

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Registered Office

2nd Floor, Block B, DLF Cyber Greens,

DLF Cyber City, Phase-III,

Gurugram, Haryana 122002, India

Phone +91-124-4503700

Fax +91-124-4147698

Website: www.mycemco.com

HCIL: SECTL:SE:2026-27

02 September 2026

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 FY 2025-26

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 FY 2025-26, *inter alia* containing the Notice of 67th Annual General Meeting to be held on 24 September 2026.

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). A copy of the aforesaid letter is also attached herewith.

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

Digitally signed
by Ravi Arora
Date: 2026.09.02
20:42:33 +05'30'

Ravi Arora
Vice President- Corporate Affairs &
Company Secretary

Encl.: a.a.



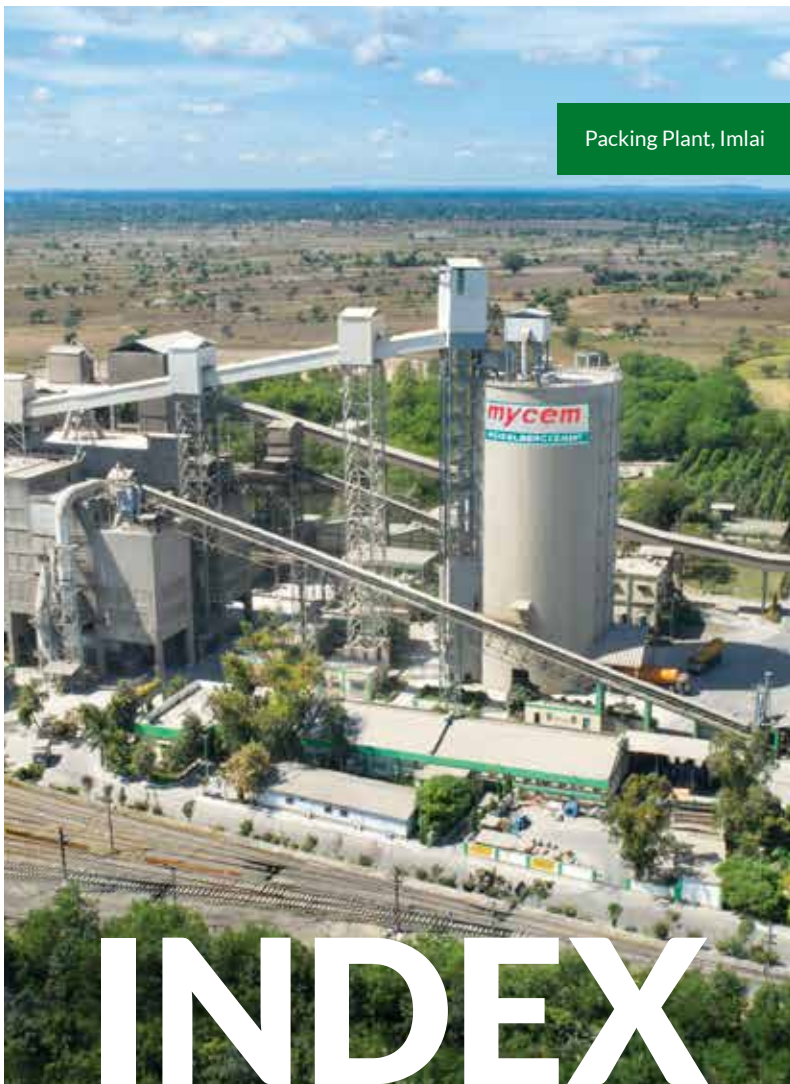
HEIDELBERGCEMENT

Enabling Sustainable Growth

Building Value Responsibly



**HEIDELBERGCEMENT INDIA LTD.
ANNUAL REPORT 2025-2026**



INDEX

A – CORPORATE INFORMATION

Concept Note	02
Heidelberg Materials Group	04
HeidelbergCement India Limited	10
HCIL Growth Journey	12
Plants and Offices	14
Products and Services	16
Financial Highlights	18
Awards and Recognitions	20

B – SUSTAINABILITY

Planet Positive	22
-----------------	----

C – SPOKES OF THE CORE

Procurement, Manufacturing and Logistics	28
Corporate Social Responsibility	33
Human Resources	37
Marketing, Sales and Branding	42

D – MANAGEMENT MESSAGES AND PROFILE OF DIRECTORS

From the Desk of Managing Director	46
Profile of the Board of Directors	48
Messages from the Management	51



Clinkerisation Unit,
Narsingarh (Damoh)

E – STATUTORY REPORTS

Board's Report-----60

Management Discussion and Analysis-----80

Business Responsibility
and Sustainability Report-----87

Report on Corporate Governance-----118

F – FINANCIAL STATEMENTS

Independent Auditors' Report-----132

Balance Sheet-----141

Statement of Profit and Loss-----142

Statement of Change in Equity-----143

Cash Flow Statement-----144

Notes to Financial Statements-----145

Notice of AGM-----181

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 FY26.



CONCEPT NOTE

India's development story is unfolding at an extraordinary scale. From highways and industrial corridors to homes and hospitals, the nation's vision for infrastructure-led growth is coming to life at a rapid pace. At the heart of this transformation stands the cement industry, a cornerstone of India's development journey and economic growth.

India is today the world's second-largest cement producer and among its fastest-growing markets. Sustained investment in infrastructure, accelerating urbanisation, rising housing demand and the Government's long-term development agenda continue to drive strong momentum for the sector. As the country advances towards its vision of a developed nation by 2047, cement will remain one of the foundational industries of that journey.

Yet the industry's role today extends well beyond supplying a material essential to construction. It carries an equal responsibility to enable growth that is resource-efficient, environmentally conscious and built for the future.

At HeidelbergCement India, we continue to affirm that the true value of an organisation lies beyond its balance sheet. It is measured not only by the value we create, but by the value we share with our investors, employees, communities, the environment, and the country. Guided by this belief, FY 2025-26 was a year in which we continued to deliver improved financial performance while advancing our environmental responsibility, social purpose and governance standards in equal measure.



ESG

Enabling



Environment:

Where resources are respected



Higher alternative fuel substitution rate of **10.63%**



More than **50%** of electricity consumption now sourced from non-grid power



Reduced carbon intensity per tonne of cement by over **5%**, advancing our decarbonisation journey

Sustainable



Society:

Where prosperity is shared



21,000+ lives positively impacted through CSR initiatives



Community investments exceeded statutory requirements

Growth



Governance:

Where integrity inspires trust



Achieved **debt-free** status, underpinning financial discipline and balance sheet strength



Delivered a **26%** increase in Profit After Tax, alongside highest-ever sales volumes with continued investments in responsible operations and resource efficiency

Growth and responsibility, in our view, are not competing priorities; they are partners in lasting progress. This philosophy is reflected in our theme for the year, 'Enabling Sustainable Growth.' A conviction that lasting progress is built when business performance and responsible stewardship move forward together. It is why every policy, process and product at HeidelbergCement India is shaped through the lens of our 'Sustainability First' approach.

As you turn these pages, we invite you to look beyond the numbers and explore how we are enabling sustainable growth. The chapters ahead reflect our commitment to advancing environmental stewardship, social responsibility and governance excellence, while creating enduring value for all stakeholders.

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



2,600
Sites in about
50 Countries



150+
Years in
Business



Revenue of euro
21.5 Billion



49,000
Employees



SUSTAINABILITY AT HEIDELBERG MATERIALS GROUP



Heidelberg Materials is one of the world's largest integrated manufacturers of heavy building materials and solutions with leading market positions in cement, aggregates, and ready-mixed concrete. 49,000 employees in almost 50 countries shape our growth path. Drawing on its global advantage, the Group creates synergies in the areas of sustainability, digitalisation, and technical excellence. As the industry's frontrunner on the path to Net Zero, the Group enables its customers to lead the way towards a more sustainable future through our growing offering of low-carbon and circular building materials.

At the center of business actions lies the responsibility to reduce environmental impacts. As one of the pioneers of carbon neutrality and circular economy in the building materials industry, Heidelberg Materials is working on intelligent, lower-carbon, and circular building materials as well as solutions for the future.

net zero



Our Year 2025

↓ **512** kg
CO₂ emissions

-3%
specific net CO₂
emissions per tonne
of cementitious
material (Scope 1)

37%
**Share of revenue from
sustainable products**

+1.9 percentage points
share of revenue
from sustainable
products

The past year has not been an easy one for any of us. With geopolitical tensions, ongoing uncertainties, and a noticeably weakened economic climate in several regions, our operating environment has become much more challenging. We continue to advocate strongly for the necessary frameworks and strategic policy decisions that will support the long-term success of the transformation. Despite these challenging market conditions, we have been steadfast in our drive to seize opportunities and further accelerate our profitable growth. This resilience is what sets our company apart and enables us to remain a reliable partner even in difficult times. We are proud to create value together - for our employees, for our customers, for society, and for you, our valued shareholders.

Dr Dominik von Achten

Chairman of the Managing Board

With its "Strategy 2030: Making a Material Difference" launched last year, Heidelberg Materials has set itself ambitious growth and profitability targets for 2030. Building on a strong track record, the company continues to focus on its core business of heavy building materials in markets with high growth potential, underlining its leading position as a global heavy building materials manufacturer. The company benefits from worldwide synergies in three areas: sustainability, digitalisation, and technical excellence.

Dr Bernd Scheifele

Chairman of the Supervisory Board

SUSTAINABILITY AS A VALUE DRIVER

Climate change and biodiversity loss are among the greatest challenges facing mankind. By means of its responsible business practices and innovative products, Heidelberg Materials is making a decisive contribution to overcoming these global challenges. It is convinced that only proactive, decisive, and pragmatic actions can shape a transformation towards a future in which climate and species protection and sustainable development are in harmony.

Concrete is the world's second-most widely used material after water. It enables urbanisation and infrastructure development and serves as the foundation for wind turbines, hydroelectric power stations, and other sustainable building projects, thus forming the basis for the green transformation and the path to net zero. However, the production of cement and concrete also results in considerable CO₂ emissions.

The Group's overarching target is therefore to consistently decarbonise its products by applying innovative technologies and sustainable practices. Sustainability guides many of the Group's business decisions and is a central, transformative topic firmly anchored in Heidelberg Materials' Group strategy. To ensure that sustainability has a lasting impact, the Group turns it into a business case with new technologies, innovative products, and in close cooperation with its partners along the value chain.



Our portfolio includes products with a significantly reduced carbon footprint, including the world's first carbon-captured near-zero cement using CCS technology, special products for 3D concrete printing, and circular building materials made from recycled resources.

The Group takes a holistic approach to ESG, because sustainability means more than just climate protection alone: occupational health & safety, responsible procurement, respect for human rights, and the promotion of equal opportunities are also key components. The health and well-being of its employees forms the basis for productivity and engagement. Diverse teams strengthen the Group and make it attractive as an employer. The Group also aims to be a reliable partner for the local communities around locations and is committed to a nature-positive world, with initiatives such as our biodiversity programme and sustainable water management.

The transformation towards greater sustainability can only succeed by working together with its stakeholders. That is why the Group is actively involved in associations and networks to promote sustainability at all levels and to develop new solutions together.

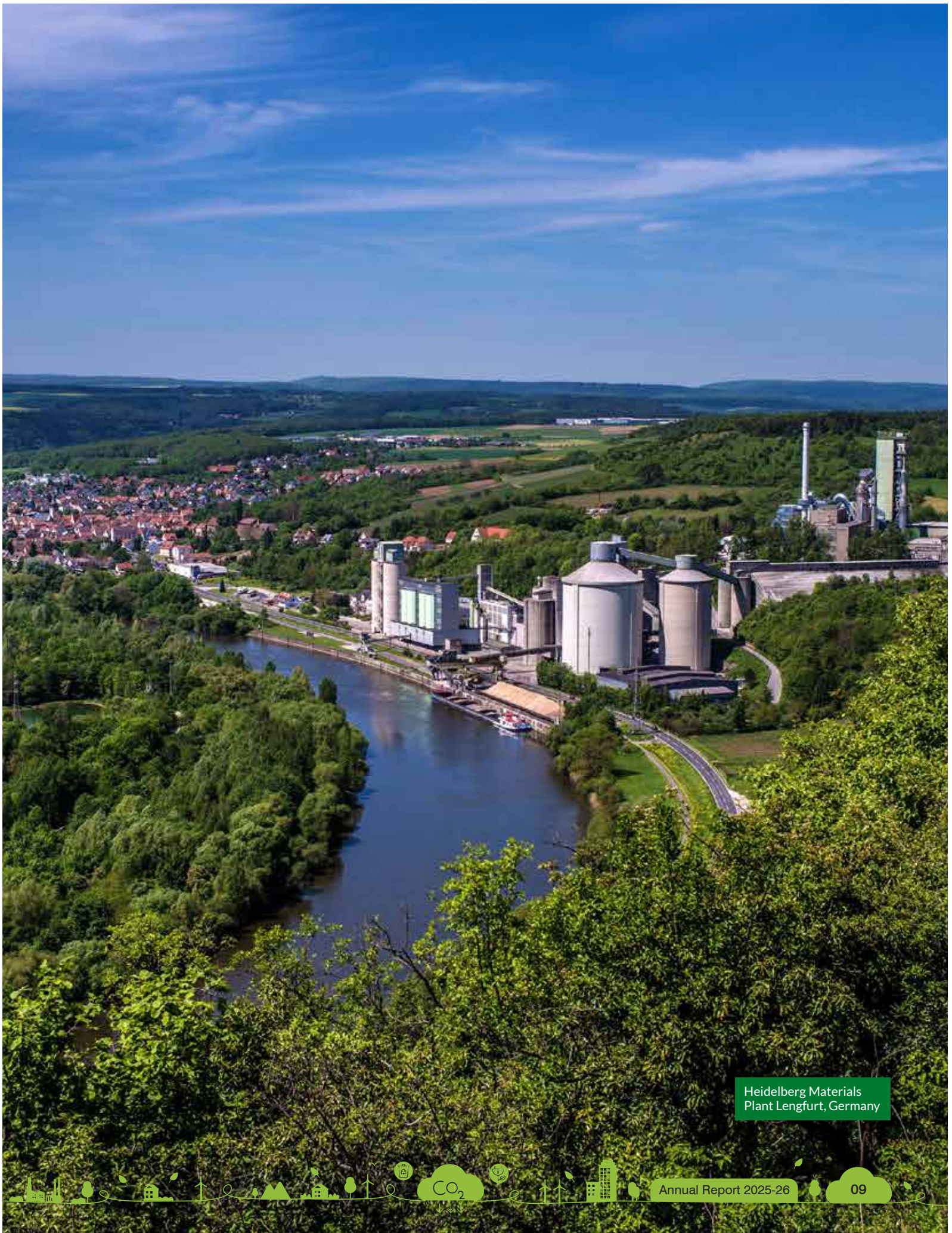
HEIDELBERG MATERIALS - SUSTAINABILITY COMMITMENTS 2030

- Drive the decarbonisation of our sector and provide low-carbon products.
- Drive circularity to reduce and reuse materials and natural resources.
- Place the health and well-being of employees, communities, and suppliers at the core of our business operations.
- Aim to contribute to a nature positive world through our biodiversity programme and sustainable water management.

The Sustainability Commitments 2030 apply Groupwide and do not differentiate by product, stakeholder group, or geographical area. They were adopted by the Managing Board in 2022.

As part of Strategy 2030: Making a Material Difference, some adjustments were made to Sustainability Commitments 2030 in the 2025 financial year.





Heidelberg Materials
Plant Lengfurt, Germany

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 renamed 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 PERSONNEL

Ms. Jyoti Narang

Chairperson and Independent Director

Mr. Roberto Callieri

Non-Executive Director

Mr. Joydeep Mukherjee

Managing Director

Mr. Anil Kumar Sharma

Chief Financial Officer

Mr. Atul Khosla

Independent Director

Mr. Vimal Kumar Choudhary

Non-Executive Director

Mr. Vimal Kumar Jain

Whole-time Director

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



Clinkerisation Unit,
Narsingarh (Damoh)

HEIDELBERGCEMENT INDIA LIMITED GROWTH JOURNEY

2006

Entered India
(Cement Cap.
<3 Mn T)

2009

Expansion
Announcement

2014

Divestment of
Raigad Plant

2020

Cement Capacity
Increase in
Central India
(Total Cement capacity
of the company 6.26 Mn T)

2008

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

2013

Expansion
Completion
(Cement Cap.
6.1 Mn T)

2016

13.5 MW
Waste Heat
Recovery
Project
Completed



2022

Commissioning of
5.5 MW Solar
Power Project
in Damoh Mines Area

2024

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

2026

1. Additional packer at Jhansi Plant
2. Secured two limestone blocks in
Central India
3. Entered into agreement with
Government for setting up of a new
blending cum grinding unit
in Central India

2021

AFR Project in
Damoh and Solar
Power in Jhansi
(AFR: Alternative
Fuels and Raw
Materials)

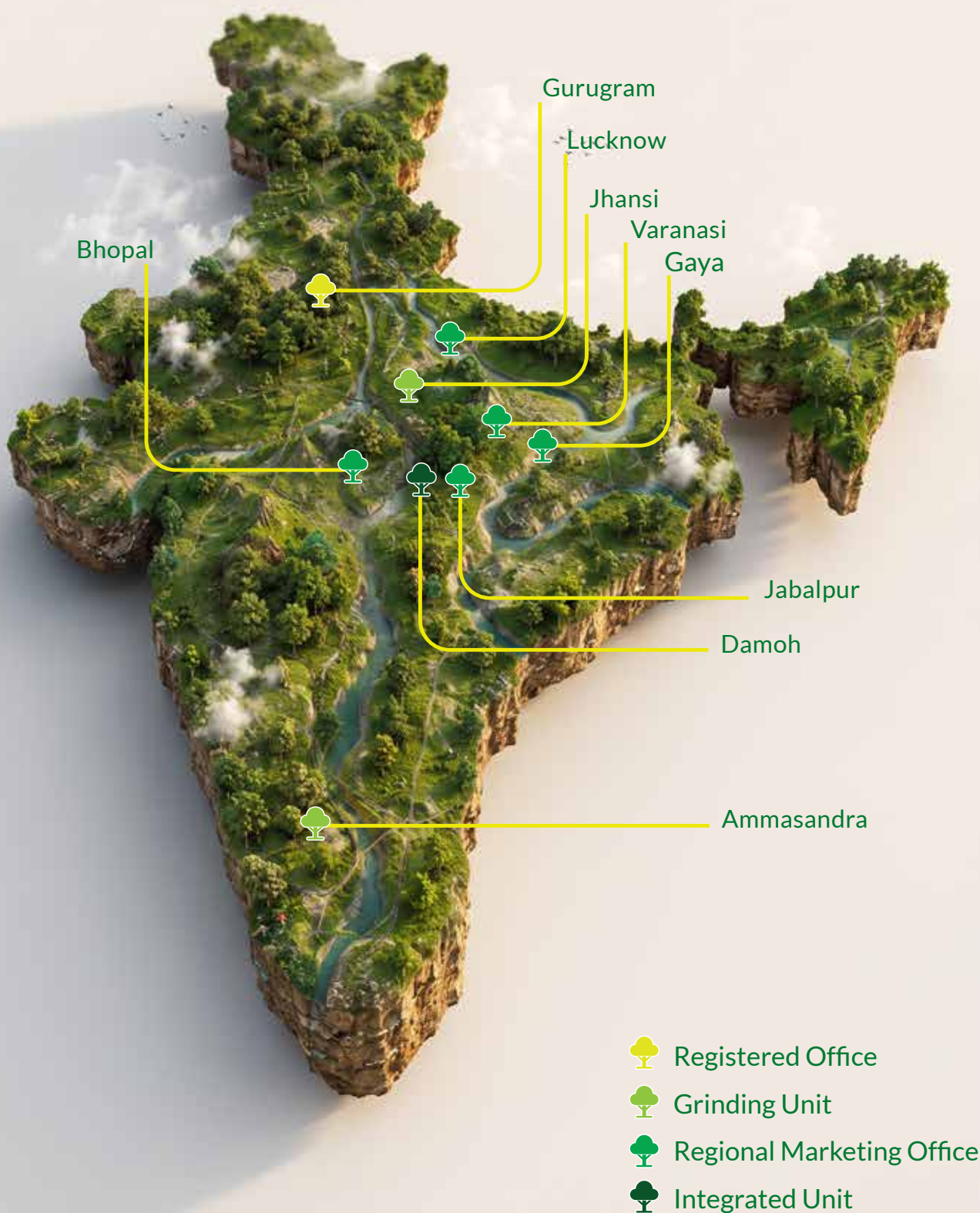
2023

1. Enhancement of
AFR Handling System
2. Project RISE
(Return Improvement
through Sales Excellence)
3. Secured a limestone block in
Central India, Clearance in progress

2025

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

LOCATIONS OF PLANT AND OFFICES





Grinding Unit, Imlai

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 restrict 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.

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.



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.

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.

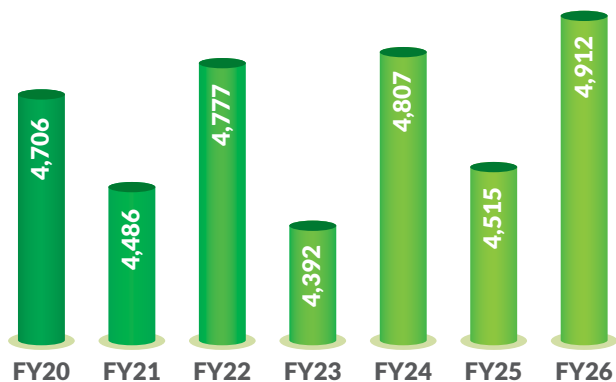


Narsingarh Plant
(Damoh)

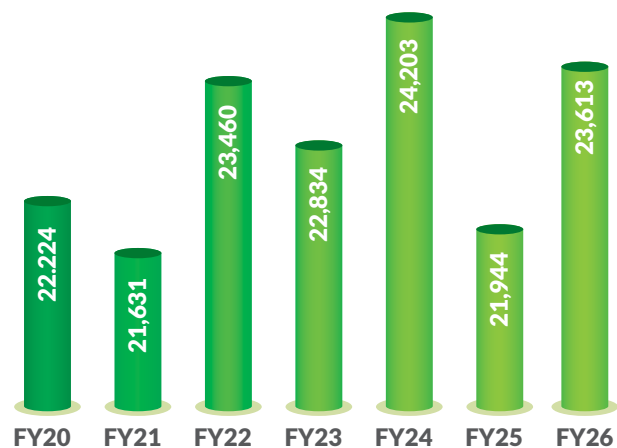
FINANCIAL HIGHLIGHTS

Particulars	UoM	FY20	FY21	FY22	FY23	FY24	FY25	FY26
Sales Volumes	KT	4,706	4,486	4,777	4,392	4,807	4,515	4,912
Total Revenue (including other income)	MINR	22,224	21,631	23,460	22,834	24,203	21,944	23,613
EBITDA (including other income)	MINR	5,805	5,531	4,836	2,941	3,712	2,849	3,186
EBITDA Margin	%	26%	26%	21%	13%	15%	13%	14%
EBT	MINR	3,981	3,912	3,351	1,358	2,268	1,458	1,838
EBT Margin	%	17.9%	18.1%	14.3%	5.9%	9.4%	6.6%	7.8%
PAT	MINR	2,681	3,149	2,523	992	1,677	1,067	1,340
PAT Margin	%	12.1%	14.6%	10.8%	4.3%	6.9%	4.9%	5.7%
EPS	INR	11.8	13.9	11.1	4.4	7.4	4.7	5.9
Shareholders Fund	MINR	13,146	14,939	15,652	14,614	14,698	13,952	13,719
Long-term Borrowings	MINR	4,051	1,745	1,566	1,108	557	-	-
Short-term Borrowings	MINR	-	1,200	336	630	694	649	-
Debt Equity Ratio	In times	0.31:1	0.20:1	0.12:1	0.12:1	0.09:1	0.05:1	-
Cash and Bank Balance	MINR	4,697	4,303	3,690	4,729	5,328	4,536	4,078

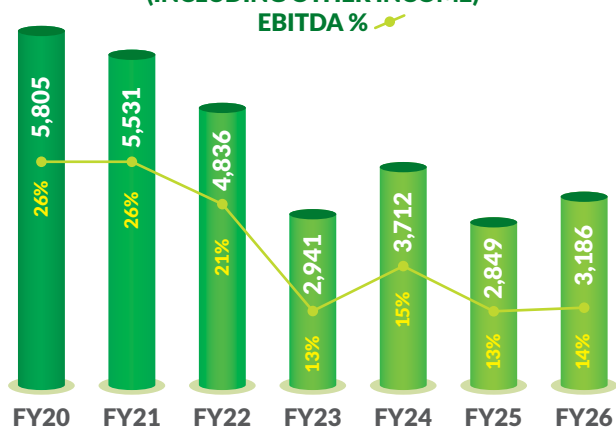
SALES VOLUME ('000 TONNES)



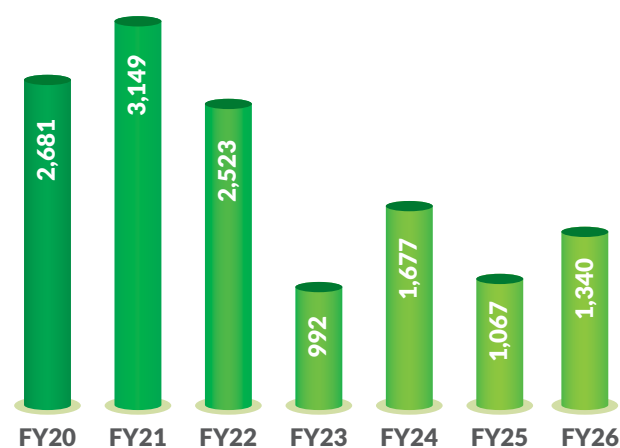
TOTAL REVENUE (RS. MILLION)



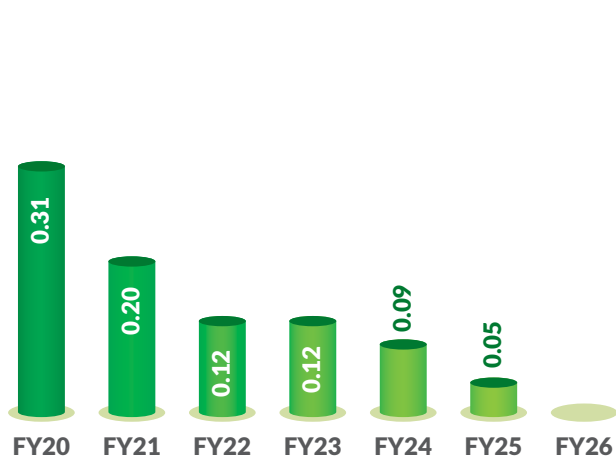
EBITDA (RS. MILLION AND % OF TOTAL REVENUE)
(INCLUDING OTHER INCOME)



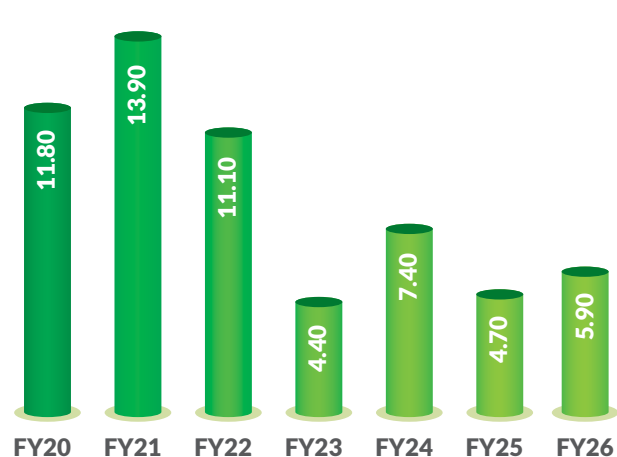
PAT (RS. MILLION)



DEBT EQUITY RATIO (IN TIMES)



EPS (RS. PER SHARE)



RECOGNITION OF EXCELLENCE



National Award for Excellence in Energy Management 2025

Recognised by the Confederation of Indian Industry (CII) as an Energy Efficient Unit for sustained reduction in specific electrical energy consumption over the past three years.



