg Technology Centre handling projects in Indonesia and Thailand. He joined HeidelbergCement India Limited on 03 January 2022 as Technical Director. Prior to joining Heidelberg Materials Group, he has worked with RAK Cement of U.A.E., Prism Cements and Raymond Cement in various capacities in projects and technical functions.





Mr. Vimal Kumar Jain
Whole-time Director

Redefining Operational Excellence: A Sustainability First Approach at HeidelbergCement India

HeidelbergCement India is leading the way in operational excellence with a sustainability first strategy that integrates low-carbon innovations, renewable energy and digital transformation. Our commitment to environmental stewardship and value creation for stakeholders remains central to our mission as we continue to "Cement a Greener Tomorrow."

Embedding Sustainability at the Core of Our Operations

Sustainability is not an afterthought; it is embedded at the very core of both our business and technical strategies. A key pillar of our approach is the production of almost 100% blended cement, which significantly reduces the clinker factor and associated CO₂ emissions; while maintaining exceptional performance standards. Currently, approximately 36% of our energy needs are met through renewable sources, and we have laid out a clear roadmap to surpass 50% by 2030. Our expanding green energy portfolio and growing Thermal Substitution Rate (TSR) underscore our strong commitment to alternative fuels, such as industrial waste, to reduce dependence on traditional fossil fuels. These sustainability initiatives are seamlessly integrated into our manufacturing processes, ensuring long-term value creation and a reduced environmental footprint.

Cementing a Greener Tomorrow: A Strategic Framework

"Cementing a Greener Tomorrow" is not merely a slogan but a comprehensive strategic framework that drives our operations, innovations and environmental initiatives. As part of this, we are embracing digital transformation to enhance plant performance. Leveraging AI-driven process control, machine learning and real-time analytics, we are improving energy efficiency, stabilising critical process parameters and enhancing equipment reliability. Our data-driven approach enables intelligent monitoring of emissions, quality and process indicators; ensuring every operational decision aligns with our climate objectives. Predictive maintenance and condition-based monitoring further optimise asset



longevity and operational agility, enabling our plants to become more resource-efficient and responsive.

A Values-Driven Culture of Sustainability

At the heart of our sustainability journey is a values-driven culture that instills environmental and social responsibility across every level of the organisation. From the shop floor to senior leadership, we foster awareness, capability and innovation through structured programmes that encourage climate-conscious behaviour. Our community engagement initiatives spanning water stewardship, mine reclamation, afforestation and inclusive development demonstrate our broader commitment to societal well-being. Additionally, we collaborate closely with policy-makers, industry associations and technology partners to advance sustainability standards across the sector.

Driving Innovation to Achieve Decarbonization

Innovation remains a key driver of our sustainability efforts. We are exploring advanced carbon capture technologies, low-clinker cement formulations and circular economy models as part of our ongoing decarbonization initiatives. Through industrial symbiosis, we are utilising by-products from other industries as alternative raw materials and fuels, which enhances resource efficiency while helping meet our climate goals. The increased use of fly ash, slag and other supplementary cementitious materials (SCMs) further reduces emissions and enhances the quality of our products. At the same time, we are developing customer-centric, high-performance cement solutions to meet the growing demand for sustainable construction. Our ongoing investment in future-ready R&D ensures we remain a trusted partner in the creation of green infrastructure across India.

Preparing for the Future of Low-Carbon Infrastructure

As the industry moves toward climate-resilient infrastructure and low-carbon materials, HeidelbergCement India is proactively preparing for the future. We are investing in next-generation binders, expanding the use of SCMs and aligning with global ESG frameworks to improve transparency and accountability. In response to evolving regulatory requirements and the rising demand for green building materials, we are continuously enhancing our

governance systems and reinforcing integrity throughout our sustainability initiatives. With bold innovation and responsible leadership, we are proud to lead the cement industry into a new era of sustainable and inclusive growth.

Championing Diversity and Inclusive Growth

Aligned with our vision of "Cementing a Greener Tomorrow," we recognise that environmental sustainability must be complemented by social equity and inclusive growth. At HeidelbergCement India, diversity and inclusion (D&I) are integral to how we operate and innovate. We are actively increasing the participation of women and under-represented groups in operational areas, engineering roles and leadership pipelines; challenging traditional norms within the cement industry. Our sustainability initiatives, such as almost 100% blended cement production, alternative fuel usage and the expansion of digital technologies, are enriched by diverse perspectives that drive better decision-making and long-term resilience.

As we progress toward our target of over 50% renewable energy share by 2030 and continue to elevate our Thermal Substitution Rate, we are equally committed to fostering an inclusive culture that empowers every employee. Through mentorship programmes, skill development initiatives, inclusive policies and grassroots engagement, we are cultivating a workforce and value chain that reflects our commitment to people, planet and purpose. Together, we are not only building low-carbon infrastructure, but also shaping a more inclusive, forward-thinking cement industry.

Your's sincerely,

Vimal Kumar Jain

Whole-time Director





Mr. Anil Kumar Sharma
Chief Financial Officer

“Cementing A Greener Tomorrow” is a continuous process and it inculcates into our day-to-day operations.

This year, we achieved a remarkable milestone by raising the share of green power in our power mix to 36%, alongside reaching 8.1% alternative fuel consumption. These accomplishments reflect our commitment to sustainability and to reducing its carbon footprint. By integrating more renewable energy sources into our operations, the company not only advances its ESG objectives but also mitigates exposure to volatile fossil fuel markets.

During the fiscal year 2024-25, the cement sector navigated a landscape shaped by significant macroeconomic and political developments. The central government election, a pivotal event in India's economic cycle, coincided with moderate growth in cement demand. While the government's continued emphasis on infrastructure development bolstered by increased budget allocations supports long-term sector growth, the election period typically brings a degree of uncertainty and cautious capital expenditure, which resulted in only a moderate growth in cement demand.

Simultaneously, the industry saw the commissioning of several new cement capacities, intensifying competition and driving a decrease in cement prices across all markets. On a positive note, inflationary pressures that had weighed on the sector in previous years began to ease. The cooling of inflation contributed to a reduction in energy prices and raw material costs. These reductions in input costs partially offset the downward pressure on revenues from lower selling prices. These have resulted into reduction in net profit from MINR 1,678 in FY24 to MINR 1,068 in FY25.

In line with prudent financial management, the company repaid a loan amounting to MINR 694 through internal accruals and continue to operate on a negative net working capital. The Board has recommended a dividend of 70% to the Shareholders for the FY25.

Furthering our drive for operational excellence, we expanded automation initiatives throughout the year.



The consolidation of Procurement and Accounts Payable functions (Source-to-Pay) under one roof has streamlined processes and bolstered efficiency. Moreover, the adoption of Robotic Process Automation has eliminated repetitive tasks; elevating productivity across the board.

Looking ahead, the industry remains buoyant, with GDP growth for FY26 forecasted at around 6.5%. Continued monetary easing and a capex-driven fiscal policy are expected to sustain economic momentum. The ongoing infrastructure investments will increase volume growth and better pricing, enabling us to pass on cost increases to customers.

The company's focus on digitalisation, automation and sustainability will continue to drive operational excellence and long-term value creation for stakeholders.

We thank all our stakeholders for their support and remain confident in cementing a greener tomorrow with sustainable performance.

Yours sincerely,

Anil Kumar Sharma
Chief Financial Officer





Ms. Poonam Sharma
Human Resource - Director

As another challenging year went by, FY25 remained focused on talent management, pushing the boundaries of talent warfare to attract and retain the best. Our belief in the power of natural human intelligence over the artificial intelligence continues to motivate us to make our organisation more humanistic; as our people remain the centre of our corporate universe.

During the year, HeidelbergCement India hired close to 190 new talents spreading across all functions.

Our human resource policies and practices align with long-term social, environmental and economic goals. It ensures that our organisation not only focuses on profitability and efficiency, but also on the well-being of employees, communities and planet. We have a strong environmentally- focused team, which takes into consideration sustainability in every decision and action they take. We implement social sustainability by ensuring a diverse and inclusive work force, who are paid fair wages and are subjected to ethical practices.

For us employee safety and well-being is a non-negotiable practice that we follow in the organisation. Learning and development through continuous soft and technical skills development, safety, sustainability and compliance training programmes is at the core of our human resource strategy. This leads to improved retention, better employee engagement, more responsible actions and more productivity per employee.

Our performance management is aligned with the sustainability goals; thereby reducing organisational carbon footprints and fostering a culture of responsibility among employees.

We encourage eco-friendly workplace behaviour through energy saving, recycling, etc. We have undertaken Green HRM (Green Human Resource Management) policies such as implementation of digital platforms reducing dependence on paper processes.



Key highlights:

- We have embraced diversity and inclusivity at every level, right from shop floor to top management. This year, the group in Germany and the area office in Singapore laid emphasis on increasing D&I (Diversity and Inclusivity) across the globe by launching the Asia D&I initiative in December, 2024. Many new initiatives were launched in the company under the four umbrellas of EI such as cultural intelligence, inclusive leadership, psychological safety and inclusive leadership.
- We conducted over 160 innovative employee engagement umbrellas to attract younger talent across HCIL.
- We encouraged our employees to participate in five major engagement umbrellas activities - employee, family and society, health and sports, knowledge sharing, art and craft, and cultural activities.
- Approximately 11,300 manhours of training were imparted covering 72% of employees. Under e-learning, almost 100% of employees participated in various compliance training programmes.
- During the year, successors were identified and reviewed for the top management of the organisation as well as for the second level of management, on our global digital platform - Workday.
- We upheld fair labour practices, non-discrimination and freedom of association. Our Human Rights policy mandates compliance from all stakeholders, including suppliers, and aligns with International Labour Organisation Standards.
- Various initiatives under the human resource function have been digitised like, talent management, succession planning, performance management and e-learning.
- Skill matrix was completed for yet another plant, which will help us select the right workforce and train them on job-based skills going forward.
- As one of the respected players in the Indian cement industry, HeidelbergCement India recognises the importance of providing young talent with meaningful industry exposure. We stand committed in our efforts to support the Prime Minister's Internship Scheme (PMIS). We have enrolled under the scheme and are confident of offering structured internship opportunities to eligible interested candidates in near future.

In all these years, we have built a very strong brand equity that attracts and retains talent. Through our sustainable human resource practices, we have enhanced our compliance with ESG (Environmental, Social and Governance) standards and have built a long-term and sustainable business competitiveness.

Your's sincerely,

Poonam Sharma

Human Resource - Director





Mr. Purnachander Molugu
Procurement - Director

The year gone by has been highly productive, with a strong focus on process improvements and technology upgrades, particularly within procurement, which have significantly added value through enhanced traceability, transparency and visibility. These efforts have allowed us to identify areas of improvement and unlock potential cost savings. We have also actively explored and developed new sources and cost-effective byproducts, enabling us to contain costs and generate additional savings.

A major milestone was the centralisation of procurement operations under the Source-to-Pay (S2P) office, operational since July 1, 2024. This move has improved efficiency, traceability and accountability across all sourcing activities. Centralising procurement for all plants has allowed us to leverage supplier rotation, bundle volumes, negotiate volume discounts and secure the best market prices.

The successful implementation of SAP Ariba has transformed our procurement model from traditional practices to digital sourcing. Automation has significantly increased from 4% in early 2024 to 33% by March 2025; especially in catalogue-based purchasing. This has helped reduce repetitive orders, eliminate redundant materials, maintain lean inventories and shift to a "source-as-needed" approach. Catalogue buying and long-term outline agreements have not only optimised inventory but also enabled better planning and controlled spending.

Despite global supply-chain disruptions caused by geopolitical conflicts, including the Russia-Ukraine war, Israel-Gaza conflict and Red Sea crisis, we remained agile and resourceful in maintaining uninterrupted, timely and cost-effective supplies. Taking advantage of softening international petcoke prices in mid-2024, we renegotiated contracts



with local refineries, optimised supplier rotations and secured maximum discounts; leading to a 16% reduction in procurement costs.

Efforts to reduce import dependency were further strengthened through full utilisation of locally available coal, albeit of lower GCV, processed through washeries to ensure consistent quality. We also replaced imported gypsum with chemical gypsum, thereby reducing costs and promoting circular economy principles. Secondary cementitious materials were sourced from nearby locations as per operational requirements, ensuring cost efficiency and logistics optimisation.

Our company continues to lead the cement industry in sustainability practices; including the recycling and reuse of industrial byproducts, agricultural residues and municipal waste. This approach not only minimises dependency on natural resources but also contributes to environmental conservation and holistic development.

As a result of continued investments in technology and process modifications, our Thermal Substitution Rate (TSR) improved from 4% in 2022 to 8.1% in FY25; with a target of exceeding 45% by 2030. During the year, we consumed 54,000 tonnes of alternative fuels, 19,000 tonnes of which was RDF (Refuse Derived Fuel) sourced from municipal waste. This substitution of natural coal with alternative fuels supports sustainable municipal waste disposal, enhances resource recovery through recycling and waste-to-energy conversion and significantly reduces environmental impact.

We are ensuring uninterrupted supplies of flyash with 100% flyash based PPC cement, reducing clinker incorporation to that extent. We are also increasing usage of byproducts such as red mud and chemical gypsum; both are engineering waste and byproducts of other industries, which are excellent performance cementitious material substituting natural raw materials.

Renewable Energy

We have made significant strides in its sustainability journey by increasing the share of green power in its total energy consumption from 31% in FY24 to 36% in FY25. This growth reflects our continued investment in renewable energy sources and our commitment to reducing carbon emissions across operations. By expanding our use of waste heat recovery, solar and wind energy, we are reinforcing our position as a responsible corporate citizen.

As rightly said, procurement is a delicate balance between 'cost and quality' on one side and 'time and compliance' on the other. With this philosophy, we continue to focus on process re-engineering, maintaining minimal spares and consumables inventory and pooling resources, especially redundant stock across plants. Our focus on indigenisation and local development has not only ensured safety and compliance but has also contributed significantly to cost reduction.

Your's sincerely,

Purnachander Molugu
Procurement - Director



BOARD'S REPORT

To the Members,

The Directors are pleased to present the 66th Annual Report together with the audited financial statements of HeidelbergCement India Ltd. (the Company) for the financial year ended 31 March 2025 (FY25).

THE YEAR IN RETROSPECT

The recent conflicts in West Asia and the 3-year hostilities between Russia and Ukraine where other countries were either involved directly or indirectly have negatively impacted the expected recovery. World bank reported a global slowdown of economic growth to 2.79% against the expected >3% for 2024. Another hanging uncertainty is over the US Tariffs where negotiations are ongoing. The US being the largest consumer and having a debt level above ~120% of its GDP is facing problems in servicing, hence is resorting to higher tariffs increasing defense budget of NATO to tide over the crisis. Since west Asia is the largest source of crude oil and gas, it has come under threat of disruptions and the warring nations forcing the energy prices to rise.

In the home front, the Gross Domestic Product (GDP) of India grew by 6.5%. The growth was supported by robust private consumption which was evident even in rural areas, stable investment activity and increased net exports. On the supply side, the growth has been driven by the construction sector and services sector. Year on year consumer price inflation was 2.82% in FY 25 compared to 3.16% in FY 24.

The macro indicators of India are quite strong given the low retail inflation, low interest rates, prospects of good monsoon, high focus on defense and general exports, low impact of crude oil prices, and forays into high-value, high-demand products such as electronics.

There are ominous signs in FY 26, with the year starting off with conflict in the western borders followed by fracas in the eastern sector as well. The pitch for high tariffs from the US has impacted the FDI and domestic investor confidence.

Against all this noise the prospects for cement industry are positive with mega dam and irrigation projects announced in Jammu & Kashmir, Punjab, Rajasthan and Himachal Pradesh. Expressways such as Delhi-Mumbai, Bharatmala Pariyojana, gati shakti, high speed railways, dedicated freight corridors, ports, airports etc. The most ambitious project is the development of industrial corridor and smart cities mission under the aegis of National Industrial Corridor Development Corporation (NICDC). These are positive signs for the future.

FINANCIAL HIGHLIGHTS / REVIEW OF OPERATIONS

During FY25, the Company sold 4.52 million tonnes of cement & clinker compared to 4.81 million tonnes of cement & clinker in FY24, a decrease of 6.1%.

A snapshot of the Company's financial performance for FY25 vis-à-vis FY24 is as under: -

(INR in Millions)

Particulars	FY25	FY24
Revenue from Operations	21,488.8	23,657.8
Other Income	454.7	545.2
Total Revenue	21,943.5	24,203.0
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)- Including other income	2,848.9	3,712.4
Depreciation and Amortization	1,097.9	1,096.7
Finance Cost	292.9	347.6
Profit before Tax	1,458.1	2,268.1
Total Tax expense	390.6	590.6
Net Profit for the year	1,067.5	1,677.5

On the operations front, your Company constantly endeavours to benefit from cost economics, innovative procurement strategies, process digitalization, Group's global expertise in sourcing etc. Your Company has always strived to optimise costs despite all odds. During the year under review, the price of domestic coal dropped mainly due to consuming washery coal. The domestic coal supply situation also improved due to opening up of new coal mines but the quality of coal supplies were not consistent. The softening of global crude price led to further correction of petcoke price. We identified new suppliers & contractors,

participated in online biddings, developed alternatives for OEMs and carried out various works inhouse to reduce costs. Your Company also implemented SAP Ariba buying which has transformed traditional procurement into digital sourcing.

Digitalization has become an integral part to our civilization and therefore, business cannot remain an exception. At HeidelbergCement, we have continued to implement digitalization programs at our manufacturing processes, sales and marketing, Finance, Procurement etc., with a view to augment efficiency and reduce human errors.



In view of aligning with the Group's goal of Carbon Net Zero, the Company endeavours to reduce dependency on conventional fuels by increasing usage of Alternative Fuels to replace fossil fuels. With continuous investment in technology and modifications, your Company achieved TSR (Thermal Substitution Rate) of 8% with an ambitious target of >35% by 2030. Towards sustainability, we are ensuring uninterrupted supply of Flyash with almost 100% Flyash based PPC cement reducing clinker incorporation to that extent. We are also using other byproducts such as Redmud and slag both of which are engineering waste and byproducts of other industries possessing cementitious qualities. In addition to 12 MW Waste Heat Recovery Power Plant and 5.5 MW Solar Power in Damoh, Company also entered into long term Power Purchase Agreement for 15MW Solar power for Jhansi Plant and 13.5 MW Hybrid Power at Damoh resulting into 36% green power during the FY 2024-25 (increased from 31% during FY 2023-24).

The cement industry is highly competitive, with companies constantly devising strategies to differentiate their products and grab the attention of customers. Although our 'mycem' brand holds a valued reputation, we felt it necessary to amplify its distinct selling points more effectively. Against this backdrop, we strived for establishing a sharper identity and effectively communicating our values and strengths to customers. Accordingly, we embarked on a brand refresh programme which was driven by rigorous market research and expert insights. As a result of all these efforts we have developed a new brand identity which harnesses on the perception of strong German quality and rich legacy of 150 years of Heidelberg Materials Group. The new brand identity has enabled us to differentiate our value proposition in the eyes of consumers and ensure that our brand achieves prominent top-of-mind recall among customers. The Company year has also launched Water Repellent cement named Power Shield in starting of year 2024 which commands 15% premium over normal PPC. The initial feedback and off-take of Power Shield from customers are very promising.

Alongside the brand refresh, we also launched a new sales and marketing excellence project called 'Project Rise' during the year 2023-24 which is a progressive initiative aimed at increasing sales volume and improving price positioning through sales excellence. The project targets to improve the market reach, counter loss of market share, enhance service

excellence, generate demand, and increase effectiveness of sales force. The benefits derived so far from the brand refresh programme and the 'Project Rise' are encouraging.

RESERVES AND APPROPRIATIONS

The amount available for appropriation including surplus for the year stood at INR 8,952.3 million (31 March 2024: INR 9,472.2 million). The Directors propose this to be appropriated as under:-

(Rs. in Million)		
Particulars	2024-25	2023-24
Dividend	1,812.9	1,586.3
Surplus Carried to Balance sheet	7,139.4	7,885.9
Total	8,952.3	9,472.2

DIVIDEND

The Board has recommended dividend of INR 7 per share (70%) for FY25, subject to the approval of the shareholders at the ensuing AGM (Dividend paid during FY24 was INR 8 per share). The proposed dividend for FY25 will absorb INR 1586.3 million. Therefore, in accordance with the provisions of the Companies (Declaration and Payment of Dividend) Rules, 2014, the Board has proposed to withdraw an amount of INR 518.8 million from the accumulated profits of the past financial years.

In accordance with the provisions of the Income Tax Act, 1961 the aforesaid dividend will be taxable in the hands of shareholders but liable for Tax Deduction at Source (TDS) by the Company at the applicable rates.

Dividend Distribution Policy

Regulation 43A of SEBI Listing Regulations, requires top 1000 listed companies based on market capitalization to formulate a Dividend Distribution Policy. In compliance with the said requirement, the Board of Directors has formulated a Dividend Distribution Policy and the same is posted on the Company's website. The web-link to access the said policy is as follows:

https://www.mycemco.com/sites/default/files/PDF/Policies/HCIL_Dividend_Distribution_Policy.pdf

Unclaimed Dividends

The respective due dates on which unclaimed amounts of dividends pertaining to the prior years will be transferred to 'Investor Education and Protection Fund' (IEPF), constituted by the Ministry of Corporate Affairs, are given below:

Sr. No.	Financial Year	Dividend Per Share (INR)	Date of declaration	Date of transfer to IEPF
1	FY2017-18*	2.50	21 September 2018	27 October 2025
2	FY2018-19	1.00 (Interim)	25 October 2018	30 November 2025
3	FY2018-19	3.00 (Final)	19 September 2019	24 October 2026
4	FY2019-20	1.50 (Interim)	23 November 2019	28 December 2026
5	FY 2019-20	6.00 (Final)	18 September 2020	21 October 2027
6	FY 2020-21	8.00	27 September 2021	01 November 2028
7	FY2021-22	9.00	08 September 2022	12 October 2029
8	FY2022-23	7.00	27 September 2023	30 October 2030
9	FY2023-24	8.00	25 September 2024	31 October 2031

* The Shareholders whose dividend for FY2017-18 has remained unclaimed and have also not claimed the same for seven consecutive years, the unclaimed dividend along with its underlying shares will be transferred to Investor Education and Protection fund (IEPF) Authority.



ENVIRONMENTAL SUSTAINABILITY

Your Company's goals and objectives of operating sustainably are aligned with Heidelberg Materials. The dual objective is to not only mitigate the climate change impact but also create opportunities towards achieving future carbon neutrality goals through interventions in energy, raw materials, waste management etc.

The Company has been awarded with "SANRAKSHAN" Award in Cement sector for its exemplary contributions to Plastic Waste Management and Sustainability initiatives beyond the compliances. The Company focuses to use Flyash as well as slag in producing PPC and PSC cement respectively. As an alternative raw material, we have used Red mud, thus, reducing limestone consumption, preserving limestone reserves for posterity.

The Company has made significant progress on the energy transition journey by increasing the use of green energy and significantly invested in AFR feeding system to improve TSR by using more than 200 MT MSW per day and big support to ULBs by disposing off legacy waste.

In the mining operations, the Company lays special emphasis on soil management, pollution control, biodiversity conservation, maintaining water balance, and promoting safe mining practices. Post mining, the land is reclaimed through back-filling and afforestation by planting trees like Banyan, Arjun, Golden Bamboo, Pilkhan, Neem, Sheesham, Kadamb, Indian Rosewood etc. Some of the mined areas have been developed into large water reservoirs that have become a boon for the villagers since the harvested rainwater not only recharges the ground water leading to significant improvement in water table of the area but also serves their irrigation needs. As a result of these actions, Patharia limestone mines is consistently getting Five Star Rating from Indian Bureau of Mines (IBM) ever since the concept of Five Star Rating was introduced by IBM.

CSR APPROACH

The Company is committed to make a sustainable impact on the lives of the local communities in the areas where it operates through its commitment to improve education, enhancing rural infrastructure, and providing better healthcare services. By promoting local participation, the Company strengthens its bond with local communities for economic and social development. Our approach is to align our initiatives and efforts with key stakeholders like village institutions, gram panchayats and local bodies of government. During FY25, the Company has spent INR 49.86 million on various CSR activities / projects exceeding the obligations pursuant to Section 135 of the Companies Act, 2013.

The transformation of rural schools in Damoh, Jhansi and Ammasandra in association with the Education Department has always been a top priority. Through this initiative, the basic infrastructure of 11 government schools was upgraded,

benefiting over 6,500 students and 45 teachers. Four new classrooms were built, and extensive repair and renovation work was carried out in some schools while in few others existing classrooms were upgraded into digital classrooms. Scholarships were given to meritorious students to facilitate their higher education. Educational kits and uniforms were also distributed to students.

The Company endeavours to bring a sustainable change in the quality of life of neighbourhood community. As part of this effort, we have encouraged farmers to adopt natural farming practices. In Jhansi, we successfully motivated 100 farmers to transform to natural farming methods.

The Company has partnered with BAIF Institute to support animal husbandry project as a supplementary income source for rural communities, through this initiative facilities i.e., cattle rearing, vaccination, and artificial insemination etc. are being providing for farmers. Through this initiative, 500 families across 10 villages in Damoh have benefited.

We believe in entrepreneurial ability of rural youth and endeavour to make them self-reliant by developing their skills. Quality training that covers various areas of trade is tremendously beneficial. To guarantee this, we have partnered with the expert NGO, which offered various courses to develop skills in many fields i.e., sewing and stitching, computer operations, production of bags and garments, etc. These courses are run on a regular basis, and participants are enrolled for three-months certificate course. These courses are being conducted at our skill development centres known as "Sakshamta Vikas Kendra" in Jhansi and Damoh. During FY25, training was imparted to 300 rural youth.

We organize health check-up camps at regular intervals to meet communities' general and specific needs. Under our healthcare program, our mobile medical van team has regularly organized rural healthcare camps.

The Company persistently helps in advancement of infrastructure surrounding its plants and mines. This includes construction of durable concrete roads, efficient drainage systems, access to clean drinking water, installation of solar lights and high mast lights, establishment of cremation grounds, community centres, health centres, and the development of an herbal park in Damoh, among other initiatives.

The Report on CSR activities in the format prescribed by the Ministry of Corporate Affairs is annexed herewith as 'Annexure - A'.

OCCUPATIONAL HEALTH & SAFETY

Occupational health and safety is a core value of our Company, and safety is at the heart of everything we do. The day at the plants begins with safety gate meetings, where important safety topics are discussed, along with a safety prayer and pledge. We believe that it's the 'smiles that will take us miles'.



Safety conversations and safety zones are used to engage employees and nurture a safety culture in all aspects of operations. Safety zones have been established at all plants, with cross-functional teams in place.

The Heidelberg Materials Group's cardinal norms, guidelines, standards, and legal requirements, along with the stipulations under ISO 45001 - Occupational Health and Safety Management System, are being adhered to at the plants. Employees have received safety induction training, refresher courses, and job-specific training, such as scaffolding safety, working at heights, and working in confined spaces, etc.

All plants ensured the highest safety standards by implementing the following Health and Safety Action Plans in 2024-25:

- Safety interlocked guards
- Process equipment audit
- Safety conversations / Dynamic risk assessments
- Consequence management procedure
- H&S competency Training
- Clean site, safe site
- Digital logistics management

National Safety Week was celebrated from March 4th to 11th, 2025, in a grand manner across all plants to enhance safety awareness. A schedule of twenty-four critical safety hazards relevant to the cement industry was compiled. Each month, a safety theme is chosen, and its key aspects are discussed to emphasize the importance of the activity and foster a safety-conscious culture within the organization. Truck drivers were also trained in defensive driving techniques. Monitoring of the workplace for noise, particulate matter, free silica, and illumination levels is carried out in accordance with regulatory norms. All plants are ISO 45001 certified.

STATUS OF AMMASANDRA PLANT

The Company is in the process of dismantling and disposal of Ropeway and clinker plants, the mine closure process has been initiated, and we are looking for buyers for the surplus land of ~150 acres outside the plant. Initiated land survey by govt authorized surveyor.

AWARDS AND ACCOLADES

The Company continues to pursue excellence in all areas of its operations as evident from the recognition in the form of awards and honours.

- Golden Peacock Occupational Health & Safety Award – 2024, awarded to the Damoh Plant.
- Narsingarh Plant received 5 Star rating for sustainable development, consecutively for 8 years since the inception of the award in 2015-2016, by Indian Bureau of Mines – Ministry of Mines.
- The Company received the CSR Impact National Award 2024 for the Best CSR Project of the Year during the CSR

Connect Summit on 23rd November, 2024 held at New Delhi, organised by EU Media and powered by Force Motors.

- The Company has been awarded with "SANRAKSHAN" Award in Cement sector for our exemplary contributions to Waste Management and sustainability initiatives beyond the compliances.
- Jhansi plant has been awarded by the Bureau of Indian Standards with 'Top Performer in the Industry' during 'Manak Mahotsav-2024' for maintaining best cement quality with zero rejection.
- Received 'Bhamashah Award & Certificate' by the State Tax & Cultural Department for depositing highest tax in Jhansi Division.
- Narsingarh Plant received 5 Star rating award under the category of 'Amrit Kalash Pushkar' category during Mines Environment & Conservation Week organised by Indian Bureau of Mines – Ministry of Mines.
- Bureau of Indian Standards issued 'Licensee with Zero Non-Conformities in last 3 years' to Ammasandra Plant for being one in the industry whose product has not failed the regular BIS testing in the last 3 years.
- 'Excellence in CSR & Sustainability' award was given under the integrated village development category during the 11th Edition of 'National Awards for Excellence in CSR and sustainability' organised by the World Sustainability Congress.
- 'Prithvi Awards 2024' was given for exemplary ESG initiatives by the ESG Research Foundation.

CORPORATE GOVERNANCE

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency, and accountability. The Company believes in creating and nurturing relationships based on trust and transparency with all its stakeholders. The governance framework enjoins the highest standards of ethical and responsible conduct. All Directors and employees consider governance as their personal responsibility and conduct themselves in accordance with the Code of Conduct set out by the organization.

The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") have reinforced the governance regime in India. The Company is compliant with the corporate governance requirements as prescribed under the said Regulations. The Company has also ensured compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India pursuant to Section 118(10) of the Companies Act, 2013.

In terms of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, a Corporate Governance Report pertaining to FY25 forms part of this Annual Report. Pursuant to the provisions of the SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015, a certificate from M/s. Nityanand Singh & Co., a firm of Company Secretaries in Practice, confirming compliance with the conditions of Corporate Governance is also annexed to the Corporate Governance Report.

A certificate furnished by Mr. Joydeep Mukherjee, Managing Director and Mr. Anil Kumar Sharma, Chief Financial Officer in respect of the financial statements of the Company for the financial year ended 31 March 2025 is annexed as 'Annexure-B' to this Report.

Management Discussion and Analysis Report is also given as an addition to this Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report (BRSR), as stipulated under Regulation 34(2)(f) of SEBI Listing Regulations, describing the initiatives taken by the Company from Environment, Social and Governance (ESG) perspective forms part of this Annual Report.

DIRECTORS

Resignation of Non-Executive Director

Ms. Soek Peng Sim (holding DIN: 06958955) resigned from the position of Non-Executive Director of the Company with effect from close of business hours on 28 May 2025. The Board placed on record its appreciation for the valuable guidance and contributions made by Ms. Soek Peng Sim.

Appointment of Non-Executive Director

The Board of Directors in its meeting held on 28 May 2025, upon recommendation by the Nomination and Remuneration Committee (NRC), re-appointed Mr. Vimal Kumar Jain (DIN: 09561918) as Whole-Time Director of the Company, liable to retire by rotation, for a term of three years from 10 June 2025 till 09 June 2028 and appointed Mr. Vimal Kumar Choudhary (DIN:02370072) as an Additional Director in the category of Non-Executive & Non-Independent Director of the Company. The Notice of the postal ballot for taking the shareholders' approval in this regard was approved in the same meeting.

Retirement by rotation

Mr. Roberto Callieri, Non-Executive Director retires by rotation at the ensuing AGM and being eligible has offered himself for reappointment. His brief profile is given in the Notice of AGM. The Board hereby recommends his reappointment.

Declaration of Independent Directors

Ms. Jyoti Narang and Mr. Atul Khosla, Independent Directors on the Board have submitted declarations to the Company that they fulfill the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Board of Directors, based on the declarations received

from the Independent Directors after duly verifying the veracity of such declarations, hereby confirms that the Independent Directors fulfill the conditions of independence specified in the SEBI Listing Regulations and are independent of the management of the Company.

DISCLOSURES UNDER THE COMPANIES ACT, 2013

Number of Board Meetings: During FY25, five Board Meetings were held. The details of the same are given in the Corporate Governance Report.

Composition of Audit Committee: The Audit Committee of the Company as on 31 March 2025 comprised three members namely, Mr. Atul Khosla (Chairman of the Committee), Ms. Jyoti Narang and Ms. Soek Peng Sim. Due to the resignation of Ms. Soek Peng Sim, the Board of Directors in its meeting held on 28 May 2025 re-constituted the composition of the Audit Committee and appointed Mr. Vimal Kumar Choudhary as a member of the Audit Committee w.e.f. 28 May 2025.

Board Evaluation: In accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance, that of the directors individually and that of all the Committees constituted by it, namely, the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Risk Management Committee. The manner in which the performance evaluation has been carried out has been explained in the Corporate Governance Report.