Bhama-Shah Award 2025

Awarded by State Tax Department & Cultural Department for being the highest tax contributor in the Jhansi Division, reflecting the Company's significant contribution to regional economic development.

National Award for Excellence in CSR & Sustainability 2025

Awarded in the category 'Best Use of CSR Practices in Various Sector' in recognition of the impact and effectiveness of HCIL's CSR initiatives.



Greentech CSR India Award 2025

Honoured in the Rural Development category for creating meaningful and sustainable impact in communities.



QCFI National Environment & Sustainability Award 2025

Recognised with the CSR Excellence Award for the Company's commitment to responsible and sustainable development.





BUILDING A MORE
RESILIENT,
RESOURCE-EFFICIENT
FUTURE



India's infrastructure ambitions are creating new opportunities for the cement industry and also, a clear responsibility to make growth more resource-efficient. At HeidelbergCement India, sustainability is therefore embedded in how we operate, invest and create value. Aligned with Heidelberg Materials' global sustainability agenda, we are working to decarbonise cement production, strengthen circularity, use resources responsibly and protect nature. Across our operations, this translates into greater use of alternative fuels and raw materials, more green electricity, responsible water management and restoration of biodiversity.



NET-ZERO

Decarbonising cement through innovative technologies and sustainable practices



CIRCULAR &
RESILIENT

Reducing, reusing and replacing conventional resources



NATURE POSITIVE

Strengthening water stewardship and biodiversity

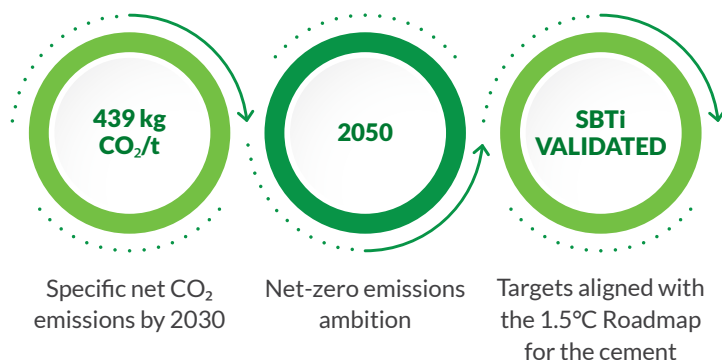


SAFE & INCLUSIVE

Putting the wellbeing of people and communities at the heart of our operations



OUR GLOBAL CLIMATE AMBITION



Our approach also supports India's climate priorities, including its 2030 emissions-intensity and non-fossil energy targets and its long-term net-zero ambition. As we grow, we remain focused on reducing the environmental footprint of every tonne of cement we produce.

SUSTAINABILITY PERFORMANCE

Progress at a glance

43%
Green Electricity

10.63%
Thermal Substitution Rate

5.91×
Plastic Negative

4.17×
Water Positive

0.98°C
Average Temperature Reduction across Reporting Locations

67040 MWH
Power Generated by WHRS Plant at Narsingarh

Zero
Liquid Discharge

496 kg/t
Cement CO₂ footprint

34.85%
Alternative Raw Material Substitution Rate

RESPONSIBLE MINING

Making every journey safer

Our sustainability journey begins at the source. At our mines, responsible extraction focuses on efficient resource use, regulatory compliance and restoring land after mining.

We optimise limestone extraction to extend mine life and repurpose low-grade limestone and quarry rejects wherever feasible. Mined-out areas are progressively reclaimed, while pits are converted into water reservoirs that support rainwater harvesting and groundwater recharge.

Our Patharia mines have been receiving 'Five Star Rating' consistently from Indian Bureau of Mines (IBM) ever since the concept of 'Five Star Rating' was introduced.



CIRCULAR ECONOMY & WASTE MANAGEMENT

Turning waste into a resource

Circularity is central to our approach to resource efficiency. We are reducing waste, keeping materials in use and recovering value wherever possible.

Across our operations, waste is segregated and managed through defined systems, with recyclable and processable waste directed to authorised recyclers or co-processed where appropriate. Alternative fuels and raw materials further enable us to recover value from waste streams while reducing dependence on conventional resources.



5.91× Plastic Negative

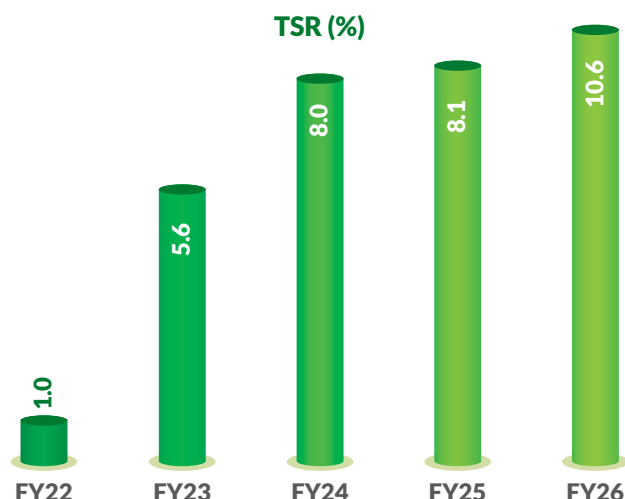
In FY 2025-26, a total of 7,112 tonnes of plastic waste was generated, while 42,017 tonnes was coprocessed, achieving a 5.91× plastic-negative impact.

ALTERNATIVE FUELS

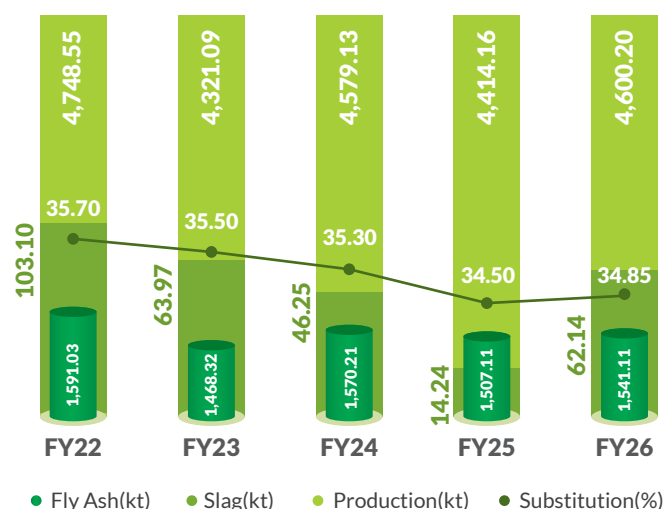
Replacing fossil fuels with resource recovery

Alternative fuels are an important lever in reducing our dependence on conventional fossil fuels. We continue to increase the use of waste-derived fuels that can provide energy while supporting resource recovery and circularity.

In FY 2025-26, our Thermal Substitution Rate (TSR) increased to 10.63%, reflecting continued progress in replacing conventional fuels.



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



ALTERNATIVE RAW MATERIALS

Using more, taking less

Increasing the use of alternative raw materials helps reduce dependence on virgin resources and lower the environmental footprint of cement production. Materials such as fly ash, slag and alternative gypsum enable us to substitute conventional inputs while supporting the circular use of industrial by-products.

In FY 2025-26, our alternative raw material substitution rate increased to 34.85%, against 34.5% in FY 2024-25.

GREEN POWER & WASTE HEAT RECOVERY

Shifting towards a green energy mix

Reducing dependence on conventional power is an important part of our decarbonisation journey. We continue to increase the contribution of green and recovered power across our operations through a mix of solar, hybrid power and waste heat recovery.

In FY 2025-26, 43% of total power consumed came from green sources, reflecting continued progress in transitioning towards a green energy mix.



GHG EMISSIONS

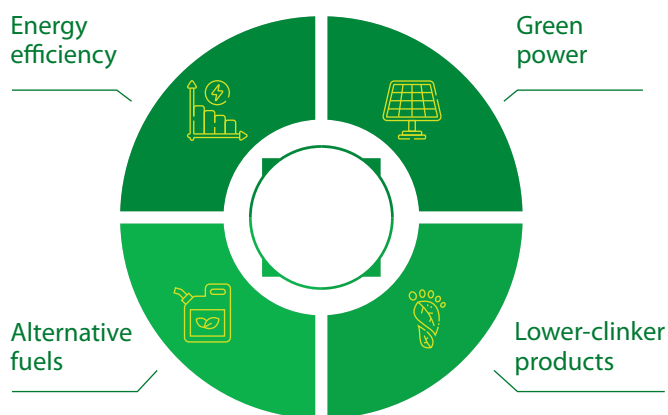
Lowering our carbon footprint

We are focused on reducing the carbon intensity of cement through greater energy efficiency, alternative fuels, green power and lower-carbon products.

The Company's CO₂ emissions stand at 496 kg/t of cement, significantly lower than the Indian industry average of 580 kg/t.

OUR DECARBONISATION LEVERS:

HeidelbergCement India's carbon neutrality roadmap is built on the belief that decarbonisation must be driven through multiple levers rather than a single solution. The strategy combines green power adoption, alternative fuels and raw materials, low carbon products and biodiversity stewardship. Together, these initiatives are designed to progressively reduce the Company's carbon footprint while supporting sustainable growth and resource efficiency.



- Powering operations with green power, including a 5.5 MW solar plant at Damoh.
- Aligning with global climate commitments through participation in the UN Energy Compact initiative.
- Investing in next-generation decarbonisation, including industrial-scale carbon capture and storage (CCS).
- Reducing clinker intensity through low-carbon additives and sustainable product innovation.

- Expanding the use of alternative fuels and raw materials to conserve natural resources and advance circularity.
- Increasing the share of green power in the energy mix to lower emissions and improve efficiency.
- Protecting biodiversity and restoring ecosystems across mining and quarrying landscapes.
- Targeting industry-leading emissions performance, with CO₂ intensity already below the Indian cement industry average and a further reduction planned by 2030.

AIR EMISSIONS

Keeping emissions under control

Alongside reducing GHG emissions, we remain focused on controlling particulate matter and other air emissions from our operations. Emission-control systems and continuous monitoring help maintain emissions within applicable regulatory requirements.

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



WATER MANAGEMENT

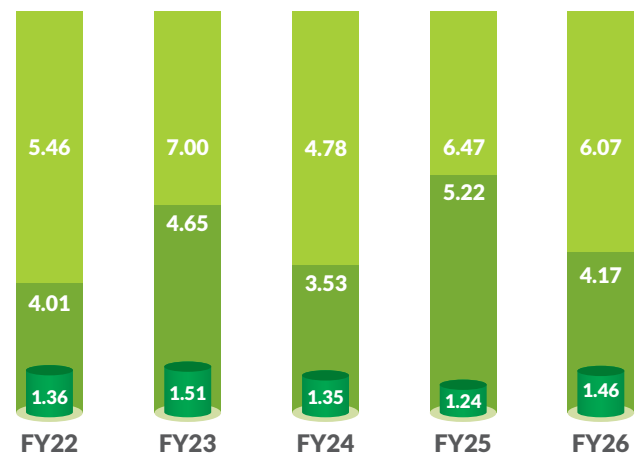
Conserving every drop

Water stewardship remains an important part of our environmental responsibility. We focus on reducing freshwater dependence, harvesting rainwater and maximising the reuse of water in our operations.



Water Reservoir

WATER POSITIVITY



● Total Water Consumption (Mn³)
 ● Water Positivity (Times)
 ● Total Rain Water Harvested (Mn³)

BIODIVERSITY & GREEN COVER

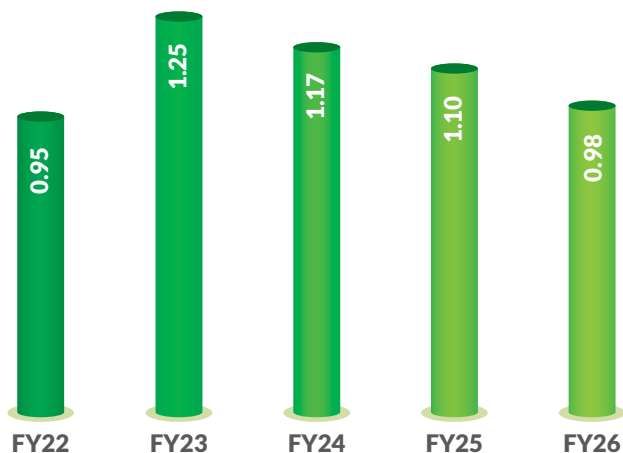
Restoring nature around our operations

Responsible land management extends beyond extraction. We work to restore mined-out areas, increase green cover and create habitats that support local biodiversity.

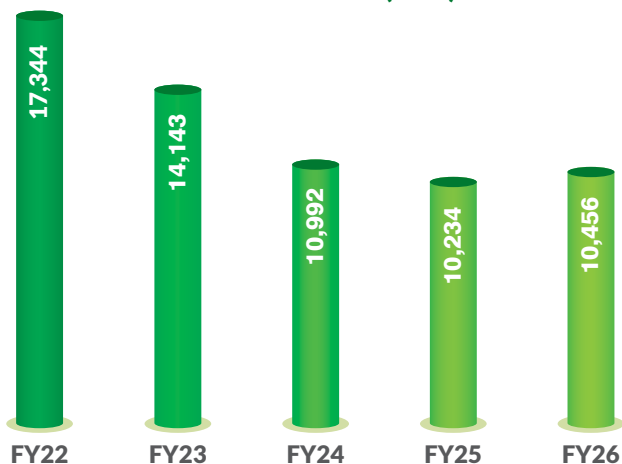
Plantation and reclamation efforts also contribute to our objective of creating cooler, greener operating environments.

In FY 2025-26, the average temperature reduction across reporting locations was 0.98°C.

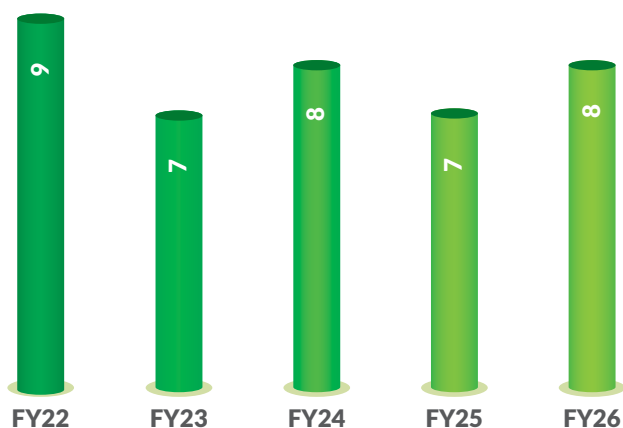
TEMPERATURE REDUCTION



TREES PLANTED (NOS)



AREAS COVERED (IN HA)



From resource efficiency to green power, circularity to biodiversity, our sustainability efforts are focused on making growth more resilient and reducing the environmental footprint of our operations.



PLANET-POSITIVE OPERATIONS

ENABLING GROWTH FROM THE GROUND UP

Growth is sustained by the processes cemented at the core of operations that bring every product to life. How materials are sourced, how efficiently they are transformed, and how reliably they reach customers. At HeidelbergCement India, Procurement, Manufacturing and Logistics form interconnected spokes of the core, strengthening the business while creating value beyond the balance sheet. In a year marked by geopolitical uncertainty, commodity price volatility, and supply-chain pressures, the Company continued to build resilience through smarter sourcing, more efficient operations, and responsible movement of materials.

ONE CORE. ONE PURPOSE. SUSTAINABLE GROWTH.

PROCUREMENT

- Responsible Sourcing
- Local & Sustainable Partnerships
- Cost Efficiency & Value Creation
- Risk Management & Compliance



MANUFACTURING

- Operational Excellence
- Innovation & Technology
- Resource Efficiency & Quality
- People Safety & Development



LOGISTICS

- Reliable Delivery
- Network Optimisation
- Safety & Compliance
- Lower Emissions & Greener Transport



VALUE BEYOND THE BALANCE SHEET

Environmental
Stewardship

Social
Impact

Safe & Ethical
Operations

Long-Term
Value Creation

Stronger
Communities

A Resilient Business,
A Better Tomorrow.

DIGITALISATION AND AUTOMATION

Underlying these three spokes is our growing emphasis on digitalisation and automation, which is making processes more efficient, decisions more informed, and operations more transparent. Be it digital procurement and AI-enabled sourcing or technology-led safety checks and operational upgrades, digital tools are becoming an important enabler of performance at HeidelbergCement.

This approach reflects a simple conviction: growth and responsibility are partners in lasting progress. From increasing the use of indigenous and alternative materials to lowering clinker intensity, expanding green power, and shifting more transportation to rail, operational decisions are increasingly being made with their wider impact in mind. The result is a business that is enabling sustainable growth and building value responsibly.

PROCUREMENT

Securing Supply For Sustained Value Creation

Procurement at HeidelbergCement India goes beyond securing materials at competitive prices. It is increasingly about building a supply chain that can withstand volatility, respond faster to changing market conditions, and create value through localisation, digitalisation and responsible sourcing. During the year, the Company strengthened supply resilience by broadening its supplier base, securing quantities through timely contracts (catalogue buying), and increasing reliance on indigenous materials. This helped maintain the availability of critical inputs while managing cost pressures.

Procurement at a glance:

38%

Catalogue
Buying

92%+

Supplier Responsibility
Index

79,500

Tons AFR Consumed

26,500

Tons RDF Sourced from
Municipal Waste

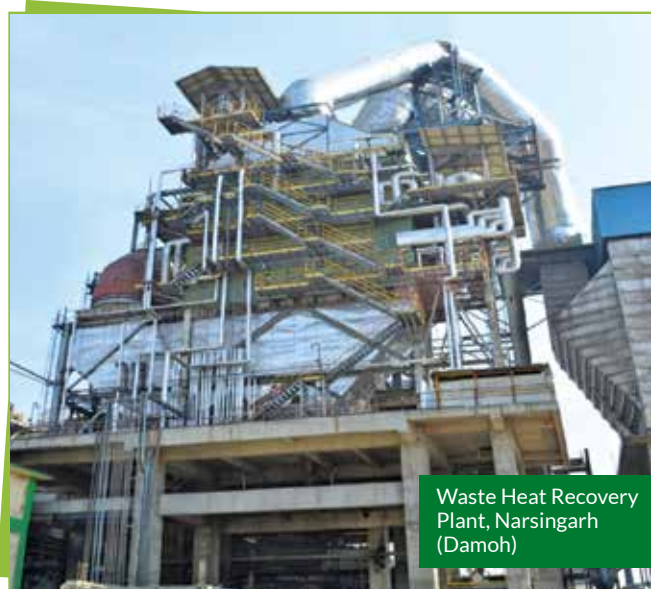
The procurement function also continued its transformation through a centralised Source-to Pay (S2P) model and SAP Ariba. Increased use of RFQs, e-auctions, catalogue buying, bundled requirements and annual rate contracts has improved efficiency, traceability, and accountability. Catalogue buying reached 38%, while the Supplier Responsibility Index exceeded 92%. Artificial intelligence is now being introduced into procurement to strengthen spend analytics, market intelligence and sourcing efficiency, while reducing routine manual activity and enabling faster, data-led decisions.

ESG IN ACTION

Turning Sourcing into a Sustainability Lever

Circularity is becoming an integral part of the procurement strategy. The Company is increasing the use of fly ash, slag, chemical gypsum and other industrial by-products, helping reduce clinker consumption and dependence on imported and virgin resources while strengthening supply security. Chemical gypsum, sourced domestically as an alternative to imported natural gypsum, now accounts for more than 28% of gypsum consumption reducing import dependence.

The Company also consumed 26,500 tonnes of Refuse Derived Fuel (RDF) sourced from municipal waste.



Waste Heat Recovery
Plant, Narsingarh
(Damoh)

MANUFACTURING

Building More With Less



Narsingarh Plant (Damoh)

Manufacturing is where HeidelbergCement India converts operational capability into tangible value. It is also where efficiency and environmental responsibility converge at peak potential. During the financial year, the Company continued to align its operations with the Heidelberg Materials Group's long-term decarbonisation goals while investing in technologies and processes that improve energy efficiency, resource utilisation and product performance. A 524 MINR capital expenditure programme supported operational upgrades, including cooler improvements that reduced heat consumption by approximately 7 kcal/kg of clinker, as well as a primary shredder to enable greater use of alternative fuels.

Manufacturing at a glance:

**524
MINR**
Capital Expenditure

43%
Power from
Green Sources

10.63%
TSR in
2025-26

41%
Clinker factor of
Composite Cement

Product innovation was another important lever. The shift from PPC to Composite Cement reduced the clinker factor from 61% to 41%. At the same time, Composite Cement reached approximately 23-25% of total sales. As a result, the reported CO₂ emissions have steadily declined from 530 kg/ton of cement last year to 496 kg/ton, as of March 2026.

The Company also strengthened its energy mix. Green power, which comprises solar, wind and waste heat recovery, accounted for 43% of power. This is up from 30% four years earlier.



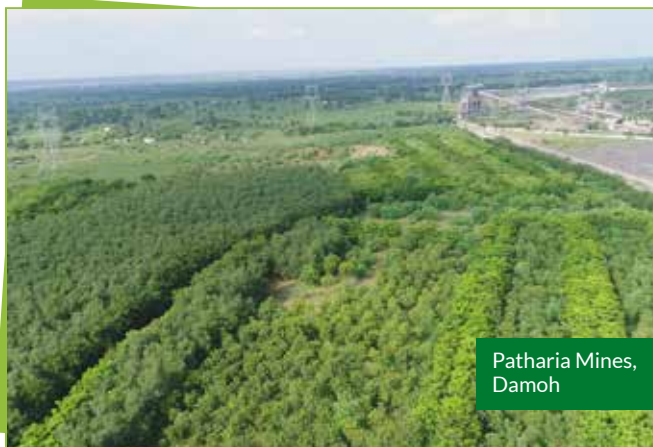
Solar Plant, Patharia Mines

ESG IN ACTION

Lowering the Footprint of Every Tonne

Decarbonisation is being pursued across the manufacturing chain through product innovation, fuel substitution, energy efficiency and resource management.