Policy for appointment and remuneration of directors: The Board has on the recommendation of the Nomination and Remuneration Committee, formulated a Nomination and Remuneration Policy. The policy inter alia lays down the criteria for determining qualifications, attributes and independence of potential candidates for appointment as directors and determining their remuneration. The salient features of the Policy have been provided in Corporate Governance Report. The said Policy has been posted on website of the Company and the weblink to access the said policy is as follows:

https://www.mycemco.com/sites/default/files/PDF/Policies/Nomination_and_Remuneration_Policy.pdf

The Board has also adopted a 'Board Diversity Policy' which requires the Board to ensure appropriate balance of skills, experience and diversity of perspectives in its own composition.

Annual Return: The Annual Return of the Company for FY24 already filed with the Ministry of Corporate Affairs (MCA) as well as the draft Annual Return for FY25 (which will be filed with MCA after the ensuing AGM) are available on the website of the Company and the weblink to access the same is as follows:

<https://www.mycemco.com/financial-results>



After the filing of Annual Return for FY25 with MCA, the aforesaid draft version of the Return will be replaced with the final version.

Key Managerial Personnel: Details of Key Managerial Personnel of the Company are given below:

- Mr. Joydeep Mukherjee, Managing Director;
- Mr. Vimal Kumar Jain, Whole-time Director;
- Mr. Anil Kumar Sharma, Chief Financial Officer; and
- Mr. Ravi Arora, Vice President- Corporate Affairs & Company Secretary.

LOANS, GUARANTEES, SECURITY, AND INVESTMENTS

During FY25, the Company has acquired 63,77,800 equity shares of Continuum MP Windfarm Development Private Limited (CMWDPL) constituting 3.51% of the fully diluted paid-up equity share capital of CMWDPL for the purpose of procuring overall 13.5 Megawatt hours per annum of hybrid (solar+wind) for Damoh plants on group captive basis.

The Company has not given any loan, guarantee or security pursuant to the provisions of Section 186 of the Companies Act, 2013.

The details of Outstanding Loans and Investments made by the Company as on 31 March 2025 are given in Notes to the financial statements.

General: The Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions with respect to these items during FY25:

- Details relating to deposits covered under Chapter V of the Companies Act, 2013.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of stock options or sweat equity shares.
- No significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status & the Company's operations in future.
- Neither any application was made, nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016.
- Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking loans from the Banks or Financial Institution along with the reasons thereof: - The Company has not defaulted in the repayment of loans to the Banks or Financial Institutions. Accordingly, disclosure relating to one-time settlement with the Banks or Financial Institutions is not applicable

INTERNAL FINANCIAL CONTROLS

The Company has in place relevant internal controls, policies, and procedures to ensure orderly and efficient conduct of its

business. Standard Operating Procedures (SOPs) and Risk Control Matrix (RCM) have been designed for critical processes across all operations. The internal financial controls are tested for operating effectiveness through management's ongoing monitoring and review processes, and independently by the internal auditors. In our view the internal financial controls are adequate and are operating effectively.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them and based on the assessment of the management, the Board of Directors makes the following statements in terms of Section 134 of the Companies Act, 2013:

- that in the preparation of the annual accounts for the financial year ended 31 March 2025 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2025 and of the profit of the Company for the financial year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the financial statements for the financial year ended 31 March 2025 have been prepared on a 'going concern' basis;
- that proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All transactions entered between the Company and its related parties during the financial year ended 31 March 2025 were in the ordinary course of business and on an arm's length basis. The particulars of such transactions have been disclosed in notes to the financial statements for FY25. During the year under review, the Company has not entered in any related party transaction exceeding the threshold limit provided under the Companies Act, 2013 / Rules made thereunder and SEBI Listing Regulations. Omnibus approvals are obtained for the transactions which are foreseeable and are repetitive in nature. A statement of all the related party transactions is placed before the Audit Committee on a quarterly basis, specifying the nature and value of the transactions.



The Company has in place a Policy on Related Party Transactions and a framework for the purpose of assessing the basis of determining the arm's length price of relevant transactions. The said policy and the framework are reviewed by the Audit Committee and the Board of Directors from time to time. The same has been posted on the Company's website. The web-link to access the said policy & framework is as follows:

https://www.mycemco.com/sites/default/files/PDF/Policies/Related_Party_Transaction_Policy.pdf

The Company does not have any material related party transaction during the year therefore the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable for FY25 and does not form part of this report.

RISK MANAGEMENT

The Board of Directors of the Company has constituted a Risk Management Committee for reviewing and monitoring the risk management plan of the Company and ensuring its effectiveness. The business risks have been classified under the broad heads - strategic, operational, financial, and legal & compliance risks. The Company's Risk Management Policy lays down a bottom-up process comprising risk identification, analysis and evaluation, treatment and controlling. The Chief Risk Officer and the Risk owners identify and analyse risks in their area of operations. The risks faced by the Company, their impact and the mitigation measures are categorised as high, medium and low risks which are then reviewed by the Senior Management and the critical ones are placed before the Risk Management Committee/Board of Directors for review.

The Board provides oversight and reviews the Risk Management Policy. The Board along with Risk Management Committee is responsible for framing, implementing and monitoring the risk management plan of the Company. During the year under review, Internal auditors had also tested the Risk & Control Matrices for various processes as a part of Internal financial control framework.

The details of the functioning of the Risk Management Committee and frequency of its meetings are provided in Report on Corporate Governance forming part of this Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism / whistle blower policy to deal with the instances of unethical behaviour, fraud, conflict of interest, mismanagement, and violation of the Code of Conduct. During FY25, no complaint was received under the Vigil Mechanism. The details of the vigil mechanism are given in the Corporate Governance Report and a copy of the same has been posted on the Company's website. The weblink to access the same is as follows:

https://www.mycemco.com/sites/default/files/PDF/Policies/W.e.f.19.10.2021_HCIL_Whistle_Blower_Policy_English.pdf

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE

The Company is compliant with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which aims to protect women at workplace against any form of sexual harassment and prompt redressal of any complaint. During Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been provided in the Report on Corporate Governance as well.

Status of complaints as on 31 March 2025:

S.no	Particulars	No. of Complaints
1.	Number of complaints of sexual harassment received in the year	0
2.	Number of complaints disposed off during the year	0
3.	Number of cases pending for more than ninety days	0

STATEMENT ON COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company is committed to upholding the rights and welfare of all employees in accordance with applicable labour laws and statutory regulations. The Company fully complies with the provisions of the Maternity Benefit Act, 1961, as amended, across all its locations in India. All eligible women employees are entitled to maternity benefits, as prescribed under the Act. In addition, Company has taken proactive steps to promote a supportive and inclusive work environment for expecting and new mothers by ensuring timely disbursement of maternity benefits and providing safe and hygienic workplaces.

AUDITORS

In accordance with the provisions of Section 139(1) of the Companies Act, 2013 the members at the 63rd Annual General Meeting (AGM) of the Company held on 08 September 2022 had reappointed M/s. S.N. Dhawan & Co. LLP, Chartered Accountants, as statutory auditors of the Company for second term to hold office up to the conclusion of the 68th AGM i.e., for conducting statutory audits commencing from FY23 until FY27.

The observations of the Auditors in their report on Financial Statements read with the relevant notes are self-explanatory. The Independent Auditors' Report does not contain any qualification, reservation or adverse remarks. Further, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Companies Act, 2013.



COST AUDIT

The Company is maintaining cost records in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder. The Cost Audit for FY24 was conducted by M/s. R.J. Goel & Co., Cost Accountants, Delhi. The Cost Audit Report was duly filed with the Ministry of Corporate Affairs, Government of India. The Audit of the cost accounts of the Company for FY25 is also being conducted by the said firm and the Report will be filed within the stipulated time.

In accordance with Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors has on the recommendation of the Audit Committee, appointed M/s. R. J. Goel & Co., Cost Accountants as Cost Auditor of the Company for FY25 on a remuneration of INR 2,75,000. Pursuant to Section 148(3) of the Companies Act, 2013, a resolution seeking Members' ratification for the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants for FY26 is included in the Notice convening the AGM. The Board recommends the aforesaid resolution for approval of the members.

SECRETARIAL AUDIT

The Board had appointed M/s. Nityanand Singh & Co., a firm of Company Secretaries in Practice as Secretarial Auditor for carrying out secretarial audit of the Company for the financial year ended 31 March 2025 in accordance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Report of the Secretarial Auditor is annexed herewith as '**Annexure-C**'. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remarks.

Secretarial Compliance Report: Under Regulation 24A of SEBI Listing Regulations it is mandatory for listed companies to annually submit a Secretarial Compliance Report to stock exchanges. M/s. Nityanand Singh & Co. has furnished Secretarial Compliance Report for FY25. The said Report does not contain any qualification, reservation, or adverse remarks. The said Report has been filed with Stock Exchanges and has also been placed on website of the Company. The web link to access the same is as under:

https://www.mycemco.com/sites/default/files/PDF/Secretarial_Compliance_Report/Annual%20Secretarial%20Compliance%20Report_2024_2025.pdf

PARTICULARS OF EMPLOYEES

The particulars of employees required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed as '**Annexure-D**'. In accordance with the provisions of Section 136 of the Act, the Board's Report and the financial statements for the financial year ended 31 March 2025 are being sent to the members and others entitled thereto, excluding the details to be furnished under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014. However, the information required under aforesaid Rule 5(2) is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the ensuing Annual General Meeting. If any member desires to have a copy of the same, he may write to the Company Secretary in this regard.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014, form part of this Report and are annexed as '**Annexure-E**'.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of your Company during the year.

DISCLOSURE UNDER SECRETARIAL STANDARDS

The Directors state that the Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India. The details with respect to the composition, terms of reference, number of meetings held, etc. of the statutory committees of the Board of Directors are included in the Report on Corporate Governance, which is forming part of this Annual Report.

DISCLOSURE OF LOAN TAKEN FROM DIRECTORS

The Company has not taken any loan from the Directors of the Company.

HOLDING, SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review, none of the Company become the Subsidiaries / Associates and Joint Venture of the Company. Therefore AOC-1 does not form part of this report.

ACKNOWLEDGEMENTS

Your Directors are thankful to all stakeholders including Customers, Bankers, Suppliers, Dealers, and Contractors for their continued assistance, co-operation, and support. The Directors wish to place on record their sincere appreciation to all employees for their commitment and continued contribution to the Company. The Directors are grateful for the confidence, faith and trust reposed by the shareholders in the Company. We are thankful to various agencies of the Central and State Government(s) for their continued support and co-operation.

For and on behalf of the Board

Place: Gurugram
Date: 28 May 2025

Jyoti Narang
Chairperson



ANNEXURE - A OF THE BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

- 1 Brief outline of CSR policy of the Company.

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, the Board of Directors of the Company has on recommendation of the CSR Committee approved a CSR Policy.

Brief outline of the said Policy is given below:

- The overall objective of the CSR Policy of the Company is to promote sustainable development of the local communities with set targets and timeframes. The Policy focuses on mitigating the adversities faced by the communities and guiding them towards helping themselves.
- The Company takes up CSR activities in key sectors including but not limited to healthcare, education, rural infrastructure development and environment, giving maximum freedom to the local communities and employees to evolve meaningful initiatives.
- The Company believes that supporting the development efforts of local community addresses the felt needs of the community and in return leads to greater ownership and involvement in maintaining the assets created.
- CSR initiatives are implemented through the Company's own employees. However, if required, the Company may also deploy appropriate agencies based on their proven credentials in the area of rural development to supplement its efforts.
- The CSR projects are implemented through committees comprising local Company officials at Damoh (covering Patharia, Narsingarh and Imlai), Jhansi and Ammasandra. The committees are chaired by the Plant Heads and have key officials representing Human Resources, Welfare and Administration functions at the local level as members.
- Proposals sent by the Implementation Committees are vetted by a committee at the Registered Office together with the financial allocation and thereafter, the same are placed before the CSR Committee and the Board of Directors for consideration and approval.

The Policy is placed on the Company's website and the web link to access the same is:

https://www.mycemco.com/sites/default/files/PDF/Policies/CSR_Policy.pdf

- 2 Composition of CSR Committee and details of meetings attended by members during FY25:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Jyoti Narang	Chairperson & Independent Director	2	2
2	Mr. Vimal Kumar Jain	Member & Whole time Director	2	2
3	Mr. Joydeep Mukherjee	Member & Managing Director	2	2
4	Mr. Atul Khosla	Member & Independent Director	2	2

- 3 Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

The web-link to access composition of CSR Committee, CSR Policy and CSR projects as approved by the Board are as under:

Composition of CSR Committee:-

https://www.mycemco.com/sites/default/files/PDF/Board_of_Directors/List_of_Directors_and_Members_of_Committees.pdf

CSR Policy:-

https://www.mycemco.com/sites/default/files/PDF/Policies/CSR_Policy.pdf

CSR Projects-

https://www.mycemco.com/sites/default/files/PDF/CSR_Reports/csr-report-2024-2025.pdf



- 4 Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable. Not Applicable
- 5 Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any. INR 13.6 Million
- 6 Average net profit of the Company as per section 135(5) i.e., for last three financial years (FY2021-22, FY2022-23 and FY2023-24). INR 2325.7 Million
- 7 (a) Two percent of average net profit of the company as per section 135(5) INR 46.5 Million
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years Not Applicable
- (c) Amount required to be set off for the financial year, if any -
- (d) Total CSR obligation for the financial year (7a+7b-7c). INR 46.5 Million
- 8 (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (INR in Million)		Amount Unspent (INR in Million)				
		Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
		Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
46.5	-	-	-	-	-	-

b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project (INR in Million).	Amount spent in the current Year (INR in Million)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (INR in Million)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
				State District						Name CSR Registration number
NOT APPLICABLE										



(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (INR in Million)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Expenditure towards outside students studying in our schools coming from nearby villages	II	Yes	Madhya Pradesh and Karnataka	Damoh and Tumkur	8.58	Yes	-	-
2.	Scholarship to students and distribution of educational kits	II	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	1.21	Yes	-	-
3.	Providing support for improving Government Schools' infrastructure such as desks & benches etc. & developing infrastructure such as construction of rooms, boundary walls, toilets, develop digital classroom & water facility, etc.	II	Yes	Madhya Pradesh and Karnataka	Damoh and Jhansi and Tumkur	8.70	Yes	-	-
4.	Organizing Health checkup camps including deployment of mobile vans and provision of medicines.	I	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	0.82	Yes	-	-
5.	Healthcare facilities improvement in Govt. Hospitals	I	Yes	Madhya Pradesh	Damoh	6.93	Yes	-	-



6. Operation of Sakshamta Vikas Kendras	II	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	1.90	Yes	-	-
7. Skill Development Trainings	II	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	1.92	No	Parivar Society	CSR00036516
8. Support to villagers in cattle breed improvement & upgradation of Veterinary Hospital.	IV	Yes	Madhya Pradesh	Damoh	1.0	No	BAIF Development Research Foundation	CSR00000259
9. Developing infrastructure like construction of roads, cremation sheds, community centers, street solar lights etc.	X	Yes	Madhya Pradesh and Karnataka	Damoh Jhansi and Tumkur	17.03	Yes	-	-
10. Providing Drinking Water facilities.	X	Yes	Madhya Pradesh and Karnataka	Damoh Jhansi and Tumkur	1.77	Yes	-	-
Total					49.86			



(d) Amount spent in Administrative Overheads	Nil
(e) Amount spent on Impact Assessment, if applicable	Not Applicable
(f) Total amount spent for the Financial Year (8b+8c+8d+8e) (INR in million)	49.9

(g) Excess amount for set off, if any:

Sr. No.	Particulars	Amount (INR in Million)
(i)	Two percent of average net profit of the company as per section 135(5)	46.5
(ii)	Total amount spent for the Financial Year	49.9
(iii)	Excess amount spent for the financial year [(ii)-(i)]	3.4
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	3.4*

*In addition to the excess spending of INR 3.4 million during FY25, the Company also has carried forward amount of excess spending of INR 3.5 million in respect of FY23 and INR 4.9 million in respect of FY 24. Thus, the aggregate amount available for setoff during FY26 is INR 11.8 million

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (INR in Million)	Amount spent in the reporting Financial Year (INR in Million)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (INR in Million)
				Name of the Fund	Amount (INR in Million)	Date of transfer	
-	-	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (INR in Million)	Amount spent on the project in the reporting Financial Year (INR in Million)	Cumulative amount spent at the end of reporting Financial Year (INR in Million)	Status of the project - Completed / Ongoing
-	-	-	-	-	-	-	-	-

10	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details):	Nil
(a)	Date of creation or acquisition of the capital asset(s).	Not applicable
(b)	Amount of CSR spent for creation or acquisition of capital asset.	Not applicable
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not applicable
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not applicable
11	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).	Not Applicable

Date: 28 May 2025

Joydeep Mukherjee
Managing Director
Place: Gurugram

Jyoti Narang
Chairperson – CSR Committee
Place: Gurugram



ANNEXURE - B OF THE BOARD'S REPORT

The Board of Directors
HeidelbergCement India Limited

Dear Sirs/Madam,

Sub.: Managing Director & CFO's Certification

1. We have reviewed the financial statements and the cash flow statement of the Company for the financial year ended 31 March 2025 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31 March 2025 which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there were no significant changes in internal control over financial reporting during the financial year ended 31 March 2025;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) there are no instances of fraud of which we have become aware.

Place: Gurugram
Date: 28 May 2025

Joydeep Mukherjee
Managing Director

Anil Kumar Sharma
Chief Financial Officer



ANNEXURE - C TO THE BOARD'S REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of HeidelbergCement India Limited.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HeidelbergCement India Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit for the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2025, in accordance to the provisions of:

- I. The Companies Act, 2013 ("the Act") and the Rules made thereunder to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations as amended from time to time and Bye-laws framed thereunder;
- IV. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The Memorandum and Articles of Association of the Company;
- VI. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the review period);
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
 - e. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - f. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the review period);
 - h. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the review period);
 - i. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company during the review period);
 - j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during the review period)
- VII. Other Laws to the extent applicable as identified by the management of the Company that is to say :-
 - The Employees' Provident Fund & Miscellaneous Provisions Act, 1952.
 - The Employees State Insurance Act, 1948.
 - The Payment of Gratuity Act, 1972.
 - The Payment of Bonus Act, 1965.
 - The Employees' State Insurance Act, 1948.
 - Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013.
 - Miscellaneous Acts:
 - a) The Water (Prevention & Control of Pollution) Act, 1974.
 - b) The Air (Prevention & Control of Pollution) Act, 1981.
 - c) The Environment (Protection) Act, 1986.



- d) The Factories Act, 1948.
- e) The Contract Labour (Regulation and Abolition) Act, 1970.
- f) The Industrial Disputes Act, 1947.
- g) The Industrial Employment (Standing Orders) Act, 1946.
- h) The Apprentices Act, 1961.
- i) The Explosives Act, 1884.
- j) The Electricity Act, 2003.
- k) The Mines Act, 1952.
- l) The Equal Remuneration Act, 1976.
- m) The Maternity Benefit Act, 1961.
- n) The Employees' Compensation Act, 1923.
- o) The Boilers Act, 1923.
- p) The Petroleum Act, 1934.
- q) The Bureau of Indian Standards Act, 1986.
- r) The Legal Metrology Act, 2011.
- s) Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2016.
- t) Acts and Laws relating to carrying out Mining Activities.

VIII. Management has represented and confirmed the applicability and compliance of all laws as being specifically applicable to the company, relating to Labour/ Pollution/Environment/Production process etc, apart from other general laws.

We have also examined compliance with the applicable clauses of the

- i. Mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.
- ii. Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including an Independent Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act/Regulation.

During the period under review, the Company had declared a dividend of INR 8 per Equity Share of INR 10 each fully paid up (i.e., 80% of the face value) for the Financial Year 2023-24 at 65th AGM of the Company amounting to INR 1812.9 million. An adequate notice was given to all the Directors or the members of the respective Committees to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent in compliance with the

provision of the Act & SS-1, at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. During the period, majority decisions in the Board and Committee meetings were carried out unanimously as recorded in the minutes of the respective meetings while the dissenting members' views, if any are captured and recorded as part of the minutes.

We further report that, based on review of compliance mechanism established by the Company and on the basis of compliance certificates issued by the Company's Executives and taken on record by the Board of Directors / Audit Committee at their respective meetings, there are adequate systems and processes in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that there has been no instance of following during the audit period:

- Public/ Rights/ Preferential issue of shares/ Debentures/ Sweat equity.
- Buy-Back of securities.
- Major Decision taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- Merger/ Amalgamation/ Reconstruction etc.
- Foreign Technical Collaborations.

**For Nityanand Singh & Co.,
Company Secretaries**

**Nityanand Singh (Prop.)
FCS No.: 2668/ CP No.: 2388
UDIN: F002668G000464734
Peer Review Certificate: 1188/2021**

**Place: New Delhi
Date: 28 May 2025**

Note:

This report is to be read with our letter of even date which is annexed as Annexure –1 and forms an integral part of this report.



To,

The Members of **Heidelberg Cement India Limited**

ANNEXURE – 1

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Nityanand Singh & Co.,
Company Secretaries**

**Place: New Delhi
Date: 28 May 2025**

**Nityanand Singh (Prop.)
FCS No.: 2668/ CP No.: 2388
UDIN: F002668G000464734
Peer Review Certificate: 1188/2021**



ANNEXURE - D TO THE BOARDS' REPORT

Disclosure pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ended 31st March 2025

Sr. No.	Disclosure requirement	Particulars
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for Fy25:	The ratio of the remuneration of Whole-time Director to the remuneration of median employee is 27.80:1
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in Fy25:	<p>The Non-Executive Directors of the Company including Independent Directors (IDs) are not paid any remuneration. IDs are paid only sitting fee for attending the meetings of the Board and its Committees. The details of sitting fee paid to IDs are mentioned in Corporate Governance Report.</p> <p>Increase in remuneration of Whole-time Director, Chief Financial Officer and Company Secretary w.e.f. 01 January 2025 on Cost- to-Company (CTC) basis is given below:</p> <p>Mr. Vimal Kumar Jain, Whole-time Director = 6%</p> <p>Mr. Anil Kumar Sharma, Chief Financial Officer = 6.5%</p> <p>Mr. Ravi Arora, Vice President- Corporate Affairs & Company Secretary = 3.25% w.e.f. 18 June 2024.</p>
3	The percentage increase in the median remuneration of employees in Fy25:	6.5% (Only Staff Appraisal till 31st March 25)
4	The number of permanent employees on the rolls of Company as on 31 st March 2025:	970 FTEs (Staff and Wage board)
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<p>Average increase in salaries of employees (other than managerial personnel) on CTC basis was 6.94%.</p> <p>Increase in managerial remuneration on CTC basis was 5.91%.</p>
6	Affirmation that the remuneration is as per the remuneration policy of the company.	It is hereby affirmed that remuneration has been paid as per the Nomination and Remuneration Policy of the Company, which is available on the website of the Company.



ANNEXURE - E TO THE BOARD'S REPORT

Particulars of Energy Conservation, Technology Absorption, and Foreign Exchange Earnings and Outgo as required under the Companies (Accounts) Rules, 2014

A. Conservation of Energy

- (i) Energy conservation measures taken during the financial year ended 31 March 2025:
Reduction in specific power consumption was achieved through the following initiatives:
- Process Optimization: Upgradation of Narsingarh Kiln-3 led to increased production capacity, reduced clinker temperature, and lower specific heat consumption.
 - Waste Heat Recovery System (WHRS): Power supply was optimized to enhance energy efficiency.
 - Detuned Capacitors: Installation resulted in significant annual savings and improved WHRS generation.
 - Ball Mill Modification: Shortening of Jhansi's Ball Mill first chamber increased output and reduced specific power consumption.
 - Variable Frequency Drives: Installation of VFDs and VVFDs across various equipment contributed to energy savings.
 - Efficient Motor Installation: Implemented in the roller press bucket elevator system to improve performance.
 - Energy-Efficient Replacements: Old luminaries, air conditioners, and fans were replaced with LED lights, energy-efficient ACs, and BLDC fans.
 - Advanced Monitoring Systems: Px-Trend, mill expert system, and remote operation tools were successfully deployed to analyze real-time and historical process data, resulting in higher production and improved quality.
- (ii) Conservation of fossil fuel, increase in alternate fuels (AF), other initiatives
- AFR Storage Expansion: Extended AFR storage facility at Narsingarh to improve handling and increase the Thermal Substitution Rate (TSR).
 - AF Feeding System Optimization: Modified and optimized to enhance TSR.
 - Improved CO₂ Footprint: Increase in AFR thermal substitution rate contributed to better environmental performance.
- (iii) Capital investment in Fossil Fuel conservation:
The Company has invested ~ INR 149 million till date towards building up of Alternate Fuel shed extension for AFR storage and handling at Narsingarh.

B. Technology Absorption

- (i) Efforts made towards Technology Absorption:
- AI-Based Bag Counting System: Implemented at the packing plant to enhance accuracy and operational efficiency.
 - Wagon Loading Enhancements: Installation of additional two wagon loading machines and extension of span length enabled faster cement rake loading, increased throughput, and reduced demurrage costs.
 - Energy Monitoring System: Deployed for real-time tracking and better management of energy consumption.
 - AI-Based Surveillance Cameras: Installed at critical locations to automatically detect abnormal conditions, thereby improving safety and security.
 - Adoption of Global Best Practices: Integrated Heidelberg Materials Group's methodologies under the "World of Knowledge" initiative, leveraging global expertise for operational excellence.
- (ii) Benefits derived like product improvement, cost reduction, product development or import substitution:
- Optimized WHRS Power Generation: Enhanced efficiency of power generation from the Waste Heat Recovery System.
 - Reduced Power Cost: Achieved through increased use of renewable energy sources and procurement via IEX.
 - Line 3 Upgradation at Narsingarh: Resulted in higher production capacity, lower clinker temperature, and reduced specific heat consumption.
 - Solar Power Utilization: Maximized use of solar energy through Power Purchase Agreements, leading to reduced electricity costs.
 - Chemical Gypsum Utilization: Delivered cost benefits by substituting imported materials with locally available alternatives.
- (iii) Information regarding technology imported during last 3 years: Nil
- (iv) The expenditure incurred on Research and Development: Nil

C. Foreign Exchange Earnings & Outgo

Total foreign exchange used and earned:

(INR in Million)

	FY25	FY24
Foreign Exchange used:		
- Imports	42.8	72.1
- Expenditure	376.4	386.3
Total	419.2	458.4
Foreign Exchange Earning:	4.8	3.0



MANAGEMENT DISCUSSION AND ANALYSIS

Global & Indian Economy at a glance

Particulars	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025 Est.	2026 Est.
A. World Output / Real GDP (Annual percent change)											
World	3.26	3.84	3.65	2.95	-2.67	6.61	3.65	3.49	3.29	2.79	2.96
- Advanced Economies	1.83	2.59	2.28	1.87	-3.96	5.99	2.95	1.74	1.80	1.38	1.51
- Emerging Market & Developing Economies	4.38	4.80	4.67	3.74	-1.74	7.04	4.13	4.69	4.28	3.70	3.89
India	8.26	6.80	6.45	3.87	-5.78	9.69	7.61	9.19	6.46	6.20	6.27
B. Inflation: Consumer Prices (Annual Percent change)											
World	2.67	3.23	3.63	3.50	3.25	4.65	8.61	6.63	5.67	4.29	3.65
- Advanced Economies	0.75	1.71	1.96	1.40	0.68	3.10	7.31	4.63	2.62	2.47	2.15
- Emerging Market & Developing Economies	4.25	4.42	4.89	5.09	5.15	5.77	9.54	8.02	7.74	5.49	4.61
India	4.53	3.59	3.41	4.77	6.17	5.51	6.65	5.36	4.67	4.24	4.09
C. Current Account Balances (Percent of GDP)											
- Advanced Economies	0.82	0.99	0.79	0.71	0.23	0.76	-0.47	0.04	0.16	-0.11	0.08
- Emerging Market and Developing Economies	-0.33	-0.03	-0.10	0.05	0.50	0.95	1.62	0.68	0.91	0.27	0.08
India	-0.63	-1.84	-2.12	-0.87	0.90	-1.22	-2.00	-0.72	-0.79	-0.95	-1.41
D. World Trade Volume (Annual percent change)	2.26	5.46	3.98	1.16	-8.44	10.89	5.74	0.95	3.75	1.66	2.45
E. Commodity Prices (Annual percent change)											
- Oil (Base =100 2016)	100	35.97	-16.38	-45.50	63.56	62.68	-36.38	-3.25	-28.30	-10.55	35.97
- Non-fuel (Primary Commodities) (Base =100 2016)	100	1.37	0.73	7.11	30.92	11.55	-8.96	5.52	6.79	0.35	1.37

Source: International Monetary Fund, World Economic Outlook Database, April 2025.

A. Global Economy

The Global Economic growth rate has shrunk from the earlier projection of 3.1% to less than 3% largely due to continuation of war in the middle east Asia and eastern Europe, economic downturn of countries having mid-size population, and uncertainty in global trade policies. In the initial part of the year there were signs of revival however, the geopolitical events in the later half and the ongoing tariff tussle between large economies has reduced the global sentiments.

The US Debt as percentage of GDP is reportedly ~122% and 124% for 2025 and 2026 respectively, a situation where debt servicing itself requires taking more debt dragging the nation into debt trap. Recent history has shown how some developed economies failed due to debt trap in the first decade of this millennia. Since US Dollar is the preferred currency for worldwide trade, a recession in US may

depreciate dollar, impacting nations whose currencies are pegged to it – notably China and oil producing nations – where the losses in exports would be huge. The present US government is aiming at higher tariffs on imports rather than higher taxes on the citizens to avoid dollar depreciation. The alternative international currency model (proposed by BRICS) is not lucrative enough for the world to accept and a strong rebuttal coming from US and Europe. Therefore, the only achievable choice for economies is to become a self-sufficient, self-reliant economies with limited imports.

Presently, the Emerging and Developing Asia holds the fort with highest growth predicted in 2025 and 2026 coupled with lowest inflation rate. However, this scenario can change after the recent events in Kashmir culminating into a decisive action from India on Pakistan.



World Area	GDP Projections (%)		Inflation Projections (%)	
	2025 e	2026 e	2025 e	2026 e
Emerging and Developing Asia	4.54	4.60	1.71	1.98
European Union	1.16	1.48	2.37	2.12
G – 7	1.23	1.38	2.58	2.20
Latin America and Caribbean	2.01	2.39	7.21	4.81
Middle East and Central Asia	2.96	3.54	11.14	9.89
Sub – Saharan Africa	3.82	4.19	13.34	12.94

Source: World Economic Outlook; Apr 2025

These are testing times, and one hopes that the nations become responsible towards each other's needs while bringing in internal reforms, debt restructuring, structural balances, systemic changes, self-sufficiency, and better domestic policies to bring economic stability.

B. Indian Economy

International forecasts for India's real GDP growth rate are 6.2% for 2025 and 6.7% for 2026. Consumer price inflation is expected to fall from 4.6% in 2024 to 4.24% and 4.09% in 2025 and 2026 respectively. The RBI estimates real GDP growth at 6.5% for FY 26. The key areas of development in the budget FY 26 are focused on youth, farmers, women, and the poor.

Although, the global economic outlook may disturb India's economic growth, the bilateral trade agreements talks between India and US are a positive sign. The internal driving factors of India growth are namely consumption and investment that will remain strong. Given the focus of the government in the farm sector and the forecast of an above normal monsoon for 2025, the farming sector incomes will also rise while keeping the food prices under check. The rise in farm incomes boosts housing construction demand in the rural and small towns. The Union Cabinet has approved the proposal for "Implementation of the Pradhan Mantri Awaas Yojana- Gramin (PMAY-G) during FY 2024-25 to 2028-29" for construction of additional 2 crore rural

houses with an outlay of Rs. 3.06 lakh crores and the work is going on in full steam.

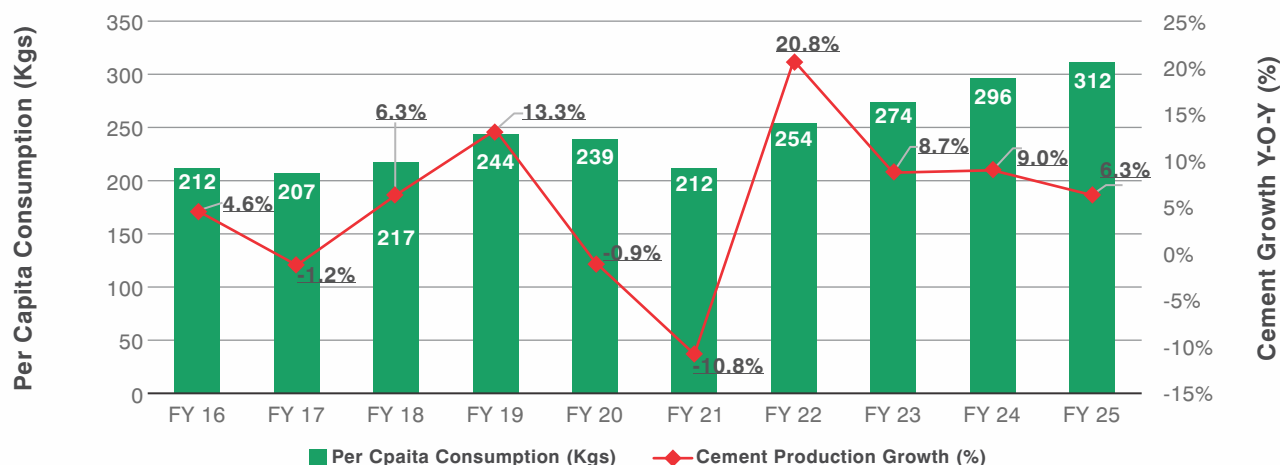
Year-on-year CPI inflation is moderating to 3.34% in March 2025. Stability in food prices with predictions for a good monsoon, softening interest rates bode good for the economy. Global uncertainties and weather disturbances, however, pose risks to the inflation outlook. Even though IMF has projected a somewhat lower real GDP growth of 6.27% compared with RBI forecast of 6.5% in 2026, India is still the fastest growing economy.

C. Indian Cement Industry

C.1. Capacity and Demand

Installed cement capacity in India in FY 25 was around 660 Mn T and the demand / production was around 453 Mn T yielding a capacity utilization of 69%. The demand growth is in the region of 6.3% in FY25. Per capita consumption of cement is steadily increasing but is nowhere near the world average of 550 kgs, indicating a huge opportunity for infrastructure growth in coming years.

Cement Production vs Per Capita Cement Consumption



Source: Office of the Economic Advisor of India and Internal Research



C.2. Input Costs

Fuel prices were stable compared to last year with minor fluctuations and price uncertainties and other raw materials were all secured locally except for imported gypsum wherein price was stable with consistent supply throughout the year. Despite several challenges, we haven't left any stone unturned in positioning well to drive stiff competition. Taking advantage of softening of international Petcoke prices mid 2024, we renegotiated with local refineries, supplier rotation, maximizing discounts, we were able to reduce the price by 16%.

(We have ensured sourcing of secondary cementitious materials as per requirement with optimum costs and the nearest sources.)

Spares & Consumables, repair costs have gone up due to higher input costs and longer planned shutdown. We are mitigating this risk by identifying new suppliers, contractors, online bidding, developing alternatives for OEMs, inhouse works that is helping us to contain cost and timely arranging and handling of shutdowns. On successful implementation of SAP Ariba that has transformed traditional procurement to digital sourcing, automation has gone up from mere 4% in 2024 to 33% in March'25 from catalogue buying thus reducing repeat orders, minimum inventory, sourcing as & when required.

C.3. Opportunities and Outlook

- **Housing & Real Estate:** Estimated housing shortage in the year 2030 is around 31 million dwelling units. As the housing price growth is expected to moderate in FY 26, demand for new houses will rise.
- Amongst the various schemes announced by Govt in FY 26 budget, the notable ones are:
- **Support to states for Infrastructure:** A scheme of granting interest free loan to states from an outlay of TNR 1.5 for capital expenditure and incentivizing reforms.
- **Urban Challenge Fund:** A fund with a corpus of TNR 1 for implementing proposals – Creative Redevelopment, Cities as Growth Hubs, and Water and Sanitation.
- **Power Sector Reforms:** Incentivizing distribution reforms and augmentation of intra-state transmission.
- **Asset Monetization:** Ploughing back the revenue from the monetization of unused and underutilized assets into infrastructure enhancement. Aimed at releasing TNR 10 between 2025 – 30, it is expected to strengthen economic growth, create jobs and attract private investment.
- **The SWAMIH Investment Fund (Special Window for Affordable and Mid-Income**

Housing): The fund has garnered BNR 155 for development of stalled, brownfield, RERA registered residential developments in the affordable housing / mid-income category.

- **Industrial Development:** The Company foresees no let-up in cement demand in the construction sector resulting from capital spending from individual homeowners. Work in debottlenecking and procuring cheaper sources of power is in progress.

C.4. Threats

Although the wars in the Middle East Asia and Eastern Europe are showing signs of abatement however, with the recent terror incidents in northern India perpetrated from a neighbouring country can impact the economic growth engines. Likelihood of inflation, higher spending on defence, lower investor sentiments, and muted capital expenditures can lower the cement demand growth rate in the short term.

D. Company Review-Operational and Financial Performance

A snapshot of the Company's financial performance for FY25 compared with FY24 is as under:

(INR in million)		
Particulars	FY25	FY24
Revenue (Net of GST)	21,488.8	23,657.8
Power & Fuel Cost	5,594.4	6,697.2
Freight and forwarding expenses	3,279.7	3,500.2
EBITDA (including other income)	2,848.9	3,712.4
EBIT	1,751.0	2,615.7
Finance Cost	292.9	347.6
Net Profit after Tax	1,067.5	1,677.5
Earnings Per Share (EPS) – INR	4.7	7.4
Book Value Per Share – INR	61.6	64.9

Snapshot of some of the key financial ratios are given below:

Particulars	FY25	FY24	Change
Debtors Turnover (Days)	7.48	5.21	43.59%
Inventory Turnover (Days)	7.87	8.03	-2.04%
Interest Coverage Ratio	31.00	26.06	18.97%
Current Ratio	1.09	1.26	-13.41%
Debt Equity Ratio	0.05	0.09	-45.36%
Operating Profit Margin (%)	11.19	13.43	-2.2%
Net Profit Margin (%)	4.99	7.11	-2.1%
Return on Net Worth (%)	7.45	11.45	-4.0%

The primary reason for change in the above-mentioned ratios is decrease in volume and margins.



Digitization initiatives:

Company undertook the following process improvements in FY25:

Project	Benefits
Price Portal Application	<p>The "Price Portal" tool is designed to enhance our price management operations, offering several key benefits:</p> <ul style="list-style-type: none">• Ensures seamless and immediate updation of Price transmission of price updates from the platform to the SAP system, maintaining data integrity and operational accuracy."• Automation of price management data entry enhanced operational efficiency, reduced errors, and ensured accurate alignment of approved prices with SAP records.• Enhanced collaboration and accountability by centralizing price amendment tracking, streamlining processes and reducing operational risk.• Safeguards price data against loss, unauthorized access, and tampering to ensure reliability and trust.
Safety Assure Application	<ul style="list-style-type: none">• Simple submission of near misses directly from the field via mobile or web.• Immediate logging, acknowledgment, and follow-up of reported events.• Centralized data enables trend analysis and targeted safety improvements.• Encourages active participation in building a proactive safety culture.• Enhances risk prevention by addressing hazards before they lead to incidents.• Encourage Participation and fostering a safety culture in organization with shared responsibilities. Promotes transparency and accountability in safety management.• Provides actionable intelligence to support training, compliance, and policy development.
Basware Application	<p>The Basware application is a comprehensive solution for automating and optimizing accounts payable (AP) and purchase-to-pay (P2P) processes. Key features and benefits include:</p> <ul style="list-style-type: none">• AP Automation: Automates invoice processing, reducing manual errors and accelerating cycle times. This facilitates touchless processing and efficient exception handling.• E-Invoicing: Encourage e-invoicing, allowing suppliers to send invoices electronically, reducing processing time and improving accuracy.

- **Data Enrichment and Validation:** Enhances data accuracy through automated enrichment and validation, ensuring compliance and reducing manual intervention and improve operational efficiency.
- **Analytics and Reporting:** Provides advanced analytics and reporting tools, offering insights into spend management, supplier performance, and process bottlenecks.

Launch of CRM-SIAS: Next-Generation CRM Platform

Launch of CRM-SIAS (Sales Is A Science), our next-generation CRM platform that enhances sales effectiveness and demand generation.

Core Capabilities & Advantages

- End-to-end visibility across primary, secondary, and tertiary sales to pinpoint gaps and enable corrective actions.
- Seamless integration of cross-functional data, eliminating silos and ensuring smooth information flow.
- Intuitive dashboards and decision-support tools accessible anytime, on both desktop and mobile.
- Deeper intelligence to refine territory strategies, allocate resources effectively, and boost sales outcomes.
- Intelligent scheduling to enhance customer interactions while reducing travel effort.

E. Product Performance and Customer Relations

Product Performance

We recognize that our success is deeply intertwined with that of our customers. At the heart of our business strategy lies a strong commitment to innovation. Through proactive engagement and attentive listening, we strive to consistently exceed customer expectations, fostering long-term relationships built on trust and reliability.

In response to the evolving demands of the construction industry, we have continuously invested in research and development. This commitment has enabled us to expand our product portfolio with innovative solutions like the launch of Power Shield, a water-repellent cement that has significantly strengthened our market positioning and added a key milestone to our innovation journey. The sale of our premium products in trade segment has increased to 17% in FY25 as compared to 15% in FY24. Consumers normally use the best quality cement in slab casting including leakage proofing. Hence it is sold as a premium product. The brand was initially launched from Jhansi Plant and after excellent response, is now produced at Damoh also and is available across our central India markets.

We have introduced OPC-43 grade cement. The same has been launched to supply to the product requirement of the Non Trade Customers in our key markets



Customer Experience

To ensure customer focus we have digitized the customer service team. The same ensures committed personalized services to customers using power shield. We launched the Sales Excellence Program-RISE in FY24 to drive sustained growth and identify key levers contributing to increased sales performance. Building on its initial success, our focus in FY25 has been on strengthening the program to enhance our competitive advantage across branding, customer service, and channel acquisition. As part of RISE, several strategic initiatives have been implemented:

1. Dealer and Market Intelligence - Regular reviews and dedicated war rooms to monitor dealer churn, market share trends, and identify untapped white spaces.
2. CRM Enhancements - Introduction of new functionalities in our CRM application, including offline training modules, architect visit tracking, and comprehensive API integration with SAP.
3. Sambandh + Upgrades - Implementation of a sales audit module in our influencer loyalty program, facilitating data-driven decision-making. The first successful redemption through the app was recorded in October 2024.
4. Prospect Training Rollout – Initiated focused training sessions under the PROSPECT program across select Regional Marketing Offices to elevate sales team effectiveness.
5. Performance Marketing - Launched targeted performance marketing initiatives across multiple channels, including WhatsApp and call centers, to drive engagement and conversion.
6. Digital Marketing - Intensified focus on digital marketing campaigns to expand our online presence and strengthen brand awareness across digital platforms.

F. Business Risks and Concerns

The Company's foreseeable risks are adequately covered through strategic planning and insurance.

Major business risks and their mitigation strategies are as follows:

- I. **Economic Risk:** India is on the verge of a looming economic and military reply to Pakistan in the aftermath of terrorist attack on tourists in the state of Jammu and Kashmir. Although, the Russia-Ukraine and Hamas – Israel wars are showing signs of abatement, but the peace and normalcy will take time to implement. The US- World Tariff wars have created uncertainty in global trade volumes. These are testing times for India and the world, yet India remains the beacon of hope with the highest growth projection for 2026.

Mitigation Measure: We will focus on cost reduction measures, de-bottlenecking, improvements in efficiency parameters, new projects and new geographies.

- II. **Supply Risk:** Despite continuation of war in the Middle East and Europe the major impact on supply chain is not envisaged.

- **External Risks:** Ex - Demand risk, Supply risk,

Environmental risk and Business risk.

- **Internal Risks:** Ex - Manufacturing Risks, Business Risks, Planning and Control Risks and Mitigation and Contingency. Availability of Alternative Fuels also poses challenge to achieve targeted Thermal Substitution Rate.

Mitigation Measure:

- FY 25 was a challenging yet a dynamic year in many ways full of opportunities. Despite, major global socio-economic and political events like UK-US elections, Russia-Ukraine conflict, Israel-Gaza war, Red Sea crisis etc. which were disrupting supply chain significantly and the cement industries were no exceptions, the Company was able to meet its requirements without any disruptions in a timely and cost-effective manner.
- Fuel prices were stable compared to FY 24. Minor fluctuations and price uncertainties and other raw materials were all secured locally except for imported gypsum wherein price was stable with consistent supply throughout the year. Despite several challenges, we haven't left any stone unturned in positioning well to drive stiff competition. Taking advantage of softening of international pet coke prices mid-2024, we have renegotiated with local refineries, supplier rotation, maximizing discounts, we were able to reduce the price by 16%. While reducing dependency on imports, we have utilized fully local coal even though having low GCV but through washeries to maintain required consistent quality. Except for mineral gypsum, we source all the raw materials locally but this year we have substituted imported gypsum also with chemical gypsum which is a byproduct waste by reducing dependency on imports and sourcing cost effectively.
- We have ensured sourcing of secondary cementitious materials as per requirement with optimum costs and the nearest sources.
- Your Company is pioneer in cement industry in recycling, usage of various byproducts, waste products from various industries like manufacturing, agricultural, RDF etc., minimizing dependency on natural resources towards sustainability leading to prosperity, well-being, and holistic development but also towards preserving natural resources. With continuous investment in technology and modifications, your company achieved a TSR (Thermal substitution Rate) of 8.8% from 4% in 2022. We have consumed 54kt of alternative Fuels out of which 19kt was RDF i.e., Municipal waste which is substituted in place of natural coal for our fuel requirement. Sustainable municipal waste disposal not only emphasizes minimizing environmental impact and maximizing resource recovery through various practices like recycling and waste-to-energy conversion but reduces dependency on natural fuels and mining reducing environmental impact. This approach aims to move away from traditional landfilling, which can contribute to pollution and greenhouse gas emissions.
- Towards improved efficiency, traceability, accountability, we have centralized our operations with S2P office in place since 1 July 2024. Sourcing activities



of all the plants at centralized level has leveraged supplier rotation, bundling of volumes, volume discounts and best prices.

- On successful implementation of SAP Ariba that has transformed traditional procurement to digital sourcing, automation has gone up from mere 4% in 2024 to 33% in March'25 from catalogue buying thus reducing repeat orders, eliminating unwanted materials, bare minimum inventory, sourcing as and when required, reduction in storage and eliminating ware outs. Catalogue buying and long-term outline agreements has not only reduced inventory considerably but effective planning has also reduced spend.

III. **Freight Cost Risk:** Cement is a low-value high-volume product; therefore, logistics becomes a significant component in its overall cost. Rail and truck availability or increase in fuel costs could swing the margins significantly.

Mitigation Measure: The Company's Rail-Road mix currently stands at about 55:45. Warehouse & lead optimization and continuing measures to control logistics costs remains a focus area for the Company.

IV. **Competition Risk:** Competition has increased in our core markets challenging our market share.

Mitigation Measure:

- Scaling up the volume of power shield brand
- Scaling of OPC 43 grade cement to defend our Non-Trade key markets
- Started contract manufacturing at Bhabhua Plant to develop new vacant markets
- Continue the balance of extracting from Home & distant markets

G. Internal Control Systems

The Company has established automated and digitalized processes for internal control and compliance system. These systems are discussed regularly in the meetings of Audit Committee and the risk based annual Internal Audit Plan. The Internal Audit Plan evaluates internal control systems, compliance, robustness of internal procedures, sound business practices, safeguarding Company's assets, compliance with laws and regulations, accuracy in financial reporting and completeness in records.

Process owners undertake corrective actions in the time frame which is followed up. Material observations are placed before the Audit Committee. Statutory auditors have also audited the internal controls over financial

reporting and have opined that the same are adequate and are operating effectively.

The Company ensures that well-structured and effective controls remain in place that are commensurate with the size of its operations.

H. Human Resources

a) Appointment of internal trainer for Sales Training and initiation of dedicated training framework for frontline sales staff.

Following stage-wise areas were covered:

- Training Content Development/Module Development
- Costing and RMO-wise Schedule (RMO wise)
- Implementation Flow for location-wise sales training

b) Internal Workshops delivered by Director-HR (HC-India):

- To celebrate International Women's Day, Mr. Joydeep Mukherjee, Managing Director and Ms. Poonam Sharma, Director-HR(HC-India) led a discussion on Diversity and Inclusion initiatives with the team. This was followed by an inspiring "Mind Unlimited" painting workshop, facilitated by Ms. Sharma, where participants creatively expressed the strength of womanhood through depictions of Maa Durga.
- In order to nurture our sales capabilities, by leveraging power of human mind, we organised Mind Unlimited Training for Area Incharge level staff members.

c) Initiated skill matrix assessment work for blue collared workers at our Jhansi Plant:

- Face-to-face meeting were held with each Section Head
- identification of sub-department wise technical roles
- Finalisation of draft skill matrix for Jhansi

Skill Matrix Assessment process will further be implemented at Chennai Grinding Unit(CGU), Solapur Grinding Unit(SGU), Sitapuram Power Plant(SPP), and Yerraguntla(YGL).

d) Initiated **Onsite Workplace Health Clinic** at office premises of 02 offices of Gurugram. The initiative was aimed at prioritizing employee well-being, and reinforcing our commitment to a healthy and productive workplace as part of our ongoing efforts to support employee health and wellness.

Cautionary Statement

Statements in the Management Discussion and Analysis Report, which describe the Company's objectives, projections, estimates, expectations or predictions, may be considered to be "forward-looking statements" within the meaning of applicable Securities Laws and Regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however materially differ from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian political, economic, and demand-supply conditions, finished goods prices, raw materials cost and availability, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Policies, tax regimes, economic developments within India besides other factors such as litigation and industrial relations as well as the ability to implement strategies. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent development, information or events or otherwise.



BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Company	L26942HR1958FLC042301
2	Name of the Company	HeidelbergCement India Limited ('HCIL')
3	Year of Incorporation	13 May 1958
4	Registered office address	2 nd Floor, Block – B, DLF Cyber Greens, DLF Cyber City, Phase - III , Gurugram – 122002, Haryana
5	Corporate office address	2 nd Floor, Block – B, DLF Cyber Greens, DLF Cyber City, Phase - III , Gurugram – 122002, Haryana
6	E-mail id	investors.mcl@mycem.in
7	Telephone	0124-4503700
8	Website	www.mycemco.com
9	Financial year for which reporting is being done	01 April 2024 to 31 March 2025
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) and BSE Limited (BSE)
11	Paid-up capital	INR 2,266.2 million
12	Name and contact details of the person who may be contacted in case of any queries on the BRSR report	Mr. Vimal Kumar Jain, Whole-time Director Email: vimal.jain@heidelbergcement.in Mobile no.: 7805085988
13	Reporting Boundary	The disclosures under this report are made on a standalone basis.
14	Name of assurance provider	NA
15	Type of assurance obtained	NA

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No	Description of Main Activity	Description of Business Activity	% of the entity Turnover
1	Manufacturing	Manufacturing and Selling of Cement	100

17. Products/services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacture of Clinker and Cement	23941	100

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of plants	Number of offices	Total
National	1 Integrated Cement Unit 2 Grinding Unit	1 Registered Office 6 Regional Marketing Offices	10
International	Nil	Nil	-



19. Markets served by the entity

a. Number of locations

Locations	Number
National (No. of states)	6
International (No. of countries)	Nil

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

c. A brief on types of customers

The Company serves a diverse set of customers as mentioned below:

- Dealers: The Company appoints dealers in the markets and sells cement through them. Dealers further sell cement to retailers and end consumers. Retailers thereafter sell cement and service the demand of retail customers. Dealers place orders on the warehouse / plant and supplies are made accordingly. The Company gives discounts / incentives to the dealers both monetary and in kind which are linked to their targets.
- Retailers: The Company appoints retailers in the market to whom dealers sell cement. The retailers operate counters (sale outlet) and they service the demand of retail customers in vicinity of their location. Majorly, dealers while placing orders on Company specify the Retailer firm to whom the cement is to be delivered (Ship-to-party). The Company also offers discount schemes to retailers to promote its products and create brand pull from customers.
- As part of its institutional sales (non-trade) strategy, Company directly sells to customers depending on their order, size and location. These customers can be Real Estate developers, Infrastructure companies or government departments who consume cement for civil construction activities. Such orders could either be procured directly by company officials or initiated by commission agents. In either case the billing is done by the company directly to the customers.
- In order to support its sales & marketing activities, the Company deploys a team of sales personnel for generating business from the dealers and direct customers and gather market information. The Company also deploys customer service executives to provide technical guidance to end users. The Company uses various modes of advertising for sales promotion and brand building.

IV. Employees

20. Details as on March 31, 2025

a. Employees and workers (including differently abled)

S. No. Particulars		Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	716	697	97.35%	19	2.65%
2	Other than Permanent (E)	07	06	85.71%	01	14.29%
3	Total employees (D+E)	723	703	97.23%	20	2.77%
WORKERS						
4	Permanent (F)	254	253	99.61%	01	0.39%
5	Other than Permanent (G)	0	0	0.00%	0	0.00%
6	Total workers (F + G)	254	253	99.61%	01	0.39



b. Differently abled employees and workers

S. No. Particulars		Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	2	2	100%	0	0
2	Other than Permanent (E)	0	0	0	0	0
3	Total differently abled employees (D+E)	2	2	100%	0	0
DIFFERENTLY ABLED WORKERS						
1	Permanent (F)	0	0	0	0	0
2	Other than Permanent (G)	0	0	0	0	0
3	Total differently abled workers (F+G)	0	0	0	0	0

21. Participation/inclusion/representation of women

	Total (A)	No. and percentage of Females	
		No.(B)	%(B/A)
Board of Directors	6	2	33.33
Key Management Personnel	4	0	0

22. Turnover rate for permanent employees and workers -

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	14.25%	0.28%	14.53%	13.10%	0.40%	13.60%	17.7 %	11.76%	17.59%
Permanent Workers	1.18%	0.0%	1.18%	0.30%	0.0%	0.30%	1.13%	0.0%	1.13%

Note: Retirements have not been considered

V. Holding, subsidiary and associate companies (including joint ventures)
23. a. Names of holding / subsidiary / associate companies / joint ventures:

S. No.	Name of Holding / Subsidiary / Associate Companies / Joint Venture (A)	Indicate whether Holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of listed entity? (Yes/No)
1	Heidelberg Materials South Asia B.V. (Holding Company of HCIL)	Holding	69.39%	No

VI. CSR Details

- 24 I. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes
- ii. Turnover (in Rs.) 21488.80 Million
- iii. Net worth (in Rs.) 13951.8 Million



VII. Transparency and Disclosures Compliances

25. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC)

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes / No)	FY 2024-25		Remarks	FY 2023-24		Remarks
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	
Communities	Yes	01	-	Closed	-	-	
Investors (other than shareholders)	Yes	-	-		-	-	
Shareholders	Yes	-	-		03	-	Closed
Employees and workers	Yes	35	-	Closed	19	-	Closed
Customers	Yes	77	03	Complaint related to slow setting, low strength, cracks etc.	43	01	Complaint elated to slow setting, low strength, cracks etc.
Value Chain Partners	Yes	01	-	Closed	01	-	Closed
Other (please specify)	Yes	-	-	-	-	-	-

*The Management has implemented a robust Grievance Redressal Policy, referred to as the Vigil Mechanism/Whistle Blower Policy. This framework includes provisions for addressing various types of grievances. The policy outlines a well-defined process through which complaints can be submitted, following a predetermined methodology to ensure a systematic and fair approach to resolution. The Company has also established Prevention of Sexual Harassment Committee for the purpose of reporting incidents of sexual harassment. Further, Heidelberg Materials group has also established a compliance hotline known as "SpeakUp" which can be used by any employee/ vendor of any of the subsidiaries of Heidelberg Materials group to anonymously report compliance incidents. In line with the group policy, HCIL has also extended this facility to its employees/ vendors for reporting compliance incidents. The Management encourages employees to give their suggestions for improvement in work culture which fosters harmonious relations

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Emissions management	Risk	<p>Emissions management is a material risk for any manufacturing enterprise due to its potential impacts on regulatory compliance, reputation, financial performance, and operational continuity. Inadequate management can lead to regulatory penalties, reputational damage, increased costs, and disruptions, making it a critical concern in an environmentally conscious and regulated landscape.</p> <p>Limestone constitutes a primary raw material in cement production and necessitates fossil fuel for its combustion during the manufacturing process. As a result of this process, CO2 emissions are generated through both the calcination of limestone and the fuel combustion. Such emissions potentially contribute to global warming, thereby exerting the potential to influence business continuity and even precipitate disruptions.</p>	The Company is meticulously planning and implementing various measures, including transitioning to renewable energy sources, increasing power generation from waste heat recovery generation system, and investing in alternative fuels handling & storage facility to increase Thermal Substitution Rate (TSR). The above measures help in reducing CO2 emission per tonne of cement produced by the Company.	Negative



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	Green Power	Opportunity	The company has recognized opportunities for reduction in carbon footprint and operational costs. Switching over from conventional power from thermal power plant to green power also helps to comply with Renewable Power Purchase Obligation (RPPO) mandated by the State Governments.	Not applicable	Positive
3	Occupational health & safety	Opportunity	Prioritizing occupational health and safety measures can protect employees, reduce accidents, improve productivity, and enhance the company's reputation as a responsible employer. It also helps in attracting and retaining skilled manpower.	Not applicable	Positive
		Risk	Non-compliance with health and safety regulations can have severe consequences for a company. Furthermore, workplace incidents and illnesses can affect productivity, inflate expenses, and expose the company to legal liabilities. Moreover, such incidents can adversely affect employee morale, impact the company's culture, and make it challenging to retain skilled staff and attract new talent. The Company may also face reputational risk.	The Company is committed to conducting its operations with a "Zero Harm" approach, prioritizing the well-being of all stakeholders and maintaining a safe working environment. This commitment involves stringent safety measures, regular maintenance, and monitoring to ensure safety of workmen. The Company enforces essential "Safety Cardinal Rules," obligating all workers to adhere to safety protocols, including proper use of personal protective equipment and ensuring authorized entry to confined spaces.	Negative
4	Community development	Opportunity	<p>Opportunity Investing in community development programmes, such as rural infrastructure development, healthcare facilities and educational programs, benefits the local community and also creates a positive impact on the company's brand image.</p> <p>As a responsible corporate citizen, the Company strives to improve the standard of living of the beneficiaries.</p> <p>We are committed to support social and economic development of our neighboring communities.</p>	Not applicable	Positive
5	Water Management	Risk	Water is essential to the smooth operation of our plants and surrounding communities. Although our manufacturing process consumes minimal water, regulatory changes may impact cost. Water scarcity may lead to conflicts with local communities.	Our sustainability strategy places a strong emphasis on water conservation. Our water management cell oversees real-time data tracking through installed meters. Committed to minimizing impact, we practice zero-liquid discharge and use recycled water for landscaping. On site water harvesting systems further contribute to aquifer recharge. We are water positive.	Negative
		Opportunity	By water harvesting, water table of surrounding areas has improved. It helps us to build strong relationship with local communities and the Government. This also supports us in reducing cost especially in water stressed areas.	Not applicable	Positive



S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Cybersecurity	Risk	Cyberattack or unauthorized access to the system may disrupt the business, lead to data theft which ultimately result into financial losses and reputational damages.	The Company has made IT Policy and it's framework. We use only certified devices, standard images and have installed firewalls. We provide regular training and test the system continuously. AI based filtering, phishing simulations and awareness campaigns are in place.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURE

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

S. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
POLICY AND MANAGEMENT PROCESSES										
1.	a Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web link of the policies, if available	The Code of Conduct (P1) is available at https://www.mycemco.com/sites/default/files/PDF/Policies/Code_of_Conduct.pdf The CSR Policy (P8) is available at https://www.mycemco.com/sites/default/files/PDF/Policies/CSR_Policy.pdf The other Policies are available on internal portal, which can be easily accessed by employees of the Company.								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes



3.	Do the enlisted policies extend to your value chain partners? (Yes/ No)	Yes The Company recognizes the importance of maintaining ethical and sustainable practices throughout value chain, which includes suppliers, dealers, retailers and other associates involved in supporting the production and sale of its cement.
4.	Name the national and international codes/ certifications/labels/standards	The Company benchmarks its practices and processes against national and international standards laid down by the organisations such as - ISO 9001; ISO 14001; ISO 45001; ISO 50001; ISO 14046; ISO 26000, UNGC Guidelines; GRI Standards; BIS Standards; ILO Principles; GCCA; IGBC GreenPro.
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any	<p>In line with the practices of Heidelberg Materials Group, the Company has also established its Sustainability Commitments 2030 as the foundation of its sustainability strategy, initially introduced in 2017. These commitments have been aligned with the United Nations Sustainable Development Goals (SDGs) ratified in 2015 by the UN General Assembly and adopted by all 193 member states. The SDGs aim to eradicate extreme poverty, address inequalities and protect the planet, encompassing 17 goals to be achieved by 2030.</p> <p>By aligning with the SDGs, HCIL recognizes its role in contributing to the country's efforts to address significant social, economic, and environmental challenges. The company's sustainability targets are harmonized with the group-wide strategies and outlined in its Sustainable Development (SD) Plan 2030, which sets the direction for the next decade. Through this plan, The Company aims to integrate sustainability practices and make a positive impact on society and the environment.</p> <p>As a responsible corporate citizen, the Company is committed to fulfil its share of the global responsibility to contain global warming and at the same time continue to reduce the impact on air, land and water. The Company has set a target to achieve 2°C lower Ambient Temperature in all plants compared to the temperature prevailing a kilometer away. Against the target of 20C reduction, the Company has achieved a target of 1.1°C reduction. The Company also aims to reduce CO₂ to less than 500 kg per ton of cement.</p> <p>For commitments, goals and targets relating to Environment, Social and Sustainability, please refer to the Sustainability section of the Company's website. The weblink for which is https://www.mycemco.com/sustainability-development-goals and https://www.mycemco.com/enviroment</p>
6.	Performance of the entity against specific commitments, goals and targets along-with reasons in case the same are not met.	<p>HCIL has established targets and goals to achieve a more sustainable business in line with the Sustainability Commitments 2030. These targets are reviewed on a regular basis.</p> <p>Please refer to the Sustainability section of the Company at Company's website. The weblink for which is https://www.mycemco.com/enviroment</p>

GOVERNANCE, LEADERSHIP AND OVERSIGHT

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

Being a responsible cement manufacturing Company, we at HCIL are committed for the BRSR and ESG principles, inclusive growth, UN sustainable Development Goals and other commitments of the nation. We are committed to continuously strive for improving our ESG performance by not only mitigating social, environmental negative impacts but by creating positive externalities through our business operations.

Our Business is committed to sustainability, innovation, and social responsibility. Our resolute mission is to minimise our ecological footprint and make a positive impact on the environment. We are reducing our carbon footprint and fostering a low-carbon future. Beyond environmental care, we invest in community well-being and social inclusion, empowering them to thrive.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility & Sustainability (BRSR) Policy

Name: Mr. Joydeep Mukherjee
Designation: Managing Director
DIN: 06648469



9. Does the entity have a specified committee of the board/ director responsible for decision making on sustainability related issues? - Yes

Name: Mr. Vimal Kumar Jain

Designation: Whole-time Director

The Whole-time Director is responsible person for taking decision on Sustainability related issues

10. Details of Review of the National Guidelines on Responsible Business Conduct (NGRBC) by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee									Frequency: Annually / Half yearly / Quarterly / Any other - please specify								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies & follow up action	The Business Responsibility and Sustainability Policies are reviewed periodically on a need basis by the Senior Management of the Company. During the assessment, the efficacy of the policies is reviewed, and necessary changes are implemented wherever necessary.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is compliant with applicable rules and regulations on an on-going basis.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

No. The respective functional heads regularly internally evaluate the functioning of the policies based on the inputs received from concerned stakeholders.

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/ No)					NA				
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)					NA				
The entity does not have the financial or/human and technical resources available for the task (Yes/No)					NA				
It is planned to be done in the next financial year (Yes/No)					NA				
Any other reason (please specify)					NA				

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.



PRINCIPLE 1- BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes*
Board of Directors	10	Updates on Sustainability aspects and CSR initiatives undertaken	100%
Key Managerial Personnel (KMP)	10	Updates on Whistle Blower Mechanism and Code of Conduct for Members of Board and Senior Management. Updates on cyber security, competition, Data Privacy and Anti-corruption.	100%
Employees other than BoD and KMPs	55	Compliance Basics, Code of Conduct, Safety, Competencies, Sustainability, Whistle Blower Policy, Prevention of Sexual Harassment at Workplace	85%
Workers	48	Skill Upgradation, Safety trainings, Emergency, Hazards, Waste Management, First Aid, Core Values and others	72%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred?
Penalty/ Fine	--	NA	NA	NA	NA
Settlement	--	NA	NA	NA	NA
Compounding fee	--	NA	NA	NA	NA
Non-monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions		Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	-	NA		NA	NA
Punishment	-	NA		NA	NA

3. Of the instances disclosed in Question 2 above, details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed.

NA



4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Heidelberg Materials Group has formulated Anti-Corruption Guidelines, and the Company has adopted the same. One of the goals of the Heidelberg Materials Group's compliance program is to prevent corrupt behavior by Group companies and employees. Sections 2.3-2.5 of the Code of Business Conduct ("Anticorruption", "Gifts, hospitality and benefits", "Conflicts of interest") set forth general anticorruption principles. This Guideline is part of the Group compliance program and gives guidance to employees by providing additional details. The Guidelines apply to all companies of Heidelberg Materials Group. This Guideline not only prohibits corrupt practices punishable under relevant penal laws but also addresses conflict of interest issues and prohibits unethical behavior, even if such conduct is not a punishable criminal offence. This approach is based on the principle that it is important to avoid even the suggestion that a business or governmental decision might have been influenced by the acceptance or granting of an advantage, be it personal or for any third party. The Company has also implemented a Code of Conduct that requires the employees to act with high standards of personal and professional ethics, integrity and ensure strict compliance with the applicable laws. You can refer to the Code of Conduct –

https://www.mycemco.com/sites/default/files/PDF/Policies/Code_of_Conduct.pdf

5. **Number of Directors/KMPs/employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2024-25	FY 2023-24
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. **Details of complaints about conflict of interest.**

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

NA

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

No. of days of accounts payables	FY 2024-25	FY 2023-24
	43.8	39.7



9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NIL	NIL
	b. Number of trading houses where purchases are made from	Not Applicable	Not Applicable
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Not Applicable	Not Applicable
Concentration of sales	a. Sales to dealers / distributors as % of total sales	68.5%	72.3%
	b. Number of dealers / distributors to whom sales are made	2458	2676
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	7.7%	7.5%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	2.39%	2.8%
	b. Sales (Sales to related parties / Total Sales)	0.44%	0.42%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)	-	-

PRINCIPLE 2 -BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impact
R&D	Nil	Nil	• The Company has made capex investments in Alternate Fuels Project at Narsingarh clinker plant.
Capex	7.2%	22.3%	• The AFR project has increased consumption of alternate fuels in Kilns as well as reduction in GHG emission.