- Investments in technologies such as the primary shredder facilitate the use of waste-derived alternative fuels.
- Fuel diversification is also helping address both cost and supply risks. Petcoke consumption was reduced from 60% to 55%, with greater use of locally available coal.
- Fundamental measures such as rainwater harvesting across operating locations reinforce the Company's commitment to water stewardship.



Resource-positive Operations

The Company's efforts extend beyond energy and carbon. It has completed 10,456 plantations across mining and plant areas of 8 hectares. It has been noted that the extensive plantation has contributed to a 0.98°C lower temperature within the plant compared with the surrounding area, while a biodiversity survey identified 129 bird species within the facility.

The Company has also secured two new mining blocks in the Satna region, central India estimated to contain around 167 million tonnes of limestone reserves, supporting greater self-sufficiency in sourcing

LOGISTICS

Driving Value Across the Supply Chain

For HeidelbergCement India, logistics is more than the final link between plant and customer. It is an opportunity to improve service, strengthen safety and reduce the environmental impact of moving materials. The Company has adopted a rail-first approach, transporting 55% of its cement by rail. This is more than twice the industry average of 25%. Around 70% of clinker transported from Damoh to Jhansi also moves by rail. Within operations, a 22-km conveyor belt is used for limestone movement, while 50% of material between the Narsingarh plant and Imlai plant is transferred through a ropeway. These modal shifts reduce dependence on road transport and associated emissions.



Logistics at a glance:

55%

Cement Transported
by Rail

90%

Material Delivered
within 24 Hours

200+

Driver Training
Sessions

80%

Trucks Fitted
with GPS

At the same time, the Company continues to assess cleaner road-transport options. Electric truck trials have been conducted, although higher capital costs currently affect their commercial viability. The Company remains committed to transitioning towards electric and LNG-powered fleets as infrastructure improves.

ESG IN ACTION

Making Every Journey Safer

Safety is being strengthened through technology as well as training. The CPL application digitises safety checks, capturing driving licence and truck fitness validity, internal and Group safety requirements, and driver health checks including alcohol and fatigue monitoring.



More than 200 driver training sessions were conducted during the year, with completion mandatory before drivers can load cargo. In parallel, 80% of trucks are GPS-enabled, while the remaining trucks are monitored through SIM-based tracking, enabling tracking of 90% of deliveries. Recognition programmes such as the Best Driver and Best Transporter awards further reinforce a culture of safe and responsible operations among logistics partners.

Serving Customers Better

Operational efficiency and customer responsiveness remain central to the logistics model. 90% of material is delivered within 24 hours, while customer and dealer feedback is systematically collected in writing. The shift from a single-product to a four-product line has increased plant turnaround time, particularly where multiple products need to be loaded onto a single truck. Importantly, this increase has not negatively impacted overall logistics costs.

COMMUNITIES



SHARED-VALUE CREATION



Communities prosper when economic progress is accompanied by social progress. At HeidelbergCement India, Corporate Social Responsibility is guided by the belief that the value we create must extend beyond our operations and into the lives of the people and communities around us. Through active investments in community development, social inclusion and stakeholder empowerment, we seek to foster sustainable growth and shared prosperity. Our approach is further informed by the United Nations Sustainable Development Goals (SDGs), which shape our strategy and sustainability commitments, helping ensure that our interventions are locally relevant and globally aligned.

In line with its statutory obligation to invest in CSR initiatives, the Company spent ₹36.22 million during FY2025-26, exceeding the prescribed requirement of ₹34.0 million. Working alongside government bodies, NGOs and local authorities, we continued to support programmes spanning education, healthcare, livelihood enhancement and infrastructure development, positively impacting more than 21,600 beneficiaries across our areas of operation.

Guided by continuous community engagement and oversight from the CSR Committee, resources were allocated and reallocated where necessary to ensure that support reached the areas of greatest need and delivered meaningful outcomes.



Ears on the Ground We listen.



Meaningful interventions begin with understanding. As part of the Company's CSR framework, representatives at each plant location regularly engage with members of neighbouring communities to understand their needs, concerns and aspirations. These conversations provide valuable grassroots insights that help shape programmes, prioritise interventions and ensure that our efforts remain responsive to evolving local realities.

Minds on the Matter We invest for long-term social impact.

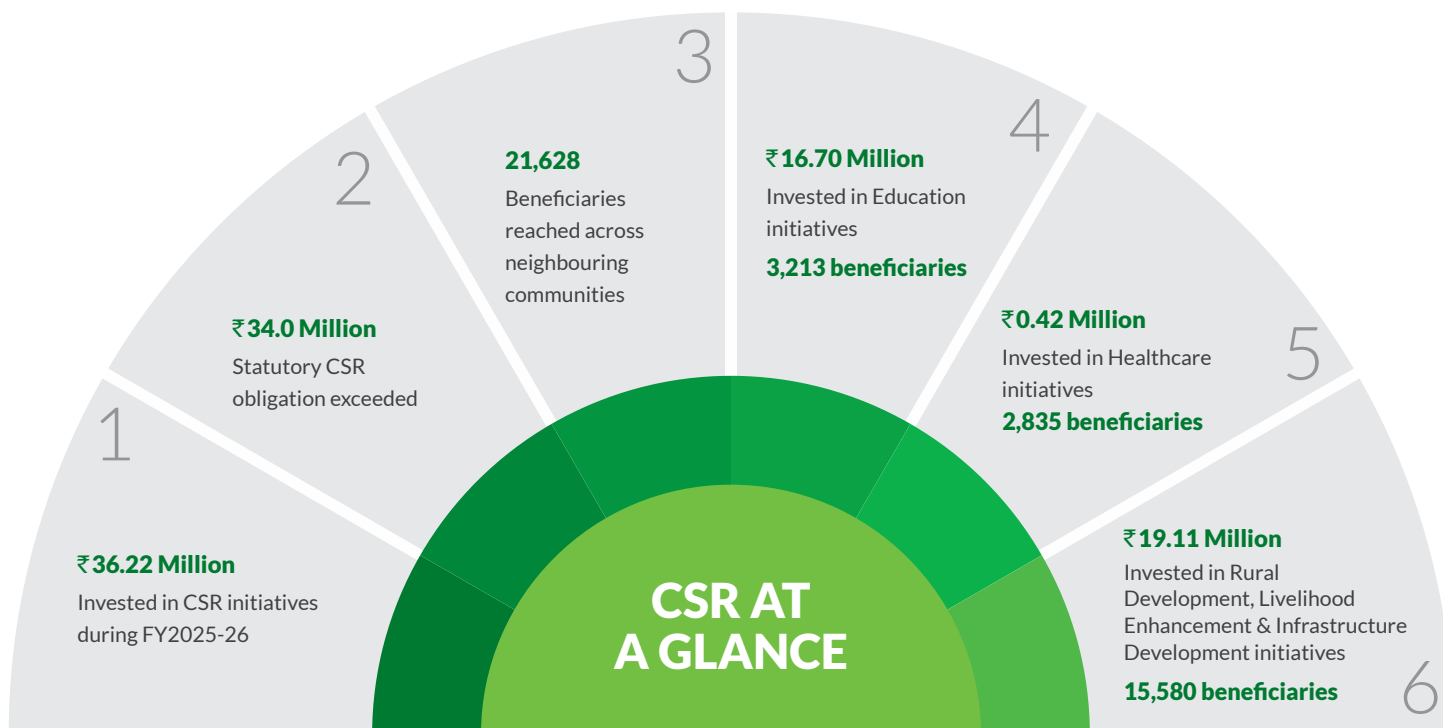


This approach furthers our goal towards stronger communities, greater self-reliance and inclusive development. The Company's CSR philosophy extends beyond addressing immediate needs to building long-term resilience. By investing in education, healthcare, livelihoods and infrastructure, HeidelbergCement India seeks to create enduring social value and expand opportunities for future generations.

Hearts at Work We care and act.



Community development is most meaningful when empathy is translated into action. At HeidelbergCement India, CSR is driven by a shared belief that lasting progress is rooted in genuine care for the communities we serve. This ethos guides every stage of our CSR journey. From programme design and implementation to monitoring and oversight, we ensure that every intervention remains people-centric, relevant and impactful.



EDUCATION

Replacing Societal Barriers with School Bags



Education remained a key pillar of the Company's CSR efforts. During the year, educational kits comprising school essentials were distributed to students across government schools, helping create a more supportive learning environment for young learners. Beyond access to learning materials, HeidelbergCement India also invested in improving educational infrastructure. The comprehensive renovation of the Girls' Hostel at Narsingarh upgraded classrooms, sanitation facilities, kitchen areas and common spaces, benefiting more than 120 students and creating a cleaner, safer and more conducive environment for learning and development. A new Anganwadi Centre at Khiriya further strengthened early childhood education infrastructure and is expected to serve around 160 children. Scholarship support for meritorious students and recognition of exemplary teachers reinforced the Company's commitment to nurturing educational excellence at multiple levels.

HEALTHCARE

Bringing People Closer to Good Health



Access to healthcare continued to be strengthened through targeted community outreach initiatives. Rural health camps organised across neighbouring villages provided free medical consultations and medicines, extending essential healthcare services to underserved populations. Complementing these efforts were awareness-led interventions such as Road Safety and Life Safety initiative, under which crash helmets were distributed to local riders to encourage safer road practices and reduce the risk of serious injuries. Together, these initiatives reflected the Company's commitment to promoting health, safety and wellbeing beyond the boundaries of its operations.

LIVELIHOOD ENHANCEMENT

Building Capabilities for Lasting Livelihoods



The Company continued to support livelihood generation and capability building through programmes designed to enhance skills, productivity and self-reliance. Farmer engagement initiatives promoted the adoption of improved agricultural practices and natural farming methods through training programmes, workshops and exposure visits. Long-running animal husbandry interventions implemented in partnership with BAIF continued to support farming families through veterinary services, artificial insemination, vaccination programmes and agricultural training. Skill-development programmes in computer literacy and tailoring created opportunities for rural youth and women to acquire practical capabilities that can contribute to future employability and income generation. Through these initiatives, HeidelbergCement India continued to strengthen the economic resilience of communities surrounding its operations.



Scholarship to Meritorious Students



Distribution of Educational Kits at Govt. Schools



Rural Health Camps around Narsingarh Plant



Computer Classes to Rural Youths at SVK Narsingarh



Farmers' Training on Advanced Agriculture Techniques

INFRASTRUCTURE DEVELOPMENT

Strengthening the Foundations of Everyday Life



Infrastructure development initiatives focused on improving access to essential community assets and services. During the year, hand pumps were installed across multiple villages to enhance access to safe drinking water for local residents. Community infrastructure was also strengthened through the development of a cremation ground at Lidhaura village and the installation of high-mast lighting at Dandinashivara Gram Panchayat, helping improve public amenities and quality of life. These investments reflect HeidelbergCement India's belief that sustainable community development is built not only through programmes, but also through the creation of enabling infrastructure that supports everyday life. The impact of these efforts continued to be recognised externally during the year, with the Company receiving the Greentech CSR Award, the National Award for Excellence in CSR & Sustainability and the QCFI CSR Excellence Award. These recognitions reaffirm HeidelbergCement India's commitment to creating enduring value for communities while advancing inclusive and sustainable development.



Renovation of Girls' Hostel, Village Narsingarh



Installation of Hand Pumps

Media Coverage of CSR Initiatives





PEOPLE-POWERED PROGRESS

It is the people who power organizational progress. It is, therefore, the organization's fundamental responsibility to create the conditions in which every individual can realise their true potential: in capability, opportunity and well-being. This conviction underpins HeidelbergCement India's approach to Human Resources, centred on creating an environment where people can grow, contribute and thrive.

In FY2025-26, Human Resources supported the Company's transformation while strengthening employee wellbeing and workplace culture.

We further strengthened internal communication through enhanced digital platforms, regular leadership interactions, town halls and open-house sessions, ensuring employees received timely updates directly from the Company. This proactive approach fostered transparency, reduced uncertainty and reinforced trust across the workforce. The result was stronger engagement, improved retention and higher productivity per employee.

STATISTICALLY SPEAKING:

- 20 strategic HR initiatives delivered
- 16% increase in female representation
- 52% increase in per-employee training hours
- 3x increase in training interventions for contract labour
- 93% training completion rate
- 98% compliance training completion rate
- 81% employee engagement activities delivered

TALENT ACQUISITION

During the year, the Company strengthened its talent management approach by filling key positions across functions through a combination of internal progression and external hiring. The focus remained on bringing in fresh perspectives while creating opportunities for emerging talent to assume greater responsibilities, ensuring a healthy blend of experience, institutional knowledge and new capabilities across the organisation.

Talent decisions continued to be guided by skills, potential and business requirements rather than age or tenure. Through structured workforce planning and capability mapping, the Company aligned critical roles with evolving competency requirements, building a stronger leadership pipeline and a workforce equipped to support its long-term strategic priorities.

STRATEGIC BUSINESS TRANSFORMATION

Our human resource teams enabled the Company's strategic transformation by ensuring that people remained at the centre of change. For any strategic initiatives undertaken, HR worked to ensure seamless transitions, business continuity and employee confidence. The rollout of Productivity Benchmarking Study (PBM) and Transformation Accelerator Initiatives (TAI) further strengthened organisational capability, equipping employees with new ways of working while creating opportunities to grow alongside the evolving business.

ORGANISATIONAL CAPABILITY AND LEADERSHIP STRENGTH

A revised Job Band Framework was introduced during the year, following a comprehensive study and extensive discussions with the leadership team, to strengthen career progression pathways and improve organizational alignment. Competency assessments were launched for Regional Managers in Sales & Marketing, laying the groundwork for stronger succession planning and a more robust talent pipeline. Our Learning and Development efforts were organized under three pillars - the Sales Academy, the Technical Academy and the Skill Matrix Assessment framework - each of which was significantly strengthened during the year.

- The Sales Academy, which trains our sales force in engaging channel partners, influencers and end-customers, was further strengthened during the year. For the first time, it was extended to our off-roll teams, broadening reach beyond the domestic sales in the organization.
- The Technical Academy was also further strengthened for plant and technical personnel. Under its umbrella, we commenced structured workmen training programmes in a systematic and sustained manner.



Overall training intensity improved sharply during the year, with training hours per employee increasing by 52% compared with the previous year. Learning interventions for contract labour increased threefold, reflecting our commitment to extending capability-building beyond our permanent workforce. Overall, training completion reached 93%.

As part of our continued push towards adopting new-age learning methods, AI-enabled virtual coaching was piloted for senior leaders during the year, and will be evaluated for wider roll-out going forward.



EMPLOYEE EXPERIENCE & ENGAGEMENT



Our employee engagement efforts continued to focus on creating a work environment where people feel valued, connected and motivated. Regular Town Hall and Open House sessions were held through the year to strengthen transparency, giving employees a direct channel to raise questions and receive timely, credible responses. Approximately 81% of the planned employee engagement initiatives for the year were successfully delivered. In a significant addition to our employee benefits, a Company Car Lease Scheme was launched for eligible employees during the year.

EMPLOYEE ATTRITION*

2023-24	2024-25	2025-26
12.69%	16.01%	7.12%

*Represents voluntary attrition only

MENTAL HEALTH & WELLBEING



The Company continued to strengthen its focus on employee wellbeing through programmes promoting mental health, alongside its established engagement pillars spanning employee and family initiatives, health and sports, knowledge sharing, arts and crafts, and cultural activities. Recognising that resilience is built as much in the mind as in the workplace, a one-of-a-kind 'neuroplasticity programme' was introduced to equip employees with practical tools to strengthen emotional wellbeing, cognitive

agility and adaptability. These initiatives empowered employees to navigate change with greater confidence while supporting sustained personal and professional growth.

DIVERSITY AND INCLUSIVITY



At HeidelbergCement India, we continued to strengthen diversity and inclusivity at every level of the organisation. Female representation increased by 16% during the year, growing from 19 employees in 2025 to 22 in 2026, reflecting a deliberate and sustained effort to widen the participation of women across functions.

MALE/FEMALE RATIO (2024-2026)-HCIL (STAFF FTE)

Year	FTE	Male	Female	Male%	Female%
Mar-24	718	702	16	98%	2%
Mar-25	716	697	19	97%	3%
Mar-26	734	712	22	97%	3%

PERFORMANCE MANAGEMENT SYSTEM

The Company continues to follow a calendar-year cycle for its Performance Management System (PMS). Employees propose their individual targets in a collaborative exercise, which are then reviewed and approved by their managers in alignment with the organisation's strategic objectives. Reviews are conducted transparently, with all goals following the SMART criteria - Specific, Measurable, Achievable, Realistic and Time-bound - ensuring consistency and fairness in the evaluation process across the organisation.

OCCUPATIONAL HEALTH AND SAFETY

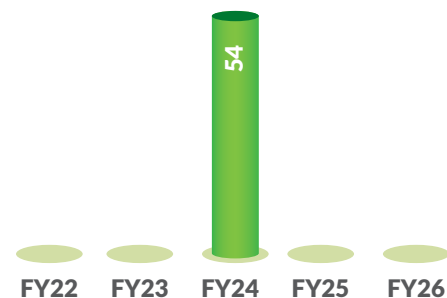


Safety at HeidelbergCement India remains non-negotiable. Stringent safety measures continue to be enforced without exception across all our plants and offices, underpinned by our 'Zero Harm' philosophy and our belief that it is the smiles that will take us miles. Regular safety gate meetings, safety conversations, cross-functional safety zone teams and structured audits continue to reinforce a strong safety culture, and every incident, however minor, is investigated to ensure lessons are learnt and corrective actions are implemented without delay. The Company remains committed to giving no ground on safety, regardless of operational or commercial pressures, and will continue to invest in training, monitoring and infrastructure to protect the well-being of every employee, contractor and visitor on its premises.

HEALTH AND SAFETY APPROACH



MAN-DAYS LOST DUE TO LTI



During FY26, the Company recorded zero lost man-days arising from Lost Time Incidents (LTIs), underscoring its unwavering commitment to workplace health, safety, and operational excellence.

HUMAN RIGHTS

HeidelbergCement India remains 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, including the prohibition of child and forced labour and support for collective bargaining rights. A robust monitoring system, including an anonymous compliance hotline, continues to be maintained to report and address any violations of social and professional norms.

GOVERNANCE & COMPLIANCE

Strengthening governance and compliance remained a priority throughout the year. External audits of our HR processes were completed with zero major or minor non-conformities, reflecting the robustness of our systems and controls. Compliance training achieved a completion rate of 98% across the workforce, and workforce attendance systems were digitised across our locations, improving accuracy and reducing manual effort in day-to-day HR administration.



SAFEZONE: DIGITISING SAFETY ACCOUNTABILITY

To strengthen safety ownership and compliance across locations, HeidelbergCement India launched Safezone, a digital platform that brings greater rigour, transparency and accountability to routine Safety Zone visits. Through GPS-enabled verification, authenticated check-ins, structured observations and real-time reporting, the platform ensures that assessments are conducted consistently and insights are captured systematically.

TECHNOLOGY HIGHLIGHTS:



Strengthened safety accountability across plant locations



Enabled location-verified and authenticated inspections



Improved visibility into on-ground safety practices



Encouraged proactive reporting and risk identification



Supported data-driven monitoring and management oversight



Enabled dashboard-based analysis and reporting



IMPLEMENTATION STATUS

Narsingarh

- ✔ Pilot go-live successfully completed in March 2026

Imlai and Jhansi

- ✔ Zone setup and user data management in progress
- ✔ Go-live: June 2026

The SafeZone app represents another step towards embedding safety into everyday behaviours and decision-making across the organisation, while leveraging digital tools to strengthen accountability and continuous improvement. The larger goal for this exercise is to support the more proactive safety culture at the Company.



TRUST-FIRST RELATIONSHIPS



FY 2025-26 was a year of transition and alignment for HeidelbergCement India. As market requirements evolved and product portfolios progressed, the Company focused on maintaining customer trust, deepening stakeholder engagement and enhancing the effectiveness of market-facing operations. These efforts supported business continuity while reinforcing the Company's responsiveness to changing market conditions.

A key development during the year was the continued transition from Portland Pozzolana Cement (PPC) to Portland Composite Cement (PCC) in many markets. The transition was undertaken in response to evolving operating requirements while ensuring that customers remained supported through consistent communication and technical engagement.

The Company maintained a strong emphasis on direct engagement as the primary means of market education. Demonstrations, technical interactions and structured stakeholder meetings enabled teams to communicate product attributes, address queries and facilitate informed decision-making. Closer coordination across customer-facing functions further improved consistency in stakeholder engagement and market outreach.

CUSTOMER RELATIONSHIP MANAGEMENT (CRM)

Strong customer engagement is built on timely information, consistent execution and informed decision-making. The Company's CRM platform continued to play a central role in strengthening both sales effectiveness and customer service delivery during the year.

Integrating customer interactions, sales activities and market intelligence on a single platform, the CRM system provides a comprehensive view of market activity and stakeholder engagement. With more than 450 active users across sales and customer service functions, the platform supports operational consistency, informed decision-making and performance visibility while strengthening customer-centric execution across the business.



MARKET ENGAGEMENT AND CUSTOMER EDUCATION

Effective product adoption is supported by informed customers and well-engaged stakeholders. Throughout the year, the Company undertook extensive engagement initiatives aimed at familiarising customers and influencers with PCC and reinforcing its performance credentials.

Demonstrations, technical sessions and stakeholder meetings served as the primary channels of communication, allowing teams to address queries directly and build confidence through interaction rather than promotion. This approach supported market acceptance while fostering stronger engagement across the construction ecosystem.

The Company also continued to focus on key home markets and priority growth regions, ensuring that engagement efforts remained targeted, relevant and responsive to local market dynamics.

PRODUCT EXCELLENCE DRIVING MARKET ACCEPTANCE

Market acceptance remains a key indicator of product performance and customer trust. During FY2025-26, HeidelbergCement India continued to strengthen customer acceptance of its composite cement portfolio while increasing the contribution of differentiated products within its overall sales mix.

Power Shield remained a key contributor to this journey. Supported by sustained market engagement, channel participation and customer education initiatives, the product achieved its highest sales performance to date. The growing contribution of Power Shield reflects the Company's focus on product quality, stakeholder engagement and disciplined market execution across key regions.



Differentiation That Drives Growth

Power Shield's growing market acceptance demonstrates the value of a differentiated product strategy. By delivering enhanced quality, durability and value-added features, it creates greater benefits for customers while contributing to sustainable business growth.

Power Shield: a year of strong performance

Overall Business
Growth:
6%

Trade Sales
Growth:
8.6%

Growth in Premium
Products:
23%

Power Shield Sales Reached
46.7 kMT,
the Highest Level in a Month
Achieved During the Year (March 2026)

Channel Penetration
Improved from
48% to 68%

Double-digit
Trade Growth Recorded over
the Last Three Quarters in Key
Focus Markets

STRENGTHENING SALES EFFECTIVENESS

Strong market performance requires close coordination across customer-facing functions. During the year, HeidelbergCement India continued to strengthen collaboration between sales and marketing teams, creating greater alignment around stakeholder engagement, market priorities and business objectives.

This integrated approach enhanced stakeholder engagement, improved coordination across functions and supported more effective execution in key growth markets. By fostering greater harmony between teams, the Company enhanced both market coverage and the consistency of customer interactions.



Enhancing Customer Experience Through Last-Mile Delivery

The delivery experience remains an important touchpoint in the customer journey. During the year, the Company continued to strengthen its last-mile delivery initiative through the deployment of branded vehicles across markets. In addition to increasing service visibility, the initiative strengthened brand presence at the point of delivery and contributed to a more consistent customer experience.

ENGAGING THE INFLUENCER ECOSYSTEM

Contractors, masons and other construction professionals continue to influence product selection across many markets. During the year, the Company maintained focused engagement programmes that included regular interactions, technical awareness initiatives and knowledge-sharing forums. Particular emphasis was placed on priority and home markets, enabling sustained dialogue with key stakeholder groups while



CHANNEL PARTNERS: PARTNERS IN GROWTH

Channel partners continue to play an important role in extending the Company's market reach and supporting customer access. During FY 2025-26, HeidelbergCement India continued to invest in initiatives designed to strengthen dealer relationships, encourage knowledge sharing and support business growth.

Platinum Dealer Meets

The Company's Platinum Dealer Meets continued to serve as an important platform for engagement with key channel partners. These forums facilitated discussions around market developments, business opportunities and collaborative growth while further strengthening relationships across the dealer network. In the financial year, participation increased by 20-30%



generating valuable market insights. These interactions supported a deeper understanding of customer expectations and evolving construction practices.

30K ACTIVE
INFLUENCERS

STEPPING INTO THE DIGITAL-FIRST WORLD

Digital platforms continued to complement on-ground engagement efforts and support brand visibility across key markets. During the year, HeidelbergCement India leveraged digital channels to strengthen audience reach, improve stakeholder engagement and support lead-generation initiatives. These efforts expanded brand visibility, improved audience engagement and enhanced the efficiency of marketing investments. The Company also improved media efficiency during the year, reducing CPM to ₹ 23.61 compared with ₹ 26.9 in the previous year while maintaining strong engagement outcomes across digital platforms.