2. a. Does the entity have procedures in place for sustainable sourcing? Yes

The Company has systems in place for sustainable sourcing of materials and their transportation. Limestone is the primary raw material for manufacturing of cement. The Company uses latest mining techniques to stay cost effective in its operations and avoid wastage. The transportation of limestone from Patheria mines to Narsingarh Clinkerisation plant is done in a sustainable manner via 21 km long Overland Belt Conveyor (OLBC). Despite being capital intensive, OLBC has proven advantage over conventional road transportation when it comes to reducing carbon footprint and at the same time it reduces logistics cost. In order to optimize and thereby conserve Limestone, the Company has been producing mainly blended cement, i.e. producing more cement from every ton of clinker it produces. Consequently, the life of the mines is also getting extended. With a belief that sustainable transportation is attained through less polluting and fuel-efficient transportation mix, most of the inward transported bulk material are by rail and fuel-efficient transportation mix, most of the inward transported bulk material are by rail.

The Company has long term agreements with thermal power plants to ensure uninterrupted supply of fly ash. The Company ensures maximum consumption of fly ash including wet fly ash, to the extent possible within the permissible norms laid down by Bureau of Indian Standards.

b. If yes, what percentage of inputs were sourced sustainably?

100% of inputs were sourced Sustainably. Further for all the major purchases such as coal, petcoke, gypsum, fly ash, sweetener, and equipment spares and services are sourced sustainably. The company utilizes the SAP-Ariba platform as the guided buying, sourcing, and contracting tool, enabling stakeholders to conduct their sourcing activities digitally. Additionally, the company has implemented SAP ERP to ensure a robust procure-to-pay process for all purchases.



3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

(a) Plastics (including packaging):

The Company produces cement, which is packed in cement bags. These bags are frequently reused to store other construction material.

All the plastic bag procurement quantity are covered under EPR obligation. We are complying with EPR liability.

(b) E-waste:

Our manufacturing process does not produce any e-waste, however, the e-waste produced in the office operations is sold to the registered recyclers.

(c) Hazardous waste:

The Hazardous waste generated in the cement production process, is sold to the registered recyclers or disposers. The incinerable fractions of the hazardous waste are disposed off within the plant kilns itself as per the permissions from State Pollution Control Board.

(d) Other waste:

We are utilising hazardous waste as an alternative fuel and waste/by-products of other industries viz., fly ash, slag, pet coke and red mud as raw materials in our cement manufacturing process.

Other non-hazardous waste such as paper, wood, metal scrap etc. sold out to vendors on bidding basis.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes. Extended Producer Responsibility (EPR) is applicable to the Company and followed as per the plan submitted to the Pollution Control Board.

Cement bags get recycled during use phase multiple times to store various items. In addition, the company consumes much higher quantities of plastic wastes (from other industries and municipalities) as compared to the PP bags used by it in cement packaging.

PRINCIPLE 3- BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees:

% Of employees covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
PERMANENT EMPLOYEES											
Male	697	697	100%	697	100%	NA	NA	0	-	0	-
Female	19	19	100%	19	100%	19	100%	NA	NA	0	-
Total	716	716	100%	716	100%	19	100%	0	-	0	-
OTHER THAN PERMANENT EMPLOYEES											
Male	6	-0		0		NA	NA	0		0	
Female	1	-0		0		0		NA	NA	0	
Total	7	0		0		0		0		0	



b. Details of measures for the well-being of workers:

% Of workers covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
PERMANENT WORKERS											
Male	253	253	100%	253	100%	0	0	0	-	0	-
Female	1	1	100%	1	100%	1	100%	NA	NA	0	-
Total	254	254	100%	254	100%	1	100%	0	-	0	-
OTHER THAN PERMANENT WORKERS											
Male	0	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	0	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	0	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the Company	0.18%	0.18%

2. Details of retirement benefits for the current and previous financial year

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered (as a % of total employee)	No. of workers covered (as a % of total workers)	Deducted & deposited with the authority	No. of employees covered (as a % of total employees)	No. of workers covered (as a % of total workers)	Deducted and deposited with the authority
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	NA	NA	NA	NA	NA	NA

3. Accessibility of workplaces

Are the premises/offices accessible to differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. The facilities and premises, both operational and administrative, have been designed to ensure accessibility for employees and workers with any disability

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, to the extent possible, the Company strives to provide equal opportunity to persons with disability. However, there is no specific policy in this regard.



5. Return to work and retention rates of permanent employees that took parental leave.-

	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	100	100	0	0
Total	100	100	0	0

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

If Yes, then give details of the mechanism in brief	
Permanent Employees	The Company has a whistle-blower policy as well as a compliance hotline accessible through Internet and Phone. In addition, there is a committee entrusted with the task of resolution of POSH complaints.
Other than Permanent Employees	
Permanent Workers	
Other than Permanent Workers	

7. Membership of employees in association(s) or unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees/workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	716	0	0	718	0	0
- Male	697	0	0	702	0	0
- Female	19	0	0	16	0	0
Total Permanent Workers	254	254	100%	294	294	100%
- Male	253	253	100%	293	293	100%
- Female	1	1	100%	1	1	100%

8. Details of training given to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)		On health & safety / wellness measures		On skill upgradation	Total (D)		On health & safety / wellness measures		On skill upgradation
	No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. F	% (F/D)	
EMPLOYEES										
Male	697	469	67%	399	57%	702	389	55%	476	68%
Female	19	4	22%	12	63%	16	14	88%	12	75%
Total	716	471	66%	411	57%	718	403	56%	488	68%
WORKERS										
Male	253	143	57%	116	46%	293	148	51%	181	62%
Female	1	1	100%	0	0%	01	0	0%	0	0%
Total	254	143	56%	116	46%	294	148	50%	181	62%



9. Details of performance and career development reviews of employees and workers

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
EMPLOYEES						
Male	697	593	85%	702	568	81%
Female	19	15	79%	16	16	100%
Total	716	608	85%	718	584	81%
WORKERS						
Male	253	253	100%	293	293	100%
Female	01	01	100%	01	01	100%
Total	254	254	100%	294	294	100%

10.a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?

Yes, the Company has implemented a comprehensive Occupational Health and Safety Management System aimed at fostering a safe and compliant working environment. Key components of the system include:

- Safety induction training for all new employees
- Safety film presentations during induction sessions
- Height phobia assessments for employees working at elevated positions
- Targeted training on behaviour-based safety and role-specific safety requirements
- Regular updates to operating procedures based on evolving safety standards and learnings

These initiatives are designed to enhance plant safety, cultivate a safety-conscious workplace culture, and reduce the risk of accidents and injuries.

Furthermore, all manufacturing plants are ISO 45001:2018 certified for Occupational Health and Safety Management Systems, with certification issued by TUV SUD South Asia Private Limited.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Maintaining a secure and compliant cement plant environment requires the implementation of a robust and comprehensive Safety Management System. This system encompasses:

- Rigorous risk evaluation and control protocols across all processing activities
- A meticulously structured permit-to-work system
- Deployment of secure, well-maintained machinery and equipment
- Installation of fully equipped firefighting systems
- Sustained housekeeping practices to ensure a clean and organized workspace
- Routine safety audits to monitor compliance and drive continuous improvement
- A skilled, safety-conscious, and well-trained workforce

To facilitate hazard awareness and response, the Company classifies risks into three distinct categories: low hazard, medium hazard, and major hazard.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

Yes, the Company has established structured processes for employees to report work-related hazards and actively mitigate associated risks. In the event of a major hazard, operations are halted immediately in accordance with protocol, and corrective measures are initiated without delay.

The initial response includes isolating the hazardous area to prevent access and potential exposure. The affected zone is cordoned off, and the operational team is promptly alerted to assess the situation and implement both remedial and preventive actions within a defined timeframe.



These procedures are designed to ensure the safety of all personnel and effectively reduce risks related to workplace hazards.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, the plants have medical center, and health services providers for non-occupational needs.

11. Details of safety related incidents

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.18	0
Total recordable work-related injuries	Employees	0	0
	Workers	1	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company maintains an unwavering commitment to workforce safety, actively encouraging employees to adhere to established health and safety programs and protocols. Each plant is supported by a designated Plant Safety Officer who oversees compliance and promotes a proactive safety culture.

Although rare, process-related hazards may occur during operational periods—most often resulting from inadvertent unsafe actions. To mitigate these risks and uphold safety standards, all manufacturing plants are ISO 45001:2018 certified for Occupational Health and Safety Management Systems, endorsed by TUV SUD South Asia Private Limited.

External safety audits are conducted annually by TUV auditors, complemented by semi-annual internal audits. Additionally, top management—including the Managing Director (MD), Director of Technical (DT), and Technical Cluster Head (TCH)—conducts safety observation rounds during their plant visits, accompanied by the respective Plant Managers & HoDs. These visits provide an opportunity for direct engagement with the workforce and reinforce leadership's commitment to a strong safety culture.

The Head of Safety conducts quarterly safety inspections across all facilities and submits detailed inspection reports to the respective Plant Managers to ensure timely compliance and corrective action.

For any maintenance work, authorized employees are required to obtain a Permit to Work. It is imperative that all equipment guards and protective measures are properly reinstated before the permit is closed, as overlooking this step may lead to potential hazards.

To sustain safety awareness and momentum throughout the year, the Company has implemented the following Health and Safety initiatives:

- Monthly safety gate meetings
- Monthly safety themes and communications
- Plant Safety Star Award programme conducted once every four months
- Strict adherence to Safety Cardinal Rules
- Safety zone system with hazard identification and risk assessment controls
- Defined work permit procedures
- Routine safety inspections and audits
- Fire prevention and protection systems
- Reporting of accidents and near-miss incidents



- Investigation to identify root causes and implement safety measures

To further strengthen transparency and encourage proactive reporting, the Company has launched the SafetyAssure app. This digital platform enables employees to report near misses-including unsafe behaviors and hazardous conditions-in real time, thereby facilitating timely corrective actions and reinforcing the safety culture across all plants.

When a near miss or safety-related event is reported, the incident learnings are promptly disseminated across all locations to ensure similar risks are assessed and mitigated. This cross-plant knowledge-sharing promotes collective responsibility and continuous improvement.

In cases where Safety Cardinal Rules are violated, a formal warning letter is issued to the responsible engineer or manager. This action reinforces behavioral accountability and helps prevent recurrence of such incidents.

Workers and contractors are required to strictly follow the Company's Safety Cardinal Rules and wear appropriate Personal Protective Equipment (PPE). The following rules are mandatory across all plants:

- All PPE required for a specific task must be used correctly and consistently.
- Prior to performing any task, equipment must be isolated from all energy sources and verified to prevent accidental activation.
- Necessary safeguards must be implemented before equipment is re-started or returned to service.
- Only competent personnel, with a valid work permit signed by the designated superior, are permitted to enter confined spaces.
- All workplace issues must be reported, investigated for root causes, and addressed through corrective actions and lessons learned.
- All drivers must follow traffic safety norms in strict compliance with local laws and Company regulations.

Further Health & Safety requirements are defined in the Company's Group guidelines and detailed in plant-specific documents, which are periodically reviewed and updated. Non-compliance with these rules is taken seriously across all plants.

The Company is committed to conducting its business in a manner that causes no harm to individuals, and continually strives to establish a healthy and safe working environment. With these systems in place, senior leadership engagement and active involvement ensure a culture of safety and wellbeing across all operations

13. Number of complaints on working conditions and health and safety made by employees and workers.

Category	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0		0	0	-
Health & Safety	0	0		0	0	-

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

- The Company continues to strengthen its safety systems through the following key initiatives:
- Implementation of Digital Logistics Management to ensure truck driver discipline and compliance with truck safety checks.
- Visible Felt Leadership through safety conversations and dynamic risk assessments conducted by Plant Managers and Heads of Departments.



- Comprehensive review of Hazard Identification & Risk Assessments (HIRA) and Safe Operating Procedures (SOPs) across all plant activities.
- Ongoing implementation of the Group's "Clean Site / Safe Site" initiative across all plants.
- Health & Safety Competency training for frontline engineers and managers.
- Training on Contractor Safety Requirements for contractors and contractor supervisors, supported by safety compliance audits.
- Inspection of work platforms, toe guards, and handrails to ensure alignment with group safety standards.
- Audit of process and mechanical equipment to verify fit-for-purpose condition and operational integrity.
- Audit of Sub-stations and Motor Control Centers (MCC Rooms) focused on safety, fire detection systems, earthing, and compliance with electrical standards.
- Installation of safety interlock switches ("No Guard, No Start") for equipment rated 30KW and above, preventing operation without proper guarding of rotating parts.
- Chemical Handling Safety audits to ensure proper labelling, availability of Material Safety Data Sheets (MSDS), secure chemical storage, and training for authorized handling personnel.

PRINCIPLE 4- BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company's stakeholder engagement process begins with defining objectives and scope and adopting the medium for engagement. This is followed by identifying and prioritising the internal and external stakeholders and conducting interaction with various stakeholders' groups such as Employees, Dealers, Retailers, Customers, Suppliers, Contractors, Other Service Providers, Regulatory Authorities, Shareholders, Investors, Analysts and Local Communities.

Throughout the course of the year, we maintain ongoing dialogue with the many stakeholders by utilising a variety of channels of contact. The process of engaging stakeholders also includes regular feedback and grievance redressal methods, both of which are vital components of the process.

This involvement helps us in understanding their viewpoint and put forth our perspective. On the basis of outcome of interaction, appropriate actions are taken in the interest of all the stakeholders. The insights that we gain from these discussions are helpful, because they allow us to continually enhance both our strategy and our operations.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Key Stakeholders	Whether identified as Vulnerable & Marginalized Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders & Investors	No	Email, Website, Investor Conferences, General Meetings, Stock Exchange, Earnings Calls	Quarterly/ Annually and as and when required	Disseminating and sharing of information with shareholders and investors with a view to update and also seek approval of shareholders as may be required from time to time.
Dealers, Retailers & Customers	No	Email, SMS, Advertisements, Social Media, Website, Dealer/ Retailer Conferences	Periodic	1. New services and offerings 2. Customer Queries & feedback



Key Stakeholders	Whether identified as Vulnerable & Marginalized Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers, Contractors and other Service providers	No	Email, Vendor Interactions, Review Meetings	Periodic	1. Product and service requirement along with commercial terms and conditions 2. Quality Check 3. Performance review of products and services 4. Vendor queries and feedback
Employees	No	Email, WhatsApp, Communication Meeting, Open-house meetings, performance appraisal sessions, training sessions	Periodic	1. Talent development and Training 2. Employee Engagement & Feedback (Town Hall Meetings) 3. Performance review 4. Sharing regular updates on Company's operational and financial performance, new initiatives 5. Updates on Occupational Health and Safety
Regulatory Authorities/ Government Agencies	No	Regulatory filings, Representations and Submissions, websites	Periodic and event-based compliances	1. Regulatory compliance 2. Environmental initiatives 3. Industry feedback and expectations 4. Good Governance Practice
Local Communities	No	Community Meetings, Surveys, Awareness campaigns	Periodic and as when required	1. Educational Initiatives 2. Vocational Courses 3. Rural Infrastructure development 4. Healthcare Facilities 5. Community engagement

PRINCIPLE 5 - BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicator

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
EMPLOYEES						
Total employees	716	471	66%	718	405	56%
WORKERS						
Total workers	254	143	56%	294	148	50%



2. Details of minimum wages paid to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)		Equal to minimum wage		More than minimum wage		Total (D)		Equal to minimum wage	
	No. (B)	% (B/A)	No. (C)	% (C/A)	No. (E)	% (E/D)	No. (F)	% (F/D)	No. (G)	% (G/H)
EMPLOYEES										
Permanent	716						718			
Male	697	0	0	697	100%	702	00	00	702	100%
Female	19	0	0	19	100%	16	00	00	16	100%
Non-permanent	7									
Male	6	0	0	6	100%	04	00	00	04	100%
Female	1	0	0	1	100%	01	00	00	01	100%
WORKERS										
Permanent	254						294			
Male	253	0	0	253	100%	293	00	00	293	100%
Female	1	0	0	1	100%	01	00	00	01	100%
Non-permanent	00									
Male	0	0	0	0	0%	00	00	00	00	00
Female	0	0	0	0	0%	00	00	00	00	00

3. a. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)	01	20,729,643	NIL	NIL
KMP (other than BoD)	02	16,791,704	NIL	NIL
Employees other than BOD & KMP	694	8,74,941	19	1,135,049
Workers	253	5,84,033	01	5,63,028

b. Gross wages paid to females as % of total wages paid by the entity in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages.	3.32%	3.18%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes, The Company has in place a Policy Statement on Human Rights wherein the all the employees and workers of the Company are familiarized about ensuring of Human Rights based on UN Guiding Principles. Also, during Financial Year 2024-25, the Company had conducted a Human Rights Risk Assessment at Plant level wherein a human rights risk coordinator was appointed by the Company to identify human rights risk at the plant and correspondingly conduct risk assessment through interviews to people belonging to Executive and Management level in order to take preventive and mitigation measures at the plant level. Simultaneously a report was presented to the Management about ensuring of compliance with Human Rights.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

In line with the company's Grievance Redressal Policy, a confidential and anonymous compliance hotline has been



implemented for employees as well as suppliers / contractors to report breaches of both social and professional norms. This system operates in tandem with the Vigil Mechanism, designed to ensure appropriate resolution of grievances.

Ensuring an unbiased approach, the Ethics Counsellor and/or the Chairperson of the Audit Committee oversee investigations of Protected Disclosures received under Vigil Mechanism / Whistle Blower Policy. This process underscores the significance of the complainant's rights, confidentiality, cooperation, and timely completion, all while upholding fairness and thwarting any undue interference.

Furthermore, employees have the option to formally register their complaint(s) in writing with POSH committee or directly address their concerns to the chairperson of the committee in respect of sexual harassment incidents.

6. Number of complaints on the following made by employees and workers:

Category	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	0	-	-
Discrimination at workplace	-	-	-	0	-	-
Child Labour	-	-	-	0	-	-
Forced /Involuntary Labour	-	-	-	0	-	-
Wages	-	-	-	0	-	-
Other	35	-	Closed	19	-	Closed

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

In order to prevent adverse consequences to the complainant in discrimination and harassment cases, the company has established mechanisms aimed at ensuring a fair and unbiased resolution process. One such mechanism is the inclusion of external members in the decision-making committee. These external members bring an objective unbiased perspective and help maintain the integrity of the proceedings. Any complaint received is investigated promptly and thoroughly.

In matters related to POSH where the complaint remains unresolved by the internal POSH committee, the option of litigation is available. This serves as an additional safeguard to protect the rights and well-being of the complainant. Litigation provides a formal avenue for seeking legal remedies and addressing any adverse consequences that may have resulted from the discrimination or harassment.

By incorporating external members, the company demonstrates its commitment to address discrimination and harassment cases thoroughly and transparently. These measures are designed to ensure that the complainant is duly supported and protected against victimisation.

To deal with issues other than Sexual Harassment incidents, Heidelberg Materials Group has established a compliance hotline known as "Speak Up" which can be used by any employee/ vendor of any of the subsidiaries of Heidelberg Materials group to anonymously report compliance incidents. In line with the group policy, HCIL has also extended this facility to its employees/ vendors for reporting compliance incidents. This platform ensures that all complaints are heard, recorded and registered with the compliance officer for appropriate action and simultaneously



ensuring fairness and confidentiality are maintained. It helps in improving confidence of concerned stakeholders in the organisation and also has as a deterrent effect.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company mandates its suppliers, contractors and business associates to ensure that they adhere to human rights best practices.

10. Assessments for the year:

% of plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	100%
Forced/ involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not applicable

PRINCIPLE 6- BUSINESS SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. Details of total energy consumption and energy intensity, in the following format:

Parameter	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	4,21,857	3,84,554
Total fuel consumption (B)	6,76,847	7,51,463
Energy consumption through other sources ©	0	0
Total energy consumed from renewable sources (A+B+C)	10,98,704	11,36,017
From non-renewable sources		
Total electricity consumption (D)	7,27,961	8,45,843
Total fuel consumption (E)	77,55,975	87,78,659
Energy consumption through other sources (F)	0	-
Total energy consumed from non-renewable sources (D+E+F)	84,83,936	96,24,502
Total energy consumption (A+B+C+D+E+F)	95,82,640	1,07,60,519
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.00045	0.00045
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.00935	0.00920
Energy intensity in terms of physical output (GJ/ Cement Manufactured in MT)	2.17	2.35
Energy intensity (optional) - the relevant metric may be selected by the entity (GJ/ Clinker Manufactured in MT)	3.55	3.57

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes



BEE accredited (under the aegis of Ministry of Power) energy auditor has verified the data for the FY 2024-25 under RCO compliance

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

The PAT scheme promotes using energy credit instruments through tradable excess energy saving certificates (ESCCerts). The Narsingarh plant is a Designated Consumer under the PAT scheme of the government since beginning. During PAT cycle-1, i.e., from 2012 to 2015, the plant surpassed the given target of 0.1257 TOE/Ton and achieved 0.1040 TOE/Ton. This resulted in the accumulation of 18,697 ESCerts from the government. The plant also outperformed during PAT cycle-2 (2016 – 2019) and achieved 0.0855 TOE/Ton against the target of 0.0915 TOE/ Ton enabling further accumulation of 14,424 ESCerts. Thereafter, the PAT cycles 3-6 were not applicable to Narsingarh Plant as a Designated Consumer. Currently, the Narsingarh Plant is under PAT Cycle-7 (2022-2025) with a planned target of 0.0825 TOE/ton. The plant further again outperformed during PAT cycle-7 (2022-2025) and achieved 0.0819 TOE/Ton against the target of 0.0825 TOE/ Ton entitling us for 2,668 ESCerts.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	1068588	11,68,279
(ii) Ground Water	137934	1,83,174
(iii) Third Party Water	0	00
(iv) Seawater/Desalinated Water	0	00
(v) Others	0	00
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	1206522	1351453
Total volume of water consumption (in kilolitres)	1206522	1351453
Water intensity per rupee of turnover (Total water consumption/ Revenue from operations)	0.000056	0.000057
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.00118	0.001155
Water intensity in terms of physical output (MT waste generated / Cement Manufactured in MT)	0.27	0.30
Water intensity (optional) - the relevant metric may be selected by the entity (MT waste generated/ Clinker Manufactured in MT)	0.45	0.45

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes

Water data verification and assurance being done by TUV SUD as per the ISO 14046.



4. Provide the following details related to water discharged.

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	NIL	NIL
- No treatment		
- With treatment, please specify level of treatment		
(ii) To Groundwater	NIL	NIL
- No treatment		
- With treatment, please specify level of treatment		
(iii) To Seawater	NIL	NIL
- No treatment		
- With treatment, please specify level of treatment		
(iv) Sent to third parties	NIL	NIL
- No treatment		
- With treatment, please specify level of treatment		
(v) Others	NIL	NIL
- No treatment		
- With treatment, please specify level of treatment		
Total water discharged in kilolitres	NIL	NIL

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes.

Cement Manufacturing is a dry process thus there is no direct utilization of water in manufacturing process. Water is only used for industrial cooling purposes. The company is committed to minimize the impact of business operations on natural water resources through the zero-liquid discharge (ZLD) pledge. HCIL have implemented a Zero Liquid Discharge condition by installing STP wide capacity 1115 KLD.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Nox	mg/Nm ³	557.60	547.49
Sox	mg/Nm ³	31.90	23.03
Particulate matter (PM)	mg/Nm ³	49.03	52.05
Persistent organic pollutants (POP)	mg/Nm ³	0.00	0
Volatile organic compounds (VOC)	mg/Nm ³	0.001	0.001
Hazardous air pollutants (HAP)	mg/Nm ³	0.00	0
Others	-		



7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available)	TCO2e	22,10,214	24,77,822
Total Scope 2 emissions (Break-up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available)	TCO2e	1,44,783	1,68,229
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 emissions/ Revenue from operations)	TCO2e/INR	0.000110	0.000112
Total Scope 1 and Scope 2 emissions per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	TCO2e/INR	0.002297	0.002262
Total Scope 1 and Scope 2 emission intensity in terms of physical output	(Metric tonnes of CO ₂ equivalent/ Cement Manufactured in MT)	0.53	0.58
Total Scope 1 and Scope 2 emission intensity (optional)-the relevant metric may be selected by the entity	(Metric tonnes of CO ₂ equivalent/ Clinker Manufactured in MT)	0.53	0.88

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes.

The Company is committed to reducing its reliance on fossil fuels and transitioning to renewable energy sources. This commitment is central to minimizing greenhouse gas emissions and promoting environmentally responsible practices. The Company aims to reduce air pollutants to levels below industry averages for the cement sector.

To mitigate the impacts of climate change on its operations, the Company has launched several initiatives focused on emission reduction and renewable energy adoption. It has significantly expanded its renewable energy footprint by incorporating solar power and biomass-based fuels into its operations. A key development is the commissioning of a 5.5 MW solar power plant in the mining area at Damoh, Madhya Pradesh. This plant ensures a reliable electricity supply for mining operations and the clinker plant, reducing dependence on grid and short-term open access power sources.

The Company also utilizes a Waste Heat Recovery System (WHRS) to recover and reuse a substantial portion of energy demand. Plant teams continuously monitor energy usage and emissions, implementing strategic interventions such as installing conveyor belts, Ropeway system in the supply chain and retrofitting existing equipment to improve efficiency. To further lower its carbon footprint, the Company has replaced fossil fuels with alternative fuels (AFs) in clinker production. At the Narsingarh, Afs - initially biomass from nearby areas—have been introduced, with the system now handling up to 20 tonnes per hour of biomass, Refuse Derived Fuel (RDF), and combustible components of Municipal Solid Waste. These initiatives highlight the Company's dedication to sustainable practices and innovative energy sourcing.



9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25	FY 2023-24
Total waste generated (in metric tonnes)		
Plastic waste (A)	6817.52	7,027
E-Waste (B)	0.92	4.43
Bio-Medical Waste ©	0.20	0.14
Construction and demolition waste (D)	0.00	0
Battery For (E)	3.37	7.38
Radioactive waste (F)	0.00	0
Other Hazardous waste. Please specify, if any-Used Oil (G)	67.78	39.01
Other Non-hazardous waste generated (H).Please specify, if any-MS melting scrap, wooden waste, cardboard	7095.60	1,616.23
Total (A+B+C+D+E+F+G+H)	13985.39	8,694.19
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0000007	0.0000004
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.0000136	0.0000074
Waste intensity in terms of physical output (MT waste generated/Cement Manufactured in MT)	0.00317	0.00190
Waste intensity (optional) - the relevant metric may be selected by the entity (MT waste generated/ Clinker Manufactured in MT)	0.00518	0.00288
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	0	0
(iii) Other recovery operations	6817.52	7,027
Total	6817.52	7,027
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0.20	0
(ii) Landfilling	00	0
(iii) Other disposal operations	7167.67	1,667
Total	7167.87	1,667

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No



10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company is aligned with the concept of the circular economy and prioritizes waste management by embedding circularity throughout its production processes, including storage, usage, reuse, recycling, and disposal of waste generated at its facilities.

The Company utilizes waste materials from other industries, such as blast furnace slag and fly ash, as input materials for cement manufacturing, effectively reducing the reliance on naturally extracted resources and promoting material circularity.

Various types of hazardous and non-hazardous waste are generated at the company's different plants, including used oil, used Grease, biomedical waste, E-waste, and battery waste. The company has implemented appropriate infrastructure at each site to safely handle, collect, and store the different types of waste until they are sold to registered Central Pollution Control Board (CPCB) / State Pollution Control Board (SPCB) authorized recyclers.

At the plant level, waste generated on-site is systematically managed through a color-coded collection bin system. However, instead of dealing with the waste disposal internally, the company has opted for selling waste to external vendors who take charge of the entire waste management process, from collection to final disposal. This helps the Company to safely dispose hazardous and non-hazardous waste.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details.

Sr. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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Not applicable as there are no operations near above-mentioned zones

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in FY 2024-25.

Name and brief details of project	EIA Notification Number	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain	Relevant Web Links
NA					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances.

The Company has duly complied with all the applicable environmental laws/regulations/guidelines applicable from time to time such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and the rules made thereunder.

S No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA				



PRINCIPLE 7- BUSINESS, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicator

1 a. Number of affiliations with trade and industry chambers/ associations.

The Company is a member of three trade and industry chambers / associations during FY25.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State / National)
1	Confederation of Indian Industry (CII)	National
2	Cement Manufacturers' Association (CMA)	National
3	Global Cement and Concrete Association (GCCA), India	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of the Authority	Brief of the case	Corrective Action Taken
NA	NA	NA

PRINCIPLE 8-BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
NA					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NA						

3. Describe the mechanisms to receive and redress grievances of the community.

As a part of the CSR Policy, the HR representative at each plant location meet the representatives of local communities to understand their needs and problems and extend requisite support to the extent possible.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	7.3%	5.9%
Directly from within India	90.3%	91.6%



5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.**

Location	FY 2024-25	FY 2023-24
Rural	21.4%	21.1%
Semi-urban	19.9%	22.0%
Urban	8.6%	9.2%
Metropolitan	50.1%	47.7%

PRINCIPLE 9- BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Receiving and responding to consumer complaints and feedback effectively is crucial for maintaining customer satisfaction and trust. Company manufacturers the product with world class quality control process however in-case a customer wants to reach us for any feedback/complaints he has several ways to reach us.

- Company has a dedicated email, phone and WhatsApp chatbot number, which is easily accessible to consumer through our cement bags, website, and marketing collaterals The complaints registered through these modes is attended by our call centre team during working hours and speedy resolution is provided to best of companies ability.
- Customer can also get our technical service engineer's number through our authorized retailer network from where they have bought the material.

The Company has established a highly experienced and well-trained technical team and a well-defined protocol to efficiently address consumer complaints in a prompt and efficient manner – ranging from the initial receipt of a complaint to its thorough examination, resolution, and subsequent closure.

The Company has a customer service team that provides onsite support and demonstration through a mobile testing van. Additionally, the company has a specialized tool known as 'Dealer Connect', designed to facilitate seamless submission of requests from key dealers. Customers are provided with multiple channels to voice their grievances through mediums such as the official website.

2. **Turnover of products and/services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	The Company's products adhere to all applicable statutory parameters
Safe and responsible usage	
Recycling and/or safe disposal	



3. Number of consumer complaints in respect of the following:

	FY 2024-25		Remarks	FY 2023-24		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	NA		0	NA	
Advertising	0	NA		0	NA	
Cybersecurity	0	NA		0	NA	
Delivery of essential services	NA	NA		NA	NA	
Restrictive Trade Practices	0	NA		0	NA	
U nfair Trade Practices	0	NA		0	NA	
Other	77	3	Complaint related to slow setting, low strength, cracks etc.	43	1	Complaint related to slow setting, low strength, cracks etc.

4. Details of instances of product recalls on accounts of safety issues.

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. The data privacy policy is available on the Company's website at <https://www.mycemco.com/data-protection>

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Since there are no complaints, there was no need for any corrective action. However, we always strive to ensure that the best quality products are delivered to our customers and ensure all feedback from our stakeholders is considered in our business processes.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches:

No data breaches faced in FY 2024-25.

b. Percentage of data breaches involving personally identifiable information of customer

NA

c. Impact, if any, of the data breaches

NA



REPORT ON CORPORATE GOVERNANCE

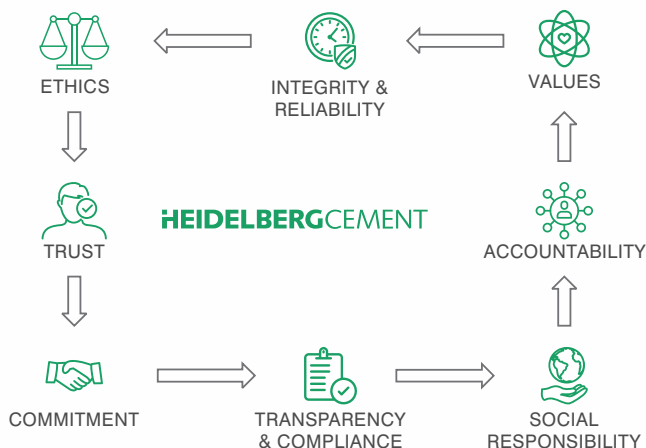
CORPORATE GOVERNANCE PHILOSOPHY

The Company believes that ethics, values, compliance and transparency are the foundation of good Corporate Governance, which earns the confidence of our stakeholders, customers and society. The Company believes in maintaining high ethical and legal standards as a part of its Corporate Governance measures and remains committed to the principles of integrity and fairness.

The Company is a part of the Heidelberg Materials Group and over the years has earned the distinction of being a good corporate citizen riding on the principles of honesty, integrity and sound governance. The Company's philosophy of Corporate Governance is to continue enhancing the satisfaction of its stakeholders and overall corporate value, while balancing economic, social, and commercial value(s).

The Company is led by a distinguished Board, which includes independent directors. The Board provides a wider overview and strategic counsel. The Company has established systems and procedures to ensure that the Board of the Company is well-informed and well-equipped to fulfill its responsibilities and to provide management the strategic direction it needs.

Corporate Governance at HeidelbergCement India Limited



The Company is in compliance with the provisions stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). The details of compliances, for the financial year ended 31 March 2025, are as follows:

BOARD OF DIRECTORS

Size & Composition of the Board

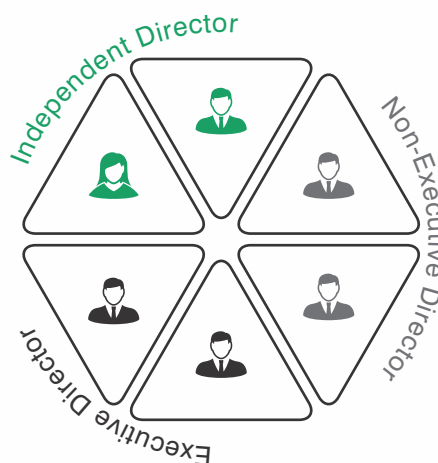
The Board has an optimum combination of Executive and Non-Executive Directors including Independent Directors. As on 31 March 2025, the Company's Board comprised of six Directors out of which four were Non-Executive Directors (including an Independent Director and an Independent Woman Director) and two Executive Directors (a Managing Director and a Whole-time Director). None of the Directors of the Company are related to each other. The Chairperson of the Board is an Independent Director. Separate persons have been appointed by the Company to the post of Chairperson and Managing Director.

The Board of Directors in its meeting held on 28 May 2025, upon recommendation by the Nomination and Remuneration Committee (NRC), re-appointed Mr. Vimal Kumar Jain (DIN: 09561918), as Whole-Time Director of the Company, liable to retire by rotation, for a term of three years from 10 June 2025 till 09 June 2028 and appointed Mr. Vimal Kumar Choudhary (DIN:02370072) as an Additional Director in the category of Non-Executive & Non-Independent Director of the Company. The Notice of the postal ballot for according the shareholders' approval in this regard was approved in the same meeting.

Ms. Soek Peng Sim (DIN: 06958955) Non-Executive - Non-Independent Director of the Company resigned from the Board of Directors of the Company with effect from the closure of business hours on 28 May 2025.

The composition of the Board as on 31 March 2025 is in conformity with Regulation 17 and 17A of the SEBI Listing Regulations.

Board Size & Composition



The Composition and Category of the Board of Directors and number of other directorships and committee positions held in other companies as on 31 March 2025 is given below:

Sr. No.	Name of the Director	Category of directorship in other Listed Companies	Name(s) of other Indian Listed Companies in which director holds directorship	No. of Directorship(s) in other Public Limited Companies*	No. of outside Committee position(s) held**	
					Membership	Chairpersonship
1	Ms. Jyoti Narang DIN: 00351187 Chairperson and Non-Executive Independent Woman Director	-	-	1	-	-
2	Mr. Atul Khosla DIN: 06476856 Non-Executive Independent Director	-	-	-	-	-
3	Mr. Roberto Callieri DIN: 05139888 Non-Executive Director	-	-	2	-	-
4	Ms. Soek Peng Sim [#] DIN: 06958955 Non-Executive Director	-	-	2	-	-
5	Mr. Joydeep Mukherjee DIN: 06648469 Managing Director	-	-	2	-	-
6	Mr. Vimal Kumar Jain DIN: 09561918 Whole-time Director	-	-	1	-	-

* Directorships in Private Limited Companies, Foreign Companies and Companies governed by section 8 of the Companies Act, 2013 are excluded for this purpose.

** Only Audit Committee and Stakeholders' Relationship Committee have been considered for the purpose of the Committee positions as per SEBI Listing Regulations.

[#] Ms. Soek Peng Sim resigned from the Board of Directors of the Company w.e.f. close of business hours on 28 May 2025.

Number of Board Meetings

During the financial year ended 31 March 2025, the Board of Directors met five times i.e., on 29 May 2024, 31 July 2024,

28 October 2024, 30 January 2025 and 24 March 2025. The maximum time gap between any two consecutive board meetings was less than 120 days.

Attendance of Directors at the Board Meetings and last Annual General Meeting of the Company along with details of number of shares/convertible instruments held by them as on 31 March 2025:

Sr. No.	Name of the Director	Dates of Board Meetings held and attended during FY25					Total Board Meetings held during their tenure	Total Board Meetings attended during their tenure	Last Annual General Meeting held on 25-09-24	Number of equity shares held in the Company
		29 May 2024	31 July 2024	28 October 2024	30 January 2025	24 March 2025				
1	Ms. Jyoti Narang	✓	✓	✓	✓	✓	5	5	✓	Nil
2	Mr. Atul Khosla	✓	✓	✓	✓	X	5	4	✓	Nil
3	Mr. Roberto Callieri	✓	✓	✓	✓	X	5	4	X	Nil
4	Ms. Soek Peng Sim	✓	✓	X	X	✓	5	3	✓	Nil
5	Mr. Joydeep Mukherjee	✓	✓	✓	✓	✓	5	5	✓	Nil
6	Mr. Vimal Kumar Jain	✓	✓	✓	✓	X	5	4	✓	Nil

✓ Attended x Not Attended



Directors with Materially Significant Pecuniary Relationships or Business Transactions with the Company

The Company does not have any pecuniary relationship with any of the Directors and has not entered into any transaction, material or otherwise, with them except for the remuneration / sitting fees and payments / reimbursement of travelling, lodging and boarding expenses.

Code of Conduct for Board Members and Senior Management Personnel

The Board has laid down a Code of Conduct for Board Members and Senior Management Personnel of the Company which also incorporates the duties of Independent Directors provided in the Companies Act, 2013. The Code has been displayed on the Company's website viz., www.mycemco.com. The Board Members and Senior Management Personnel have affirmed compliance with the aforesaid Code. A declaration signed

by the Managing Director in this regard is attached and forms part of this Report.

Key skills, expertise and competencies of Board Members

The Company believes that collective effectiveness of the Board is a must for overall performance and progress of the Company. The members of the Board amongst themselves should have an appropriate balance of skills, experience and diversity of perspectives. In terms of requirement of SEBI Listing Regulations and given the Company's size, scale and nature of business, the Board of Directors of the Company has identified following core skills, expertise and competencies of the Directors for effective functioning and long-term value creation. The Directors on Board of the Company are professionals with extensive experience and expertise in their respective functional areas. The table given below shows the varied skills, expertise and competencies possessed by Directors:

Sr. No.	Areas of skills, expertise and competencies	Brief Description
1	General Management / Governance	Driving corporate ethics and values, Strategic thinking, decision making, People process skills, protecting interest of all stakeholders and understanding implications of changes in rules and regulations.
2	Financial skills	Understanding the financial statements, internal financial controls, risk management, budgeting, mergers and acquisition, etc.
3	Industry / Technical Knowledge	Experience in manufacturing sector, Quality, Safety, Project Management, Technical know-how resulting in continuous improvement, knowledge of how to anticipate technological trends, adapt to the market developments etc.
4	Sales & Marketing	Experience in developing strategies to increase sales and market share, build brand awareness and enhance enterprise reputation based on the understanding of dynamics of cement industry.

Skills, expertise and competencies possessed by the Individual Directors of the Company:

Sr. No.	Name of the Director	Skills, Expertise and Competencies			
		General Management / Governance	Financial skills	Industry / Technical Knowledge	Sales & Marketing
1	Ms. Jyoti Narang	√	√	--	√
2	Mr. Atul Khosla	√	√	√	--
3	Mr. Roberto Callieri	√	√	√	--
4	Ms. Soek Peng Sim	√	√	√	--
5	Mr. Joydeep Mukherjee	√	√	√	√
6	Mr. Vimal Kumar Jain	√	--	√	--

Familiarisation programmes for Board Members

The Board members are provided with necessary documents to enable them to familiarise with the Company's procedures and practices. Presentations are made at Board Meetings with respect to strategies, business models, operations, markets, business environment, risk management, competitive benchmarking, etc. The Board is also updated from time to time on matters relating to changes in the regulatory framework including tax laws.

At the time of appointment, an Independent Director is given a formal letter of appointment describing the role, functions, duties and responsibilities expected from him/her as a

Director of the Company. The Director is also briefed on the compliances required from him under the Companies Act, 2013, SEBI Listing Regulations and other applicable regulations. The Managing Director also has a one-to-one discussion with the newly appointed Director which helps the newly appointed Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfil his/her role as a Director of the Company.

The details of familiarisation programmes for Independent Directors are posted on website of the Company and the same can be accessed at the web-link given below:

https://www.mycemco.com/sites/default/files/Familiarization_programme_for_Independent_Directors_FY2025.pdf



















Declaration of Independent Directors

Independent Directors on Board have submitted declarations to the Company that they fulfill the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 & 25(8) of the SEBI Listing Regulations. The Independent Directors have also confirmed that they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs pursuant to Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board of Directors after verifying the veracity of aforesaid declarations, have confirmed that the Independent Directors fulfill the conditions of independence specified in the Companies Act, 2013, SEBI Listing Regulations and that they are Independent of the management of the Company.

The Composition of all Board level Committees as on 31 March 2025 was as follows:

Sr. No.	Name of the Director	Audit Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Nomination & Remuneration Committee	Risk Management Committee*
1	Ms. Jyoti Narang					
2	Mr. Atul Khosla					
3	Mr. Roberto Callieri	–	–	–		–
4	Ms. Soek Peng Sim		–	–	–	–
5	Mr. Joydeep Mukherjee	–			–	
6	Mr. Vimal Kumar Jain	–	–		–	–

  Chairperson   Member

* Mr. Anil Kumar Sharma, Chief Financial Officer of the Company is also a member of Risk Management Committee.

Audit Committee

The Audit Committee of the Company met four times during FY25. The time gap between any two meetings of Audit Committee was less than 120 days. The quorum for the meetings of the Audit Committee is one-third of the

members of the Committee, subject to a minimum of two independent directors present at the meeting. The composition as well as terms of reference of the Audit Committee are in line with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The details of attendance of the members of Audit Committee are given below:

Sr. No.	Name of the Member	Dates of Meeting of Audit Committee held and attended during FY25				Total Meetings held during their tenure	Total Meetings attended during their tenure
		29 May 2024	31 July 2024	28 October 2024	30 January 2025		
1	Mr. Atul Khosla	✓	✓	✓	✓	4	4
2	Ms. Jyoti Narang	✓	✓	✓	✓	4	4
3	Ms. Soek Peng Sim*	✓	✓	X	X	4	2

*Ms. Soek Peng Sim of (DIN: 06958955) Non-Executive - Non-Independent Director of the Company resigned from the Board of Directors of the Company with effect from the closure of business hours of 28 May 2025.

The Board at its meeting held on 28 May 2025 has appointed Mr. Vimal Kumar Choudhary as a member of Audit Committee with immediate effect.

✓ Attended X Not Attended

The role of the Audit Committee is to provide oversight over the accounting systems, financial reporting, related party transactions and internal controls of the Company. The powers and role of the Audit Committee are as set out in the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The Terms of Reference of the Committee are available on the website of the Company, www.mycemco.com.

The Company Secretary acts as the Secretary to the Committee. The Managing Director, Chief Financial Officer

and the representative(s) of the Statutory Auditors and the Internal Auditors are invited to attend the meetings of the Audit Committee. The Internal Auditors of the Company report directly to the Audit Committee on half yearly basis.

The Statutory Auditors of the Company have expressed an unmodified opinion on the financial statements of the Company for FY25.

The Chairperson and all the other members of Audit Committee possess accounting and financial management expertise.



Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Company met four times during FY25 to take note of shareholders' grievances and to review other matters relating to investors' servicing. The terms of reference of the Committee are available on the website of the Company, www.mycemco.com.

The details of attendance of the members of the Stakeholders' Relationship Committee are given below:

Sr. No.	Name of the Member	Dates of Meetings of Stakeholders' Relationship Committee held and attended during FY25				Total Meetings held during their tenure	Total Meetings attended during their tenure
		29 May 2024	31 July 2024	28 October 2024	30 January 2025		
1	Ms. Jyoti Narang	✓	✓	✓	✓	4	4
2	Mr. Atul Khosla	✓	✓	✓	✓	4	4
3	Mr. Joydeep Mukherjee	✓	✓	✓	✓	4	4

✓ Attended ✗ Not Attended

Mr. Ravi Arora, Vice President- Corporate Affairs & Company Secretary is the Compliance Officer of the Company and also acts as Secretary to the Committee. During the period under review, one complaint was received and resolved. There was no pending investor complaint as on 31 March 2025.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company met twice during FY25. The terms of reference of the Committee are in line with the provisions of the Companies Act, 2013 and the Rules made thereunder. The terms of reference of the Committee are available on website of the Company, www.mycemco.com.

The details of attendance of the members of the Corporate Social Responsibility Committee are given below:

Sr. No.	Name of the Members	Dates of Meetings of Corporate Social Responsibility Committee held and attended during FY25		Total Meetings held during their tenure	Total Meetings attended during their tenure
		29 May 2024	28 October 2024		
1	Ms. Jyoti Narang	✓	✓	2	2
2	Mr. Atul Khosla	✓	✓	2	2
3	Mr. Joydeep Mukherjee	✓	✓	2	2
4	Mr. Vimal Kumar Jain	✓	✓	2	2

✓ Attended ✗ Not Attended

Risk Management Committee

The Risk Management Committee of the Company met three times during FY25. The terms of reference of the Committee are available on website of the Company, www.mycemco.com.

The details of attendance of the members of the Risk Management Committee are given below:

Sr. No.	Name of the Member	Dates of Meeting of Risk Management Committee held and attended during FY24			Total Meetings held during their tenure	Total Meetings attended during their tenure
		29 May 2024	31 July 2024	30 January 2025		
1	Mr. Joydeep Mukherjee	✓	✓	✓	3	3
2	Ms. Jyoti Narang	✓	✓	✓	3	3
3	Mr. Atul Khosla	✓	✓	✓	3	3
4	Mr. Anil Kumar Sharma	✓	✓	✓	3	3

✓ Attended ✗ Not Attended

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company met twice during FY25. The terms of reference of the Committee are in line with the provisions of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and the Rules made thereunder. The terms of reference of the Committee are available on website of the Company, www.mycemco.com.



The details of attendance of the members of the Nomination and Remuneration Committee are given below:

Sr. No.	Name of the Member	Dates of Meetings of Nomination and Remuneration Committee held and attended during FY25		Total Meetings held during their tenure	Total Meetings attended during their tenure
		29 May 2024	24 March 2025		
1	Ms. Jyoti Narang	✓	✓	2	2
2	Mr. Atul Khosla	✓	✓	2	2
3	Mr. Roberto Callieri	✓	X	2	1

✓ Attended ✗ Not Attended

Nomination and Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee (NRC) has approved a Nomination and Remuneration Policy for Directors and Senior Management Personnel. The said policy provides that while considering a proposal for appointment of a Director, NRC shall inter alia consider his/her qualifications, positive attributes, areas of expertise, independence and the number of directorships and memberships in Board level committees held by such person in other companies. The Board considers the recommendations of NRC and takes appropriate decisions.

The said Policy also provides that while determining the remuneration it should be ensured that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, senior management personnel and other employees. The remuneration is divided into two components namely, fixed component comprising salaries, perquisites, allowances, retirement benefits etc., and the variable component or performance-based incentive. Appropriate balance between fixed and variable pay is maintained so as to be focussed on both short term as well as long term performance objectives.

The annual increments and performance linked incentives are decided through a structured performance management system, which takes into account criticality of the roles and responsibilities, employees' competencies

and performance, the Company's performance vis-à-vis the achievement of annual operating plan, individual's performance vis-à-vis Key Performance Indicators (KPIs), industry benchmark and current compensation trends in the market. The said Policy has been posted on website of the Company and the web link to access the said policy is as follows:

https://www.mycemco.com/sites/default/files/PDF/Policies/Nomination_and_Remuneration_Policy.pdf

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, a Performance Evaluation Policy has been formulated containing the criteria and methodology for facilitating performance evaluation of the Board as a whole, Committees of the Board and the Directors individually. In accordance with the criteria contained in the said Policy, the Board has carried out performance evaluation of its own performance, its Committees and the Independent Directors. The Nomination and Remuneration Committee has also evaluated the performance of all the Directors.

The performance evaluation of the Chairperson and the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors at their separate meeting. The Directors have expressed their satisfaction on the outcome of the performance evaluation.

Criteria for payment of sitting fee to Non-Executive Independent Directors

The sitting fee payable to Non-Executive Independent Directors for attending the meetings is given below:

(Amount in INR)

Name of Meeting	Amount payable to each director per meeting
Meeting of Board of Directors	100,000
Meeting of Audit Committee	100,000
Meeting of Nomination and Remuneration Committee	80,000
Meeting of Corporate Social Responsibility Committee	80,000
Meeting of Stakeholders' Relationship Committee	80,000
Meeting of Risk Management Committee	80,000
Meeting of Independent Directors	80,000



Sitting fee paid to Non-Executive Independent Directors during FY25

Name of the Director	Board Meetings	Audit Committee Meetings	No. of meetings attended Stakeholders' Relationship Committee Meetings	Nomination and Remuneration Committee Meetings	Corporate Social Responsibility Committee Meetings	Risk Management Committee Meetings	Meeting of Independent Directors	Sitting fees paid from 01.04.2024 to 31.03.2025*
Ms. Jyoti Narang	5	4	4	2	2	3	1	18,60,000
Mr. Atul Khosla	4	4	4	2	2	3	1	17,60,000

*Sitting fee paid to Non-Executive Independent Directors shown in the table given above is gross. The payment has been made to Directors after deduction of tax at source.

The Company has not paid any remuneration or sitting fees to its non-resident Directors namely, Mr. Roberto Callieri and Ms. Soek Peng Sim during the financial year ended 31 March 2025.

Senior Management

The particulars of Senior Management Personnel of the Company during the Financial Year ended 31 March 2025 are given below:

1.	Mr. Vimal Kumar Jain	Whole-time Director (Director Technical)
2.	Mr. Anil Kumar Sharma	Chief Financial Officer
3.	Ms. Poonam Sharma	Director- Human Resources
4.	Mr. Molugu Purnachander	Director-Procurement
5.	Mr. Ravi Arora*	V.P. - Corporate affairs & Company Secretary
6.	Mr. Rajinder Singh	President- Sales & Marketing
7.	Mr. Sumeet Bisarya	Head-Business Development & Internal Audit
8.	Mr. Manish Shah	Head-Cement Competency Centre
9.	Mr. Suresh Chandra Dube**	Head Works- Damoh

Note-

* During the year under review, the Board of Directors in its meeting held on 29 May 2024 appointed Mr. Ravi Arora as V.P. - Corporate affairs & Company Secretary of the Company w.e.f. 18 June 2024.

**During the year under review, the Board of Directors in its meeting held on 29 May 2024 appointed Mr. Suresh Chandra Dube as Senior Management Personnel in place of Mr. Sunil Kumar.

***During the year under review, Mr. Gaurav Karakoti resigned from the position of Vice President- Sales Excellence and was accordingly relieved from his duties with effect from 03 March 2025.

Remuneration of Whole-time Director

The details of the Remuneration paid to Vimal Kumar Jain, Whole-time Director, during FY25 is given below:- (INR)

Particulars	(Rupees)
Basic Salary	7,557,240
Perquisites & Allowances	8,979,614
Variable Pay #	3,285,920
Contribution to PF and Superannuation Fund	906,869
Total	20,729,643

Variable Pay of Whole-time Director can vary between 0% and 200% of the base amount depending upon individual and Company's performance after evaluation of the performance against the targets set in the beginning of the year.

The Company does not pay any sitting fee/commission /remuneration to Mr. Joydeep Mukherjee, Managing Director. The Company does not have any Stock Option Scheme.

The notice period of Managing Director and Whole-time Director is three months.

Meeting of Independent Directors

During FY25, the Independent Directors of the Company met on 03 March 2025 for performance evaluation of Non-Independent Directors and the Board as a whole; and evaluation of the quality, content and timeliness of flow of information between the Management and the Board. The

said meeting was attended by all the Independent Directors. The Independent Directors have expressed satisfaction on the outcome of performance evaluation.

Subsidiary

The Company does not have any subsidiary company.

Related Party Transactions

All the transactions between the Company and its related parties during the financial year ended 31 March 2025 were in the ordinary course of business and on an arm's length basis. The particulars of such transactions have been disclosed in notes to financial statements presented in the Annual Report. During the year under review, the Company



has not entered into any related party transaction exceeding the threshold limit provided under the Companies Act, 2013/Rules made thereunder and the SEBI Listing Regulations. A statement containing details of all the related party transactions is placed before the Audit Committee on a quarterly basis, specifying the nature and value of the transactions.

The Company has in place a Policy on Related Party Transactions and a framework for the purpose of assessing the basis of determining the arm's length price of relevant transactions. The same has been posted on the Company's website. The web-link to access the said policy and framework is as follows:

https://www.mycemco.com/sites/default/files/PDF/Policies/Policy_on_Related_Party_Transactions.pdf

Disclosures

Wherever necessary, Directors and Senior Management Personnel make disclosures to the Board relating to all the material financial and commercial transactions where they have a personal interest that may create a potential conflict with the interest of the Company at large. All the related party transactions have been disclosed in notes to financial statements presented in the Annual Report. All the Directors have disclosed their interest in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013 and Rules made thereunder and as and when any changes in their interests take place, they are placed at the following Board Meeting for taking the same on record.

The Board of Directors of the Company annually review the adoption of the 'discretionary requirements' as specified in Part E of Schedule II of SEBI Listing Regulations.

Management Discussion and Analysis

This Annual Report has a detailed chapter on Management Discussion and Analysis.

Vigil Mechanism/Whistle Blower Policy

The Company is committed to develop a culture where it is safe for employees to raise genuine concerns or grievances about unethical behaviour, conflict of interest, leakage of price sensitive information, mismanagement, fraud and violation of Code of Conduct. The Company has put in place a Vigil Mechanism/Whistle Blower Policy to deal with such instances. The purpose of this policy is to provide a framework for an effective vigil mechanism and to provide protection to employees or Directors against victimization who report such genuine concerns. The Vigil Mechanism/Whistle Blower Policy is posted on the website of the Company. Under the Policy a person can raise genuine concerns either to the Ethics Counsellor or to the Chairman of the Audit Committee. It is hereby affirmed that no employee was denied access to the Audit Committee. During FY25 no complaint was received under the Vigil Mechanism.

Prevention of Sexual Harassment of Women at the Workplace

The Company continues to remain compliant with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which aims to protect women at workplace against

any form of sexual harassment and prompt redressal of any complaint. During FY25, no complaint was received by the Company in this regard.

Disclosure of Accounting Treatment in preparation of Financial Statements

The Company has adopted Indian Accounting Standards (Ind-AS) since 01 April 2016. The financial statements presented in this Annual Report have been prepared in accordance with the Indian Accounting Standards.

Details of Non-compliance by the Company in the last three years

The Company has complied with all the requirements of the SEBI Listing Regulations. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority in connection with violation of capital market norms, rules, regulations, etc. in the last three years.

Certificate from Practicing Company Secretary

A certificate of Mr. Nityanand Singh (CP No. 2668), Practicing Company Secretary issued in compliance with Part C of Schedule V of the SEBI Listing Regulations, certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company is enclosed to this Report.

Risk Management

The Company has a structured Risk Management Policy. The business risks have been classified under the broad heads - strategic, operational, financial and legal & compliance risks. The Company's risk management policy lays down a bottom-up process comprising risk identification, analysis and evaluation, treatment and control. The business risks are reviewed by the Senior Management and critical risks are placed before the Risk Management Committee/Board of Directors for review.

Means of Communication

The quarterly and annual financial results are usually published in the English and Hindi editions of Business Standard. The Quarterly / Annual Financial Results, Shareholding Patterns, Annual Reports, Corporate Announcements etc., are displayed on the websites of the stock exchanges (BSE & NSE), as well as on the Company's website – www.mycemco.com and the same can be accessed thereat.

The Company attends the earnings calls/investors' conferences organised by the recognised market intermediaries and the presentations, if any, given to investors/analysts at such conferences are submitted to the stock exchanges and simultaneously also posted on the Company's website for information of the investors.

The Company's website, www.mycemco.com also contains transcripts and audio recordings of earnings' call and other useful information as required to be displayed pursuant to Regulation 46(2) of the SEBI Listing Regulations.



Recommendations made to the Board of Directors by its Committees

There was no instance during the FY25, wherein the Board of Directors of the Company did not accept recommendations made to it by any of its Committees.

Total fees paid to Statutory Auditors of the Company

The Company has paid aggregate amount of INR 5.9 million, comprising audit fee of INR 5.7 million and reimbursement of expenses of INR 0.2 million, to its statutory auditor, M/s. S.N. Dhawan & CO. LLP for carrying-out statutory audit for the financial year 2024-25 and providing related services. The Company has not engaged any other firm/entity which is part of network of M/s. S.N. Dhawan & CO. LLP.

GENERAL SHAREHOLDERS INFORMATION: DIRECTORS

Retirement by rotation

Mr. Roberto Callieri, Non Executive Director retires by rotation at the ensuing AGM and being eligible has offered himself for reappointment. His brief profile is given in the Notice of AGM. The Board hereby recommends his reappointment.

General Meetings of Shareholders

The details of Annual General Meetings (AGM) of shareholders held during the last three years are given below:

Financial Year ended	Date & Time	Venue / Mode	Details of Special Resolutions passed at AGM
31.03.2024	25.09.2024 11:00 A.M.	Through Video Conference/ Other audio-visual means	No Special Resolution was passed
31.3.2023	27.09.2023 11.00 A.M.	Through Video Conference/ Other audio-visual means	No Special Resolution was passed
31.3.2022	08.09.2022 11.00 A.M.	Through Video Conference/ Other audio-visual means	For appointment of Mr. Vimal Kumar Jain (holding DIN 09561918) as Whole-time Director of the Company from 10 June 2022 till 09 June 2025 in place of Mr. Sushil Kumar Tiwari

Ms. Jyoti Narang (Chairperson of Board, Stakeholders Relationship Committee and Corporate Social Responsibility Committee), Mr. Atul Khosla (Chairman of Audit Committee & Nomination & Remuneration Committee), Ms. Soek Peng Sim, Non-Executive Director, Mr. Joydeep Mukherjee, Managing Director and Mr. Vimal Kumar Jain, Whole-time Director of the Company were present at the last AGM held on 25 September 2024.

Postal Ballot

During FY25, the following resolution was passed by Postal Ballot through remote e-voting.

1. Ordinary Resolution for appointment of Mr. Roberto Callieri (DIN-05139888) as a Non-Executive Director of the Company liable to retire by rotation.

Details of voting patterns are given below:

1) Resolution for appointment of Mr. Roberto Callieri:

Resolution	Total No. of Votes polled	No. of Votes Cast in Favour of the Resolution	No. of Votes Cast against the Resolution	% of Votes cast in Favour to Votes polled	% of Votes cast against to Votes polled
Mr. Roberto Callieri (DIN-05139888) as a Non-Executive Director of the Company, liable to retire by rotation	19,10,97,748	18,72,16,615	38,81,133	97.97	2.03

Whether any Special Resolution is proposed to be passed through Postal Ballot

No Special Resolution is proposed to be passed through Postal Ballot as on date of this Annual Report.

Procedure for Postal Ballot

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the rules framed thereunder, and MCA Circulars. The Board of Directors of the Company had appointed Mr. Nityanand Singh, Company Secretary in Whole-time Practice (FCS No. 2668, CP No. 2388) as a Scrutinizer to ensure conduct of postal ballot e-voting process in a fair and transparent manner in respect of all the abovementioned resolutions.



The Shareholders were provided the facility to vote through Postal Ballot only by means of remote e-voting. All the Postal Ballot Notices along with the Explanatory Statement were sent through e-mail to the members whose names appeared on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on their respective Cut-off dates. The Company also published a notice in the newspapers as required under the Companies Act, 2013 and MCA Circulars. Shareholders holding equity shares as on the cut-off date had cast their votes through remote e-voting during the remote e-voting period. After closing of the remote e-voting period, the scrutinizer prepared a report and submitted the same to the Chairman/person authorised by the Board of Directors and the results of voting by the postal ballots were announced within the prescribed time period. The results are displayed on the website of the Company (www.mycemco.com), and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions contained in the Notice of the Postal Ballots are deemed to be passed on the last date specified for e-voting.

Annual General Meeting

Date : 24 September 2025

Day : Wednesday

Time : 11.00 A.M.

Venue : Through Video Conferencing Facility or Other Audio-Visual Means.

Financial Calendar for FY25

Proposed Board Meetings for approving quarterly financial results for the financial year 2025-26 are as under:

Approval of the financial results for the quarter ending 30 June 2025, 30 September 2025 and 31 December 2025.	Within 45 days from the end of the respective quarter.
--	--

Audited financial results for financial year ending 31 March 2026.	Within 60 days from the end of the financial year.
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AGM for the financial year ending 31 March 2026.	August / September 2026.
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Dividend: The Board of Directors has recommended Dividend of INR 7 per equity share of INR 10 each (70%) for FY25 (INR 8 per share for FY24), subject to the approval of the shareholders in the ensuing AGM. The dividend, after declaration at AGM, will be paid to the shareholders within 30 days from the date of AGM.

Record date: 12 September 2025 for the purpose of Dividend and 17 September 2025 for the purpose of AGM.