Digital at a glance

73.4 million

Unique Users Reached

189.7 million

Impressions Generated

10 % growth

in Facebook and Instagram Communities

6.2 % growth

in Youtube Audience

1,202 leads

Generated through Power Shield Campaigns

HCSCAN2JOIN: DIGITISING STAKEHOLDER ENGAGEMENT

As stakeholder engagement programmes expanded in scale and frequency, the Company developed HCScan2Join, a digital application designed to capture contractor and mason information and create a centralised stakeholder database. Following structured development, testing and training, the platform was rolled out to support stakeholder registration and engagement activities. WhatsApp integration further simplified participation for both registered and non-registered users. HCScan2Join provides a structured foundation for stakeholder engagement planning and relationship management.

HCSCAN2JOIN AT A GLANCE

- Captures contractor and mason information during meetings and events
- Centralised stakeholder database
- QR code and SMS-enabled registration
- WhatsApp-integrated participation workflow

Current Program

Transactions

Redemptions

Engagement

Influencer Scans the QR code for attendance

Real time tracking of influencer engagement

More focus on high potential influencers



30,000 Active Influencers



Over 1 lac meeting participants



Database for social media campaigns

With the implementation of Scan2Join, we will be able to capture details of all influencers we engage with and create customized engagement plans for greater efficacy

As customer expectations and market dynamics continue to evolve, HeidelbergCement India remains committed to strengthening stakeholder relationships, enhancing customer engagement and creating sustainable value through market-focused execution, product excellence and purposeful innovation.

FROM THE DESK OF MANAGING DIRECTOR



Mr. Joydeep Mukherjee

Managing Director



Dear Shareholders,

It gives me immense pleasure to welcome you to the 67th Annual General Meeting of your Company and to present the Annual Report for the Financial Year 2025-26.

The year gone by has been one of resilience, disciplined execution and encouraging progress for HeidelbergCement India. We operated in an environment marked by geopolitical uncertainty, changing commodity prices, intense competition and evolving market dynamics. Despite these challenges, we remained focused on serving our customers, improving operational efficiency, strengthening our financial position and creating sustainable long-term value.

India's Growth Story Remains Strong

India continues to stand out among the major global economies. Infrastructure development, urbanisation, housing and industrial activity continue to provide a strong foundation for economic growth. For the cement industry, the long-term opportunity remains particularly encouraging. Continued investments in roads, railways, urban infrastructure, housing and other public assets are supporting cement demand. Our core markets in Central India are well positioned to benefit from this infrastructure-led growth.

At the same time, the industry is witnessing significant capacity additions and competitive intensity. Therefore, our focus cannot be on volume growth alone. Sustainable value creation will require discipline on pricing, product mix, costs and capital allocation.

Strong Performance in FY26

Against this backdrop, I am pleased to report that your Company delivered a significantly improved performance in FY26.

Our sales volumes increased by 8.8%, revenue by 8.4%, EBITDA by 19.8% and Profit After Tax by 25.5%. EBITDA per tonne also improved by more than 10% to ₹584 per tonne.

These results demonstrate the benefits of our continued focus on productivity, cost optimisation, energy efficiency and improved product mix.

Our balance sheet has strengthened further. During the year, we repaid the final ₹68.7 crore interest-free loan tranche to the Government of Uttar Pradesh. As of 31 March 2026, the Company had cash and bank balances of approximately ₹407.8 crore.

A stronger balance sheet gives us the flexibility to pursue opportunities while maintaining disciplined capital allocation.



Managing Cost Pressures

While our FY26 performance was encouraging, the operating environment has become more challenging. Global geopolitical developments, particularly the continuing uncertainty in West Asia, have created volatility in energy and commodity markets. Higher crude, petcoke and coal prices, together with increases in logistics and other input costs, are putting pressure on the cost structure of the cement industry.

We are also witnessing pressure on raw material and other operating costs. These developments are already visible in the first quarter of FY27, where higher input costs impacted profitability despite continued revenue growth. Our response will be clear and multi-dimensional. We will continue to improve energy efficiency, optimise our fuel mix, increase alternative fuel consumption, strengthen procurement, improve logistics efficiency and drive productivity across our operations.

Our objective is to absorb what we can through efficiency and productivity, while responsibly managing those cost increases that cannot be absorbed internally.

Sustainability and Digitalisation

Sustainability remains integral to our business strategy. More than 50% of our power requirement in FY26 was sourced through non-grid sources, while alternative fuels accounted for approximately 11% of our fuel portfolio. These initiatives reduce our environmental footprint while also improving our resilience against conventional energy price volatility.

Digitalisation is another important enabler of our transformation. We will continue to use technology, automation and data to simplify processes, improve transparency, strengthen decision-making and enhance customer responsiveness. For us, digitalisation is not technology for technology's sake. It is about building a simpler, faster and more efficient organisation.

Outlook

Looking ahead, we remain cautiously optimistic. The near-term environment is likely to remain challenging. Input costs remain volatile, geopolitical uncertainties persist and competitive intensity within the cement industry is expected to remain high.

However, the underlying demand environment remains strong. India's infrastructure push, public capital expenditure, housing, urbanisation and industrial investments provide a solid structural foundation for cement demand. Our core markets are well placed to participate in this growth.

We will therefore remain disciplined rather than chase growth at any cost.

Our priorities will be to grow volumes while protecting value and pricing discipline; increase premiumisation; continuously reduce our cost per tonne; accelerate our energy and sustainability initiatives; and invest selectively in opportunities that strengthen our long-term market position.

Creating Sustainable Value

As India builds the physical foundation of its next phase of economic development, HeidelbergCement India is proud to be a part of this nation-building journey. Our responsibility is to contribute in a manner that is economically sound, environmentally responsible and socially inclusive. I would like to express my sincere appreciation to our employees for their dedication, to our customers and channel partners for their continued trust, to our suppliers and business partners for their support, and to our Board for its guidance.

Most importantly, I would like to thank you, our shareholders, for your continued confidence in HeidelbergCement India.

The road ahead will have its share of challenges. But we enter this journey with stronger fundamentals, a stronger balance sheet, a committed team and confidence in the long-term India growth story.

We remain determined to build on our progress and create sustainable value for all our stakeholders – responsibly, efficiently and together.

Yours Sincerely,
Joydeep Mukherjee
Managing Director

PROFILE OF BOARD OF DIRECTORS



Ms. Jyoti Narang

Chairperson and Independent Director

Ms. Jyoti Narang, aged 68 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 68 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.



Mr. Atul Khosla

Independent Director





Mr. Roberto Callieri
Non-Executive Director

Mr. Roberto Callieri, aged 62 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, aged 53 years, is 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. Vimal Kumar Choudhary
Non-Executive Director



Mr. Joydeep Mukherjee
Managing Director

Mr. Joydeep Mukherjee, aged 59, 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, aged 58 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





Mr. Vimal Kumar Jain

Whole-time Director



Enabling Sustainable Growth – Building Value Responsibly

As we reflect on another year of operational excellence, digital transformation, and sustainable progress, I am proud of how our manufacturing operations have continued to evolve and create value. At the heart of our journey lies a clear belief: growth and sustainability must advance together. As part of Heidelberg Materials, we are committed to decoupling business growth from environmental impact while delivering long-term value for our customers, employees, communities, and other stakeholders.

Our theme, “Enabling Sustainable Growth – Building Value Responsibly,” reflects this commitment. Today, manufacturing excellence extends beyond production volumes and efficiency metrics. It encompasses innovation, responsible resource utilization, environmental stewardship, safety, and meaningful contributions to society.

Environmental Stewardship: Driving Decarbonisation and Circularity

Decarbonisation remains central to our sustainability strategy. During the year, we strengthened our circular economy approach through the increased use of alternative cementitious materials.

A key milestone was our long-term fly ash supply agreement with Madhya Pradesh Power Generating Company Limited, supported by the establishment of a dedicated blending unit in Madhya Pradesh. In addition, increased use of domestically sourced chemical gypsum reduced reliance on imports while strengthening supply-chain resilience.

Our alternative fuels programme delivered further progress, with the safe utilization of more than 53,000 tonnes of biomass and 26,500 tonnes of RDF, achieving a Thermal Substitution Rate of 10.63%. Simultaneously, increased production of composite cement enabled us to reduce the clinker factor from 61% to 41%, a significant step toward lower-carbon cement production.

Green power continued to be a major contributor to our decarbonisation efforts. Solar power, wind energy, and Waste Heat Recovery Systems now meet 43% of our electricity requirements, placing us ahead of our green power adoption targets and strengthening our efforts to reduce carbon intensity.

Our responsibility extends beyond manufacturing to the landscapes in which we operate. Through scientifically managed mining, concurrent backfilling, and progressive land restoration, we continue to minimize environmental impact. Afforestation

Water stewardship remains another priority. Through digital monitoring, conservation measures, recycling, groundwater recharge, and extensive rainwater harvesting, we maintained a water-positive status of 4.17 times, replenishing significantly more water than we consume, while continuing zero-liquid-discharge practices across our operations.

Operational excellence remains a key driver of our competitiveness. We are leveraging advanced digital technologies, automation, predictive maintenance, real-time process control, and data analytics to improve productivity, optimize resource utilization, and enhance asset reliability. These capabilities enable us to reduce process variability and respond more effectively to customer and market needs.

To strengthen long-term resource security, we secured two limestone blocks in Madhya Pradesh, adding approximately 167 million tonnes of limestone resources to our portfolio. This strategic addition reinforces raw material security and supports future growth.

Social Responsibility: Safety, Inclusion and Community Impact

Digital technologies continue to strengthen our safety culture through real-time reporting of near misses and unsafe conditions, Advanced Driver Distraction Monitoring Systems, and AI-enabled dashcams across our heavy earth-moving machinery fleet.

Beyond our operations, we remain committed to creating positive social impact. We continue to promote greater participation of women and underrepresented groups across technical, operational, and leadership roles, fostering a more diverse and inclusive workplace.

Governance and Accountability

Looking Ahead

As we look ahead, the transition to a low-carbon future presents both opportunities and challenges. Our experience demonstrates that industrial growth, environmental responsibility, and social value creation can progress together. Guided by Heidelberg Materials' global expertise and net-zero roadmap, we will continue to advance innovation, digital transformation, operational excellence, safety, and sustainability.

Our objective remains clear: **to build a resilient, future-ready manufacturing organization that creates enduring value for all stakeholders while contributing meaningfully to a more sustainable world.**

Yours Sincerely,
Vimal Kumar Jain
Whole-time Director



Mr. Anil Kumar Sharma

Chief Financial Officer



FY 2025-26 has been a year of resilience, disciplined execution, and Sustainable Growth for our Company. We continued to strengthen our business fundamentals while creating long-term value for all stakeholders. Our performance reflects the strength of our operating model, the dedication of our people, and our unwavering focus on sustainable growth.

I am pleased to share that the Company delivered another year of strong financial and operational performance. Net profit increased to ₹1,340 million, compared to ₹1,067 million in the previous year, demonstrating the benefits of our continuous focus on operational excellence, cost optimization, and disciplined capital allocation. We also achieved our highest-ever cement sales volume of 4.91 million tonnes, reaffirming the growing acceptance of our products and the strength of our market presence.

Sustainability remains firmly embedded in our growth strategy. During the year, the share of green power increased from 36% to 43%, while alternative fuel usage reached Thermal Substitution Rate of 10.63%, reflecting our commitment to reducing carbon intensity and enhancing resource efficiency. These initiatives not only support our environmental objectives but also strengthen the long-term competitiveness and resilience of our operations.

Our commitment to delivering shareholder value remains steadfast. Reflecting the Company's strong financial position and confidence in future prospects, the Board of Directors has recommended a dividend payout of 70% for FY 2025-26.

A key milestone achieved during the year was the repayment of the final tranche of our long-term borrowings amounting to ₹687 million from internal accruals, making the Company debt-free. This accomplishment highlights our strong cash-generating capability and prudent financial management. We also continued to operate with a negative working capital, further improving our Cash Conversion Cycle, demonstrating effective working capital discipline and superior cash flow management.

The year also witnessed important strategic developments that will support our next phase of growth. We secured two new limestone mining blocks in Madhya Pradesh as a Preferred Bidder, strengthening our long-term resource security. Additionally, we entered into a long-term arrangement with a Government power plant for establishing a blending unit, creating further opportunities to enhance sustainability and enhance blended cement.

Digital transformation continues to be a key enabler of our business strategy. To accelerate innovation and drive efficiencies across functions, we consolidated our digital initiatives under a common platform, HC DigiHub. The platform provides a structured framework to leverage automation, data analytics, and emerging technologies to improve decision-making, enhance productivity, and create scalable value across the organization.

The year also marked a significant development for the cement industry with the Government's decision to reduce the GST rate on cement from 28% to 18% in September 2025. We believe this reform will improve affordability and support demand creation across housing and infrastructure segments over the medium term.

Another significant transformation during the year was the implementation of all four Labour Codes effective from 21 November 2025, namely the Code on Wages, the Code on Social Security, the Industrial Relations Code, and the Occupational Safety, Health and Working Conditions Code, which consolidated and rationalized 29 Central laws into a simplified and contemporary framework. The new Labour Codes not only simplify and standardize compliance requirements but also promote greater transparency, consistency, and ease of doing business. By reducing overlaps and ambiguities in the earlier regulatory framework, they are expected to minimize disputes, improve workforce management, and strengthen industrial relations over the long term.

Looking ahead, the outlook for the Indian cement industry remains encouraging. Continued Government emphasis on infrastructure development, urbanization, and housing is expected to support high single-digit growth in cement demand during the coming years. Our strong balance sheet, secured mineral resources, focus on sustainability, and ongoing digital transformation initiatives position us well to capture these opportunities.

At the same time, we remain mindful of emerging challenges. Geopolitical uncertainties and the ongoing crisis in West Asia have resulted into volatility in global energy and commodity markets, which may exert upward pressure on input costs. Nevertheless, our disciplined approach to cost management, operational efficiency, and risk mitigation provides us with confidence in our ability to navigate these challenges effectively.

As we move forward, our focus remains clear: delivering profitable growth while advancing our sustainability agenda, strengthening our financial position, and creating enduring value for all stakeholders.

I would like to express my gratitude to our employees, customers, suppliers, business partners, shareholders, lenders, and government authorities for their continued trust and support.

Together, we will continue to Enable Sustainable Growth and create value for all stakeholders.

Yours Sincerely,
Anil Kumar Sharma
Chief Financial Officer





Ms. Poonam Sharma

Human Resource - Director



In a year marked by fresh challenges, FY26 kept talent management at the forefront, reimagining how we attract and retain the best. Our conviction in the irreplaceable value of human intelligence continues to shape a more people-first organisation, with our people at its very core. We believe that doing well and doing good go hand in hand. Our HR policies are built around long-term thinking, not just short-term wins. Beyond profitability and efficiency, we hold ourselves accountable for the well-being of our people, our communities, and the planet we all share. Sustainability is woven into every decision our teams make. Just as importantly, we're building a workplace where everyone feels valued, respected, and included. We believe that diversity makes us stronger, equity creates opportunity, and inclusion helps every individual bring their best self to work. By fostering fairness, equal opportunities, and a genuine sense of belonging, we're creating an environment where people and our business are integral to each and are a unit.

At our organisation, employee safety and well-being are fundamental to everything we do and we are committed to creating a safe, healthy, and supportive workplace where our people can thrive. Continuous learning is a key part of our people development strategy. Through a blend of technical, behavioural, safety, sustainability, and compliance training

programmes, we equip our employees with the right knowledge and skills they need to grow, adapt, and perform at their best. This year, we focused on the sales and technical academies focusing on them in a more structured manner. By investing in our people, we foster higher engagement, stronger retention, greater accountability, and improved productivity—creating long-term value for both our employees and the organisation.

Our performance management framework reinforced our commitment to sustainability by embedding environmental responsibility into individual and organisational goals. Employees across functions, whether on the shop floor or in leadership roles, are encouraged to identify opportunities for energy efficiency, responsible resource use, and emission reduction in their day-to-day work. This approach not only supports our journey toward a lower-carbon future but also builds a culture where every employee sees themselves as a stakeholder in our sustainability mission, not just a participant. To better support our people and evolving business needs, we recently introduced a comprehensive Human Resource Information System (HRIS). Designed with input from our employees and aligned with our business requirements, the new platform simplifies everyday HR processes, enhances the employee experience, and enables more efficient, data-driven people management.

Key highlights:

- ✔ Diversity & Inclusion initiatives were successfully implemented across four domains of Inclusive Leadership Awareness, Inclusive Policies & Practices, Emotional & Cultural Intelligence, and Psychological Safety.
 - ✔ **During the year, HeidelbergCement India strengthened its talent acquisition efforts by welcoming new talents across diverse functions, bringing fresh capabilities and perspectives to support our business growth.**
 - ✔ We conducted over 170 employee engagement initiatives across multiple locations, creating meaningful opportunities for employees to connect, collaborate, and contribute. These initiatives strengthened our workplace culture while enhancing our employer brand, helping us attract and engage the next generation of talent.
 - ✔ Similar to the previous year, we encouraged our employees to actively participate in our five major engagement umbrellas activities - employee, family and society, health and sports, knowledge sharing, art and craft, and cultural activities.
 - ✔ **Approximately over 800 manhours of training were imparted covering 85% of employees. Under e-learning, almost 100% of employees participated in various compliance training programmes.**
 - ✔ This year at HeidelbergCement India, we initiated a year-long Artificial Intelligence (AI) based coaching intervention for senior leaders at few of our Plants. The program has helped to foster deep self-awareness and emotional regulation. The initiative is aimed to foster leadership development with the aim of developing proactive leaders who anticipate challenges, drive improvements, and enhance overall plant performance.
 - ✔ During the year, a revised Job Band Framework was introduced after comprehensive study and discussions with the Leadership team to strengthen career progression and organizational alignment. Competency assessments were launched for Regional Managers in the Sales & Marketing function. This would back up our future succession plans and talent management drive, strengthening our talent pipeline. HeidelbergCement India's Learning and Development initiatives were organized under Sales Academy and Technical academy further enhancing our workforce capability.
 - ✔ The Skill Matrices introduced last year for blue collared employees across HeidelbergCement India plants continue to strengthen workforce capability by enabling structured, role-based skill development and supporting continuous learning on the job.
 - ✔ HC-India continued to strengthen its compliance framework this year, proactively aligning our policies and practices with the Government's consolidation of 29 central labour laws into 04 labour codes. The Company reviewed and aligned relevant policies and practices with applicable requirements.
 - ✔ We are committed to upholding human rights across our operations by promoting fair labour practices, equal opportunity, non-discrimination, and respect for freedom of association. Our Human Rights Policy sets clear expectations for employees, contractors, business partners, and suppliers, requiring compliance with applicable laws and internationally recognised labour standards. Through this commitment, we strive to foster a safe, inclusive, and respectful workplace while encouraging responsible business practices throughout our value chain.
 - ✔ HeidelbergCement India participated in the Prime Minister's Internship Scheme (PMIS) this year, reinforcing our commitment to nurturing young talent and providing meaningful industry exposure. Through this initiative, we offered structured internship opportunities to aspiring professionals, enabling them to gain practical experience and develop industry-relevant skills.

Over the years, we have strengthened our position as an employer of choice by creating a workplace that values people, encourages growth, and nurtures talent. Our commitment to responsible HR practices and ESG principles continues to shape a resilient workforce and support sustainable business success.

Yours Sincerely,
Poonam Sharma
Human Resource - Director

Over the years, we have strengthened our position as an employer of choice by creating a workplace that values people, encourages growth, and nurtures talent. Our commitment to responsible HR practices and ESG principles continues to shape a resilient workforce and support sustainable business success.

Yours Sincerely,
Poonam Sharma
Human Resource - Director



Mr. Purnachander Molugu

Procurement - Director



Procurement continues to evolve as a strategic enabler of sustainable growth, creating value far beyond cost optimization. In an increasingly dynamic global environment, our focus remains on building resilient supply chains, advancing sustainability, embracing digital transformation, and strengthening partnerships that support the Company's long-term vision. Every procurement decision is guided by our commitment to responsible sourcing, operational excellence, and value creation for all stakeholders.

Sustainability is deeply embedded in our procurement philosophy. We believe that responsible procurement is not merely a compliance requirement but a key driver of business resilience and competitive advantage. Our sourcing strategy increasingly promotes the use of industrial by-products, alternative fuels, circular economy practices, and local resource development, reducing dependence on finite natural resources while lowering our environmental footprint. Across our operations, we continue to prioritize refurbishment, repair, and reuse of equipment, spares, and consumables, extending asset life and minimising waste before considering replacement.

The global business environment continues to be influenced by geopolitical uncertainties, trade disruptions, and supply chain volatility, resulting in fluctuations in logistics, energy, and commodity markets. Despite these challenges, our procurement

strategy has remained resilient through a strong focus on local sourcing, supplier diversification, long-term partnerships, and disciplined risk management. Our limited dependence on imports, together with continued support for the 'Make in India' initiative, has enabled us to maintain supply continuity while mitigating external risks and enhancing cost competitiveness. We have further accelerated the substitution of imported raw materials with sustainable indigenous alternatives, reinforcing both supply security and environmental stewardship.

One of our key sustainability priorities remains increasing the use of alternative fuels and industrial by-products. We have made significant progress in improving our Thermal Substitution Rate from 1% in 2022 to 10.63% during the year, while remaining firmly committed to our long-term objective of exceeding 35% by 2030. The increased utilisation of refuse-derived fuel, biomass, and other alternative fuels supports responsible municipal waste management, promotes resource recovery, and contributes meaningfully to reducing greenhouse gas emissions. Likewise, our continued pursuit of blended cement and the increasing utilization of Slag, red mud, phospho gypsum, and chemical gypsum demonstrate our commitment to conserve natural resources through circular economy principles.

Technology continues to transform procurement into a more agile, transparent, and data-driven function. Building on the successful implementation of SAP Ariba and our centralized Source-to-Pay model, we have further strengthened governance, traceability, and operational efficiency across the procurement lifecycle. The continued expansion of catalogue buying, which has now reached 38% utilization, together with wider adoption of strategic sourcing, e-auctions, annual rate contracts, and digital procurement tools, has streamlined purchasing processes, reduced transactional effort, improved compliance, and enabled faster decision-making across the organization.

Equally important has been our continued investment in supplier relationships. **We believe that sustainable value is created through collaboration rather than transactions. By strengthening long-term partnerships with suppliers, logistics partners, and service providers, we have enhanced supply reliability, encouraged innovation, improved responsiveness, and built a procurement ecosystem capable of supporting future business growth.** Our procurement philosophy remains firmly anchored in achieving the best total cost of ownership rather than simply pursuing the lowest acquisition cost.

Looking ahead, Procurement will continue to play a pivotal role in supporting the Company's growth ambitions by building resilient supply chains, accelerating digital transformation, advancing sustainable sourcing, and strengthening strategic partnerships. We remain committed to creating long-term value through responsible procurement practices that balance economic performance with environmental stewardship and social responsibility.

As we move forward, our focus will remain unwavering—to Enable Sustainable Growth - Building Value Responsibly. Through innovation, collaboration, responsible sourcing, and operational excellence, Procurement will continue to contribute meaningfully to the Company's long-term success while creating lasting value for our customers, business partners, communities, and shareholders.