Stock Exchanges where shares are listed	Stock Code / Trading Symbol
BSE Ltd. (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400001	500292
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051	HEIDELBERG

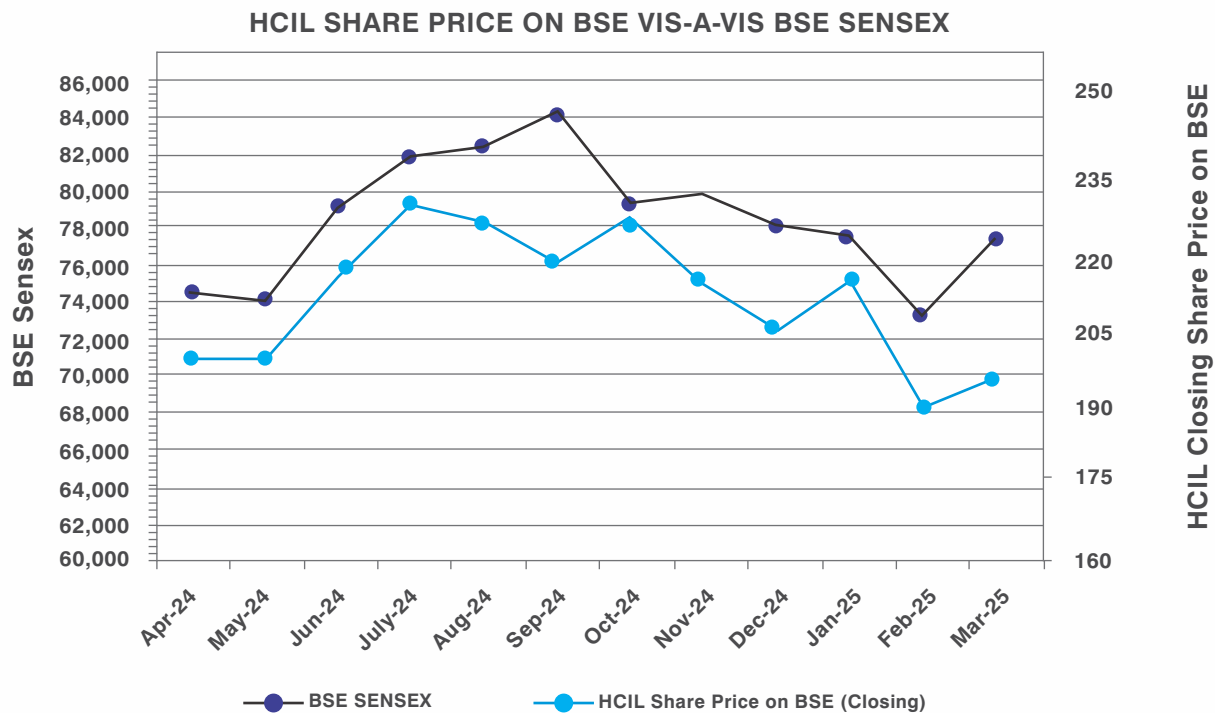
Share Price Data

Share Price of HeidelbergCement India Ltd. at BSE & NSE during the financial year ended 31 March 2025 is given below:

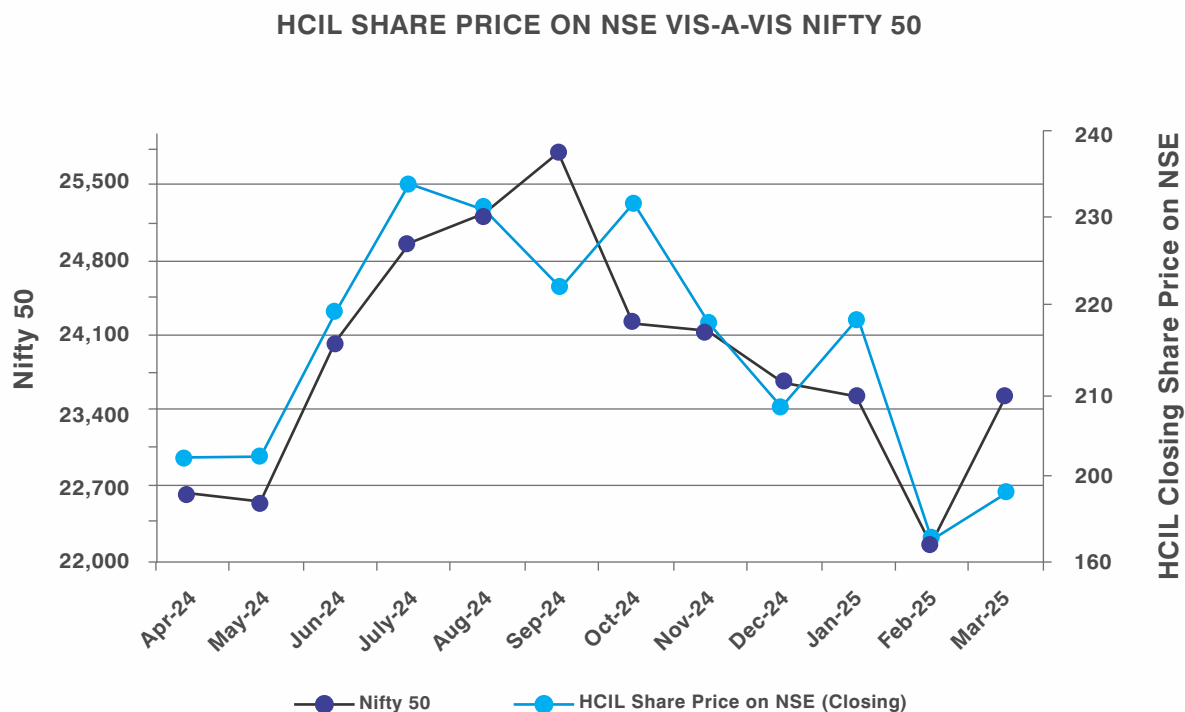
Month	BSE			NSE		
	High (Rs.)	Low (Rs.)	Close (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)
April 24	209.80	191.45	201.65	209.65	193.05	201.75
May 24	210.15	192.35	202.05	211.00	192.15	202.10
June 24	230.80	192.90	219.20	230.95	191.05	218.94
July 24	241.80	219.45	233.95	241.60	219.25	233.87
August 24	234.70	216.55	230.60	233.69	216.46	231.01
September 24	238.95	217.45	222.25	239.89	219.30	222.09
October 24	257.85	207.15	231.45	258.00	207.03	231.58
November 24	239.95	208.00	217.65	240.00	208.30	217.51
December 24	230.65	206.75	208.00	230.94	207.01	207.81
January 25	242.00	202.30	218.00	242.78	201.40	218.08
February 25	221.75	188.75	192.35	222.00	186.74	192.42
March 25	208.45	187.10	197.95	208.69	187.35	197



Comparison of Share Price of HeidelbergCement India Ltd. with BSE Sensex



Comparison of Share Price of HeidelbergCement India Ltd. with Nifty 50



Shareholding Pattern as on 31 March 2025

Category	No. of Equity Shares	% of Equity shareholding
Promoters (Foreign Body Corporate)	157244693	69.39
Mutual Funds	21773857	9.61
Alternative Investment Funds	10000	0.00
Financial Institutions & Banks	5182	0.00
Central /State Government	328440	0.14
Insurance Companies	8303804	3.66
Foreign Portfolio Investors	5141582	2.30
NBFCs registered with RBI	-	-
NRIs and Foreign National	4487178	1.98
IEPF	428378	0.19
Bodies Corporate	2095845	0.92
Trusts	48104	0.02
Resident Individuals	25552216	11.27
Clearing members	5872	0.00
HUFs	1187965	0.52
Total	226613116	100.00

Distribution Schedule of Equity Shares as on 31 March 2025

No. of equity shares of Rs. 10 each	No. of shareholders*	% of shareholders	No. of shares held	% of shareholding
1-500	78216	91.81	7047734	3.11
501-1000	3628	4.26	2937195	1.30
1001-2000	1628	1.91	2457637	1.08
2001-3000	592	0.69	1525368	0.67
3001-4000	231	0.27	836698	0.37
4001-5000	220	0.26	1039793	0.46
5001-10000	369	0.43	2795671	1.23
10001 and above	306	0.36	207973020	91.77
Total	85190	100.00	226613116	100.00

Dematerialisation of shares/liquidity/unclaimed shares

The Equity Shares of the Company are actively traded at BSE and NSE in dematerialised form only. International Securities Identification Number (ISIN) for both the depositories, viz., NSDL and CDSL is INE578A01017. As on 31 March 2025, 99.72 % of the Equity Shares of the Company were held in dematerialised form. The shareholders who are still holding shares in physical form and wish to get their shares dematerialised can submit the share certificates together with the Demat Request Form to the Depository Participant with whom they have opened a demat account. The Company doesn't have any unclaimed shares with respect to its past public/rights issue of shares/convertible debentures.

Share Transfer System

The SEBI Listing Regulations prohibit transfer of shares in physical form and as such the Company does not entertain

any request for transfer of shares. In view of the aforesaid amendment transfer of shares is possible only in dematerialized form.

Nomination Facility

As per the provisions of Section 72 of the Companies Act, 2013 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17 November 2023, facility for making nomination is available for the members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form (Form SH-13), from the Company's RTA or download the same from the Company's website through the weblink at <https://www.mycemco.com/investor-information>.

Members who still hold shares in physical form are advised that SEBI has made it mandatory for all holders and claimants of physical securities to furnish their PAN (duly linked with Aadhaar) to the Companies/RTA, failing which



all such physical folios may be frozen with effect from the date as may be specified by SEBI.

The Company has already sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC and Nominee details. The aforesaid circular and necessary forms in this regard have been made available on the website of Company's RTA as well as on the Company's website at <https://www.mycemco.com/investor-information>. The members may update their KYC details (including PAN) by downloading Form ISR-1 from the aforesaid link.

Outstanding warrants and their implications on equity

There are no outstanding GDRs, ADRs, convertible warrants or any other instruments convertible into equity shares.

The Company has not raised any funds through preferential allotment of shares or through qualified institutional placement during FY25.

Compliance Confirmations

- There was no non-compliance of any of the requirements prescribed under sub-paras (2) to (10) of Schedule V Part C of the SEBI Listing Regulations.
- The Company has complied with the requirements prescribed under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI

Listing Regulations. A certificate to this effect from M/s. Nityanand Singh & Co, Practicing Company Secretaries [FCS No. 2668 and CP No. 2388] is enclosed with this Report.

- No funds have been raised by the Company through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- No funds have been raised by the Company through issuance of Debt instruments and/or Fixed Deposits and as such credit rating is not required.

Loans and Advances

During FY25, the Company has not given any fresh loan to firms/companies in which Directors are interested.

Compliance with mandatory requirements

The Company is compliant with all applicable mandatory requirements of the SEBI Listing Regulations. Integrated Governance report is submitted to the Stock Exchanges after the end of each quarter.

Commodity price risk or foreign exchange risk and hedging activities

The foreign exchange exposure arising on account of imports are routinely managed by entering into forward contracts to the extent considered necessary. The details of foreign currency exposure are disclosed in notes to the financial statements.

Addresses for correspondence

Registered Office:

HeidelbergCement India Ltd.
2nd Floor, Block-B, DLF Cyber Greens
DLF Cyber City, Phase-III, Gurugram
Haryana - 122002
Phone Nos. : 0124 - 4503700
Fax No. : 0124 - 4147699
E-mail-Id : investors.mcl@mycem.in

Registrar & Share Transfer Agents:

Integrated Registry Management Services Private Ltd.
(Unit: HeidelbergCement India Ltd.)
30, Ramana Residency,
4th Cross, Sampige Road,
Malleswaram, Bengaluru - 560 003, Karnataka
Phone Nos. : 080 - 23460815 to 23460818
Fax No. : 080 - 23460819
Email-Id : irg@integratedindia.in

Plant Locations

a) HeidelbergCement India Ltd.
P.O. Ammasandra
District: Tumkur
Karnataka - 572211

b) Diamond Cements
(Unit of HeidelbergCement India Ltd.)
P.O. Narsingarh
District: Damoh, Madhya Pradesh - 470675

c) Diamond Cements
(Unit of HeidelbergCement India Ltd.)
Village Imlai
District: Damoh
Madhya Pradesh - 470661

d) Diamond Cements
(Unit of HeidelbergCement India Ltd.)
Village Madora
District: Jhansi
Uttar Pradesh - 284121

Affirmation of Compliance with the Code of Conduct for Board Members and Senior Management Personnel

I declare that the Company has received affirmation of compliance with the "Code of Conduct for Board Members and Senior Management Personnel" laid down by the Board of Directors, from all the Directors and Senior Management Personnel of the Company, for the financial year ended 31 March 2025.

Place: Gurugram
Date: 28 May 2025

Joydeep Mukherjee
Managing Director



CORPORATE GOVERNANCE CERTIFICATE

To

The Members

HEIDELBERGCEMENT INDIA LIMITED

We have examined the compliance of conditions of Corporate Governance by **HEIDELBERGCEMENT INDIA LIMITED**. (“the Company”), for the financial year ended 31st March 2025, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Nityanand Singh & Co.
Company Secretaries**

**Date: 28 May 2025
Place: New Delhi**

**Nityanand Singh (Prop.)
FCS No.: 2668 / CP No.: 2388
UDIN: F002668G000464833
Peer Review Certificate No. 1188/2021**



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of HEIDELBERGCEMENT INDIA LIMITED

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HeidelbergCement India Limited**, having CIN L26942HR1958FLC042301 and having registered office at 2nd Floor, Block-B, DLF Cyber Greens, DLF Cyber City, Phase-III, DLF QE, Gurgaon, Haryana, 122002 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on **31st March, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authorities.

S. No.	Name of the Director	DIN	Date of appointment in the Company
1.	JYOTI NARANG	00351187	18/08/2021
2.	ATUL KHOSLA	06476856	06/11/2023
3.	ROBERTO CALLIERI	05139888	14/03/2024
4.	SOEK PENG SIM	06958955	16/09/2014
5.	JOYDEEP MUKHERJEE	06648469	01/04/2023
6.	VIMAL KUMAR JAIN	09561918	10/06/2022

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Nityanand Singh & Co.
Company Secretaries**

Date: 28 May 2025
Place: New Delhi

Nityanand Singh (Prop.)
FCS No.: 2668 / CP No.: 2388
UDIN:F002668G000464901
Peer Review Certificate No. 1188/2021

Disclosure pursuant to Regulation 10(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Promoters and persons acting in concert: Heidelberg Materials South Asia B.V. (formerly known as Cementum I B.V.), Heidelberg Materials AG, Heidelberg Materials Asia Pte Ltd, Castle Cement Ltd., Civil and Marine Slag Cement Ltd., Bukhtarma Cement Company LLP, Heidelberg Materials Romania SA, Heidelberg Materials Cement Sverige AB, Duna-Drava Cement Kft, Gorazdze Cement S.A., Heidelberg Materials UK., Heidelberg Materials Central Europe B.V., Heidelberg Materials Danmark A/S, Heidelberg Materials International Holding GmbH, Heidelberg Materials Netherlands Holding B.V., Heidelberg Materials Northern Europe AB, Heidelberg Materials Norway a.s., Heidelberg Materials Sweden AB, Heidelberg Materials UK Holding Ltd., Heidelberg Materials Sement Norge AS, S.A. Heidelberg Materials Benelux, Civil and Marine Limited., Lehigh Southwest Cement Company, Butra HeidelbergCementSdn. Bhd., Cimbenin S.A., Ciments du Togo S.A., Ghacem Ltd., HeidelbergCement Bangladesh PLC, Liberia Cement Corporation Ltd., PT Indocement Tunngal Prakarsa Tbk, Scancem International DA, Tanzania Portland Cement Public Limited Company, HM Trading Service B.V., HC Trading Malta Ltd., HC Fuels Limited, Zuari Cement Ltd., Gulbarga Cement Limited and HM Italia Cementi S.P.A.



INDEPENDENT AUDITOR'S REPORT

To the Members of HeidelbergCement India Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of HeidelbergCement India Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How the matter was addressed in our audit
Provisions and contingencies with respect to litigations	
The Company has been operating in multiple locations over the years and thus has been subject to variety of laws, regulations and interpretations. There are litigations which have been pending for long and the outcome of which is not certain. In the normal course of business, provisions and contingent liabilities may arise from legal proceedings, including regulatory and other governmental proceedings, as well as audit by authorities and commercial claims. As at 31 March 2025, the Company held provision for litigations of Rs. 2,155.4 million, against which a sum of Rs. 1,784.7 million has been deposited under protest. Given the highly complex nature of regulatory and legal cases, management applies judgement when considering whether, and how much, to provide for the potential exposure of each matter. These estimates could change over time as new facts emerge and each legal case progresses. Given the complexity and magnitude of potential exposures across the company, and the judgement necessary to determine required disclosures this is a key audit matter.	We assessed and tested the design and operating effectiveness of the controls set up to prevent or detect and correct errors relating to the recognition and measurement of provisions involving the use of judgment. We also discussed the status of significant known actual and potential litigation with the Head of Legal and Compliance and other senior management personnel who have knowledge of these matters. We challenged the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. For the most significant of the matters, we assessed relevant historical and recent judgments passed by the court authorities and considered legal opinion wherever obtained by management from external lawyers to validate the basis used for the provisions recorded and the disclosures made by the Company. We also involved internal tax experts, because of the knowledge required for the respective tax regulations. We reviewed internal audit reports and met with Internal Audit team to identify actual and potential noncompliance with laws and regulations, both those specific to the company's business and those relating to the conduct of business generally and corrective action taken by the management in this regard. For those matters where management concluded that no provisions should be recorded, we also considered the adequacy and completeness of the company's disclosures made in relation to contingent liabilities. Based on the procedures performed above, we obtained sufficient audit evidence to corroborate management's estimates for provisions and disclosures in Note 33 relating to contingencies.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, and Corporate Governance, but does not include the financial statements and our Auditor's Report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about

whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and



timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal

financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or



entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The final dividend paid by the Company during the year, in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 38 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting of the

Company. The amount of dividend proposed is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- (vi) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **S.N. Dhawan & CO LLP**

Chartered Accountants

Firm Registration No.: 000050N/N500045

Manish Surana

Partner

Membership No.: 503812

UDIN: 25503812BMIGNR6915

Place: Gurugram

Date: 28 May 2025



Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of HeidelbergCement India Limited on the financial statements as of and for the year ended 31 March 2025)

- (I) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular program of physical verification of its property, plant and equipment and right of use assets under which these assets are verified in a phased manner to cover all assets over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment and right of use assets were verified during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment (including right of use assets) and intangible assets during the year.
- (e) There are no proceedings which have been initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management and in respect of goods-in-transit, the goods have been received subsequent to year end. According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the coverage and procedure of such verification by the management is appropriate and no material discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification as compared to the book records.
- (b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 50 million, in aggregate, at any point of time during the year from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable.
- (iii) (a) According to the information and explanations given to us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties. Accordingly, the provisions of clause 3(iii)(a) and (c) to (f) of the Order are not applicable.
- (b) In our opinion and according to the information and explanations given to us the investments made, are not, prima facie, prejudicial to the Company's interest.
- (iv) According to the information and explanations given to us, the Company has not entered into any transaction covered under Sections 185 of the Act. In our opinion, the Company has complied with the provisions of Sections 186 of the Act in respect of investments made. Further, the Company has not given loans, guarantees, and securities.
- (v) The Company has not accepted any deposits and in our opinion, the Company is not holding any amounts which are deemed to be deposits during the year. Further the Company had no unclaimed deposits at the beginning of the year. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of Company's products. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained by the Company. However, we have not made a detailed examination of the cost records with a



view to determine whether they are accurate or complete.

- (vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, income-tax, duty of customs, cess and other material statutory dues, as applicable to the Company, with the appropriate authorities during the year. There were no undisputed amounts payable in respect thereof which were outstanding at the year-end for a period of more than six

months from the date they become payable. We have been informed that the provisions of Employees State Insurance Act, 1948 are not applicable to the Company and the operations of the Company during the year did not give rise to any liability for service tax, sales tax, value added tax and duty of excise.

- (b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute except for the following cases:

Name of the statute	Nature of the dues	Amount* (Rs. in Million)	Period to which the amount relates	Forum where dispute is pending
Central Sales tax act and various state Sales tax act	Sales Tax	40.4	2000-01 to 2004-05 and 2009-2010 to 2013-14	High Court
		1.0	2000-01	Assistant Commissioner
Various State Entry Tax Act	Entry Tax	237.5	2005-06 to till date	High Court
		145.1	1999-2000 to 2007-08, 2009-10	Appellate Tribunal
Income Tax Act, 1961	Income Tax	4.6	2013-14	High Court
		1.2	2017-18	Commissioner Income Tax (Appeal)
Madhya Pradesh Rural Road Development Authority	Rural Infrastructure Infrastructure and Road Development Tax	20.4	2005-06 till date	Supreme court

*Net off of amount paid under protest

- (viii) According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of interest free loan during the year.

- (b) According to the information and explanations given to us, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year. Accordingly, the provisions of clause 3(ix)© of the Order are not applicable..

- (d) On an overall examination of the financial statements of the Company, we report that funds raised on short-term basis have prima facie, not been used for long-term purposes by the Company.

- (e) The Company did not have any subsidiary, associate or joint venture. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.

- (f) The Company did not have any subsidiary, associate or joint venture. Accordingly, the provisions of clause 3(ix)(f) of the Order are not applicable.

- (x) (a) The Company had not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable.

- (b) During the year, the Company has not made any preferential allotment or private placement of



shares or convertible debentures (fully, partially or optionally). Accordingly, provisions of clause 3 (x)(b) of the Order are not applicable.

- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year and up to the date of this report.
- (xii) The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii)(a) to (c) of the Order are not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, hence provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3 (xvi) (a) of the Order are not applicable.
- (b) The Company has not conducted any non-banking financial or housing finance activities during the year.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the Order are not applicable.
- (d) The Group does not have any CIC as part of the Group.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, the Company has no unspent amount towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with the second proviso to sub-section (5) of Section 135 of the said Act.
- (b) In respect of ongoing projects, the Company has no unspent amount towards Corporate Social Responsibility (CSR) requiring transfer to a special account in compliance with provision of sub-section (6) of Section 135 of the said Act.



(xxi) The Company has no subsidiary, associate or joint venture and the Company is not required to prepare consolidated financial statements. Accordingly, provisions of clause 3(xxi) of the Order are not applicable

For **S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No.: 000050N/N500045

Manish Surana
Partner
Membership No.: 503812
UDIN: 25503812BMIGNR6915

Place: Gurugram

Date: 28 May 2025



Independent Auditor's report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our Audit Report of even date)

We have audited the internal financial controls with reference to financial statements of HeidelbergCement India Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial

controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note.

For **S.N. Dhawan & CO LLP**

Chartered Accountants

Firm Registration No.:000050N/N500045

Manish Surana

Partner

Membership No.: 503812

UDIN: 25503812BMIGNR6915

Place: Gurugram

Date: 28 May 2025



Balance sheet as at 31 March 2025

Particulars	Notes	As at 31 March 2025 Rs in Million	As at 31 March 2024 Rs in Million
Assets			
Non-current assets			
Property, plant and equipment	3	13,349.1	13,972.6
Right-of-use assets	39	91.1	108.1
Capital work-in-progress	3	1,104.3	276.6
Intangible assets	4	21.8	20.9
Financial assets			
Investment	5	204.5	140.8
Other financial assets	5	292.5	278.4
Other non-current assets	6	222.3	402.7
		15,285.6	15,200.1
Current assets			
Inventories	7	1,710.4	1,757.6
Financial assets			
Trade receivables	8	571.8	550.2
Cash and cash equivalents	9	4,535.8	5,327.6
Bank balances other than cash and cash equivalents	9	245.8	220.0
Other financial assets	5	98.4	355.2
Other current assets	10	2,970.0	3,096.8
Assets held for sale	11	1.8	103.7
		10,134.0	11,411.1
Total assets		25,419.6	26,611.2
Equity and liabilities			
Equity			
Equity share capital	12	2,266.2	2,266.2
Other equity	13	11,685.6	12,432.1
		13,951.8	14,698.3
Non-current liabilities			
Financial liabilities			
Borrowings	14	-	556.8
Lease liabilities	39	77.6	91.1
Other financial liabilities	15	82.7	54.3
Provisions	16	56.3	107.2
Government grants	17	-	4.2
Deferred tax liabilities (net)	18	1,971.0	2,050.5
		2,187.6	2,864.1
Current liabilities			
Financial liabilities			
Borrowings	14	648.7	694.0
Lease liabilities	39	27.8	28.5
Trade payables	19		
- Total outstanding dues of micro enterprises and small enterprises		25.4	24.4
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,938.5	2,950.9
Other current financial liabilities	20	2,509.4	2,312.6
Other current liabilities	21	757.7	670.7
Government grants	17	28.3	95.3
Provisions	16	2,344.4	2,272.4
		9,280.2	9,048.8
Total liabilities		11,467.8	11,912.9
Total equity and liabilities		25,419.6	26,611.2
Summary of material accounting policies	2.1		

The accompanying notes form an integral part of the financial statements.
As per our report of even date attached

For **S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No. 000050N/N500045

Manish Surana
Partner
Membership No. 503812

Place: Gurugram
Date: 28 May 2025

For and on behalf of the Board of Directors of
HeidelbergCement India Limited

Jyoti Narang
Chairperson
DIN:00351187

Vimal Kumar Jain
Director
DIN: 09561918

Atul Khosla
Director
DIN:06476856

Anil Kumar Sharma
Chief Financial Officer

Joydeep Mukherjee
Managing Director
DIN:06648469

Ravi Arora
Company Secretary



Statement of profit and loss for the year ended 31 March 2025

Particulars	Notes	31 March 2025 Rs in Million	31 March 2024 Rs in Million
Revenue from operations	22	21,488.8	23,657.8
Other income	23	454.7	545.2
Total income (I)		21,943.5	24,203.0
Expenses			
Cost of materials consumed	24	4,067.4	4,326.3
Purchase of stock-in-trade		209.2	-
(Increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade	25	142.6	293.7
Employee benefits expense	26	1,569.5	1,526.8
Depreciation and amortization expense	27	1,097.9	1,096.7
Finance costs	28	292.9	347.6
Other expenses	29	13,105.9	14,343.8
Total expense (II)		20,485.4	21,934.9
Profit before tax (I) - (II)		1,458.1	2,268.1
Tax expenses			
Current tax		469.7	671.5
Deferred tax charge		(79.1)	(80.9)
Total tax expense	18	390.6	590.6
Profit for the year (III)		1,067.5	1,677.5
Other comprehensive income			
Remeasurement gain/(losses) of net defined benefit plans		(1.5)	(9.1)
Income tax effect		0.4	2.3
Other comprehensive income for the year, net of tax (IV)		(1.1)	(6.8)
Total comprehensive income for the year, net of tax (III) + (IV)		1,066.4	1,670.7
Earnings per share [nominal value of share Rs 10]			
Basic and diluted (in Rs.)	30	4.71	7.40
Summary of material accounting policies	2.1		

The accompanying notes form an integral part of the financial statements.

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Managing Director
DIN:06648469

Ravi Arora
Company Secretary



Statement of change in equity for the year ended 31 March 2025

a. Equity Share Capital:

Equity shares of Rs. 10 each issued, subscribed and fully paid	Numbers	Rs. in million
At 31 March 2023	226,613,116	2,266.1
At 31 March 2024	226,613,116	2,266.1
At 31 March 2025	226,613,116	2,266.1
Equity shares of Rs 10 each issued, subscribed and partly paid	Numbers	Rs. in million
At 31 March 2023	18,193	0.1
At 31 March 2024	18,193	0.1
At 31 March 2025	18,193	0.1

b. Other equity:

For the year ended 31 March 2025 (Rs. in million)

Particulars	Other Equity (refer - note 13)						Total
	Capital reserve	Capital subsidy reserve	Capital redemption reserve	Securities premium	Retained earnings	Other item of OCI	
As at 1 April 2024	672.8	6.4	159.9	3,707.1	7,909.6	(23.7)	12,432.1
Profit for the year	-	-	-	-	1,067.5	-	1,067.5
Dividend on equity shares	-	-	-	-	(1,812.9)	-	(1,812.9)
Other comprehensive income	-	-	-	-	-	(1.1)	(1.1)
Total comprehensive income	-	-	-	-	(745.4)	(1.1)	(746.5)
At 31 March 2025	672.8	6.4	159.9	3,707.1	7,164.2	(24.8)	11,685.6

For the year ended 31 March 2024 (Rs. in million)

Particulars	Other Equity (refer - note 13)						Total
	Capital reserve	Capital subsidy reserve	Capital redemption reserve	Securities premium	Retained earnings	Other item of OCI	
As at 1 April 2023	672.8	6.4	159.9	3,707.1	7,818.4	(16.9)	12,347.7
Profit for the year	-	-	-	-	1,677.5	-	1,677.5
Dividend on equity shares	-	-	-	-	(1,586.3)	-	(1,586.3)
Other comprehensive income	-	-	-	-	-	(6.8)	(6.8)
Total comprehensive income	-	-	-	-	91.2	(6.8)	84.4
At 31 March 2024	672.8	6.4	159.9	3,707.1	7,909.6	(23.7)	12,432.1

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For **S.N. Dhawan & CO LLP**
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For and on behalf of the Board of Directors of
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Manish Surana
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DIN:00351187

Atul Khosla
Director
DIN:06476856

Joydeep Mukherjee
Managing Director
DIN:06648469

Place: Gurugram
Date: 28 May 2025

Vimal Kumar Jain
Director
DIN: 09561918

Anil Kumar Sharma
Chief Financial Officer

Ravi Arora
Company Secretary



Statement of Cash flow for the year ended 31 March 2025

Particulars	Notes	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Cash flow from operating activities			
Profit before tax		1,458.1	2,268.1
Non-cash adjustment to reconcile profit before tax to net cash			
Depreciation and amortization expense		1,097.9	1,096.7
Property, plant and equipment written off		13.7	2.1
Loss/(profit) on sale of asset held for sale		4.9	(3.8)
Unrealized foreign exchange loss/ (gain)		2.0	5.5
Provision/ liabilities no longer required written back		(35.3)	(25.0)
Government grants		(71.2)	(114.7)
Interest expenses		274.2	318.3
Interest income		(346.1)	(400.1)
Operating profit before working capital changes		2,398.2	3,147.1
Movements in working capital :			
Increase/ (decrease) in trade payables and other payables		301.6	452.5
Increase / (decrease) in provisions and gratuity		19.6	56.3
Decrease / (increase) in trade receivables		(21.6)	(239.0)
Decrease / (increase) in inventories		47.2	(5.3)
Decrease / (increase) in other current and non-current assets		390.8	714.4
Cash generated from operations		3,135.8	4,126.0
Income tax paid (net of refunds)		(489.3)	(630.8)
Net cash flow from operating activities (A)		2,646.5	3,495.2
Cash flows from investing activities			
Purchase of property, plant and equipment including capital work-in- progress and capital advances		(1,093.6)	(735.2)
Proceeds from sale of asset held for sale		97.0	5.5
Purchase of investments		(63.7)	(92.8)
Increase in bank balances of unpaid dividend		(7.0)	(8.1)
Increase in other bank balances		(18.8)	(21.4)
Interest received		360.7	372.9
Net cash flow used in investing activities (B)		(725.4)	(479.1)
Cash flows from financing activities			
Repayments of borrowings		(694.0)	(629.5)
Dividend paid		(1,805.9)	(1,578.2)
Payment of lease liabilities		(42.3)	(42.1)
Interest paid		(170.7)	(167.8)
Net cash flow used in financing activities (C)		(2,712.9)	(2,417.6)
Net increase/ (decrease) in cash and cash equivalents (A + B + C)		(791.8)	598.5
Cash and cash equivalents at the beginning of the year		5,327.6	4,729.1
Cash and cash equivalents at the end of the year	9	4,535.8	5,327.6

Notes:

- The Statement of Cash flows has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Act.
- Changes in liabilities arising from financing activities:

Particulars	April 1, 2024	Cash flows	Non Cash changes	March 31, 2025
Non-Current Borrowing (including current maturities of Non-Current Borrowing)	1,250.8	(694.0)	91.9	648.7
	April 1, 2023	Cash flows	Non Cash changes	March 31, 2024
	1,737.8	(629.5)	142.5	1,250.8

Summary of material accounting policies

Note 2.1

The accompanying notes form an integral part of the financial statements.
As per our report of even date

For **S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No. 000050N/N500045

Manish Surana
Partner
Membership No. 503812

For and on behalf of the Board of Directors of
HeidelbergCement India Limited

Jyoti Narang
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Vimal Kumar Jain
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DIN:09561918

Atul Khosla
Director
DIN:06476856

Anil Kumar Sharma
Chief Financial Officer

Joydeep Mukherjee
Managing Director
DIN:06648469

Ravi Arora
Company Secretary

Place: Gurugram
Date: 28 May 2025



Notes to financial statements for the year ended 31 March 2025

1. CORPORATE INFORMATION

HeidelbergCement India Limited (hereinafter referred to as “HCIL” or “the Company”) is a public company domiciled in India and is incorporated on 13 May 1958 under the provisions of the Companies Act, 1956. The Company’s equity is listed on BSE Limited and National Stock Exchange of India Limited. The registered office of the Company is 2nd Floor, Block B, DLF Cyber Greens, DLF Cyber City, Phase III, Gurugram, Haryana 122002.

The Company is engaged in the manufacturing and selling of Cement at its three locations viz. Ammasandra (Karnataka), Damoh (Madhya Pradesh) and Jhansi (Uttar Pradesh).

The financial statements were authorised for issue in accordance with a resolution of the directors on 28 May 2025.

2. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 (“the Act”), amendment thereto and other relevant provision of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI) as applicable.

The financial statements have been prepared on historical cost basis except certain items which need to be stated at fair value (refer accounting policy regarding financial instruments).

These financial statements are presented in Indian rupees (rounded off to million) upto one decimal except when otherwise indicated.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

2.1 Summary of material accounting policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Foreign currency

Functional currency

The functional currency of the company is Indian rupee.

Transactions and Translations

Foreign currency denominated monetary assets and liabilities are translated in to relevant functional currency at exchange rates in effect at the balance sheet date. The gain or losses resulting from such translations are included in net



profit in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value is determined.

Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Transaction gain or loss realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expenses and cash flow items denominated in foreign currencies are translated in to the relevant functional currencies using the exchange rate in effect on the date of transaction.

c) Fair Value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d) Revenue recognition

Revenue is recognised on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Sale of goods

Revenue from sale of the Company's core products i.e Cement is recognised when delivery has taken place and control of the goods has been transferred to the customer, and when there are no longer any unfulfilled obligations.

The customer obtains control of the goods when the significant risks and rewards of products sold are transferred to the customer, being at the point the goods are delivered to and accepted by the customer, according to the specific delivery terms that have been agreed with the customer.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any discounts, price concessions, volume rebates and any taxes or duties collected on behalf of the government such as goods and services



tax, etc. Accumulated experience is used to estimate the provision for such discounts, price concessions and rebates. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

No element of financing is deemed present as the sales are made with credit terms largely ranging between 30 days and 60 days depending on the specific terms agreed to with the customer concerned, which is consistent with market practice.

Contract Balances

Trade receivables

A trade receivable is recognised when the products are delivered to a customer as this is the point in time that the consideration becomes unconditional because only a passage of time is required before the payment is due.

Contract assets, which is a company's right to consideration that is conditional on something other than the passage of time. Currently there are no contract assets.

Contract liabilities

Contract liabilities, which is a company's obligation to transfer goods or services to a customer for which the entity has already received consideration, relates mainly to advance payments from customers which are disclosed in Note no.21. Contract liabilities are recognised as revenue when the Company performs under the contract.

Sale of Services

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Interest

Interest income is included under the head "Other income" in the statement of profit and loss if such interest income is recognized using the effective interest rate. The Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

e) Government grants and subsidies

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e., by equal annual instalments.

Government grants related to income under state investment promotion scheme linked with VAT/SGST payment are recognised in the Statement of Profit and Loss in the period in which they become receivable.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. Government grants is recognised in profit or loss on a systematic basis over the periods in which the entity recognises the related costs for which the grants are intended to compensate.

f) Income taxes

Tax expense comprises current tax expense and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.



Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

g) Property, Plant and Equipment ('PPE')

The initial cost of PPE, including Capital work in progress, comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any.

Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

h) Depreciation on property, plant and equipment

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Particulars	Useful lives estimated by the management (years)
Buildings	10–60
Railway Siding	15
Plant and equipment	3–25
Furniture and fixtures	10
Vehicles	8-15

The Company, based on technical assessment and management estimates, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Freehold mining land is depreciated over 5 years, which is the expected period of mineral extraction.

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of



Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the month preceding the month of deduction/disposal.

i) **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any. The amortization period and the amortization method are reviewed at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Costs incurred on acquisition of intangible assets are capitalized and amortized on a straight-line basis over useful lives, as mentioned below:

Intangible Assets	Estimated useful lives (years)
Software	5

j) **Non-current assets held for sale**

Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

k) **Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

l) **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

m) **Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and



leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) **Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Right-of-use assets	Estimated useful lives (Years)
Land and Building	3 to 99 years
Motor vehicles and other equipments	3 to 7 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (k) Impairment of non-financial assets.

ii) **Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings (refer note 39).

iii) **Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

n) **Inventories**

• **Raw materials, stores and spares and packing materials**

Valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Cost is determined on a weighted average basis and includes cost incurred in bringing the material to its present location and condition.