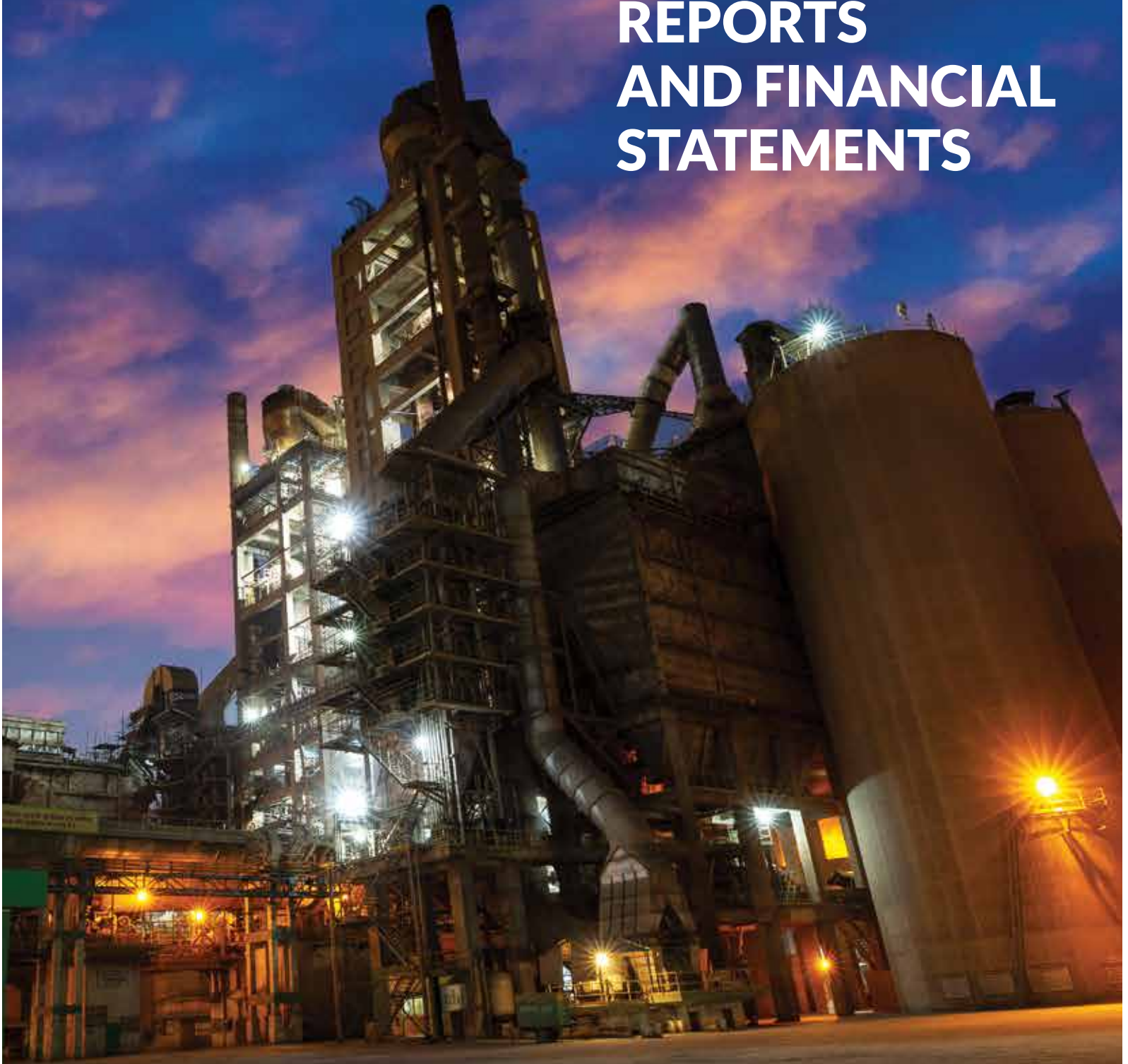
Yours Sincerely,

Purnachander Molugu

Procurement - Director



STATUTORY REPORTS AND FINANCIAL STATEMENTS



BOARD'S REPORT

To the Members,

The Directors are pleased to present the 67th Annual Report together with the audited financial statements of HeidelbergCement India Ltd. (the Company) for the financial year ended 31 March 2026 (FY26).

THE YEAR IN RETROSPECT

The year started with mixed sentiments after the Indo – Pak conflict in April reaching peak intensity in May 2025. A ceasefire was announced, and the country breathed a sigh of relief. But that was short-lived, soon after that the US Govt. imposed an initial "reciprocal tariff" on several Indian imports, later adjusting the tariff structure. Gradually the tariffs escalated further. Despite the shocks, the Indian economy was stable during the year.

The economic growth was attributed to low inflation, which was driven mainly by the effective management of fuel prices despite ongoing wars, sanctions, and tariffs. Additionally, a strong monsoon sustained momentum across both the industrial and services sectors. This domestic resilience was further supported by accommodative lending rates and low interest rates on term deposits.

The upcoming election in Uttar Pradesh is expected to provide impetus to infrastructure spending, housing, rural demand and private construction in Central India. Although the geopolitical developments, particularly the ongoing West Asia conflict, continue to create uncertainty in the global

markets and commodity prices there is a risk of inflation and currency depreciation. El Niño may pose a potential risk to agricultural output, rural demand and food inflation. However, lowering GST rates on cement from 28% to 18% will definitely provide an impetus to the latent demand in cement.

Achievements in FY26

- Continue to produce mostly blended cement.
- TSR increase from 8.1% in FY25 to 10.63% in FY26.
- Share of non-grid power exceeded 50%.
- EBITDA of ₹ 584 per tonne up by 10%.
- Repaid interest free loan of ₹ 687 million, the Company is now completely debt free.
- Cash and bank balance of ₹ 4,078 Million as on 31 March 2026.
- Continue to operate on negative net operating working capital.
- Company declared as the Preferred Bidder for grant of Two Mining Leases in Madhya Pradesh.

FINANCIAL HIGHLIGHTS / REVIEW OF OPERATIONS

During FY26, the Company sold 4.91 million tonnes of cement & clinker compared to 4.52 million tonnes of cement and clinker in FY25.

A snapshot of the Company's financial performance for FY26 vis-à-vis FY25 is as under:

(INR in Millions)

Particulars	FY26	FY25
Revenue from Operations	23,295.9	21,488.8
Other Income	316.8	454.7
Total Revenue	23,612.7	21,943.5
EBIDTA ¹ Including other income	3,185.8	2,848.9
Depreciation and Amortization	1,090.3	1,097.9
Finance Cost	177.6	292.9
Profit before exceptional items and tax	1,917.9	1,458.1
Exceptional items	80.4	-
Profit before Tax	1,837.5	1,458.1
Total Tax expense	497.8	390.6
Net Profit for the year	1,339.7	1,067.5

¹Earnings Before Interest, Tax, Depreciation and Amortization

During the year under review, the global economy navigated an environment shaped by geopolitical uncertainties, evolving trade dynamics, and energy market fluctuations. While inflationary pressures moderated across several major economies, commodity price volatility and supply chain disruptions persisted. Against this backdrop, India remained one of the fastest-growing major economies, supported by resilient domestic demand, sustained infrastructure investments, and a stable policy environment.

Amidst this evolving macroeconomic landscape, Company maintained its focus on operational excellence and cost competitiveness. This was achieved through disciplined procurement practices, digital transformation initiatives, and leveraging the global sourcing expertise of the Heidelberg Materials Group.

Although domestic fuel availability improved during the year, quality inconsistencies posed ongoing operational challenges. In response, the Company proactively optimized



its fuel basket by capitalizing on market opportunities and increasing the use of alternative fuels. This strategic shift successfully enhanced both cost efficiency and environmental performance.

Despite a moderation in certain energy costs, logistics expenditure remained elevated due to higher transportation rates, increased vehicle maintenance expenses, and intermittent constraints in truck availability. To mitigate these pressures, the Company intensified its strategic sourcing initiatives. Key actions included:

- Expanding the supplier base and developing alternative vendors.
- Reducing dependence on original equipment manufacturers (OEMs) where feasible.
- Driving wider adoption of digital procurement platforms.
- Shifting several critical activities in-house to reduce costs and improve supply chain resilience.

The implementation of SAP Ariba Buying significantly strengthened the Company's procurement capabilities by enhancing transparency, improving compliance, and establishing end-to-end digital processes.

More broadly, digitalization continues to be a key enabler of operational excellence across the organization. During the year, the Company deployed advanced digital solutions across manufacturing, sales and marketing, finance, procurement, human resources, and compliance. These initiatives aim to simplify operations, accelerate data-driven decision-making, boost productivity, and minimize manual intervention.

In line with the Heidelberg Materials Group's commitment to achieving Net Zero Carbon, the Company continues to reduce its dependence on conventional fossil fuels by increasing the use of Alternative Fuels and Raw Materials (AFR). Sustained investments in technology and process improvements have progressively enhanced our Thermal Substitution Rate (TSR), reinforcing our commitment to a global decarbonization roadmap.

Furthermore, the Company actively promotes resource efficiency and circularity by utilizing industrial by-products such as fly ash, slag, and red mud. The production of fly ash-based blended cement and the introduction of composite cement in the Central India market have significantly lowered clinker consumption, reduced carbon intensity, and supported sustainable construction practices.

The Indian cement industry continues to witness intense competition, making brand differentiation and customer engagement increasingly critical. Building on the strong equity of the **mycem** brand, the Company accelerated its market positioning through a comprehensive brand refresh program. Rooted in the rich legacy and German engineering heritage of the Heidelberg Materials Group, this refreshed identity has enhanced customer trust, deepened brand recall, and reinforced our positioning across key markets.

As the Company expands its geographical footprint, it is focusing equally on channel and consumer engagement to drive brand affinity, deepen stakeholder relationships, and establish **mycem** as the preferred choice in both existing and emerging markets.

In parallel, the Company continues to advance its sales and marketing excellence initiatives through Project Rise. Initially launched to expand market reach, strengthen customer engagement, improve sales force effectiveness, and achieve superior price realization, the program has now evolved. It currently drives operational excellence across all sales and marketing workflows, enhances demand generation activities, and integrates cutting-edge AI-based initiatives to build a strong foundation for sustainable growth.

(Rs. in Million)

Particulars	2025-26	2024-25
Dividend	1,586.3	1,812.9
Surplus Carried to Balance sheet	6,906.1	7,139.4
Total	8,492.4	8,952.3

DIVIDEND

The Board has recommended dividend of INR 7 per share (70%) for FY26, subject to the approval of the shareholders at the ensuing AGM (Dividend for FY25, paid during FY26, was ₹ 7 per share). The proposed dividend for FY26 is expected to absorb INR 1586.3 million. As the PAT is MINR 1339.7, 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 246.6 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 Obligations & Disclosure Requirements) Regulations, 2015, 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 had 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.	FY2018-19*	3.00 (Final)	19 September 2019	24 October 2026
2.	FY2019-20	1.50 (Interim)	23 November 2019	28 December 2026
3.	FY 2019-20	6.00 (Final)	18 September 2020	21 October 2027
4.	FY 2020-21	8.00	27 September 2021	01 November 2028
5.	FY2021-22	9.00	08 September 2022	12 October 2029
6.	FY2022-23	7.00	27 September 2023	30 October 2030
7.	FY2023-24	8.00	25 September 2024	31 October 2031
8.	FY 2024-25	7.00	24 September 2025	30 October 2032

* The Shareholders whose dividend for FY2018-19 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

At HeidelbergCement India Limited, conserving nature is not merely a commitment, it is an integral part of our core business philosophy. The company regards nature as a vital stakeholder in the value chain and are deeply committed to embedding biodiversity conservation and ecosystem preservation into every strategic decision.

The Company's operations have demonstrated measurable environmental benefits, including recording temperatures approximately 0.98°C lower compared to nearby areas within a 1 km radius. Extensive rainwater harvesting structures have been implemented, enabling the Company to achieve a water-positive status of 4.17 times. Strong Thermal Substitution Rate (TSR) performance has been achieved 10.63% through investment in Alternative Fuel and Raw Material (AFR) systems. Through co-processing in cement kilns, large quantities of non-recyclable plastic waste are safely disposed of, making the Company nearly 5.9 times plastic negative. The Company has been recognized with the Environment Excellence Award by Quality Circle Forum of India for its environmental performance. This includes outstanding contributions to rainwater harvesting initiatives at plant colonies and in surrounding communities, as well as support to government authorities in the safe disposal of municipal legacy waste and seized narcotic materials on a regular basis.

The Company actively promotes the use of industrial by-products such as fly ash and slag in the production of Portland Pozzolana Cement (PPC) and Portland Slag Cement (PSC), respectively. Additionally, alternative raw materials like red mud are utilized, reducing dependence on limestone and conserving natural resources for future generations.

Significant progress has been made in the energy transition journey, with approximately 43% of the Company's power requirements currently met through green sources, with further expansion planned.

In mining operations, the Company places strong emphasis on pollution control, biodiversity conservation, soil management, maintenance of water balance, and the promotion of safe mining practices. Post-mining land reclamation is carried out through systematic backfilling and afforestation using native tree species. Several mined-out areas have been transformed into agriculture land and large water reservoirs i.e. benefiting nearby communities by

supporting irrigation and improving groundwater recharge.

As a result of these sustained efforts, the Patharia Limestone Mines have consistently from last 9 years received a Five Star Rating from the Indian Bureau of Mines since the inception of the rating system.

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. The company's approach is to align the initiatives and efforts with key stakeholders like village institutions, gram panchayats and local bodies of government. During FY26, the Company has spent INR 36.22 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 7 government schools was upgraded, benefiting over 1750 students and 25 teachers. Two new classrooms were built, and extensive repair and renovation work was carried out in some schools. 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, the Company has encouraged farmers to adopt natural farming practices. In Jhansi, the Company successfully motivated 400 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 provided for farmers. Through this initiative, 400 families across 10 villages in Damoh have benefited.

The Company believes 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, The company has 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, solar panels, 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 FY26, training was imparted to 780 rural youth.

The Company organizes 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. We also provided nutritional kits to the TB patients at Jhansi.

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, creation of cremation grounds, community centres, etc.

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 your Company, and safety is at the heart of everything it does. 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 the 2025-26:

- Health & Safety competency enhancement for Employees & Contractors.
- High risk operational training and compliance verification of contractor workers.
- Implementation of 'Clean Site/Safe Site' 5S housekeeping system.
- LOTOTO -Implementation of the "One person One Lock system".
- Safety Nets for pre-heater cyclone.

- Belt Conveyor Side Protection Guards.

National Safety Week was celebrated from 4 March to 11 March, 2026, 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.

The Company is pleased to inform that it has completed a safe business year with no fatalities, and the Lost Time Injury Frequency Rate (LTIFR) was recorded at 0.17 for workers.

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.

- The Company received the CSR Excellence Award during the QCFL's 4th National Environment & Sustainability Awards, 2025.
- Patharia Limestone Mine received first prize in the category of Electrical Installations & Ore Handling Plant during 37th Metalliferous Mines Safety Week Celebration 2025.
- Patharia Limestone Mine participated in 35th Mines Environment & Mineral Conservation Week 2025-26 and secured First Runner-up position in the category of Overall Performance of Opencast Mines.
- Patharia Limestone Mine participated in 35th Mines Environment & Mineral Conservation Week 2025-26 and secured Winner position in the category of Reclamation and Rehabilitation of Opencast Mines.
- Patharia Limestone Mine participated in 35th Mines Environment & Mineral Conservation Week 2025-26 and secured Winner position in the category of Afforestation of Opencast Mines.
- Jhansi plant has been awarded by the Confederation of Indian Industry (CII) with National Award for Excellence in Energy Management 2025 for Reduction of Specific Electrical Energy over last 3 years.
- Jhansi plant has been awarded by the State Tax Department & Cultural Department with Bhama-Shah Award 2025 under the category Highest Tax Deposited in Jhansi Division.
- 'Excellence in CSR & Sustainability' award was given under best use of CSR practices in various Sectors during the 12th Edition of 'National Awards for Excellence in CSR and sustainability' organised by the World Sustainability Congress.
- The 11th Greentech CSR Award, 2025 was given under the category "Rural Development".

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 FY26 forms part of this Annual Report. Pursuant to the provisions of the SEBI Listing Regulations, a certificate from M/s. DMK Associates, Company Secretaries, 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 2026 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

CHANGE IN DIRECTORS

During the year under review, 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. Mr. Vimal Kumar Choudhary (holding DIN:02370072) was appointed as Non-Executive & Non-Independent Director of the Company as intimated in the previous year's Board Report. Further, his appointment was approved by the shareholders by passing a resolution on 08 July 2025 through Postal Ballot.

RE-APPOINTMENT OF WHOLE-TIME DIRECTOR

The Board of Directors of the Company, at its meeting held on 28 May 2025, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Vimal Kumar Jain as Whole-time Director of the Company for a term of three years from 10 June 2025 to 09 June 2028. The re-appointment was approved by the shareholders by passing a special resolution on 08 July 2025 through Postal Ballot.

RE-APPOINTMENT OF INDEPENDENT DIRECTOR

Ms. Jyoti Narang (holding DIN: 00351187) was appointed as an Independent Director of the Company at the Annual General Meeting held on 27 September 2021, for a period of five (5) years commencing from 18 August 2021 to 17 August 2026. Accordingly, her tenure as an Independent Director will expire on 17 August 2026 upon completion of the said term.

In view of her extensive experience and strong strategic perspective, which complements diverse working styles, the Board of Directors of the Company, at its meeting held on 25 May 2026, upon the recommendation of the Nomination and Remuneration Committee, has re-appointed Ms. Jyoti Narang as an Independent Director for a second term of five (5) consecutive years, commencing from 18 August 2026 to 17 August 2031.

The approval of the shareholders is being sought at the forthcoming Annual General Meeting, and the same forms part of the AGM Notice. The Board recommends the aforesaid resolution for approval of the members.

Re-appointment of Managing Director

Mr. Joydeep Mukherjee (holding DIN: 06648469) was re-appointed as Managing Director for a second term of three years, effective 1 April 2026. This re-appointment was approved by shareholders during the Annual General Meeting on 24 September 2025.

RETIREMENT BY ROTATION

Mr. Vimal Kumar Choudhary, Non-Executive Non-Independent 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 re-appointment.

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 FY26, 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 2026 comprised three members namely, Mr. Atul Khosla (Chairman of the Committee), Ms. Jyoti Narang and Mr. Vimal Kumar Choudhary.

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 FY25 already filed with the Ministry of Corporate Affairs (MCA) as well as the draft Annual Return for FY26 (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 FY26 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 FY26, the Company has not made any investment. Further, 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 2026 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 FY26:

- 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 and the Company's operations in future.

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:

- (a) that in the preparation of the annual accounts for the financial year ended 31 March 2026 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) 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 2026 and of the profit of the Company for the financial year ended on that date;
- (c) 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;
- (d) that the financial statements for the financial year ended 31 March 2026 have been prepared on a 'going concern' basis;
- (e) that proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively; and

- (f) 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 2026 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 FY26. 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 the 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 have been posted on the Company's website. The web-link to access the said policy and framework is as follows:

[policy-on-related-party-transactions.pdf](#)

RISK MANAGEMENT

The Board of Directors of the Company has 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 FY26, 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.

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 2026:

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	N/A
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 re-appointed 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 FY25 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 FY26 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 had on the recommendation of the Audit Committee, appointed M/s. R.J. Goel & Co., Cost Accountants as Cost Auditor of the Company for FY26 on a remuneration of INR 2,75,000. Pursuant to Section 148(3) of the Companies Act, 2013, a resolution seeking member's ratification for the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants for FY27 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. DMK Associates, Company Secretaries as Secretarial Auditor for carrying out secretarial audit of the Company for the financial year ended 31 March 2026 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. DMK Associates, Company Secretaries has furnished Secretarial Compliance Report for FY26. 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:

mycemco.com/sites/default/files/PDF/Secretarial_Compliance_Report/secretary-2025-2026Report.html

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 2026 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'.

EVENTS AFTER THE REPORTING PERIOD-STRATEGIC LONG-TERM FLY ASH SOURCING AND INFRASTRUCTURE DEVELOPMENT INITIATIVE

The Company has entered into a long-term agreement with the Government for the establishment of a fly ash blending unit at Shree Singaji Thermal Power Plant, securing an annual supply of 600,000 tonnes p.a. of fly ash at a preferential rate of INR 20 per tonne. As part of the arrangement, approximately 5 hectares of land have been allocated for setting up the blending facility and an additional 2 hectares for development of a dedicated railway line. The proposed infrastructure is strategically positioned to efficiently serve the existing markets in Western Madhya Pradesh and facilitate expansion into the emerging markets of Northern Maharashtra.

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: 25 May 2026

Jyoti Narang
Chairperson



ANNEXURE - A OF THE BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

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 FY26:

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-

[csr-report-2025-2026.pdf](https://www.mycemco.com/sites/default/files/PDF/CSR-report-2025-2026.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 11.8 Million
- 6 Average net profit of the Company as per section 135(5) i.e., for last three financial years (FY2022-23, FY2023-24 and FY2024-25). INR 1695.0 Million
- 7 (a) Two percent of average net profit of the company as per section 135(5) INR 34.0 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 34.0 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
36.22		-	-	-	-	-

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	8.25	Yes	-	-
2.	Scholarship to students and distribution of educational kits	II	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	0.56	Yes	-	-
3.	Providing support for improving Government Schools' infrastructure such as construction of rooms, boundary walls, toilets, develop digital classroom & water facility, etc.	II	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	6.30	Yes	-	-
4.	Upgradation of Anganwadi Building at nearby Villages	II	Yes	Madhya Pradesh	Damoh	1.59	Yes		
5.	Organizing Health checkup camps including deployment of mobile vans and provision of medicines.	I	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	0.42	Yes		
6.	Operation of Sakshamta Vikas Kendras	II	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	1.17	Yes	-	-



7. Skill Development Trainings	II	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	4.03	No	Parivar Society Posterity Foundation	CSR00036516 CSR00082976
8. Support to villagers in cattle breed improvement.	IV	Yes	Madhya Pradesh	Damoh	1.0	No	BAIF Development Research Foundation	CSR00000308
9. Developing infrastructure like construction of roads, cremation sheds, community centers, etc.	X	Yes	Madhya Pradesh, Uttar Pradesh and Karnataka	Damoh, Jhansi and Tumkur	11.62	Yes	-	-
10. Providing Drinking Water facilities.	X	Yes	Madhya Pradesh and Uttar Pradesh	Damoh and Jhansi	0.84	Yes	-	-
11. Other miscellaneous CSR activities	X	Yes	Madhya Pradesh, Uttar Pradesh and Karnataka	Damoh, Jhansi and Tumkur	0.44	Yes	-	-
Total					36.22			

(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)

36.22

(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)	34.00
(ii)	Total amount spent for the Financial Year	36.22
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2.22
(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)]	2.22*

*In addition to the excess spending of INR 2.22 million during FY26, the Company also has carried forward amount of excess spending of INR 3.4 million in respect of FY25 and INR 4.9 million in respect of FY 24. Thus, the aggregate amount available for setoff during FY27 is INR 10.5 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: 25 May 2026

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 2026 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;
 - (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 2026 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 2026;
 - (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: 25 May 2026

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 31 March 2026

[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

HeidelbergCement India Limited.

CIN: L26942HR1958FLC042301

2nd Floor, Block-B, DLF Cyber Greens,

DLF Cyber City, Phase-III, DLF QE,

Gurgaon, Dlf Qe, Haryana, India, 122002

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 conduct/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 period covering the financial year ended on 31 March 2026, (“**Audit Period**”) 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 along with **Annexure 1** attached to this report.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the “**Act**”) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the rules made thereunder (**Not applicable to the Company during the Audit Period**);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (“**FDI**”), Overseas Direct Investment (“**ODI**”) and External Commercial Borrowings (“**ECB**”); (**No FDI and ECB were taken and no ODI was given by the Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange

Board of India Act, 1992 (“**SEBI Act**”):-

- 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 Audit Period**)
- d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the Company during the Audit Period**)
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the Audit Period**)
- g) 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;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (herein after “**Delisting Regulations**”); (**Not applicable to the Company during the Audit Period**) and;
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company during the Audit Period**)

(vi) OTHER LAWS

As per the information provided and confirmed by the management, no sector specific law is applicable on the Company:

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- (ii) Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

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

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted. 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.
2. Adequate notice of at least seven days was given to all Directors to schedule the Meetings of Board and its Committees along with agenda and detailed notes on agenda except at shorter notice wherever required 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.
3. Majority decision is carried through and recorded in the minutes of the meetings. Further, as informed and verified from minutes, no dissent was given by any Director in respect of resolutions passed in the Board and Committee meetings.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- I. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- II. Redemption / buy-back of securities.
- III. Merger / amalgamation / reconstruction etc.
- IV. Foreign technical collaborations.

**For DMK ASSOCIATES
COMPANY SECRETARIES**

(MONIKA KOHLI)
B. Com (H), FCS, LL.B. I.P.
PARTNER
FCS 5480, C P 4936
Peer Review No. 6896/2025

Date: 25.05.2026

Place: New Delhi

UDIN: F005480H000466171



To

The Members,
HeidelbergCement India Limited
CIN: L26942HR1958FLC042301
2nd Floor, Block-B, DLF Cyber Greens,
DLF Cyber City, Phase-III, DLF QE,
Gurgaon, Dlf Qe, Haryana, India, 122002

Sub: Our Secretarial Audit for the Financial Year ended 31 March 2026 of even date is to be read along with this letter.

1. Maintenance of secretarial record 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. We believe that the processes and practices, we followed provide a reasonable basis 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 the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. As per the information provided by the Company, there are certain disputes cases filed by or against the Company, which are currently lying pending with the various Courts. However, as informed, these cases have no major impact on the Company.

**.For DMK ASSOCIATES
COMPANY SECRETARIES**

Date: 25.05.2026
Place: New Delhi
UDIN: F005480H000466171

(MONIKA KOHLI)
B. Com (H), FCS, LL.B. I.P.
PARTNER
FCS 5480, C P 4936
Peer Review No. 6896/2025

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 31 March 2026

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 FY26:	The ratio of the remuneration of Whole-time Director to the remuneration of median employee is 34.26:1
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in FY26:	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. Increase in remuneration of Whole-time Director, Chief Financial Officer and Company Secretary w.e.f. 01 January 2026 on Cost- to-Company (CTC) basis is given below: Mr. Vimal Kumar Jain, Whole-time Director = 8% Mr. Anil Kumar Sharma, Chief Financial Officer = 8% Mr. Ravi Arora, Vice President- Corporate Affairs & Company Secretary = 4.97%
3	The percentage increase in the median remuneration of employees in FY26:	7.58% (Only Staff Appraisal till 31 March 26)
4	The number of permanent employees on the rolls of Company as on 31 March 2026:	958 FTEs (Employees - 734, Workers - 224)
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;	Average increase in salaries of employees (other than managerial personnel) on CTC basis was 7.56%. Increase in managerial remuneration on CTC basis was 7.64%.
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 2026:
- Process Optimization: Maximized utilization of Narsingarh Kiln-3 production rate to achieve higher production and lower specific energy consumption.
 - New Coal Weighing and Conveying System: Replaced the old and inefficient coal weighing and conveying system in the Narsingarh Kiln-2 plant with a new energy-efficient system to improve overall thermal efficiency.
 - Reduction of idle running hours: Modification of the packer's belt conveyor to minimize the number of equipment units and reduce idle running time. Also interlocked remotely installed equipment through DCS to reduce idling.
 - Pre-Grinder RP Roller Profiling: Roller profiling for the pre-grinder RP of Line-1 & 2 raw grinding systems was carried out to enhance productivity and reduce specific power consumption.
 - Drive Optimization and VFD Installation: Identified overcapacity drives and installed Variable Frequency Drives (VFDs) wherever required to reduce specific power consumption.
 - Energy-Efficient Replacements: Old luminaries, air conditioners were replaced with LED lights and energy-efficient Acs.
 - Fan Efficiency Improvement: Removed unnecessary high-pressure-drop dampers from process fan inlets to improve fan efficiency.
 - Kiln-2 Cooling Air Fan Modification: Installed a VFD and removed the damper in Kiln-2 Cooling Air Fan-6 to reduce specific power consumption.
- (ii) Conservation of fossil fuel, increase in alternate fuels (AF), other initiatives
- AF Handling System Upgradation: Upgraded the AF handling screw conveyor capacity from 15 TPH to 20 TPH to enhance the Thermal Substitution Rate (TSR).
 - Coal Conveying Blower Replacement: Replaced the old and inefficient coal conveying blowers in Kiln-2 with new energy-efficient blowers to improve thermal efficiency.
 - Improved CO₂ Footprint: Increased the AFR thermal substitution rate, contributing to reduced CO₂ emissions and improved environmental performance.
- (iii) Capital investment in Fossil Fuel conservation: NIL

B. Technology Absorption

- (i) Efforts made towards Technology Absorption:
- AI-Based Safety Monitoring System: Installed AI-based cameras to identify and prevent unsafe activities within the plant premises.
 - AI-Based Announcement System: Implemented an AI-based announcement system at CSP's entry, Fly ash, Clinker unloading area, Preheater and AF yard to restrict unauthorized entry into danger zones.
 - AI-Based Vehicle Monitoring System: Installed AI-based cameras to identify vehicles and prevent over-speeding inside the plant premises.
 - Energy Monitoring System: Deployed an energy monitoring system for real-time tracking and effective management of energy consumption.
 - Higher efficiency motor: Installation of Screw compressor with Permanent magnet motor having IE5 efficiency at Packing Plant with Packer 5.
 - Automated Sampling System: Replaced the manual and unsafe sampling process with an automated sampling system to improve safety, accuracy, and operational efficiency.
 - Acoustic cameras and ultrasonic acoustic detectors are used to identify and locate:
 - ▶ Air leaks in compressed air systems
 - ▶ Leakage from ducts, pneumatic lines, boilers, valves, and pipelines
 - ▶ False air ingress in furnaces and boiler systems
 - ▶ Vacuum leaks and gas leaks
 - ▶ Failing bearings, motors, and rotating equipment through abnormal sound signatures
 - ▶ Electrical arcing, corona discharge, and partial discharge in electrical systems

These systems use beamforming and ultrasonic sound analysis to visualize the exact source of leakage or abnormal noise, enabling faster troubleshooting, reduced energy loss, improved safety, and predictive maintenance.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:

- Use of Pyrolysis Oil: Utilized pyrolysis oil in place of diesel for initial kiln heat-up, resulting in significant cost reduction.
- Use of Alternative Fuel (AF) / Low-Cost Fuel: Increased the use of alternative and low-cost fuels to reduce overall production costs.
- Reduced Power Cost: Achieved through increased use of green power sources and procurement via open exchanges.
- Solar Power Utilization: Maximized use of solar energy through Power Purchase Agreements, leading to reduced electricity costs.
- Increased utilisation of chemical Gypsum: Delivered cost benefits by substituting imported materials with locally available alternatives.
- Specific CO₂ reduction: By introduction of Composite cement grinding from the year 2025-26 specific CO₂ emission per ton cement reduced.

(iii) Information regarding technology imported during last 3 years:

1. Equipcheck Technology – Realtime inspection application.
2. KIMS- Kiln online monitoring System (Line-3).

(iv) The expenditure incurred on Research and Development:

Nil

C. Foreign Exchange Earnings & Outgo

Total foreign exchange used and earned:

(INR in Million)

	FY26	FY25
Foreign Exchange used:		
-Imports	75.7	42.8
-Expenditure	454.0	376.4
Total	529.8	419.2
Foreign Exchange Earning:	10.5	4.8



MANAGEMENT DISCUSSION AND ANALYSIS

Global & Indian Economy at a glance

Particulars	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026 Est.	2027 Est.
A. World Output / Real GDP (Annual percent change)											
World	3.84	3.64	2.95	-2.70	6.63	3.77	3.32	3.42	3.44	3.06	3.22
- Advanced Economies	2.61	2.31	1.86	-3.96	6.16	3.06	1.70	1.86	1.95	1.78	1.70
- Emerging Market & Developing Economies	4.79	4.64	3.77	-1.82	7.04	4.28	4.44	4.47	4.42	3.87	4.17
India	6.80	6.45	3.87	-5.78	9.69	7.61	7.21	7.10	7.62	6.48	6.53
B. Inflation: Consumer Prices (Annual Percent change)											
World	3.35	3.59	3.90	2.98	6.28	8.876	6.14	5.04	4.03	4.37	3.45
- Advanced Economies	1.69	1.64	1.55	0.55	5.25	7.32	3.12	2.46	2.49	2.80	2.17
- Emerging Market & Developing Economies	4.65	5.09	5.68	4.79	7.04	10.01	8.27	6.79	5.04	5.39	4.26
India	4.60	2.45	6.69	4.87	6.34	6.20	5.05	3.71	3.28	4.74	4.00
C. Current Account Balances (Percent of GDP)											
- Advanced Economies	0.99	0.79	0.72	0.26	0.74	-0.47	-0.03	0.07	0.07	-0.12	-0.07
- Emerging Market and Developing Economies	-0.07	-0.13	0.04	0.44	0.93	1.58	0.65	0.91	1.23	1.01	0.83
India	-1.87	-2.16	-0.884	0.92	-1.254	-2.06	-0.74	-0.61	-0.92	-2.03	-1.65
D. World Trade Volume (Annual percent change)	5.39	3.99	1.16	-8.32	10.75	5.92	0.92	3.71	5.10	2.75	3.77
E. Commodity Price Index (Index)											
- Oil (Base =100 in 2016)	122.5	158.5	142.1	96.6	160.2	222.9	186.5	183.2	156.8	190.6	176.4
- Non-fuel (Primary Commodities) (Base =100 in 2016)	106.4	107.8	108.6	115.7	146.6	158.1	149.2	154.7	169.6	206.4	210.4

Source: International Monetary Fund, World Economic Outlook Database, April 2026.

A. Global Economy

The global economy has been resilient ever since the wars started in Feb 2022. Geopolitical and trade-policy uncertainty continued to affect energy markets and supply chains. However, the growth in economy is perceptible despite these uncertainties. The ramifications of these conflicts have been far-fetched with main supply lines of fuel, and world trade taking a major hit. The impact on environment, loss of lives, construction waste are yet to be assessed. Ever since the wars started in 2022, the global economy GDP growth rate has not been able to breach into 4% growth rate bracket. Coupled with US Tariffs moves there has been a substantial loss of markets for export-oriented economies.

Agrarian economies are facing shortage of water due to climatic changes, fertilizers, and fuel due to the continuing

war, whereas industrialized ones are facing shortage of markets, labour, investments and government reforms. In the fourth quarter of 2025, the world GDP growth was estimated at 3.9%. It significantly dropped after the war. The prolonged closure of Straits of Hormuz, US Tariffs, sanctions on Russia and Iran have put pressures on supply chains, oil prices, and coal. Therefore, only a marginal global increase in output is expected given the recently announced world-wide austerity measures.

The area wise economic scenario reveals that the Emerging and Developing Asia leads in inflation adjusted growth as in past. Areas such as Latin America, Caribbean, Middle East & Central Asia, G – 7, and Sub-Saharan Africa are facing inflation higher than their GDP growth, thus negating real gains.

World Area	GDP Projections (%)		Inflation Projections (%)	
	2026 e	2027 e	2026 e	2027 e
Emerging and Developing Asia	4.93	4.78	2.70	2.50
European Union	1.34	1.41	3.13	2.12
G – 7	1.60	1.57	2.81	2.23
Latin America and Caribbean	2.34	2.69	6.56	4.16
Middle East and Central Asia	1.91	4.59	11.19	8.14
Sub – Saharan Africa	4.32	4.44	9.60	8.08

Source: World Economic Outlook; Apr 2026

B. INDIAN ECONOMY

Amidst the prolonged geo-political tensions, India yet again delivered a strong growth trajectory in FY 26 of 7.6% GDP the Second Advance Estimates (SAE) for FY26 based on new base year of 2022-23 compared with FY 25 growth rate of 7.1%. Growth has primarily been led by services followed by industry with improved capital expenditure, high capacity-utilization and good monsoon. Share of services sector in the Indian economy has increased to 54.4% to 56.4%, industry including Manufacturing, Mining, Utilities, and Construction is around 26% to 28%, and agriculture is around 16% to 18%. Private consumption is the main power-house of Indian economy touching 61.5% of the GDP. Exports remained stable at 21% of GDP.

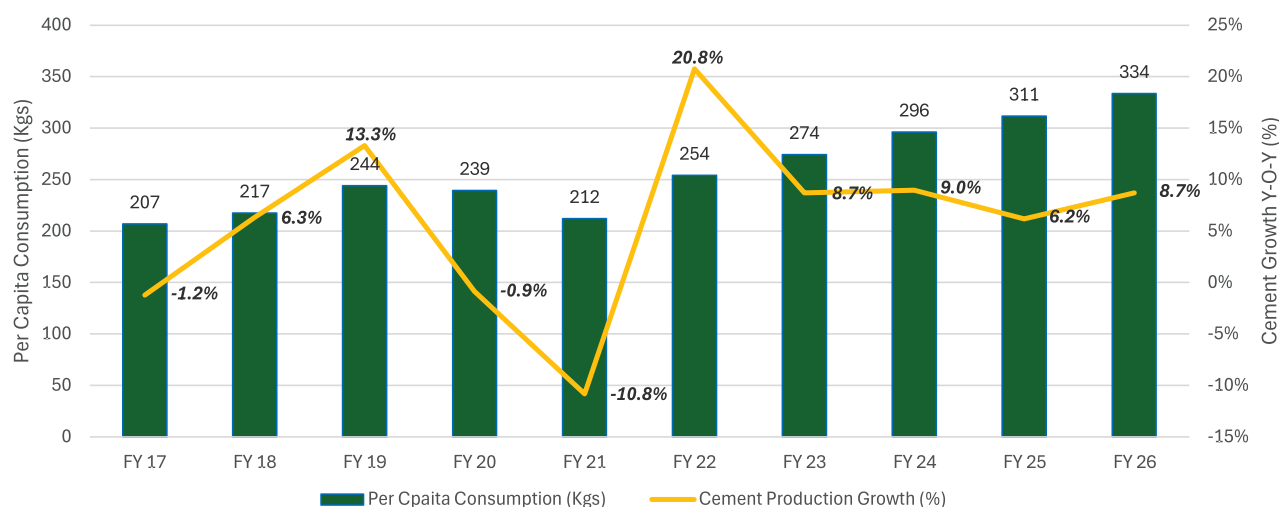
The present financial year comes with challenges. The continuing wars, tariffs have put pressure on the supply chains and energy prices. The austerity measures announced by the government to conserve foreign exchange are the need of the hour.

Consumer Price Index has been estimated 4.74% in 2026. It is attributed to tighter monetary policy, a good monsoon and structural changes. For the last 2 years the CPI has fallen, indicating a disinflation which bodes well for the common man. The predictions for FY 27 are in the vicinity of 4% largely attributed to fuel prices. Cement is expected to follow the last 3 years average growth rate of 8%.

C. INDIAN CEMENT INDUSTRY

C.1. CAPACITY AND DEMAND

Installed cement capacity in India in FY 26 was around approximately 720 Mn T and the production was around 492 Mn T yielding a capacity utilization of around 70%. The production growth was 8.7% in FY26. Per capita consumption of cement is steadily increasing but is lagging behind the world average of 550 kgs, indicating a huge opportunity for infrastructure growth in coming years.



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

C.2. INPUT COSTS

With the ongoing conflict in West Asia, fuel prices have increased significantly, and availability has become constrained due to shutdowns of major refineries disruptions in maritime logistics resulting from stranded vessels. Local refineries have curtailed production owing to crude oil shortages and unfavorable economics, leading to a sharp escalation in pet coke prices. To mitigate the impact and control variable costs,

we have maximized the usage of locally available coal, which remains competitively priced, by optimizing the fuel mix.

Diesel and lubricants have also witnessed substantial price increases. Limited availability and supply rationing have placed pressure on transporters, who have sought freight rate revisions. However, we have been able to manage the situation without any major cost escalation so far.

A significant challenge has been in the procurement of sweetener, where our requirement of approximately 50 KT per month is being maintained at existing prices despite repeated requests from suppliers for price increases.

The packaging industry has also been adversely affected, as polymer granules—the primary raw material for packaging—are by-products of refineries. Supply constraints and higher costs have impacted packaging material availability and pricing.

Slag, which is a key raw material for our composite cement production, has not experienced any major disruption. Therefore, the slag supply remained adequate during FY26.

Despite the prevailing turbulence, we have ensured seamless inflow of most raw materials. The only notable exception has been imported natural gypsum, where availability has reduced and prices have risen sharply. To address this challenge, we have successfully increased sourcing of alternative chemical gypsum from domestic sources.

We remain hopeful of a gradual restoration of normalcy during FY27. Nevertheless, uncertainties and the lingering effects of the conflict continue to pose potential risks to supply chains and input costs.

C.3. Opportunities and Outlook

Housing & Real Estate:

- I. PMAY (Pradhan Mantri Awas Yojana) -Urban Allocation of ₹18,625 crore
- II. Urban Infrastructure & Redevelopment: The budget allocates ₹10,000 crore for the Urban Challenge Fund to support brownfield projects and urban redevelopment.
- III. Tier II & III Focus: A new initiative for mapping and developing Tier II and III city economic regions, with an allocation of ₹ 5,000 crore per region over a five-year period.
- IV. The Atal Mission for Rejuvenation and Urban Transformation (AMRUT) received ₹ 8,000 crore for upgrading water supply, sewerage, and drainage systems
- V. Delivering a powerful push to Infrastructure:
 - Industrial Revival: A scheme to revive 200 legacy industrial clusters, focusing on technology and infrastructure upgrading.
 - High-Speed Rail: Development of seven high speed rail corridors as 'Growth Connectors'.
 - Public capital expenditure to be increased to ₹12.2 lakh crore in FY27

- Infrastructure Risk Guarantee Fund to strengthen the confidence of private developers regarding risks during infrastructure development and construction phase.
- To accelerate recycling of significant real estate assets of CPSEs through the setting up of dedicated REITs.
- To promote environmentally sustainable movement of cargo a New Dedicated Freight Corridors to be established connecting Dankuni in the East, to Surat in the West and 20 new National Waterways (NW) to be operationalised over next 5 years, starting with NW-5 in Odisha to connect mineral rich areas of Talcher and Angul and industrial centres like Kalinga Nagar to the Ports of Paradip and Dhamra.

• Industrial Development:

The Company foresees no let-up in cement demand in the construction sector. Key drivers are the provisions in the FY 27 budget

- i. A Scheme for Enhancement of Construction and Infrastructure Equipment (CIE) to be introduced, to strengthen domestic manufacturing of high value and technologically advanced equipment.
- ii. Medical Tourism: Five new regional medical hubs to be established to promote medical tourism.
- iii. SME Growth Fund: A ₹10,000 crore fund proposed to create MSME 'future champions'.
- iv. Semiconductor Mission 2.0: Launch of the next phase of the semiconductor mission.
- v. Rare Earth Corridors: Specialized corridors established in Odisha, Kerala, Andhra Pradesh, and Tamil Nadu.

C.4. Threats

Supply chains and fuel prices continue to face pressure due to the ongoing conflict in the Middle East. Global demand remains subdued, with the IMF projecting only modest growth in world GDP. The evolving tariff structure is adding uncertainty to international trade and investment decisions. In addition, foreign portfolio investment recorded a net outflow of approximately US\$16.4 billion in FY26, reflecting heightened global risk aversion. We believe that fuel conservation measures, prudent monetary management, diversification of supply chains, and effective foreign exchange management will help mitigate these challenges and provide some relief



D. Company Review - Operational and Financial Performance

A snapshot of the Company's financial performance for FY26 compared with FY25 is as under:

(INR in million)		
Particulars	FY26	FY25
Revenue from Operations	23,295.9	21,488.8
Power & Fuel Cost	6,111.0	5,594.4
Freight and forwarding expenses	3,458.3	3,279.7
EBITDA (including other income)	3,185.8	2,848.9
Earning before exceptional items, Interest and tax	2,095.5	1,751.0
Finance Cost	177.6	292.9
Net Profit after Tax	1,339.7	1,067.5
Earnings Per Share (EPS) – INR	5.9	4.7
Book Value Per Share – INR	60.5	61.6

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

Particulars	FY26	FY25	Change
Trade Receivables Ratio (Days)	7.20	7.48	-3.80%
Inventory Turnover (Finished Goods)(Days)	7.17	7.87	-8.82%
Interest Coverage Ratio (in times)	84.18	31.00	171.52%
Current Ratio (in times)	1.10	1.09	1.06%
Debt Equity Ratio (in times)	-	0.05	-
Operating Profit Margin (%)	12.39	11.19	1.2%
Net Profit Margin (%)	5.79	4.99	0.8%
Return on Net Worth (%)	9.68	7.45	2.2%

The primary reason for change in the Interest Coverage Ratio and Debt Equity Ratio is due to repayment of borrowings during the year.

Digitization initiatives:

Company undertook the following process improvements in FY26:

Project	Benefits
SafetyZone Application	- The mobile application is designed to log Safety Zone visits conducted by officials within their assigned zones, helping strengthen safety compliance across all plant locations. - The app activates the QR scanner only when the device is detected within a valid location boundary (based on GPS). - To enhance security, real-time selfie authentication is implemented during check-in using the device's front camera, ensuring the presence of the actual user.

- A zone-specific questionnaire is provided for officials to complete during each visit.
- The app can redirect users to the SafetyAssure application when they need to report a near-miss incident.
- Dashboards and reports are available to monitor routine Safety Zone visits, supporting analysis and management-level reporting.

HCSan2Join Application

- An application designed to capture contractor, mason, retailer and other details during meetings/events using QR codes or SMS.
- QR codes are generated via the mSFA system using the meeting ID, embedding event-specific details.
- Influencers can record their attendance by scanning the QR code (for smartphone users with WhatsApp) or via SMS (for basic phone users).
- Enables real-time reporting and dashboard visibility through a web-based portal.

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 13% in FY26 as compared to 10% in FY25. 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 strengthen customer centricity and drive sustainable growth, we continued to enhance our digitally enabled customer service ecosystem during FY26.

Building on the strong foundation of the Sales Excellence Program—RISE launched in FY24, FY26 was focused on institutionalizing best practices and scaling high-impact initiatives across markets. The program continued to sharpen our competitive edge through targeted interventions in branding, customer engagement, channel expansion, and sales capability development.

As part of RISE, multiple strategic initiatives were undertaken during the year to improve sales productivity, strengthen market presence, and drive profitable growth across key focus segments.

Training and Learning Programs -

We now have a continuous learning program aligned with business objectives via a learning academy run by an internal trainer and enabled by regional HRBPs to ensure continuous up-skilling of field team.

To drive profitability and topline, we have a 4-pronged strategy as given below.

1. Sell More of Premium Products: Targeting a salience of >20% for Power Shield to enable higher realizations
2. Sell More in Focus Markets: High NSR markets being the focus of sales to improve profitability
3. Move Less and Handle Less: Convert more orders to direct dispatch

To effectively execute this policy, we focus on the following competency areas in our learning and development programs

- a) Sales Skill: Selling skills, delivering the right pitch, understanding the client
- b) Product Knowledge: Value proposition, selling VAPs, dealing with engineers and architects
- c) Commercial Acumen: Price dynamics, volume and EBITDA analysis
- d) Behavioral and Soft Skills: Personality development and leadership styles

CRM Enhancements –

Our CRM ecosystem is a continuously evolving piece, and we have added the following enhancements in the last year.

1. CRM for Nontrade: 20% of our sales come from non-trade channel and we have extended CRM to the Non-Trade team to drive structured approach to building and maintaining relationships with the institutional clients
2. Scan2Join: With the implementation of Scan2Join, we will be able to capture details of all influences we engage with and create customized engagement plans for greater efficacy. We now have a 360° view of the transactions, redemptions and engagement

Sambandh + Influencer Loyalty Program

Our enhanced influencer loyalty program has entered its 3rd year and have been pivotal in driving success of our

premium Product – Power Shield. While the overall influencer sales remain between 45% – 50% of the trade sales, Sambandh+ has given us more than 10k active monthly influencers driving sales of our premium products

Launch of Scan2Join has further strengthened the reach of the loyalty program and has given us the ability to track the engagement at an individual level. **Mitigation Measure:** We will focus on cost reduction measures, de-bottlenecking, improvements in efficiency parameters, new projects and new geographies.

Power Shield Sales

Our total Power Shield sales have achieved an overall salience of 17% in most areas and we are now striving for >20% in FY27.

Our channel penetration for Power Shield has increased from 48% in FY25 to 68% in FY26 and improving numeric reach has been the key reason behind the scale-up of our premium products.

Social and Digital Media

During FY 2025–26, the Company strengthened its digital presence through sustained engagement and focused content strategies across key social media platforms. Here are the key highlights of our growth:

- The Company's Facebook community grew by 31,405 followers, reaching a total base of 2,08,307 followers.
- Instagram witnessed an increase of 22,103 followers, taking the total to 32,539.
- YouTube recorded a substantial growth of 90,801 subscribers, bringing the overall subscriber base to 2,16,774.

This steady growth reflects the Company's commitment to building meaningful digital connections with its stakeholders.

Throughout the year, HeidelbergCement consistently leveraged social media platforms to communicate its brand ethos, values, and initiatives. A diverse mix of content, including regular posts and interactive stories, was deployed to effectively showcase the Company's positioning and strengthen audience engagement. These efforts ensured a consistent brand voice and enhanced visibility across digital touchpoints.

In addition to organic growth, the Company made strategic investments in digital communication through Meta and Google platforms to amplify its outreach. Campaigns executed on Meta platforms achieved a reach of approximately 92.77 million users and generated around 717.45 million impressions. Simultaneously, Google-led campaigns reached about 73.47 million users, delivering nearly 293.38 million impressions.

These targeted digital initiatives significantly enhanced brand awareness and reinforced HeidelbergCement's position in the competitive landscape.



F. Business Risks and Concerns

The Company's foreseeable risks are monitored and mitigated through controls, diversification, contracts, insurance where available and contingency plans.

Major business risks and their mitigation strategies are as follows:

I. Economic Risk:

India is at a risk to be drawn into the global conflicts. The Middle East North Africa region trade with India is USD 225 and almost 50% of energy supplies as in early 2026. The fall in rupee value vis-à-vis major currencies is further compounding the risk.

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

II. Supply Risk:

- External Risks: Ex - Shortage risk, Supply risk, Environmental risk and Business risk.
- Internal Risks: Ex - Manufacturing Risks, Business Risks, Planning and Control Risks and Mitigation and Contingency. Unviable import prices is driving indigenous demand and prices.

Mitigation Measure:

- Foreseeing the ongoing conflicts, we have initiated increasing dependency on indigenous with timely contracts that helped us to mitigate high prices of fuels. With sufficient stocks of coal and petcoke, we focused on viable fuels with change in fuel mix that helps us to maintain prices within budget.
- We have focused on raw material stocks since war broke envisaging that diesel/fuel prices will impact future stocks and prices by increasing supplier base and securing quantities timely wherein now we are in comfortable position for next two quarters with minimal effect.
- We have also moved towards indigenous chemical gypsum for our cementitious material with initiative starting from 2024 and now our chemical gypsum substitute rate is more than 28% reducing drastically dependency on natural gypsum imported from Oman.
- Towards sustainability, cost effective measures and reducing variable cost, we are focusing on maximizing PPC based cement with a target of approximately 1.5 Mn of fly-ash for FY27 sourcing from various sources with even pushing conditioned and wet fly-ash.
- We have also developed various sources of Slag for continuous and uninterrupted supply of slag for producing composite cement with contracts in place securing 2 Mn tons per annum. This initiative is also towards sustainability with a goal of increasing Clinker to Cement ratio.

- We are continuously trying to maintain leadership in AFR usage not only towards sustainability but also towards reducing variable cost being AFR cheaper than fossil fuels and petcoke in current risk scenario. With continuous investment in technology and modifications, your company has demonstrated a remarkable improvement in AFR consumption by increasing from 1.0% in FY 2021–22 to 10.63% in FY 2025–26, through the successful processing and utilization of 79.7 KT of Alternate Fuels.