• **Work-in-progress and finished goods**



Valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a weighted average basis.

- Traded goods

Valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs necessary to make the sale.

o) Provisions, Contingent Liabilities and Contingent Assets

(l) Provisions

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of the past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for mine reclamation expenses

The company records a provision for mines reclamation. Mine reclamation costs are provided at the present value of expected costs to settle the obligation using estimated cash flows. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the reclamation liability. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of reclamation are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from such provision prospectively.

(ii) Contingent liabilities

A contingent liability is:

- (a.) a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or,
- (b.) a present obligation that is not recognized because;
 - o it is not probable that an outflow of resources will be required to settle the obligation at the reporting date or
 - o the amount of the obligation cannot be measured with sufficient reliability

The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(iii) Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by- the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize the contingent asset in its standalone financial statements since this may result in the recognition of income that may never be realised. Where an inflow of economic benefits is probable, the Company disclose a brief description of the nature of contingent assets at the end of the reporting period. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and the Company recognize such assets.

p) Retirement and other employee benefits

- (i) Superannuation Fund (being administered by Trusts) is defined contribution schemes and the contributions are charged to the statement of profit and loss for the period when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- (ii) Retirement benefits in the form of provident fund contributed to statutory provident fund is a defined contribution scheme and the payments are charged to the statement of profit and loss for the period when the payments to the respective funds are due. There are no obligations other than contribution payable to provident fund authorities.
- (iii) Retirement benefits in the form of provident fund contributed to trust set up by the employer is a defined benefit scheme and the amounts are charged to the statement of profit and loss for the period when the payments to the trust are due. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.
- (iv) Gratuity liability (being administered by a Trust) is a defined benefit obligation and is provided for on the basis of an actuarial valuation done using projected unit credit method at the end of each financial year.



Actuarial gains and losses for defined benefit plans are recognized in full in the period in which they occur in the OCI.

- (v) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

q) Financial instruments

Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (that are not at fair value through profit or loss) are added to or deducted from the fair value, as appropriate, on initial recognition.

Classification and Subsequent measurement: Financial Assets

I. Non-derivative financial instruments

i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Classification and Subsequent Measurement: Financial liabilities:

Financial liabilities are classified as follow:

iv) Financial liability at fair value through profit or loss (FVTPL)

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

v) Other Financial Liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Impairment of financial assets

Financial assets, other than those at Fair Value through Profit and Loss (FVTPL), are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected, or a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty;
- Breach of contract, such as a default or delinquency in interest or principal payments;



- It becoming probable that the borrower will enter bankruptcy or financial re-organisation; or the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets are assessed for impairment on individual basis.

For financial assets that are carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

De-recognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains substantially all the risks and rewards of ownership of a transferred financial asset, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

De-recognition of financial liabilities

A financial liability shall be derecognized when, and only when it is extinguished i.e when the obligation specified in the contract is discharged or cancelled or expires.

r) Dividend Distributions

The Company recognizes a liability to make payment of dividend to owners of equity when the distribution is authorized and is no longer at the discretion of the Company and is declared by the shareholders. A corresponding amount is recognised directly in equity.

s) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

t) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.



3. PROPERTY, PLANT AND EQUIPMENT

(Rs. in million)
4. INTANGIBLE ASSETS

Particulars	Freehold non-mining Land	Freehold mining Land	Buildings	Railway Siding	Plant and equipment	Furniture and fixtures	Vehicles	Capital work in progress	Total	Computer software	Total
Cost or valuation											
At 1 April 2023	118.2	477.4	1,395.8	392.6	20,016.9	114.6	211.2	58.3	22,785.0	66.2	66.2
Additions	-	14.1	1.9	-	224.0	63.9	9.6	544.9	858.4	13.1	13.1
Disposals	-	-	-	-	(8.5)	-	(0.6)	-	(9.1)	-	-
Transfer to assets held for sale	-	-	-	-	(184.9)	-	-	-	(184.9)	-	-
Capitalised during the year	-	-	-	-	-	-	-	(326.6)	(326.6)	-	-
At 31 March 2024	118.2	491.5	1,397.7	392.6	20,047.5	178.5	220.2	276.6	23,122.8	79.3	79.3
Additions	-	15.6	3.7	-	362.6	26.6	38.9	1,280.9	1,728.3	5.8	5.8
Disposals	-	-	-	-	(59.3)	-	(1.0)	-	(60.3)	-	-
Capitalised during the year	-	-	-	-	-	-	-	(453.2)	(453.2)	-	-
At 31 March 2025	118.2	507.1	1,401.4	392.6	20,350.8	205.1	258.1	1,104.3	24,337.6	85.1	85.1
Depreciation/ Amortization											
At 1 April 2023	-	144.3	716.1	146.9	6,724.9	66.4	108.8	-	7,907.4	55.0	55.0
Charge for the year	-	16.6	50.3	25.6	926.2	15.3	18.7	-	1,052.7	3.4	3.4
Disposals	-	-	-	-	(5.0)	-	(0.3)	-	(5.3)	-	-
Transfer to assets held for sale	-	-	-	-	(81.2)	-	-	-	(81.2)	-	-
At 31 March 2024	-	160.9	766.4	172.5	7,564.9	81.7	127.2	-	8,873.6	58.4	58.4
Charge for the year	-	16.0	37.2	25.6	946.0	11.5	20.9	-	1,057.2	4.9	4.9
Disposals	-	-	-	-	(45.9)	-	(0.7)	-	(46.6)	-	-
At 31 March 2025	-	176.9	803.6	198.1	8,465.0	93.2	147.4	-	9,884.2	63.3	63.3
Net book value											
At 31 March 2024	118.2	330.6	631.3	220.1	12,482.6	96.8	93.0	276.6	14,249.2	20.9	20.9
At 31 March 2025	118.2	330.2	597.8	194.5	11,885.8	111.9	110.7	1,104.3	14,453.4	21.8	21.8

Net book value	31 March 2025	31 March 2024
Property, plant and equipment	13,349.1	13,972.6
Capital work-in-progress	1,104.3	276.6
Intangible assets	21.8	20.9

Capital work in progress ('CWIP') Ageing Schedule

Projects in progress	Amount of CWIP for a period of				Total (Rs. in Million)
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025	1,033.3	47.7	12.8	10.5	1,104.3
As at 31 March 2024	243.4	13.6	9.9	9.7	276.6

There are no projects under capital-work-in-progress whose completion is overdue or cost exceeded.

Project execution plans are modulated as per requirement on annual basis and all the projects are executed as per rolling annual plan.



5. FINANCIAL ASSETS

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Investments in Equity Instruments (fully paid)		
Unquoted equity instruments		
36,36,364 (31 March 2024: 36,36,364) equity shares of INR. 10/- each fully paid up of Lalganj Power Private Limited ('LLPL') [refer note (i)]	48.0	48.0
1,56,54,600 (31 March 2024: 92,76,800) equity shares of INR. 10/- each fully paid up of Continuum MP Windfarm Development Private Limited ('CMWDPL') [refer note (ii)]	156.5	92.8
Total	204.5	140.8
Current	-	-
Non-current	204.5	140.8

(i) During the year 31 March 2022, the Company has entered into Power Purchase Agreement, Share Subscription Agreement and Shareholders Agreement with Lalganj Power Private Limited ('LLPL') on 10 August 2021 for subscribing to 36,36,364 equity shares of INR 10 each constituting 4.25% of the paid-up equity share capital at a premium of Rs. 3.2 per share aggregating to Rs. 48.0 million in order to procure around 22 Gigawatt hours per annum of solar power under captive arrangement for operating its plant located at Village Madora, District Jhansi, Uttar Pradesh, India.

(ii) During the year 31 March 2024, the Company has entered into Power Purchase Agreement, Share Subscription Agreement and Shareholders Agreement with Continuum MP Windfarm Development Private Limited ('CMWDPL') on 26 September 2023 for subscribing to 92,76,800 equity shares of INR 10 each constituting 4.57% of the paid-up equity share capital aggregating to Rs. 92.8 million in order to procure around 8MW per annum of Hybrid power (wind-solar) under captive arrangement for operating its Narsingarh and Imlai plant located in Madhya Pradesh, India.

The Company during the year 31 March 2025, has further entered into a Share Purchase and Shareholders' Agreement with CMWDPL on 08 November 2024 to acquire/purchase 63,77,800 number of fully paid-up equity shares of face value of Rs. 10/- each for cash at par by making an investment aggregating to INR 63.4 million to source hybrid (wind-solar) power as a captive consumer for a capacity of additional 5.5 MW for its plants situated at Damoh. Therefore, the total cumulative investment of the Company now amounts to INR 156.2 million, equivalent to 4.71% of the fully diluted equity share capital of the CMWDPL.

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Other financial assets		
Interest accrued on bank deposits	31.1	48.8
Interest accrued on other deposits	5.9	2.8
VAT/SGST incentive receivable	-	191.6
Security deposit	353.9	390.4
Total	390.9	633.6
Current	98.4	355.2
Non-current	292.5	278.4
Break up of financial assets carried at fair value through profit or loss		
Investment	204.5	140.8
	204.5	140.8
Break up of financial assets carried at amortised cost		
Other financial assets	390.9	633.6
Trade receivables (refer note 8)	571.8	550.2
Cash and bank balances (refer note 9)	4,781.6	5,547.6
Total financial assets carried at amortised cost	5,744.3	6,731.4



6. OTHER NON-CURRENT ASSETS

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Capital advances	47.7	209.4
Advance income-tax (net of provision for taxation)	17.2	-
Non current bank balance	-	7.9
Prepaid expenses	157.4	185.4
Total	222.3	402.7

7. INVENTORIES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Raw materials (includes in transit Rs.10.0 million) (31 March 2024: Rs. 2.4 million)	174.4	198.4
Work-in-progress	203.1	418.2
Finished goods	336.7	264.2
Stores and spares (includes in transit Rs. 2.4 million (31 March 2024: Rs. 99.5 million)	996.2	876.8
Total inventories valued at lower of cost and net realizable value	1,710.4	1,757.6

8. TRADE RECEIVABLES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Trade receivables	548.1	525.9
Receivables from related parties (refer note 32)	23.7	24.3
Total Trade receivables	571.8	550.2
Break-up for Trade receivables:		
Unsecured, considered good	571.8	550.2
Trade receivables - credit impaired	17.6	23.4
	589.4	573.6
Impairment Allowance (allowance for bad and doubtful debts)		
Trade receivables - credit impaired	(17.6)	(23.4)
Total trade receivables	571.8	550.2

Trade receivables ageing schedule

As at 31 March 2025

(Rs. in million)

	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables– considered good	443.0	128.8	0.0	0.0	-	-	571.8
Disputed Trade receivables – credit impaired	-	-	-	-	-	17.6	17.6
	443.0	128.8	0.0	0.0	-	17.6	589.4



As at 31 March 2024

(Rs. in million)

	Outstanding for following periods from due date of payment						Total
	Current but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables—considered good	436.1	113.2	0.9	-	-	-	550.2
Disputed Trade receivables – credit impaired	-	-	-	-	-	23.4	23.4
	436.1	113.2	0.9	-	-	23.4	573.6

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 0 to 60 days.

9. CASH AND BANK BALANCES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Cash and cash equivalents		
Balances with banks:		
- on current accounts	11.8	25.3
- deposits with original maturity of less than three months	4,472.1	5,270.4
Cheques on hand	51.5	31.4
Cash on hand	0.4	0.5
	4,535.8	5,327.6
Bank balances other than cash and cash equivalents		
Balances with banks:		
- on unpaid dividend accounts*	40.9	33.9
- as margin money deposits against guarantees	204.9	186.1
	245.8	220.0
	4,781.6	5,547.6

* The Company can utilize these balances only toward settlement of the unpaid dividend.

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the company, and earn interest at the respective short-term deposit rates.

10. OTHER CURRENT ASSETS

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Advances other than capital advances*	241.6	504.8
Prepaid expenses	132.2	130.3
Balances with statutory/ government authorities and others		
- Considered good	2,496.2	2,397.9
- Doubtful	8.2	8.2
GST receivables	100.0	63.8
	2,978.2	3,105.0
Allowances for doubtful advance and deposits	(8.2)	(8.2)
Total	2,970.0	3,096.8

*Advances other than capital advances includes payment to vendors for supply of goods and services.



11. ASSETS HELD FOR SALE

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Plant and equipment	1.8	103.7
Total	1.8	103.7

The Company had identified certain assets pertaining to Ammasandra clinker manufacturing facility amounting to Rs.103.7 million which are available for sale in its present condition. The Company expects to dispose off remaining assets of Rs. 1.8 million during financial year 2025-26.

12. SHARE CAPITAL

	Numbers	Rs. in million	Numbers	Rs. in million
Authorized Share Capital				
At 31 March 2023	230,000,000	2,300.0	5,000,000	500.0
At 31 March 2024	230,000,000	2,300.0	5,000,000	500.0
At 31 March 2025	230,000,000	2,300.0	5,000,000	500.0

Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Issued equity capital

Equity shares of Rs. 10 each issued, subscribed and fully paid	Numbers	Rs. in million
At 31 March 2023	226,613,116	2,266.1
At 31 March 2024	226,613,116	2,266.1
At 31 March 2025	226,613,116	2,266.1
Equity shares of Rs 10 each issued, subscribed and partly paid	Numbers	Rs. in Million
At 31 March 2023	18,193	0.1
At 31 March 2024	18,193	0.1
At 31 March 2025	18,193	0.1
Total	226,631,309	2,266.2



a. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

Out of equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

Equity shares of Rs.10/- each fully paid

Heidelberg Materials South Asia B.V (formerly Cementum I.B.V), the holding company	Numbers	Rs. in million
At 31 March 2023	157,244,693	1,572.4
At 31 March 2024	157,244,693	1,572.4
At 31 March 2025	157,244,693	1,572.4

b.Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	Numbers	% holding in the class
Equity shares of Rs. 10/- each fully paid		
Heidelberg Materials South Asia B.V (formerly Cementum I.B.V), the holding company		
At 31 March 2023	157,244,693	69.39%
At 31 March 2024	157,244,693	69.39%
At 31 March 2025	157,244,693	69.39%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

c. Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at 31 March 2025 is as follows:

Promoter name	As at 31 March 2025		As at 31 March 2024		% Change during the Year
	No. of shares	% of total shares	No. of shares	% of total shares	
Heidelberg Materials South Asia B.V	157,244,693	69.39%	157,244,693	69.39%	-
Total	157,244,693	69.39%	157,244,693	69.39%	-

Disclosure of shareholding of promoters as at 31 March 2025 is as follows:

Promoter name	As at 31 March 2025		As at 31 March 2024		% Change during the Year
	No. of shares	% of total shares	No. of shares	% of total shares	
Heidelberg Materials South Asia B.V	157,244,693	69.39%	157,244,693	69.39%	-
Total	157,244,693	69.39%	157,244,693	69.39%	-



13. OTHER EQUITY

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
A) Retained earnings		
Balance as per last financial statements	7,909.6	7,818.4
Profit for the year	1,067.5	1,677.5
Less: Appropriations		
Dividend on equity shares (refer note 38)	(1,812.9)	(1,586.3)
Closing balance	7,164.2	7,909.6
B) Remeasurement gain/ (losses) of net defined benefit plans, net of tax		
Balance as per last financial statements	(23.7)	(16.9)
Additions during the year	(1.1)	(6.8)
Closing balance	(24.8)	(23.7)
C) Other reserves		
Capital reserve (including opening revaluation reserve)	672.8	672.8
Capital subsidy reserve	6.4	6.4
Capital redemption reserve	159.9	159.9
Securities premium	3,707.1	3,707.1
Closing balance	4,546.2	4,546.2
Total (A+B+C)	11,685.6	12,432.1

Nature and purpose of reserves:

(i) Capital reserve

Pursuant to the scheme of amalgamation, excess of fair value of net assets taken by the Company over the paid up value of equity shares issued to the shareholders of erstwhile Indorama Cement Limited (IRCL) and HeidelbergCement India Private Limited (HIPL) amounting to Rs. 549.7 million has been treated and shown as capital reserve w.e.f 1 April 2008. The Company may issue fully paid-up bonus shares to its members out of the Capital reserve account.

(ii) Capital redemption reserve

Capital redemption reserve was created for the redemption of preference shares. The Company may issue fully paid-up bonus shares to its members out of the Capital redemption reserve account.

(iii) Securities premium

Security premium is created when shares are issued at premium. The Company may issue fully paid-up bonus shares to its members out of the security premium account, and company can use this reserve for buy-back of shares.



14. NON-CURRENT BORROWINGS

	Maturity	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Non-Current Borrowings			
From other parties			
Indian rupee loan from a party other than banks (secured) (refer note (a))	2025-2026	-	556.8
Total non-current borrowings		-	556.8
Current borrowings			
Indian rupee loan from a party other than banks (secured) (refer note (a))	2025-2026	648.7	694.0
Total current borrowings		648.7	694.0
The above amount includes			
Aggregated secured borrowings		648.7	1,250.8
Aggregated unsecured borrowings		-	-
Net amount		648.7	1,250.8

(a) India rupee loan from a party other than banks :

The Company has availed the facility of interest free loan from 'The Pradeshiya Industrial and Investment Corporation of U.P. Ltd.' ('PICUP'), Lucknow in accordance with the 'Industrial Investment Promotion Scheme-2012', Uttar Pradesh. This loan is secured by bank guarantee and repayable after expiry of 7 (Seven) years from the date of disbursement of loan. Effective interest rate in respect of this borrowing is 9.01% p.a for the year ended 31 March 2025 and 31 March 2024. As on 31 March 2025, principal amount of such loan is Rs. 686.6 million (31 March 2024: Rs. 1,380.5 million).

15. OTHER NON-CURRENT FINANCIAL LIABILITIES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Trade payables	82.7	54.3
	82.7	54.3

16. PROVISIONS

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Non-current provisions		
Provision for gratuity (refer note 34)	56.3	107.2
	56.3	107.2
Current provisions		
Provision for income tax	-	9.6
Provision for litigations (refer note 33 (b) (ii))	2,155.4	2,086.5
Provision for compensated absences	79.5	73.2
Provision for gratuity (refer note 34)	66.7	70.3
Provision for mine reclamation expenses (refer note 33 (b) (iii))	42.8	32.8
	2,344.4	2,272.4



17. GOVERNMENT GRANTS

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
At 1 April	99.5	214.2
Received during the year	-	-
Released to statement of profit and loss	(71.2)	(114.7)
At 31 March	28.3	99.5
Current	28.3	95.3
Non-current	-	4.2

The benefit of a government loan at below current market rate of interest is treated as a government grant. The loan is recognised and measured in accordance with Ind AS 109. The benefit of the below market rate of interest is measured as the difference between the initial carrying value of the loan determined in accordance with Ind AS 109 (at Fair value) and the proceeds received. Government grant is recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate.

18. INCOME TAX AND DEFERRED TAX LIABILITY

The major components of income tax expense for the years ended 31 March 2025 and 31 March 2024 are:

Statement of Profit or loss	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Current income tax:		
Current income tax charge	469.7	671.5
Deferred tax:		
Relating to origination and reversal of temporary differences	(79.1)	(80.9)
Income tax expense reported in the statement of profit or loss	390.6	590.6
Other comprehensive income ('OCI'):		
Deferred tax related to items recognised in OCI during the year:		
Net loss/(gain) on remeasurements of defined benefit plans	(0.4)	(2.3)
Income tax charged to OCI	(0.4)	(2.3)
Reconciliation of tax expense and the accounting profit multiplied by India's tax rate for 31 March 2025 and 31 March 2024	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Accounting profit before income tax	1,458.1	2,268.1
At India's statutory income tax rate of 25.17% (31 March 2024: 25.17%)	367.0	570.8
Non-deductible expenses for tax purposes:		
Corporate social responsibility expenditure	12.5	15.7
Other non-deductible expenses	11.1	4.1
At the effective income tax rate of 26.79% (31 March 2024: 26.04%)	390.6	590.6
Income tax expense reported in the statement of profit and loss	390.6	590.6



	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	2,060.7	2,140.7
Impact of expenditure allowed for tax purposes on payment basis but not charged to statement of profit & loss	53.4	66.1
Gross deferred tax liabilities	2,114.1	2,206.8
Deferred tax asset		
Impact of expenditure charged to statement of profit and loss but allowable for tax purposes on payment basis	133.0	145.5
Provision for doubtful debts and advances	6.5	8.0
Others	3.6	2.8
Gross deferred tax asset	143.1	156.3
Net deferred tax liability	1,971.0	2,050.5

Deferred Tax benefits are recognised on assets to the extent that it is probable that taxable profit will be available against which the deductible temporary differences will be utilised.

Reconciliation of deferred tax liabilities (net):	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Opening balance as of 1 April	2,050.5	2,133.7
Tax (income)/expense during the year recognised in profit or loss	(79.1)	(80.9)
Tax (income)/expense during the year recognised in OCI	(0.4)	(2.3)
Closing balance as at 31 March	1,971.0	2,050.5

19. TRADE PAYABLES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Trade payables (refer note a)		
- Total outstanding dues of micro enterprises and small enterprises (refer note 40)	25.4	24.4
- Total outstanding dues of creditors other than micro enterprises and small enterprises	2,938.5	2,950.9
	2,963.9	2,975.3
Trade payables	2,657.3	2,654.9
Trade payables to related parties (refer note 32 and note d below)	306.6	320.4
	2,963.9	2,975.3

Trade payables Ageing Schedule As at 31 March 2025

	Less than 1 year Rs. in million	Outstanding for following periods from due date of payment			Total Rs. in million
		1-2 years Rs. in million	2-3 years Rs. in million	More than 3 years Rs. in million	
Total outstanding dues of micro enterprises and small enterprises	25.4	-	-	-	25.4
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,813.2	65.9	13.7	45.7	2,938.5
	2,838.6	65.9	13.7	45.7	2,963.9



As at 31 March 2024

	Outstanding for following periods from due date of payment				Total Rs. in million
	Less than 1 year Rs. in million	1-2 years Rs. in million	2-3 years Rs. in million	More than 3 years Rs. in million	
Total outstanding dues of micro enterprises and small enterprises	24.4	-	-	-	24.4
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,869.2	11.7	22.2	47.8	2,950.9
	2,893.6	11.7	22.2	47.8	2,975.3

20. OTHER CURRENT FINANCIAL LIABILITIES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Trade and other deposits (refer note b and note c)	2,259.0	2,118.9
Employee related liabilities	151.4	127.2
Unpaid dividend	40.9	33.9
Payable against purchase of property, plant and equipment	58.1	32.6
	2,509.4	2,312.6

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled within 0 to 60 day terms.
- Other current financial liabilities are generally interest bearing and have an average term of six months for borrowings and one year for deposits.
- Interest payable is normally settled quarterly/half yearly/yearly throughout the financial year.
- For terms and conditions with related parties, refer to note 32.

Break up of financial liabilities carried at amortised cost

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Lease liabilities (non-current) (note 39)	77.6	91.1
Trade payables (note 19)	2,963.9	2,975.3
Trade payables (note 15)	82.7	54.3
Borrowings (current) (note 14)	648.7	694.0
Lease liabilities (current) (note 39)	27.8	28.5
Other current financial liabilities (note 20)	2,509.4	2,312.6
	6,310.1	6,155.8

Break up of financial liabilities carried at fair value through profit or loss

Borrowings (note 14)	648.7	1,250.8
	648.7	1,250.8

21. OTHER CURRENT LIABILITIES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Contract liabilities		
Advance from customers	221.6	270.2
Withholding income tax (TDS) payable	76.0	111.1
Goods and Service tax payable	446.9	277.3
Other statutory dues	13.2	12.1
	757.7	670.7



22. REVENUE FROM OPERATIONS

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Sale of products		
Cement (including traded goods)	21,017.1	22,473.7
Clinker	291.4	1,023.1
	21,308.5	23,496.8
Sale of Services	80.3	82.3
Other operating revenue		
Scrap sales	81.8	56.4
Miscellaneous income	18.2	22.3
	100.0	78.7
	21,488.8	23,657.8

22.1 Disaggregated Revenue Information

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Set out below is the disaggregation of the Company's revenue from contract with customers:		
India	21,484.8	23,655.2
Outside India	4.0	2.6
Total Revenue from operations	21,488.8	23,657.8

22.2 Contract Balances

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Trade receivables (refer note 8)	571.8	550.2
Contract liabilities (refer note 21)	221.6	270.2

The Contract liability outstanding at the beginning of the year has been recognised as revenue during the respective years.

22.3 The performance obligation is satisfied upon supply of goods as and when delivered and accordingly, there is no outstanding performance obligation as on 31 March 2025 and 31 March 2024.

22.4 Sale of products is net of Rs. 1,938.7 million (31 March 2024: Rs. 1,920.8 million) on account of cash discount, rebates and incentives given to customers.

23. OTHER INCOME

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Interest income		
On bank deposits	324.8	381.8
Others	21.3	18.3
Government grants	71.2	114.7
Rent	2.1	1.6
Provisions/ liabilities no longer required written back	35.3	25.0
Profit on sale of property, plant and equipment (net)	-	3.8
	454.7	545.2

Government Grants

The benefit of a government loan at below current market rate of interest is treated as a government grant. The loan is recognised and measured in accordance with Ind AS 109. The benefit of the below market rate of interest is measured as the difference between the initial carrying value of the loan determined in accordance with Ind AS 109 (at Fair value) and the proceeds received. Government grants is recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate.



24. COST OF RAW MATERIAL CONSUMED

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Inventory at the beginning of the year	198.4	219.2
Add: Purchases during the year	4,043.4	4,305.5
	4,241.8	4,524.7
Less: Inventory at the end of the year	(174.4)	(198.4)
Cost of materials consumed	4,067.4	4,326.3

25. (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS AND STOCK-IN-TRADE

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Inventories at the end of the year		
Work-in-progress	203.1	418.2
Finished goods	336.7	264.2
Stock-in-trade	-	-
	539.8	682.4
Less: Inventories at the beginning of the year		
Work-in-progress	418.2	570.2
Finished goods	264.2	405.9
Stock-in-trade	-	-
	682.4	976.1
	142.6	293.7

26. EMPLOYEE BENEFIT EXPENSE

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Salary, wages and bonus	1,383.2	1,345.2
Contribution to provident and other funds	79.0	72.7
Gratuity expense (refer note 34)	31.5	30.3
Staff welfare expenses	75.8	78.6
	1,569.5	1,526.8

27. DEPRECIATION AND AMORTIZATION EXPENSE

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Depreciation of Property, plant and equipment (note 3)	1,057.2	1,052.7
Amortization of intangible assets (note 4)	4.9	3.4
Depreciation of Right-of-use assets (note 39)	35.8	40.6
	1,097.9	1,096.7

28. FINANCE COSTS

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Interest:		
On borrowings from others	91.9	142.5
On lease liabilities (refer note 39)	9.3	8.0
Others	173.0	167.8
Bank charges	18.7	29.3
	292.9	347.6



29. OTHER EXPENSES

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Consumption of stores and spares	1,042.1	889.3
Freight and forwarding	3,279.7	3,500.2
Power and fuel	5,594.4	6,697.2
Rent	33.5	31.4
Repairs and maintenance		
- Buildings	140.5	118.2
- Plant and machinery	380.7	320.3
- Others	4.1	6.1
Insurance	67.4	64.0
Rates and taxes	484.9	486.1
Travelling expenses	96.0	84.1
Directors fees	3.6	4.3
Payment to auditor		
As auditor:		
- Audit fees	4.2	4.2
- Tax audit fees	0.3	0.3
- Limited reviews	1.2	1.2
- Reimbursement of expenses	0.4	0.2
Legal and professional expenses	70.4	111.9
License fees	187.6	202.7
Printing and stationery	9.2	6.8
IT and Business Support charges	204.7	200.7
Advertisement and publicity expenses	320.7	402.9
Cement handling expenses	949.1	964.2
Loss on sale of assets held for sale	4.9	-
Property, plant and equipment written off	13.7	2.1
Loss on foreign currency transactions	2.0	5.5
Corporate social responsibility expenses (refer note 35)	49.9	62.4
Miscellaneous expenses	160.7	177.5
	13,105.9	14,343.8

30. EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Profit after tax available to equity shareholders	1,067.5	1,677.5
Net profit for calculation of basic /Diluted EPS		1,677.5
	No in Million	No in Million
Weighted average number of equity shares in calculating Basic/ Diluted EPS	226.6	226.6
Basic and diluted EPS (in Rs.)	4.71	7.40



31. Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Contingent liabilities

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Useful lives of Property, Plant & Equipment:

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

(ii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about gratuity obligations are given in Note 34.

(iii) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer Note 36 of the financials.

(iv) Mines reclamation expenses:

In determining the fair value of the Mines Restoration Obligation, assumptions and estimates are made in relation to discount rates, the expected cost of mines restoration and the expected timing of those costs.

(v) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.



32. Related party disclosure

(a) Names of related parties and related party relationship:

I. Names of related parties where control exists irrespective of whether transactions have occurred or not:

Ultimate holding company	Heidelberg Materials AG (formerly HeidelbergCement AG)
Holding company	Heidelberg Materials South Asia B.V. (formerly CEMENTRUM I.B.V)

II. Related Parties with whom transaction have taken place

Fellow subsidiary Zuari Cement Limited

Key management personnel

Mr. Joydeep Mukherjee, Managing Director
Mr. Vimal Kumar Jain, Whole Time Director
Ms. Soek Peng Sim, Non-Executive Director
Mr. Kevin Gerard Gluskie, Non-Executive Director (until 13 March 2024)
Mr. Roberto Callieri, Non-Executive Director (w.e.f 14 March 2024)
Mr. Ramakrishnan Ramamurthy, Independent Director (until 11 February 2024)
Mr. Atul Khosla, Independent Director (w.e.f 12 January 2024)
Mrs. Jyoti Narang, Independent Director
Mr. Anil Kumar Sharma, Chief Financial Officer
Mr. Rajesh Relan, Company Secretary (until 17 June 2024)
Mr. Ravi Arora, Company Secretary (w.e.f. 18 June 2024)

(b) Related party transactions

Note 32 (a) provides the information about the company's structure including the details of the fellow subsidiary and the holding company. The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

(Rs. in million)

Particulars	Enterprises where controls exists		Fellow Subsidiary	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Transactions with Heidelberg Materials South Asia B.V.:				
- Dividend paid	1,258.0	1,100.7	-	-
Transactions with Heidelberg Materials AG:				
- License Fees	187.6	202.7	-	-
- Group overhead recharge	40.1	35.4	-	-
- End-user workstation and other IT charges	148.3	147.2	-	-
- Support service income	4.8	3.0	-	-
Transactions with Zuari Cement Limited				
- Purchase of Clinker	-	-	48.5	179.0
- Sales of Scrap	-	-	-	1.9
- Support service income	-	-	89.9	94.1
- Purchase of consumables and spares parts	-	-	2.1	-

- Note:** 1. All the transactions are inclusive of tax and duty, wherever applicable.
2. End-user workstation and other IT charges includes Nil (31 March 2024: Rs. 1.0 million) capitalised in the books.



Balance outstanding at the year ended:

(Rs. in million)

Particulars	Enterprises where controls exists		Fellow Subsidiary	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Payable				
- Heidelberg Materials AG	304.6	317.0	-	-
- Zuari Cement Limited	-	-	2.0	3.4
Receivable				
- Zuari Cement Limited	-	-	21.7	23.6
- Heidelberg Materials AG	2.0	0.7	-	-

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Transactions with key management personnel

Compensation of key management personnel of the Company is as under:-

	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Short-term employee benefits	50.7	58.4
Post employment benefits	5.9	3.3
Director Sitting fees	3.6	4.3
Total compensation paid to key management personnel	60.2	66.0

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel. As the liabilities for gratuity and leave encashment are provided on an actuarial basis for the Company as a whole, the amounts pertaining to the key management personnel are not included above.

33. Commitments and Contingencies**a) Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is Rs. 121.4 million (31 March 2024: Rs. 473.0 million).

b) Contingencies and Provision for litigations

I) Contingent liabilities not provided for

Particulars	31 March 2025 Rs. in million	31 March 2024 Rs. in million
(a) Claims against the company not acknowledged as debt	88.5	128.6
(b) Other money for which the company is contingently liable:		
- Excise Duty/ Service Tax/ CENVAT Credit	29.6	41.2
- Sales Tax/ Trade Tax/ Entry Tax	84.9	84.9
Total	203.0	254.7

In respect of above cases based on the favorable decisions in similar cases/ legal opinions taken by the Company/ discussions with the solicitors etc., the management is of the opinion that it is possible, but not probable, that the action will succeed and accordingly no provision for any liability has been made in these financial statements.



ii) Provision for litigations

(Rs. in million)

Particulars	Balance as at 1 April 2024	Additions during the year	Amounts reversed/ paid during the year	Balance as on 31 March 2025
Trade Tax/Sales Tax/VAT	42.0 (42.0)	- (-)	- (-)	42.0 (42.0)
Entry Tax	1,507.7 (1,507.7)	- (-)	- (-)	1,507.7 (1,507.7)
Provision taken for Cess on Captive Power	86.8 (86.8)	- (-)	- (-)	86.8 (86.8)
Rural Infrastructure and Road Development tax, Madhya Pradesh	312.9 (285.3)	26.9 (27.6)	- (-)	339.8 (312.9)
Environment protection fees, Karnataka	14.5 (14.5)	- (-)	- (-)	14.5 (14.5)
Other Litigations	122.6 (103.8)	42.0 (18.8)	- (-)	164.6 (122.6)
TOTAL	2,086.5 (2,040.1)	68.9 (46.4)	- (-)	2,155.4 (2,086.5)

Note: Figures in brackets are for the previous year.