- Our centralization concept since mid-2024 has shown visible results by increased SAP Ariba usage of RFQs and e-auctions, bundling of PRs, volumes, annual rate contracts with periodical reviews towards improved efficiency, traceability, accountability. The following are the highlights of centralization and digitization:

- Started service buying through catalogues, faster order conversion
- Adoption of different sourcing strategies like Japanese E-Auction Dutch Auction in services and many other items.
- OEM De-coding: Broken the myth of OEM supplier that good quality is only associated with OEMs.
- Developed new suppliers with same or better technical capabilities.
- Achieved more than 92% in Suppliers Responsibility Index

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

Mitigation Measure:

- Installing Cement Blending and Grinding Unit at Sri Singhaji Thermal Power Plant, Dongalia, Khandwa for market expansion in western Madhya Pradesh.
- Scaling up the volume of power shield brand.
- Scaling of OPC 43 grade cement to defend our non-trade key markets.
- Continue to balance of extracting from Home and distant markets.
- Developing new markets in Rajasthan and Western UP.

G. Internal Control Systems

The Company has established automated and digitalized processes for internal control and compliance systems that are regularly updated to minimize human interventions. These are discussed in the meetings of Audit Committee along with 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. To build a structured and sustainable learning ecosystem that strengthens the Sales & Marketing function and develops future leaders, HCIL has expanded its capability-building efforts by launching a focused Sales Training Academy. The key training programs under the Sales Training Academy include:
 - i. Selling Skills & Personality Development Training
 - ii. Breakthrough in Managerial Effectiveness Training
 - iii. Mind Unlimited Training
 - iv. Product Training
 - v. Prospect Training
 - vi. Technical Training
- b. HCIL is scheduled to launch dedicated Learning Management System (LMS) for Sales & Marketing function, during May'2026. The LMS will offer

specialised e-learning modules including videos and post training assessments. The e-learning will be accessible both on Desktop and Mobile applications and all Sales & Marketing employees can periodically pursue and complete assigned trainings to them. Following proposed modules will be launched:

- I. Prospect Module
 - II. Selling Skills Module
- c. International Women's Day Celebrations at HCIL :

As part of the celebration, we hosted a Women's Day Financial Empowerment Session, aimed at reinforcing greater financial awareness, confidence, and independence for all women employees. The session highlighted the importance of thoughtful financial planning and informed decision-making, encouraging our team members to take meaningful steps towards ensuring a more secure and stable future. Aligned with this year's theme, "Give To Gain," we believe that when we give ourselves the gift of financial knowledge and clarity, we gain confidence, security, and long-term stability.
 - d. To systematically evaluate and enhance capabilities of blue collared workers, skill matrix assessments have been successfully implemented at Jhansi. This initiative helps us identify skill gaps and deploy targeted training interventions. As a result, we are seeing improvements in productivity, quality, and workplace safety.

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 2025 to 31 March 2026
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 DIN: 09561918 - 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 5 Regional Marketing Offices	9
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:

- The Company serves customers through trade and non-trade segments. The trade segment primarily comprises dealers and retailers. Dealers procure cement from the Company and make the products available to retailers and customers within their respective markets. Retailers cater to the requirements of retail customers and facilitate the availability of cement at the local market level. Retail customers represent the end-user segment that purchases cement for residential construction, renovation and other building-related requirements.
- The Company's non-trade segment comprises institutional customers that procure cement directly for their construction and development activities. These customers primarily include real estate developers, infrastructure companies and government departments. Real estate developers purchase cement for residential, commercial and other real estate projects. Infrastructure companies procure cement for the development of roads, bridges and other infrastructure projects. Government departments may purchase cement for public construction and infrastructure development activities undertaken by them.
- Accordingly, the Company's customer base covers both trade and institutional segments. The trade segment includes dealers, retailers and retail customers, while the non-trade segment includes real estate developers, infrastructure companies and government departments. These customer categories have different requirements depending on the nature, scale and location of their respective construction activities.

IV. Employees

20. Details as on 31 March, 2026

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)	734	712	97.00%	22	3.00%
2	Other than Permanent (E)	7	6	85.71%	1	14.29%
3	Total employees (D +E)	741	718	96.90%	23	3.10%
WORKERS						
1	Permanent (F)	224	223	99.55%	1	0.45%
2	Other than Permanent (G)	0	0	0	0	0
3	Total workers (F +G)	224	223	99.55%	1	0.45%

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)	1	1	100%	0	0
2	Other than Permanent (E)	0	0	0	0	0
3	Total differently abled employees (D+E)	1	1	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	1	16.67%
Key Management Personnel	4	0	0

22. Turnover rate for permanent employees and workers

	FY 2025-26			FY 2024-25			FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	14.76%	9.76%	14.62%	22.03%	11.11%	21.76%	18.18%	18.75%	18.19%
Permanent Workers	15.55%	0.00%	15.48%	17.58%	0.00%	17.52%	15.14%	0.00%	15.09%

Note: The employee turnover rates for the previous financial years have been restated to ensure consistency with the revised calculation methodology adopted during FY 2025-26. Accordingly, the restated figures may differ from those previously reported.

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	-	No

Note: Heidelberg Materials South Asia B.V. holds 69.39% of shares in HCIL.

VI. CSR Details

24	I. Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes
	ii. Turnover (in Rs.) 23,295.9 Million
	iii. Net worth (in Rs.) 13,718.51 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 2025-26		Remarks	FY 2024-25		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	00	-	-	01	-	Closed
Investors (other than shareholders)	Yes	00	-		00	-	-
Shareholders	Yes	02	-	Closed	01	-	Closed
Employees and workers	Yes	23	-	Closed	35	-	Closed
Customers	Yes	81	-	Complaints related to slow setting, low strength, cracks etc.	77	03	Complaints related to slow setting, low strength, cracks etc.
Value Chain Partners	Yes	00	-	-	01	-	Closed
Other	-	00	-	-	-	-	-

*The Management has implemented a comprehensive Grievance Redressal Policy, namely the Vigil Mechanism/Whistle Blower Policy, to facilitate the reporting and resolution of grievances in a fair, transparent, and confidential manner. The policy provides a structured framework and clearly defined procedures for the submission, investigation, and resolution of complaints. The Company has also constituted a Prevention of Sexual Harassment (POSH) Committee to address complaints relating to sexual harassment at the workplace.

In addition, Heidelberg Materials Group has established a compliance hotline, "SpeakUp", which enables employees and vendors across all Group subsidiaries to anonymously report compliance-related concerns. In line with the Group's commitment to ethical business practices, HCIL has extended this facility to its employees and vendors for reporting compliance incidents.

Further, the Company has installed suggestion boxes at its locations to provide employees with an additional channel for anonymously submitting suggestions, concerns, or complaints. The Company also regularly conducts town hall meetings, providing employees with an open platform to directly share feedback, suggestions, and concerns with the Management. These forums promote transparent communication, encourage employee participation, and strengthen engagement across the organization.

Customers can lodge product and service complaints through multiple established channels. Most grievances are raised verbally directly with the respective sales channel or distributor at the point of purchase. Additionally, customers utilize the dedicated customer care numbers printed on all cement packaging. A minimal number of complaints are also received and recorded via formal email correspondence.

Further, the Company maintains a robust and transparent grievance redressal mechanism to safeguard investor interests. Shareholders and investors can formally register their grievances through multiple designated platforms, including a dedicated email portal i.e. "investors.mcl@mycem.in and the online SEBI Complaints Redress System (SCORES) portal. All received grievances are systematically logged, tracked, and reviewed by the Company Secretary and Compliance Officer to ensure timely and equitable resolution in accordance with statutory timelines.

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	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. 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 is generated through both the calcination of limestone and fuel combustion. Such emissions potentially contribute to global warming, thereby exerting the potential to influence business continuity and even precipitate disruptions.	The Company is meticulously planning and implementing various measures for controlling the emission within the permissible limits and also taken initiatives for transitioning to green power sources, increasing power generation from waste heat recovery generation system, and investing in alternative fuels handling and storage facility to increase Thermal Substitution Rate (TSR). The above measures help reduce CO ₂ emission per tonne of cement produced by the Company. Our Green Power share has increased from 36% in FY2024-25 to 43% in FY2025-26. Also, with the efforts by the Management, Company could reduce CO ₂ emission per tonne of cement (Total Scope) 1 and Scope 2 emission intensity) to 496 kg/t in FY2025-26 as compared to 530 kg in FY2024-25.	Negative
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

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)
4	Community development	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. As a responsible corporate citizen, the Company strives to improve the standard of living of the beneficiaries. We are committed to supporting social and economic development of our neighboring communities.	Not applicable	Positive
5	Water Management	Risk	Water is essential for 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, horticulture and dust suppression. On site water harvesting systems further contribute to aquifer recharge as a result of which we are water positive by 4.17 times.	Negative
		Opportunity	By adopting rainwater 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
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)									
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	UN Global Compact ISO 26000 GRI Standards UN Sustainable Development Goals (SDGs)	ISO 9001, BIS Standards GreenPro Certification GCCA guidelines GRI Standards UN SDGs	ISO 45001 ILO Principles ISO 26000 GCCA guidelines GRI Standards UN SDGs	GRI Standards UN SDGs	UN Global Compact ILO Principles ISO 26000 GRI Standards UN SDGs	ISO 14001 ISO 50001 ISO 14046 UN Global Compact GRI Standards GCCA guidelines UN SDGs	GRI Standards UN SDGs	ISO 26000 GRI Standards UN SDGs	BIS Standards GreenPro certification GRI Standards UN SDGs
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any	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 the year 2017. These commitments have been aligned with the United Nations Sustainable Development Goals (SDGs) ratified in the year 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. 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. As a responsible corporate citizen, the Company is committed to mitigating climate-related impacts and enhancing environmental sustainability across its operations. It has set a target to maintain ambient temperatures at its plants at least 2°C below the temperature prevailing within a one-kilometre radius of the facilities. During FY26, the Company achieved a temperature reduction of 0.98°C against the targeted reduction of 2°C. Additionally, the Company has established a target to maintain CO₂ emissions at less than 500 kg per tonne of cement produced and continues to implement measures aimed at improving its carbon efficiency and environmental performance. 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								

S. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
POLICY AND MANAGEMENT PROCESSES										
6.	Performance of the entity against specific commitments, goals and targets along-with reasons in case the same are not met.	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. Please refer to the Sustainability section of the Company at Company's website. The weblink for which is https://www.mycemco.com/enviroment								

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)

As a responsible cement manufacturer, the Company remains steadfast in its commitment to the principles of Business Responsibility and Sustainability Reporting (BRSR), Environmental, Social and Governance (ESG) excellence, inclusive growth, the United Nations Sustainable Development Goals (UN SDGs), and the broader sustainability priorities of the nation.

We are committed to continually enhancing our ESG performance by effectively managing and mitigating environmental and social impacts across our operations, while creating long-term value for all stakeholders through sustainable business practices.

Sustainability, innovation, and social responsibility are integral to our business strategy. We remain focused on reducing our environmental footprint, improving resource efficiency, and advancing our transition towards a low-carbon future. At the same time, we actively invest in community development, social inclusion, and stakeholder empowerment initiatives, fostering sustainable growth and shared prosperity.

Through responsible operations and a forward-looking approach, the Company seeks to create positive environmental and social outcomes while delivering enduring value to society, the economy, and future generations.

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 -								
	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 Company's Business Responsibility and Sustainability policies are reviewed periodically, and whenever required, by the Senior Management to assess their effectiveness, alignment with business priorities, and compliance with applicable laws, regulations, and statutory requirements. Necessary revisions are carried out based on the outcome of such reviews, regulator developments, and evolving sustainability considerations.																	
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					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	8	Updates on Sustainability aspects and CSR initiatives undertaken	92%
Key Managerial Personnel (KMP)	8	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	77	Compliance Basics, Code of Conduct, Safety, Competencies, Sustainability, Whistle Blower Policy, Prevention of Sexual Harassment at Workplace, Cyber Security, Anti-corruption, Competition etc.	100%
Workers	42	Skill Upgradation, Safety trainings, Emergency, Hazards, Waste Management, First Aid, Core Values and others	66%

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 Requirements) 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 established comprehensive Anti-Corruption Guidelines, which have been adopted and implemented by HCIL as an integral part of its compliance framework. The Group's compliance programme is designed to prevent corruption and promote ethical business conduct across all Group companies and employees.

The Company's Code of Business Conduct, particularly the provisions relating to Anti-Corruption, Gifts, Hospitality and Benefits, and Conflicts of Interest, sets out the fundamental principles governing ethical conduct and integrity in business dealings. The Anti-Corruption Guidelines further supplement these principles by providing detailed guidance to employees on identifying, preventing, and addressing corruption-related risks.

The Guidelines apply to all entities within the Heidelberg Materials Group and prohibit not only corrupt practices that may constitute offences under applicable laws but also conduct that may give rise to actual or perceived conflicts of interest or otherwise be considered unethical. This approach reflects the Group's commitment to maintaining the highest standards of integrity and avoiding any situation that could create an impression that business or governmental decisions have been improperly influenced through the offering, solicitation, or acceptance of any undue advantage.

In addition, the Company has implemented a Code of Conduct that requires all employees to uphold the highest standards of personal and professional ethics, integrity, transparency, and accountability, while ensuring strict compliance with applicable laws, regulations, and internal policies.

For further details, please refer to the Company's Code of Conduct at 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 changes of bribery/corruption.

	FY 2025-26	FY 2024-25
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints about conflict of interest.

	FY 2025-26		FY 2024-25	
	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 2025-26	FY 2024-25
	41.9	43.8

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 2025-26	FY 2024-25
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	68.20%	68.5%
	b. Number of dealers / distributors to whom sales are made	2384	2458
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	7.33%	7.7%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	2.70%	2.39%
	b. Sales (Sales to related parties / Total Sales)	0.49%	0.44%
	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 2025-26	FY 2024-25	Details of improvements in environmental and social impact
R&D	Nil	Nil	The Company has made capex investment in Dust Collector System at Imlai Cement Grinding Plant. Dust Collector system captures dust and fine particles before they are released into the environment and helps in maintaining clean air around industrial facilities.
Capex	7.1%	7.2%	The Company has made capex investments in Alternate Fuels Project at Narsingarh clinker plant. 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 is committed to the sustainable sourcing and transportation of raw materials. Limestone, the primary raw material for cement manufacturing, is sourced through scientifically managed mining practices that promote efficient resource utilization and minimize wastage. Limestone is transported from the Patheria Mines to the Narsingarh Clinkerisation Plant through a 21-km Overland Belt Conveyor (OLBC), significantly reducing road transportation and associated carbon emissions.

The Company promotes resource conservation through the production of blended cement, which optimizes clinker and limestone consumption while extending the life of mineral reserves. Further, rail transport is preferred for the movement of bulk raw materials to reduce environmental impact.

To support circular economy principles, the Company maintains long-term arrangements for the procurement of fly ash and maximizes its utilization, including wet fly ash, within the limits prescribed by the Bureau of Indian Standards (BIS), thereby conserving natural resources and reducing the environmental footprint of its operations.

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

Major purchases, including coal, pet coke, gypsum, fly ash, sweetener limestone, equipment spares, and services, are sourced sustainably. The Company utilizes the SAP Ariba platform as its guided buying, sourcing, and contracting tool, enabling stakeholders to execute sourcing activities through a digital platform. Additionally, the Company has implemented SAP ERP to support 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 packages its cement products in bags that are frequently reused by end-users for various construction-related purposes, contributing to the circular use of resources. Further, the entire quantity of plastic packaging procured by the Company is covered under its Extended Producer Responsibility (EPR) obligations, and the Company remains fully compliant with applicable EPR requirements and regulatory provisions.

(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 CPCB/SPCB authorised registered recyclers.

(c) Hazardous waste:

The Hazardous waste generated in the cement production process, is sold to the CPCB/SPCB authorised 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 other non-hazardous waste as an alternative fuel and waste/by-products of other industries viz., fly ash, slag, pet coke and red mud chemical gypsum, slag 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 we have complied with the plan submitted to the Pollution Control Board.

Cement bags get recycled during use in phases 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	712	712	100%	712	100%	0	0	0	0	0	0
Female	22	22	100%	22	100%	22	100%	0	0	0	0
Total	734	734	100%	734	100%	22	100%	0	0	0	0
OTHER THAN PERMANENT EMPLOYEES											
Male	6	0	0	0	0	0	0	0	0	0	0
Female	1	0	0	0	0	0	0	0	0	0	0
Total	7	0	0	0	0	0	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	223	223	100%	223	100%	0	0	0	0	0	0
Female	1	1	100%	1	100%	1	100%	0	0	0	0
Total	224	224	100%	224	100%	1	100%	0	0	0	0
OTHER THAN PERMANENT WORKERS											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

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

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the Company	0.17%	0.18%

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

Benefits	FY 2025-26			FY 2024-25		
	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 implemented a robust Whistle-blower Policy and Compliance Hotline, namely “Speak Up”, accessible through web-based and telephonic channels, to facilitate the confidential reporting of ethical, compliance, and workplace-related concerns. Through this platform, employees, vendors, and other stakeholders can raise grievances or concerns, reinforcing a culture of transparency, accountability, and trust. Additionally, suggestion boxes have been installed at plant locations to encourage employees and workers to share feedback, suggestions, and concerns.
Other than Permanent Employees	
Permanent Workers	
Other than Permanent Workers	To foster open communication and employee engagement, the Company conducts regular Town Hall meetings, providing employees with opportunities to interact with leadership and share feedback. Further, an Internal Committee has been constituted to address and resolve complaints under the Prevention of Sexual Harassment (POSH) framework, ensuring a safe, respectful, and inclusive workplace.

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

Category	FY 2025-26			FY 2024-25		
	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	734	0	0	716	0	0
- Male	712	0	0	697	0	0
- Female	22	0	0	19	0	0
Total Permanent Workers	224	224	100%	254	254	100%
- Male	223	223	100%	253	253	100%
- Female	1	1	100%	1	1	100%

8. Details of training given to employees and workers

Category	FY 2025-26					FY 2024-25				
	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	712	289	41%	633	89%	697	469	67%	399	57%
Female	22	2	9%	12	55%	19	4	22%	12	63%
Total	734	291	40%	645	88%	716	473	66%	411	57%
WORKERS										
Male	223	76	34%	127	57%	253	143	57%	116	46%
Female	1	0	0	0	0	1	1	100%	0	0
Total	224	76	34%	127	57%	254	144	56%	116	46%

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

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
EMPLOYEES						
Male	712	712	100%	697	593	85%
Female	22	17	77%	19	15	79%
Total	734	729	99%	716	608	85%
WORKERS						
Male	223	157	70%	253	253	100%
Female	1	0	0	1	1	100%
Total	224	157	70%	254	254	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 **TÜV SÜD 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
- Structured permit to work system
- Deployment of secure machinery and well maintained equipment
- Installation of firefighting systems fully equipped for emergencies
- Sustained housekeeping practices to ensure a clean and organized workspace
- Routine safety audits to monitor compliance and drive continuous improvement
- Skilled and safety conscious 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.

- Initial response includes isolating the hazardous area to prevent access and potential exposure.
- Affected zone cordoned off to restrict entry.
- Operational team alerted promptly to assess the situation.
- Remedial and preventive actions implemented 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 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.17	0.18
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

Note: *Including in the contract workforce

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 TÜV SÜD South Asia Private Limited.

- External safety audits are conducted annually by TÜV auditors, complemented by semi annual internal audits.
- Top management safety rounds are carried out by the Managing Director, Director Technical, and Technical Cluster Head during plant visits, accompanied by Plant Managers and HoDs, reinforcing leadership's commitment to safety.
- Quarterly inspections are conducted by the Head of Safety, with detailed reports submitted for timely compliance and corrective action.
- Permit to Work system ensures authorized employees reinstate all equipment guards and protective measures before closing permits.

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

- Monthly safety gate meetings.
- Monthly safety themes and communications.
- Plant Safety Star Award programme (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 corrective measures.

Digital Safety Reporting: The Company has launched the SafetyAssure app, enabling employees to report near misses—including unsafe behaviors and hazardous conditions—in real time. Learnings from reported incidents are promptly disseminated across all plants to ensure collective risk mitigation.



Accountability:

- Violations of Safety Cardinal Rules result in formal warning letters to the responsible engineer or manager, reinforcing behavioral accountability.
- Workers and contractors must strictly follow the Company's Safety Cardinal Rules and wear appropriate PPE.

Mandatory Safety Rules include:

- Correct and consistent use of PPE for specific tasks.
- Isolation of equipment from energy sources before work begins.
- Safeguards reinstated before equipment restart.
- Confined space entry only by competent personnel with valid permits.
- Reporting and investigation of workplace issues for corrective action.
- Strict adherence to traffic safety norms by all drivers.

Further requirements are defined in Group safety guidelines and plant specific documents, which are periodically reviewed and updated. Non compliance is taken seriously across all plants.

Commitment: The Company is dedicated to conducting business in a manner that causes no harm to individuals, continually striving 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 2025-26			FY 2024-25		
	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:

- 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.
- Clean Site / Safe Site initiative implemented across all plants.
- Health & Safety competency training for frontline engineers and managers.
- Contractor Safety Requirements training for contractors and 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 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.
- LOTOTO System – The “One Person, One Lock” principle (when several people are operating on the same equipment over a given period, each person must apply their own personal lock).
- Health & Safety competency enhancement training conducted for employees and contractors.
- High risk operational training and compliance verification conducted for contractor workers.

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, Company Product Strategy 2. Updation on new laws and applicability 3. Customer Queries & feedback
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

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
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

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

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
EMPLOYEES						
Permanent	734	528	72%	716	471	66%
Other than permanent	00	00	00	00	00	00%
Total employees	734	528	72%	716	471	66%
WORKERS						
Permanent	224	148	66%	254	143	56%
Other than permanent	00	00	00	00	00	00%
Total workers	224	148	66%	254	143	56%

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

Category	FY 2025-26					FY 2024-25						
	Total (A)		Equal to minimum wage		More than minimum wage		Total (D)		Equal to minimum wage		More than minimum wage	
	No. (B)	% (B/A)	No. (C)	% (C/A)			No. (E)	% (E/D)	No. F	% (F/D)		
EMPLOYEES												
Permanent	734						716					
Male	712	00	00	712	100%		697	00	00	697	100%	
Female	22	00	00	22	100%		19	00	00	19	100%	
Non-permanent	7						7					
Male	6	00	00	6	100%		6	00	00	6	100%	
Female	1	00	00	1	100%		1	00	00	1	100%	
WORKERS												
Permanent	224						254					
Male	223	00	00	223	100%		253	00	00	253	100%	
Female	1	00	00	1	100%		1	00	00	1	100%	
Non-permanent	0						00					
Male	00	00	00	00	00		00	00	00	00	00	
Female	00	00	00	00	00		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	3,05,89,712	NIL	NIL
KMP (other than BoD)	02	2,31,67,329	NIL	NIL
Employees other than BOD & KMP	709	8,86,218	22	11,83,818
Workers	223	6,80,718	1	7,47,335

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

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages.	3.71%	3.32%

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 maintains a Human Rights Policy Statement aligned with the UN Guiding Principles, ensuring all employees and workers are fully familiarised with these standards. In FY2025–26, the Company conducted a plant-level Human Rights Risk Assessment. A designated risk coordinator interviewed executive and management personnel to identify potential risks and implement preventive and mitigating measures. The findings and compliance status were subsequently reported to senior management.

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

We maintain a confidential and anonymous compliance hotline under our Grievance Redressal Policy and Vigil Mechanism. Employees, suppliers, and contractors can use this channel to report any breaches of social or professional standards. To guarantee an unbiased process, the Ethics Counsellor and the Chairperson of the Audit Committee oversee all Whistleblower investigations. We strictly protect complainant rights, maintain absolute confidentiality, and ensure fair, timely resolutions free from retaliation. For sexual harassment concerns, employees can submit a formal written complaint directly to the POSH Committee or its Chairperson.

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

Category	FY 2025-26			FY 2024-25		
	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	00	00	00	00	00	00
Discrimination at workplace	00	00	00	00	00	00
Child Labour	00	00	00	00	00	00
Forced /Involuntary Labour	00	00	00	00	00	00
Wages	00	00	00	00	00	00
Other	23	00	Closed	35	00	Closed

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

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment 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 :

To safeguard complainants from any adverse consequences in cases of discrimination and harassment, the Company has established robust mechanisms to ensure a fair, impartial, and transparent resolution process. A key feature of this framework is the inclusion of external members on the decision-making committee. These independent members provide an objective perspective, helping to maintain the integrity, neutrality, and credibility of the proceedings. All complaints received are investigated promptly, thoroughly, and in accordance with established procedures.

In matters relating to the Prevention of Sexual Harassment (POSH), where a complainant is dissatisfied with the outcome or where issues remain unresolved through the Internal Committee, the complainant has the right to seek legal recourse. This provides an additional layer of protection and ensures access to appropriate legal remedies for addressing any harm resulting from discrimination or harassment.