Above provisions have been made against demands raised by various authorities. All these cases are under litigation and are pending with various authorities; expected timing of resulting outflow of economic benefits cannot be specified. Amount deposited under protest against these provisions are shown under other current assets in note no.10.

iii) Movement of provision for Mine reclamation expenses during the year as required by Ind AS 37:

Particulars	31 March 2025 Rs. in million	31 March 2024 Rs. in million
Opening provision	32.8	20.8
Add: Provision made during the year	10.0	12.0
Less: Provision utilised during the year	-	-
Closing provision	42.8	32.8

Mine reclamation expense is incurred on an ongoing basis and until the closure of mines. The actual expenses may vary based on the nature of reclamation and the estimate of reclamation expenses.



34. A) GRATUITY AND OTHER EMPLOYMENT BENEFIT PLANS

The Company has three post-employment funded plans, namely Gratuity, Superannuation and Provident Fund.

Gratuity being administered by a Trust is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/ termination/ resignation. The benefit vests on the employee after completing 5 years of service. The Gratuity plan for the Company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. The Company makes provision of such gratuity asset/ liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Plan assets also include investments and bank balances used to deposit premiums until due to the insurance company.

Retirement benefits in the form of Superannuation Fund (being administered by Trusts) are funded defined contribution schemes and the contributions are charged to the Statement of profit and loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable.

The Provident Fund being administered by a Trust is a defined benefit scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment. The interest credited to the accounts of the employees is adjusted on an annual basis to conform to the interest rate declared by the Government for the Employees Provident Fund. Based on latest actuarial valuation of the said trust, there is no deficit in the fund.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the amounts recognized in the balance sheet for the Gratuity.

Statement of profit and loss

(i) Net employees benefit expense recognized in employee cost:-

Particulars	(Rs. in million)	
	31 March 2025	31 March 2024
Current service cost	21.2	19.6
Interest cost on benefit obligation	20.9	21.0
Expected return on plan assets	(10.6)	(10.3)
Defined benefit cost included in Statement of Profit & Loss	31.5	30.3

Particulars	(Rs. in million)	
	31 March 2025	31 March 2024
Remeasurement recognised in other comprehensive income		
- Changes in financial assumptions	8.3	1.4
- Change in experience adjustments	(5.4)	6.6
- (Return) on plan asset (excluding interest income)	(1.4)	1.1
Amount recognised in OCI	1.5	9.1



Balance Sheet

(ii) Reconciliation of the net defined benefit (asset) liability

The following table shows reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and its components.

Reconciliation of present value of defined benefit obligation

(Rs. in million)

Particulars	Gratuity	
	31 March 2025	31 March 2024
Balance at the beginning of the year	325.3	320.5
Current service cost	21.2	19.6
Interest cost on benefit obligation	20.9	21.0
Actuarial (gains) losses recognised in other comprehensive income		
- changes in financial assumptions	8.3	1.4
- experience adjustments	(5.4)	6.6
Benefit paid	(47.2)	(43.8)
Balance at the end of the year	323.1	325.3

Reconciliation of the present value of plan assets

(Rs. in million)

Particulars	Gratuity	
	31 March 2025	31 March 2024
Balance at the beginning of the year	147.8	140.6
Expected return	10.6	10.3
Contribution by employer	87.4	41.8
Return on plan assets recognised in other comprehensive income	1.4	(1.1)
Benefits paid	(47.2)	(43.8)
Balance at the end of the year	200.0	147.8

Details of Provision for gratuity

(Rs. in million)

Particulars	Gratuity	
	31 March 2025	31 March 2024
Present value of defined benefit obligation	323.0	325.3
Present value of plan assets	(200.0)	(147.8)
Net defined benefit liability	123.0	177.5

(iii) Plan assets

The major categories of plan assets of the fair value of total plan assets are as follows:

Particulars	31 March 2025	31 March 2024
	(%)	(%)
Investments with insurer	99.33	97.56
Investments in government bonds	0.04	0.06
Bank balance	0.63	2.38
Total	100.00	100.00

The principal plan asset consists of a scheme of insurance taken by the Trust, which is a qualifying insurance policy.



(iv) **Defined benefit obligation**

- **Actuarial assumptions**

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	31 March 2025	31 March 2024
Discount rate	6.60%	7.20%
Salary increase rate	7.50%	7.50%
Attrition rate	8.00%	8.00%

Note:

The estimate of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Assumptions regarding future mortality are based on published statistics and mortality tables.

- **Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(Rs. in million)

Gratuity Plan	Sensitivity level		Impact on DBO	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Assumptions				
Discount rate	0.5%	0.5%	(7.0)	(6.8)
	-0.5%	-0.5%	7.3	7.1
Future salary increases	0.5%	0.5%	6.5	6.3
	-0.5%	-0.5%	(6.2)	(6.0)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The following payments are expected contributions to the defined benefit plan in future years:

(Rs. in million)

Particulars	31 March 2025	31 March 2024
Within the next 12 months (next annual reporting period)	66.7	70.3
Between 2 and 5 years	201.9	211.9
Beyond 5 years	180.5	168.0

The average duration of the defined benefit plan obligation at the end of the reporting period is 5 years (31 March 2024: 5 years).

B) PROVIDENT FUND

Provident fund for certain eligible employees is managed by the Company through trust "Mysore Cement Limited officers' and staff provident fund trust", in line with the Provident Fund and Miscellaneous Provision Act, 1952. The plan guarantees interest at the rate notified by the Provident Fund Authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of separation from the Company or retirement, whichever is earlier. The benefits vests immediately on rendering of the services by the employee.

In terms of the guidance note issued by the Institute of Actuaries of India for measurement of provident fund liabilities, the actuary has provided a valuation of provident fund liability and based on the assumption provided below there is no shortfall as at 31 March, 2025 and 31 March, 2024 respectively.



The details of the fund and plan assets position are as follows:

(Rs. in million)

Particulars	31 March 2025	31 March 2024
Plan assets at year end, at fair value	344.4	331.5
Present value of defined obligation at year end	258.0	251.0
Assets recognised in Balance Sheet	-	-

The assumptions used in determining the present value of obligation of the interest rate guarantee under deterministic approach are:

Particulars	31 March 2025	31 March 2024
Discount rate	6.60%	7.20%
Expected guaranteed interest rate	8.25%	8.25%
Expected Rate of Return on Asset	8.06%	8.10%

(C) Contribution to Defined Contribution Plans included under head 'Contribution to PF and other funds' under Note 26 'Employee benefit Expenses'

(Rs. in million)

Particulars	31 March 2025	31 March 2024
Provident Fund	60.4	56.5
Other Post Employment Funds	13.6	10.7
Total	74.0	67.2

35. DETAIL OF CSR EXPENDITURE:

a.) Gross amount required to be spent by the company during the year:

During the year, the gross amount required to be spent by the Company on activities related to Corporate Social Responsibility (CSR) amounted to Rs. 46.5 million (31 March 2024: Rs. 57.5 million).

b). Amount spent during the year ended on 31 March 2025

(Rs. in million)

S. N.	Particulars	Amount incurred	Amount yet to be paid	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	49.9	-	49.9
Total		49.9	-	49.9

c) Amount spent during the year ended on 31 March 2024

(Rs. in million)

S. N.	Particulars	Amount incurred	Amount yet to be paid	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	62.4	-	62.4
Total		62.4	-	62.4



36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company has exposure to the following risks arising from financial instruments:

- credit risk (see 36(ii));
- liquidity risk (see 36 (iii)); and
- market risk (see 36(iv)).

(i) Risk management framework

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how Management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the company. The Audit Committee is assisted in its oversight role by the senior management of the Company and through the periodical internal audits carried out by the Internal Auditors.

(ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Company has no significant concentration of credit risk with any counterparty.

Trade receivables

Customer credit risk is managed in line with the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed through internal evaluation which takes into account the financial parameters, past experience with the counterparty and current economic/market trends. Individual credit limits are thus defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by advances, security deposits, bank guarantees etc.

Trade receivables are consisting of a large number of customers. The Company does not have higher concentration of credit risks to a single customer. Single largest customer has total exposure in sales 0.10% (31 March 2024: 0.10%) and in receivables 3.68% (31 March 2024: 4.04%).

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made with approved counterparties only.

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Credit Risk on Derivative Instruments are generally low as Company enters into the Derivative Contracts with the reputed Banks and Financial Institutions.

(iii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's treasury department monitors liquidity on an ongoing basis through rolling cash flow forecasts. The Company's objective is to maintain timely and adequate funding for its operations via multiple sources including but not limited to bank overdrafts, bank loans, debentures, preference shares etc. The Company's debt will mature in less than one year at 31 March 2025 (31 March 2024: 50%) based on the carrying value of borrowings reflected in the financial statements.



The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low.

Maturities of financial liabilities

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

	(Rs. in million)			
	Less than one year	1 to 5 years	> 5 years	Total
Year ended 31 March 2025				
Borrowings*	686.6	-	-	686.6
Other financial liabilities	2,509.4	82.7	-	2,592.1
Lease Liabilities	27.8	60.4	17.2	105.4
Trade and other payables	2,964.0	-	-	2,964.0
	6,187.8	143.1	17.2	6,348.1
Year ended 31 March 2024				
Borrowings*	693.9	686.6	-	1,380.5
Other financial liabilities	2,312.6	54.3	-	2,366.9
Lease Liabilities	28.5	72.9	18.2	119.6
Trade and other payables	2,975.3	-	-	2,975.3
	6,010.3	813.8	18.2	6,842.3

*This represents interest free loan without discounting.

(iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments.

The Company's treasury department is entrusted with managing the overall market risks in line with the company's established risk management policies which are approved by the Senior Management and Audit Committee.

I. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest risk arises from the long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk. Company's policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Under these swaps, the company agrees with other parties to exchange, at specified intervals, the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts. Generally, the company raises long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the company borrowed at fixed rates directly.

The Company is thus not exposed to significant interest rate risks at the respective reporting dates.

II. Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating or financing activities and the same are hedged in line with established risk management policies of the Company.



When a derivative is entered into for the purpose of hedging, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure. For hedges of forecast transactions, the derivatives cover the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting receivable or payable that is denominated in the foreign currency.

Outstanding Unhedged Foreign Currency Exposure

Particulars	Currency	31 March 2025			31 March 2024		
		Amount in foreign currency	Exchange Rate	Rs. in million	Amount in foreign currency	Exchange Rate	Rs. in million
Trade Payables	USD	15,906.0	85.14	1.4	2,398.0	83.29	0.2
	EUR	3,441,911.8	92.09	317.0	3,451,647.6	89.87	310.2
Advances to supplier	EUR	2,292.6	92.09	0.2	385,324.0	89.87	34.6

Foreign currency sensitivity on unhedged exposure:

1% increase in foreign exchange rates will have the following impact on profit before tax:

Particulars	31 March 2025	31 March 2024
USD	(0.01)	(0.00)
EUR	(3.17)	(2.76)

Note: If the rate is decreased by 100 bps, profit will increase by an equal amount.

The Company is thus not exposed to significant foreign currency risks at the respective reporting dates.

37. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

The Company includes within net debt, interest bearing loans and borrowings (including government grants) less cash and cash equivalents.

(Rs. in million)		
Particulars	31 March 2025	31 March 2024
Borrowings (Non-current and Current)	648.7	1,250.8
Government grants (Non-current and Current)	28.3	99.5
Less: Cash and cash equivalents	(4,535.8)	(5,327.6)
Net debt	(A)	(3,858.8)
Total Equity Capital	(B)	13,951.8
Capital and net debt	(C) = (A) + (B)	10,093.0
Gearing ratio	(D) = (A)/(C)	(38.23)

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.



38. DIVIDEND PAID AND PROPOSED

(Rs. in million)

Particulars	31 March 2025	31 March 2024
Dividend declared and paid during the year:		
Final Dividend for the year ended on 31 March 2024: Rs. 8 per share (31 March 2023: Rs 7 per share)	1,812.9	1,586.3
	1,812.9	1,586.3
Proposed Dividends on equity shares:		
Proposed dividend for the year ended on 31 March 2025 Rs. 7 per share (31 March 2024: Rs 8 per share)	1,586.3	1,812.9
	1,586.3	1,812.9

Proposed dividend on equity shares are subject to approval at the Annual General Meeting and are not recognised as a liability as at 31 March.

39. LEASES

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:-

Right-of-use assets

(Rs. in million)

Particulars	Land & Buildings	Vehicles	Total
At 1 April 2023	100.0	128.3	228.3
Additions	72.6	2.2	74.8
Disposals	-	-	-
At 31 March 2024	172.6	130.5	303.1
Additions	18.8	-	18.8
Disposals	-	-	-
At 31 March 2025	191.4	130.5	321.9
Depreciation/ Amortization			
At 1 April 2023	55.4	99.0	154.4
Depreciation Expenses	27.0	13.6	40.6
Disposals	-	-	-
At 31 March 2024	82.4	112.6	195.0
Depreciation Expenses	25.9	9.9	35.8
Disposals	-	-	-
At 31 March 2025	108.3	122.5	230.8
Net book value			
At 31 March 2024	90.2	17.9	108.1
At 31 March 2025	83.1	8.0	91.1



Set out below are the carrying amounts of lease liabilities and the movements during the year:

Lease liabilities:

(Rs. in million)		
Particulars	31 March 2025	31 March 2024
At 1 April	119.6	78.9
Additions	18.8	74.8
Deletion	-	-
Accretion of interest	9.3	8.0
Payments	(42.3)	(42.1)
At 31 March	105.4	119.6
Current	27.8	28.5
Non-Current	77.6	91.1

The maturity analysis of lease liabilities are disclosed in Note 36.

The effective interest rate for lease liabilities is in the range of 5.54% to 8.82%, with maturity between 2025-2087.

The following are the amounts recognized in profit or loss:

(Rs. in million)		
Particulars	31 March 2025	31 March 2024
Depreciation expense of right-of-use assets	35.8	40.6
Interest expense on lease liabilities	9.3	8.0
Variable lease payments (included in other expenses)	33.5	31.4

40. Details of dues to micro and small enterprises as defined under the micro, small and medium enterprises development act, 2006

(Rs. in million)			
S.N	Particulars	31 March 2025	31 March 2024
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
-	Principal amount due to micro and small enterprises (Not overdue)	25.4	24.4
-	Interest due on above	-	-
(ii)	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-



41. The Company is primarily engaged in the manufacturing of cement and hence entire operation represents a single primary segment. The company operates within India only and hence geographical segment is also not applicable to the company.

42. Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the Company's financial statements.

43. Additional Statutory Information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) Ratio Analysis and its elements :-

The following are analytical ratios for the year ended 31 March 2025 and 31 March 2024:



Ratio	Numerator	Denominator	31-Mar-25	31-Mar-24	% change
Current ratio (in times)	Current Assets	Current Liabilities	1.09	1.26	-13.4%
Debt- Equity Ratio (in times)	Total Debt	Shareholder's Equity	0.05	0.09	-45.4%
Debt Service Coverage ratio (in times)	Earnings before Depreciation, Finance cost and Tax	Interest on long term debt + Principal repayment within next 12 months	3.85	4.44	-13.3%
Return on Equity ratio (%)	Net Profits after taxes-Preference Dividend	Average Shareholder's Equity	7.5%	11.4%	-4.0%
Inventory Turnover ratio (in days)	Cost of goods sold	Average Inventory	7.87	8.03	-2.1%
Trade Receivable Turnover Ratio (in days)	Revenue from operation (incl. GST)	Average Trade Receivable	7.48	5.21	43.6%
Trade Payable Turnover Ratio (in days)	Total Operating Cost (incl. GST)	Average Trade Payables	43.82	38.80	12.9%
Net Capital Turnover Ratio (in times)	Net sales = Total sales-sales return	Working capital = Current assets – Current liabilities	25.05	9.98	151.0%
Net Profit ratio (%)	Net Profit	Net sales = Total sales - sales return	4.99%	7.11%	-2.1%
Return on Capital Employed (%)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	10.5%	14.4%	-3.9%
Return on Investment (%)	Interest (Finance Income)	Investment = Loan + Interest bearing security deposit	7.3%	6.6%	0.7%

Notes: The Debt-equity and Net capital turnover ratio improved mainly on account of reduction in the debt repayments during the year. Trade receivable turnover ratio increased due to increase in outstanding receivables not yet due at the year end.

44. Previous year figures have been regrouped / reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For **S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No. 000050N/N500045

Manish Surana
Partner
Membership No. 503812

Place: Gurugram
Date: 28 May 2025

For and on behalf of the Board of Directors of
HeidelbergCement India Limited

Jyoti Narang
Chairperson
DIN:00351187

Vimal Kumar Jain
Director
DIN: 09561918

Atul Khosla
Director
DIN:06476856

Anil Kumar Sharma
Chief Financial Officer

Joydeep Mukherjee
Managing Director
DIN:06648469

Ravi Arora
Company Secretary



HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

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

NOTICE

of the Annual General Meeting

NOTICE is hereby given that the 66th Annual General Meeting of the Members of the Company will be held at 11:00 A.M. on Wednesday, 24 September 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company consisting of Balance Sheet as at 31 March 2025, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date including notes thereto together with the Reports of the Board of Directors and Auditors thereon, already circulated to the members and now submitted to this meeting be and are hereby received and adopted."

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

"RESOLVED THAT a Dividend of INR 7 per Equity Share of INR 10 each (i.e., 70%) for the financial year ended 31 March 2025, as recommended by the Board of Directors at its meeting held on 28 May 2025, be and is hereby declared.

RESOLVED FURTHER THAT in accordance with the provisions of Companies (Declaration and Payment of Dividend) Rules, 2014, an amount of INR 518.8 million be withdrawn from the accumulated profits/free reserves of past financial years and the same be utilised for the purpose of declaration and payment of dividend for the financial year ended 31 March 2025."

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

"RESOLVED THAT Mr. Roberto Callieri (holding DIN 05139888) who retires in accordance with the provisions of the Companies Act, 2013 and has offered himself for reappointment be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To re-appoint Mr. Joydeep Mukherjee as Managing Director of the Company for a further term of three years

and in this regard pass the following **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and other applicable provision of SEBI (LODR) Regulations, and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee of the Company, consent of the members be and is hereby accorded to re-appoint Mr. Joydeep Mukherjee (holding DIN 06648469), as Managing Director of the Company from 01 April 2026 to 31 March 2029 without any remuneration on the terms and conditions as set out in the explanatory statement and he shall not be liable to retire by rotation under the Act.

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

5. To appoint M/s. DMK Associates, Companies Secretaries as Secretarial Auditors of the Company for a term of five years and fix their remuneration and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Audit Committee and Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s. DMK Associates, Company Secretaries (Firm Registration No.: P2006DE00310), a peer reviewed secretarial audit firm (Peer Review No. 6896/2025) as Secretarial Auditor of the Company to hold office from the conclusion of 66th Annual General Meeting until the conclusion of 71st Annual General Meeting (FY 2025-26 to FY 2029-30) at such



remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants (Firm Registration No. 000026) appointed by the Board of Directors on the recommendation of the Audit Committee as Cost Auditors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2025-26, amounting to Rs. 2,75,000 (Rupees Two Lac Seventy 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: 29 July 2025

Ravi Arora

Place: Gurugram

Vice President- Corporate Affairs
& Company Secretary

Regd. Office: 2nd Floor, Block-B,
DLF Cyber Greens, DLF Cyber City, Phase-III,
Gurugram, Haryana -122002
CIN: L26942HR1958FLC042301



NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General circular dated 19 September 2024 which is in continuation of circular dated 25 September 2023 read with circulars dated 05 May 2022, 13 January 2021, 05 May 2020, 13 April 2020 and 08 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the General Circular No. 14/2020 dated 08 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 and the Registered Office of the Company will be deemed to be venue for the purpose of this meeting.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars and the circular issued by SEBI dated 09 December 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. The documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at the Email-ID investors.mcl@mycemco.com till the date of AGM. Similarly, statutory registers that are available for inspection at the registered office of the Company in the normal course of business hours prior to and during the continuance of e-AGM at the deemed venue of meeting, may also be accessed through the above-mentioned mode.
7. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/reappointed at the Annual General Meeting is given below as part of Notice.
8. Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
9. (a) The Dividend on equity shares, if declared, at the AGM will be credited/despatched within thirty days from the date of AGM to those members whose names appear on the Company's Register of Members as on record date i.e., 12 September 2025. In respect of the shares held in dematerialised form the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on record date i.e., 12 September 2025. In case of joint holders only the first holder will be entitled to receive dividend.
- (b) Members holding shares in electronic form may note that the bank particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Integrated Registry Management Services Private Limited (RTA) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes need to be advised by the Members directly to the depository participants with whom they are maintaining a demat account.
- (c) Members holding shares in physical form are requested to immediately advise any change in their address or bank particulars to the Company or its Registrars and Transfer Agents, Integrated



Registry Management Services Private Limited so that the same can be updated in the Register of Members before processing of dividend payment.

- (d) Non-Resident Indian (NRI) members are requested to inform RTA (for physical shares) / their DPs (for dematerialized shares), immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their PAN and bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier, to facilitate payment of dividend.
 - (e) The Company has placed on its website www.mycemco.com, the details of unclaimed dividends for FY2017-18, FY2018-19 (both Interim and Final), FY2019-20 (both Interim and Final), FY2020-21, FY2021-22, FY2022-23 & FY2023-24. The concerned shareholders may approach Registrars and Transfer Agents, Integrated Registry Management Services Private Limited to claim the same.
 - (f) The Shareholders whose dividend for FY2017-18 have remained unclaimed and has not claimed the same for seven consecutive years, the unclaimed dividend along with its underlying shares will be transferred to Investor Education and Protection fund (IEPF) Authority. The due date for transfer of unclaimed dividend and the underlying shares is 27 October 2025. Those shareholders who still have not claimed their dividend for FY2017-18 are requested to check the status from the Company's website on www.mycemco.com and accordingly file their claims to their unclaimed dividends.
10. 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 & 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.
 11. In accordance with the directions issued by SEBI, it is mandatory for the members holding shares in physical mode to submit their Permanent Account Number (PAN) and Bank Account Details to the Company / RTA, in case they have not yet submitted the same.
 12. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary

documents at the time of lodgement of request for transmission/transposition, is mandatory.

13. SEBI vide its Notifications dated 08 June 2018 & 30 November 2018 amended Regulation 40 of SEBI Listing Regulations, which provides that from 01 April 2019 transfer of securities would not be processed unless the securities are held in the dematerialised form with a depository. Further, SEBI vide its circular dated 07 September 2020 had fixed 31 March 2021 as cut-off date for re-lodgement of physical share transfer requests (earlier returned by RTA under objection) and has stipulated that such transferred shares shall be issued only in demat mode. In view of the above, Members are advised to dematerialize shares held by them in physical form.
14. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, the Company is pleased to offer one-time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. This special window is open from July 07, 2025, to January 06, 2026, and is applicable to cases which were lodged prior to deadline of April 01, 2019, and the original share transfer were rejected/returned/ not attended due to deficiencies in documentation or were not processed due to any other reason. The shares re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer request along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s. Integrated Registry Management Services Private Limited by post to No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003 within stipulated period.

Note: All the shareholders are requested to update their E-mail id(s) with Company/RTA/Depository Participants.

15. In accordance with the provisions of Section 72 of the Companies Act, 2013 and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at <https://www.mycemco.com/investor-information>. Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/RTA, in case the shares are held by them in physical form.
16. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with the share certificates so as to



enable the Company to consolidate their holdings into one folio.

17. 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.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 are also available on the Company's website www.mycemco.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. Further, pursuant to Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will send a letter providing the web-link, including the exact path, where complete details of the Annual Report are available, to those shareholder(s) who have not so registered their email ID.

19. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. 01 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and with their depository participants (in case of shares held in demat mode).

A Resident individual shareholder holding PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to irg@integratedindia.in by 11:59 P.M. IST until 12 September 2025. **Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at such higher rate as may be prescribed by Income Tax department.**

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to irg@integratedindia.in and copy marked to investors.mcl@mycem.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. IST until 12 September 2025.

20. Since the AGM will be held through VC / OAVM, the route map, attendance slip and proxy form are not annexed to this Notice.

Process for registration of email-id for obtaining Annual Report and user-id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the RTA at irg@integratedindia.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address along with duly filled Form ISR-1 prescribed by SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2023/37 dated 16 March 2023.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) The Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solution, d) 9 digit MICR Code Number, e) 11 digit IFSC Code, and f) Scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>



VOTING THROUGH ELECTRONIC MEANS

I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the 66th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting System. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM

but shall not be entitled to cast their vote again. If a member casts vote(s) by both the modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as invalid.

III. The remote e-voting period commences on 21 September 2025 (9:00 A.M.) (IST) and ends on 23 September 2025 (5:00 P.M.) (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17 September 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution has been cast by a member, no change shall be allowed subsequently. A person who is not a member on the cut-off date should treat this notice for information purpose only.

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 135744 then user ID is 135744***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) may send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deepak.kukreja@dmkassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022- 4886 7000 and 022- 2499 7000 or send a request at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to irg@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to irg@integratedindia.in. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user-id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- V. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date of 17 September 2025.
- VI. Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e., 17 September 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or contact NSDL at : 022- 4886 7000 and 022- 2499 7000.

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 : 022- 4886 7000 and 022- 2499 7000.

- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners

maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM venue. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

- VIII. Mr. Deepak Kukreja (FCS No. 4140, CP No. 8265) partner of M/s. DMK Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. Ms. Monika Kohli, (FCS No. 5480, CP No. 4936) has been appointed as an alternate scrutinizer.
- IX. The Chairman of the AGM, at the end of discussion on the resolutions on which voting is to be held, allow e-voting on the day of AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer/ alternate scrutinizer shall after the conclusion of voting at the AGM, shall access NSDL's e-voting portal and unblock the votes cast through remote e-voting as well as through e-voting on AGM day in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him.
- XI. 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 the Board of Directors/Chairman. The results shall also be submitted to BSE Limited and National Stock Exchange of India Limited.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are requested to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP-ID and Client-ID/ Folio Number, PAN, Mobile Number at investors.mcl@mycem.in at least 72 hours before the start of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Joydeep Mukherjee was appointed as Managing Director of the Company for a period of 3 years from 1 April 2023 until 31 March 2026 by the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, at its meeting held on 13 February 2023. Therefore, his tenure will expire by efflux of time on 31 March 2026 in the Company.

During the tenure, Mr. Mukherjee successfully drove the implementation of strategic initiatives and fostered a culture of innovation, collaboration, and continuous improvement within the Company.

Mr. Joydeep Mukherjee, aged 58 years, holds a master's degree in International Business and Marketing (E.M.I.B) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University. He has also undergone several top management level Executive Education programs in IMD Lausanne, CH and ISB Hyderabad. Mr. Mukherjee has over 35 years of experience in leading large teams and delivering results across various industries.

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

In order to achieve synergy in operations of the Company and Zuari Cement Limited (both being part of HeidelbergCement Group), Mr. Mukherjee holds the position of Managing Director in both the companies.

Further, the board has recommended not to draw remuneration from the Company as he is already drawing his remuneration from Zuari Cement Limited.

Based on the recommendation of the Nomination and Remuneration Committee in compliance with provisions of Section 178 of the Companies Act, 2013, the Board at its

meeting held on 29 July 2025 considered and approved the re-appointment of Mr. Joydeep Mukherjee as Managing Director of the Company for a further term of 3 years from 01 April 2026 to 31 March 2029 and recommended the Ordinary resolution to be passed by the members.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

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

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

Item No.: 5

M/s. DMK Associates, Company Secretaries (Firm Registration No. P2006DE00310), was appointed as Secretarial Auditor of the Company at the Meeting of the Board held on 29 July 2025. In accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a listed entity shall appoint a peer reviewed Company Secretary as its Secretarial Auditor whose appointment will be subject to the approval of the shareholders of the Company for a period of 5 consecutive years.

M/s. DMK Associates is a peer reviewed firm of Practicing Company Secretaries, founded in 2005. It has expertise in the field of Secretarial Audits, Pre-IPO Due Diligence, Acquisition Due Diligence, advising on matters related to Company Law, SEBI LODR/SEBI Insider Trading /SEBI Takeover Code Compliances, Due Diligence, Incorporations & is proficient in liasoning and representation with various government agencies viz. Ministry of Corporate Affairs, ROC, RD, RBI, NSE, BSE, SEBI & NCLT.

The firm's client centric approach, with experienced professionals and proficient solutions to complex problems prides itself on superior client retention, integrity, dedication, and professionalism making them a trusted partner in navigating the complexities of corporate law.

M/s. DMK Associates are eligible for appointment for a term of five years and have given their consent for appointment as Secretarial Auditor of the Company and have issued a certificate confirming that their proposed appointment is within the limit as prescribed under SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 January 2024. M/s. DMK Associates have confirmed that they are eligible for the proposed appointment under the Companies Act, 2013 and the rules or regulations made thereunder.

Considering various factors such as independence, industry experience across large listed entities, technical skills, audit team, audit quality reports, the Audit Committee recommended the appointment of M/s. DMK Associates.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is INR 2,20,000/- plus applicable taxes. The remuneration for the subsequent



years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company and as may be mutually agreed with Secretarial Auditors.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 29 July 2025, approved the appointment of M/s. DMK Associates, Company Secretaries and recommends the appointment of M/s. DMK Associates, Companies Secretaries (Firm Registration No. P2006DE00310) as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this 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.: 6

The Board of Directors of the Company on the recommendation of the Audit Committee, has 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 2025-26.

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 2025-26 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this 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: 29 July 2025

Ravi Arora

Place: Gurugram

Vice President- Corporate Affairs
& Company Secretary

Regd. Office: 2nd Floor, Block-B,
DLF Cyber Greens, DLF Cyber City, Phase-III,
Gurugram, Haryana -122002
CIN: L26942HR1958FLC042301



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

Name of Director		Mr. Roberto Callieri	Mr. Joydeep Mukherjee
DIN		05139888	06648469
Brief Resume		<p>Mr. Roberto Callieri, aged 61 years, completed his Degree in Electrical Engineering from University of Cagliari in 1990 and Financial Management from Bocconi University, Milan, Italy. He has also completed Advanced Management Program from Harvard Business School, Boston, USA.</p> <p>Mr. Callieri joined Italcementi Group in 1990, where he held several senior management positions in Puerto Rico, USA, Canada, Turkey, Thailand, Egypt, and Italy. From 2016 until the end of 2023, he headed the Italian operations of Heidelberg Materials Group. He has been a member of the Managing Board of Heidelberg Materials AG since January 2024 and is responsible for Asia within the Asia-Pacific Group area.</p> <p>He has led many successful operational and marketing turnarounds resulting in re-establishing profitability and competitiveness. He is a highly disciplined professional with balanced approach, self-starting personality and ability to independently operate under challenging business situations. He is a strong believer in nurturing talent, building high performing teams and ability to successfully integrate and be accepted in multicultural environments.</p>	<p>Mr. Joydeep Mukherjee, Managing Director, HeidelbergCement India Limited (HCIL) has 35 years of experience in leading large teams and delivering results across various industries. Prior to joining HCIL he was working as COO at RR Kabel. He was also associated with H&R Johnson as Chief Executive Officer and Executive Director and has held senior leadership roles in ACC Limited including Chief Executive for South & West Business. Prior to joining ACC, he was the National Sales Manager of the foil and packaging business of Hindalco Limited.</p> <p>Mr. Mukherjee holds a master's degree in International Business and Marketing (E.M.I.B) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University. He has also undergone several top management level Executive Education programs in IMD Lausanne, CH and ISB Hyderabad.</p>
Date of Birth		14 October 1963	02 November 1966
Date of First Appointment on the Board		14 March 2024	01 April 2023
Expertise in specific functional area(s)		He has a rich and vast experience of over 36 years plant operations & maintenance, project management, sustainability, business integration, brand leadership, corporate management, strategy formulation and cost leadership in international cement business.	General Management, Governance, Sales & Marketing, Finance and Industry/Technical Knowledge.
Qualifications		Degree in Electrical Engineering from University of Cagliari in 1990 and Financial Management from Bocconi University, Milan, Italy. He has also completed Advanced Management Program from Harvard Business School, Boston, USA.	Master's degree in International Business and Marketing (E.M.I.B.) from Indian Institute of Foreign Trade and a bachelor's degree (Honors) from Calcutta University.



Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil
Terms and Conditions of Appointment	Appointed as Non-Executive Director liable to retire by rotation.	Three Years effective from 01 April 2026.
Managerial Remuneration last drawn	NA	NA
Remuneration proposed to be paid	NA	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company.	Not related to any other Director or Key Managerial Personnel of the Company.
No. of Board meetings attended during FY25	Attended all the board meetings held during FY25.	Attended all the board meetings held during FY25.
Directorships held in other Indian public limited companies	Chairman & Non-Executive Director at Zuari Cement Limited and a Non-Executive Director at Gulbarga Cement Limited.	Managing Director of Zuari Cement Limited and Non-Executive Director of Gulbarga Cement Limited.
Listed Indian companies from which the person has resigned in the past three years	Nil	Nil
Position of Chairperson / Member in the Committees of Directors of other public limited companies in which he is a Director	Nil	Chairman of Corporate Social Responsibility Committee of Zuari Cement Limited.



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REGISTERED OFFICE

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