Through the involvement of external members and adherence to a structured grievance resolution process, the Company demonstrates its commitment to addressing complaints fairly, transparently, and effectively. These measures are designed to support and protect complainants and to ensure that no individual is subjected to retaliation, victimisation, or any other form of adverse treatment for raising a concern.

For issues other than sexual harassment, Heidelberg Materials Group has established a compliance reporting mechanism known as “Speak Up”, which enables employees, vendors, and other stakeholders across its subsidiaries to report compliance-related concerns, including anonymously where permitted by law. In line with the Group's policy, HeidelbergCement India Limited (HCIL) has extended this facility to its employees and vendors for reporting potential compliance violations.

The Speak Up platform ensures that all reported concerns are appropriately received, documented, and escalated to the designated Compliance Officer for review and necessary action. The process is designed to uphold the principles of confidentiality, fairness, and non-retaliation. By providing a secure and accessible reporting channel, the platform fosters stakeholder confidence, reinforces a culture of integrity and accountability, and serves as an effective deterrent against misconduct.

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 2025-26	FY 2024-25
From renewable sources		
Total electricity consumption (A)	5,28,508	4,21,857
Total fuel consumption (B)	10,05,235	6,76,847
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	15,33,743	10,98,704
From non-renewable sources		
Total electricity consumption (D)	7,02,351	7,27,961
Total fuel consumption (E)	85,79,858	77,55,975
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	92,82,209	84,83,936
Total energy consumption (A+B+C+D+E+F)	1,08,15,952	95,82,640
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.00046	0.00045
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.00944	0.00935
Energy intensity in terms of physical output (GJ/ Cement Manufactured in MT)	2.35	2.17
Energy intensity (optional) - the relevant metric may be selected by the entity (GJ/ Clinker Manufactured in MT)	3.50	3.55

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

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 (ESCerts). 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 and achieved 0.0838 TOE/Ton resulting for purchase of 3854 ESCerts. However, 3854 ESCerts requirements for purchase shall be set off from the existing available ESCerts from previous cycle.

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

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	11,40,169	10,68,588
(ii) Ground Water	1,70,290	1,37,934
(iii) Third Party Water	0	0
(iv) Seawater/Desalinated Water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	13,10,459	12,06,522
Total volume of water consumption (in kilolitres)	13,10,459	12,06,522
Water intensity per rupee of turnover (Total water consumption/ Revenue from operations)	0.000056	0.000056
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.00114	0.00118
Water intensity in terms of physical output (MT waste generated / Cement Manufactured in MT)	0.28	0.27
Water intensity (optional) - the relevant metric may be selected by the entity (MT waste generated/ Clinker Manufactured in MT)	0.42	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 TÜV SÜD as per the ISO 14046.

4. Provide the following details related to water discharged.

Parameter	FY 2025-26	FY 2024-25
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 has 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 2025-26	FY 2024-25
Nox	mg/Nm ³	599.47	557.60
Sox	mg/Nm ³	25.69	31.90
Particulate matter (PM)	mg/Nm ³	50.56	49.03
Persistent organic pollutants (POP)	mg/Nm ³	4.44	0.00
Volatile organic compounds (VOC)	mg/Nm ³	0.001	0.001
Hazardous air pollutants (HAP)	mg/Nm ³	0.00	0.00
Others	-	-	-

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

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available)	TCO2e	24,92,904	22,10,214
Total Scope 2 emissions (Break-up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available)	TCO2e	1,39,690	1,44,783
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 emissions/ Revenue from operations)	TCO2e/INR	0.000113	0.000110
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	0.0023	0.002297
Total Scope 1 and Scope 2 emission intensity in terms of physical output	(Metric tonnes of CO ₂ equivalent/ Cement Manufactured in MT)	0.5723	0.5335
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)	0.8510	0.8720

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 2025-26	FY 2024-25
Total waste generated (in metric tonnes)		
Plastic waste (A)	7112.11	6817.52
E-Waste (B)	3.46	0.92
Bio-Medical Waste (C)	0.22	0.20
Construction and demolition waste (D)	0.00	0.00
Battery For (E)	4.61	3.37
Radioactive waste (F)	0.00	0.00
Other Hazardous waste (G)	71.55	67.78
Other Non-hazardous waste generated (H)	5382.07	7095.60
Total (A+B+C+D+E+F+G+H)	12,574.02	13,985.39
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.000001	0.0000007
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.0000110	0.0000136
Waste intensity in terms of physical output (MT waste generated / Cement Manufactured in MT)	0.00273	0.00317
Waste intensity (optional) - the relevant metric may be selected by the entity (MT waste generated / Clinker Manufactured in MT)	0.00406	0.00518

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	79.62	0
(ii) Re-used	0	0
(iii) Other recovery operations	7112.11	6817.52
Total	7191.73	6817.52

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	0.22	0.20
(ii) Landfilling	0.00	0.00
(iii) Other disposal operations	5382.07	7167.67
Total	5382.29	7167.87

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.
---------	----------------------------------	--------------------	--

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 2025-26.**

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 FY2025-26.

- 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 2025-26	FY 2024-25
Directly sourced from MSMEs/ small producers	9.4%	7.3%
Directly from within India	87.8%	90.3%

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 2025-26	FY 2024-25
Rural	18.9%	21.4%
Semi-urban	20.7%	19.9%
Urban	8.9%	8.6%
Metropolitan	51.5%	50.1%

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 manufactures 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 2025-26		Remarks	FY 2024-25		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	00	00		00	00	
Advertising	00	00		00	00	
Cybersecurity	00	NA		0	NA	
Delivery of essential services	NA	NA		NA	NA	
Restrictive Trade Practices	0	NA		0	NA	
Unfair Trade Practices	0	NA		0	NA	
Other	81	NA	Complaints related to slow setting, low strength, cracks etc.	77	3	Complaints 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 2025-26.

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

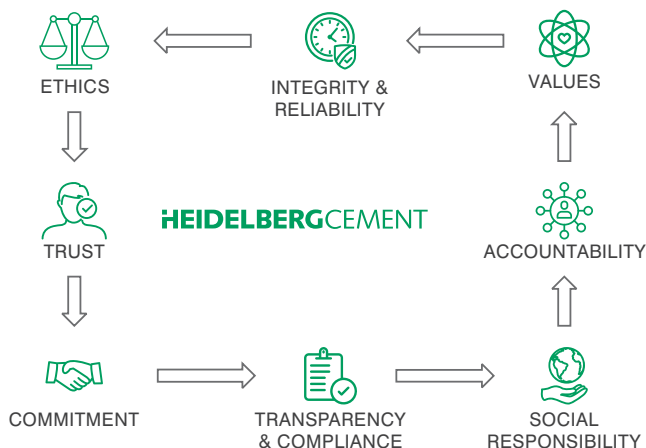
CORPORATE GOVERNANCE PHILOSOPHY

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 2026, 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 2026, 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.

During the year under review, 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.

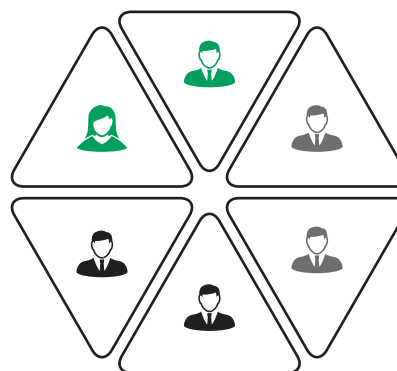
Mr. Vimal Kumar Choudhary (Holding DIN:02370072) was appointed as Non-Executive & Non-Independent Director of the Company. Further, his appointment was approved by the shareholders by passing a resolution on 08 July 2025 through Postal Ballot.

The Board of Directors of the Company, at its meeting held on 28 May 2025, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Vimal Kumar Jain as Whole-time Director of the Company for a term of three years from 10 June 2025 to 09 June 2028. The re-appointment was approved by the shareholders by passing a special resolution on 08 July 2025 through Postal Ballot.

Further, Joydeep Mukherjee (Holding DIN: 06648469) was re-appointed as Managing Director for a second term of three years with effect from 01 April 2026. The said re-appointment was approved by the shareholders at the Annual General Meeting held on 24 September 2025.

The composition of the Board as on 31 March 2026 is in conformity with Regulation 17 and 17A of the SEBI Listing Regulations.

Board Size & Composition



Independent Director

Non-Executive Director

Executive Director

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 2026 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	Brigade Hotel Ventures Limited	1	2	-
2	Mr. Atul Khosla DIN: 06476856 Non-Executive Independent Director	-	-	-	-	-
3	Mr. Roberto Callieri DIN: 05139888 Non-Executive Director	-	-	2	-	-
4	Mr. Vimal Kumar Choudhary DIN:02370072 Non-Executive Director	-	-	-	-	-
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.

Number of Board Meetings

During the financial year ended 31 March 2026, the Board of Directors met five times i.e., on 28 May 2025, 29 July 2025,

29 October 2025, 06 February 2026 and 30 March 2026. 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 2026:

Sr. No.	Name of the Director	Dates of Board Meetings held and attended during FY26					Total Board Meetings held during their tenure	Total Board Meetings attended during their tenure	Last Annual General Meeting held on 24-09-25	Number of equity shares held in the Company
		28 May 2025	29 July 2025	29 October 2025	06 February 2026	30 March 2026				
1	Ms. Jyoti Narang	✓	✓	✓	✓	✓	5	5	✓	Nil
2	Mr. Atul Khosla	✓	✓	✓	✓	✓	5	5	✓	Nil
3	Mr. Roberto Callieri	✓	X	✓	X	X	5	2	X	Nil
4	Mr. Vimal Kumar Choudhary*	NA	✓	✓	✓	✓	4	4	✓	Nil
5	Mr. Joydeep Mukherjee	✓	✓	✓	✓	✓	5	5	✓	Nil
6	Mr. Vimal Kumar Jain	✓	✓	✓	✓	✓	5	5	✓	Nil

✓ Attended x Not Attended

* Mr. Vimal Kumar Choudhary was appointed as Non-Executive Non-Independent Director w.e.f. 28 May 2025.

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	Mr. Vimal Kumar Choudhary	√	√	√	√
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 / her 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:

[Familiarization programme for Independent Directors FY26.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 2026 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	Mr. Vimal Kumar Choudhary		–	–	–	–
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 five times during FY26. 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

BOARD LEVEL COMMITTEES

The Company has the following Board Level Committees:

- Audit Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee;
- Nomination and Remuneration Committee; and
- Risk Management Committee

The Board takes all decisions with regard to constituting/reconstituting, assigning, co-opting, delegating and fixing the Terms of Reference of the Committees. Recommendations/decisions of the Committees are submitted/informed to the Board for approval/update.

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 FY26					Total Meetings held during their tenure	Total Meetings attended during their tenure
		28 May 2025	29 July 2025	29 October 2025	06 February 2026	30 March 2026		
1	Mr. Atul Khosla	✓	✓	✓	✓	✓	5	5
2	Ms. Jyoti Narang	✓	✓	✓	✓	✓	5	5
3	Ms. Soek Peng Sim*	X	NA	NA	NA	NA	1	0
3	Mr. Vimal Kumar Choudhary**	NA	✓	✓	✓	✓	4	4

*Ms. Soek Peng Sim (Holding 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, 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 FY26.

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 FY26 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 FY26				Total Meetings held during their tenure	Total Meetings attended during their tenure
		28 May 2025	29 July 2025	29 October 2025	06 February 2026		
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, two complaints were received and resolved. There was no pending investor complaint as on 31 March 2026.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of the Company met twice during FY26. 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 FY26		Total Meetings held during their tenure	Total Meetings attended during their tenure
		28 May 2025	29 October 2025		
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 two times during FY26. 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 FY26		Meetings held during their tenure	Total Meetings attended during their tenure
		29 July 2025	06 February 2026		
1	Mr. Joydeep Mukherjee	√	√	2	2
2	Ms. Jyoti Narang	√	√	2	2
3	Mr. Atul Khosla	√	√	2	2
4	Mr. Anil Kumar Sharma	√	√	2	2

√ Attended × Not Attended

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company met three times during FY26. 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 FY26			Total Meetings held during their tenure	Total Meetings attended during their tenure
		28 May 2025	29 July 2025	30 March 2026		
1	Ms. Jyoti Narang	√	√	√	3	3
2	Mr. Atul Khosla	√	√	√	3	3
3	Mr. Roberto Callieri	√	X	X	3	1

√ Attended x 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 FY26

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 01.04.2025 to 31.03.2026*
Ms. Jyoti Narang	5	5	4	3	2	2	1	19,60,000
Mr. Atul Khosla	5	5	4	3	2	2	1	19,60,000

*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-Executive Non-Independent Directors namely, Mr. Roberto Callieri and Mr. Vimal Kumar Choudhary during the financial year ended 31 March 2026.

Senior Management

The particulars of Senior Management Personnel of the Company during the Financial Year ended 31 March 2026 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
10.	Mr. Shashank Shekhar*	Country Head-Legal & Compliance

*During the year under review, the Board of Directors of the Company has, vide resolution dated 06 June 2025 passed by way of circulation, has approved the appointment of Mr. Shashank Shekhar as Country-Legal Head as part of Senior Management Personnel with effect from 06 June 2025.

Remuneration of Whole-time Director

The details of the Remuneration paid to Mr. Vimal Kumar Jain, Whole-time Director, during FY26 is given below:- (INR)

Particulars	(Amount)
Basic Salary	79,76,340
Perquisites & Allowances	1,36,82,487
Variable Pay #	79,73,724
Contribution to PF and Superannuation Fund	9,57,161
Total	3,05,89,712

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 FY26, the Independent Directors of the Company met on 30 March 2026 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 2026 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:

[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 FY26, 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 FY26, 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 from Ms. Monika Kohli, Partner, M/s. DMK Associates, Company Secretaries [FCS No. 5480 and CoP No. 4936] 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 FY26, 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 6.2 million, comprising audit fee of INR 5.7 million and reimbursement of expenses of INR 0.5 million, to its

statutory auditor, M/s. S.N. Dhawan & CO. LLP for carrying-out statutory audit for the financial year 2025-26 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. Vimal Kumar Choudhary, Non-Executive Non-Independent Director retires by rotation at the ensuing AGM and being eligible has offered himself for re-appointment. His brief profile is given in the Notice of AGM. The Board hereby recommends his re-appointment.

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
31.03.2025	24.09.2025 11:00 A.M.	Through Video Conference/ Other audio-visual means	No Special Resolution was passed
31.03.2024	25.09.2024 11:00 A.M.	Through Video Conference/ Other audio-visual means	No Special Resolution was passed
31.03.2023	27.09.2023 11.00 A.M.	Through Video Conference/ Other audio-visual means	No Special Resolution was passed

Ms. Jyoti Narang (Chairperson of Board, Stakeholders Relationship Committee and Corporate Social Responsibility Committee), Mr. Atul Khosla (Chairman of Audit Committee & Nomination & Remuneration Committee), Mr. Vimal Kumar Choudhary, 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 24 September 2025.

Postal Ballot

During FY26, the following resolution were passed by Postal Ballot through remote e-voting.

1. Special Resolution for re-appointment of Mr. Vimal Kumar Jain (DIN: 09561918) as Whole-time Director of the Company.
2. Ordinary Resolution for appointment of Mr. Vimal Kumar Choudhary (DIN: 02370072) as Non-Executive & Non Independent Director of the Company.

Details of voting patterns are given below:

1) Resolution for re-appointment of Mr. Vimal Kumar Jain:

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
Re-appointment of Mr. Vimal Kumar Jain (DIN: 09561918) as Whole-time Director of the Company	199,160,502	198,673,101	487,401	99.7553	0.2447

2) Resolution for appointment of Mr. Vimal Kumar Choudhary:

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
Re-appointment of Mr. Vimal Kumar Choudhary (DIN: 02370072) Non-Executive & Non-Independent Director	199,158,376	198,346,882	811,494	99.5925	0.4075

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. Deepak Kukreja, Partner, M/s DMK Associates (ICSI Membership No. 4140 and CP No. 8265) 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. The Postal Ballot Notice along with the Explanatory Statement was 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 casted 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 Chairperson/person authorised by the Board of Directors and the results of voting by the postal ballot 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 2026

Day : Thursday

Time : 1.30 P.M. (IST)

Venue : Through Video Conferencing Facility or Other Audio-Visual Means.

Financial Calendar for FY26

Proposed Board Meetings for approving quarterly financial results for the financial year 2026-27 are as under:

Approval of the financial results for the quarter ending 30 June 2026, 30 September 2026 and 31 December 2026.	Within 45 days from the end of the respective quarter.
---	--

Audited financial results for financial year ending 31 March 2027.	Within 60 days from the end of the financial year.
--	--

AGM for the financial year ending 31 March 2027.	August / September 2027.
--	--------------------------

Dividend: The Board of Directors has recommended Dividend of INR 7 per equity share of INR 10 each (70%) for FY26 (INR 7 per share for FY25), 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: 11 September 2026 for the purpose of Dividend and 17 September 2026 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 Mumbai – 400001	500292
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400051	HEIDELBERG

There are no arrears of listing fees to be paid to BSE and NSE.



Shareholding Pattern as on 31 March 2026

Category	No. of Equity Shares	% of Equity shareholding
Promoters (Foreign Body Corporate)	157244693	69.39
Mutual Funds	23972886	10.58
Financial Institutions & Banks	1765	0.00
Insurance Companies	8222105	3.63
Foreign Portfolio Investors	2612598	1.15
NRIs and Foreign National	4438532	1.96
Bodies Corporate	2133445	0.94
Trusts	5950	0.00
Resident Individuals	25786578	11.38
Clearing members	6692	0.00
HUFs	1338426	0.59
LLP	53841	0.02
Investor Education and Protection Fund (IEPF)	795605	0.35
Total	226613116	100.00

Distribution Schedule of Equity Shares as on 31 March 2026

No. of equity shares of Rs. 10 each	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1-500	73084	90.98	6910661	3.05
501-1000	3776	4.70	3028687	1.34
1001-2000	1698	2.11	2553243	1.13
2001-3000	634	0.79	1621867	0.72
3001-4000	268	0.33	965861	0.43
4001-5000	218	0.27	1029007	0.45
5001-10000	367	0.46	2768256	1.22
10001 and above	288	0.36	207735534	91.67
Total	80333	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 2026, 99.74 % 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 does not 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.

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 Ms. Monika Kohli, Partner, M/s. DMK Associates, Company Secretaries [FCS No. 5480 and CoP No. 4936] 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 FY26, 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 No. : 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 2026.

Place: Gurugram
Date: 25 May 2026

Joydeep Mukherjee
Managing Director

CORPORATE GOVERNANCE CERTIFICATE

To

The Members of

HEIDELBERGCEMENT INDIA LIMITED

1. We have examined the compliance of the conditions of corporate governance by HEIDELBERGCEMENT INDIA LIMITED ("the Company") for the year ended 31 March 2026 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations").

Management's Responsibility

2. The compliance of conditions of corporate governance is the responsibility of the management of the Company. This responsibility includes the designing, implementing and operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31 March 2026.
6. We 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 DMK ASSOCIATES
Company Secretaries**

**CS MONIKA KOHLI
Partner
FCS No. 5480
COP No. 4936
Peer Review No. 6896/2025**

**Place: New Delhi
Date: 25.05.2026
UDIN : F005480H000466050**

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
CIN: (L26942HR1958FLC042301)
2nd Floor, Block-B, DLF Cyber Greens,
DLF Cyber City, Phase-III,
DLF QE, Gurgaon, Dlf Qe,
Haryana, India, 122002.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HEIDELBERGCEMENT INDIA LIMITED** having registered office at **2nd Floor, Block-B, DLF Cyber Greens, DLF Cyber City, Phase-III, DLF QE, Gurgaon, Dlf Qe, Haryana, India, 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 and 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 Director 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 ended on 31 March 2026 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 Authority.

S. No.	Name of the Director	DIN	Date of appointment in the Company
1	Ms. Jyoti Narang	00351187	18-08-2021
2	Mr. Atul Khosla	06476856	06-11-2023
3	Mr. Roberto Callieri	05139888	14-03-2024
4	Mr. Joydeep Mukherjee	06648469	01-04-2023
5	Mr. Vimal Kumar Jain	09561918	10-06-2025
6	Mr. Vimal Kumar Choudhary	02370072	28-05-2025

Ensuring the eligibility of for 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 of annual disclosure received by the Company from its Directors and verification of the status of DIN data of the Directors available on the Ministry of Corporate Affairs Portal.

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 DMK Associates
Company Secretaries

Date: 25.05.2026
Place: New Delhi
UDIN : F005480H000465973

MONIKA KOHLI
B.Com (H), FCS, LL.B., IP
Partner
FCS 5480 / C.P. 4936
Peer Review No. 6896/2025



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 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the 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 2026, 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 matters described below to be the key audit matters 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 2026, the Company held provision for litigations of Rs. 2,193.8 million, against which a sum of Rs. 1,823.1 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 during our 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 (including other 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 as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 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 persons or entities, 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 persons or entities, 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 2026, 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: 26503812NBOTQR5332

Place: Gurugram
Date: 25 May 2026



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 2026).

- (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.
- (a) (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. 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 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
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 and Road Development Tax	20.4	2005-06 till date	Supreme court
Goods and Services Tax Act, 2017	Goods and Services Tax	337.8	2018-19, 2019-20 and 2021-22	Appellate Tribunal & Commissioner - Appeals

*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)(c) 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: 26503812NBOTQR5332

Place: Gurugram

Date: 25 May 2026

Annexure B to the Independent Auditors Report on the Financial Statements of HeidelbergCement India Limited for the year ended 31 March 2026

(Referred to in paragraph 2(f) 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 2026)

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")

We have audited the internal financial controls with reference to financial statements of HeidelbergCement India Limited ("the Company") as of 31 March 2026 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 31st March

2026, 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: 26503812NBOTQR5332

Place: Gurugram

Date: 25 May 2026



Balance sheet as at 31 March 2026

Particulars	Notes	As at 31 March 2026 Rs in Million	As at 31 March 2025 Rs in Million
Assets			
Non-current assets			
Property, plant and equipment	3	13,772.2	13,349.1
Right-of-use assets	39	128.6	91.1
Capital work-in-progress	3	102.7	1,104.3
Intangible assets	4	16.0	21.8
Financial assets			
Investments	5	204.5	204.5
Other financial assets	5	294.7	292.5
Other non-current assets	6	440.6	222.3
		14,959.3	15,285.6
Current assets			
Inventories	7	1,591.0	1,710.4
Financial assets			
Trade receivables	8	596.4	571.8
Cash and cash equivalents	9	674.9	4,535.8
Bank balances other than cash and cash equivalents	9	3,403.5	245.8
Other financial assets	5	91.6	98.4
Other current assets	10	3,065.1	2,970.0
Assets held for sale	11	0.7	1.8
		9,423.2	10,134.0
Total assets		24,382.5	25,419.6
Equity and liabilities			
Equity			
Equity share capital	12	2,266.2	2,266.2
Other equity	13	11,452.3	11,685.6
		13,718.5	13,951.8
Non-current liabilities			
Financial liabilities			
Lease liabilities	39	107.8	77.6
Other financial liabilities	15	86.2	82.7
Provisions	16	41.9	56.3
Deferred tax liabilities (net)	18	1,889.5	1,971.0
		2,125.4	2,187.6
Current liabilities			
Financial liabilities			
Borrowings	14	-	648.7
Lease liabilities	39	34.5	27.8
Trade payables	19		
- Total outstanding dues of micro enterprises and small enterprises		84.4	25.4
- Total outstanding dues of creditors other than micro enterprises and small enterprises		3,011.8	2,938.5
Other current financial liabilities	20	2,549.1	2,509.4
Other current liabilities	21	442.5	757.7
Government grants	17	-	28.3
Provisions	16	2,416.3	2,344.4
		8,538.6	9,280.2
Total liabilities		10,664.0	11,467.8
Total equity and liabilities		24,382.5	25,419.6
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: 25 May 2026

Jyoti Narang
Chairperson
DIN:00351187

Vimal Kumar Jain
Whole-time Director
DIN: 09561918

For and on behalf of the Board of Directors of
HeidelbergCement India Limited

Atul Khosla
Director
DIN:06476856

Joydeep Mukherjee
Managing Director
DIN:06648469

Anil Kumar Sharma
Chief Financial Officer

Vimal Kumar Choudhary
Director
DIN:02370072

Ravi Arora
Company Secretary



Statement of profit and loss for the year ended 31 March 2026

Particulars	Notes	31 March 2026 Rs in Million	31 March 2025 Rs in Million
Revenue from operations	22	23,295.9	21,488.8
Other income	23	316.8	454.7
Total income (I)		23,612.7	21,943.5
Expenses			
Cost of materials consumed	24	4,400.7	4,067.4
Purchase of stock-in-trade		286.3	209.2
(Increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade	25	(51.6)	142.6
Employee benefits expense	26	1,695.4	1,569.5
Depreciation and amortization expense	27	1,090.3	1,097.9
Finance costs	28	177.6	292.9
Other expenses	29	14,096.1	13,105.9
Total expense (II)		21,694.8	20,485.4
Profit before exceptional items and tax (I) - (II)		1,917.9	1,458.1
Exceptional items (refer note 26)		80.4	-
Profit before tax (III)		1,837.5	1,458.1
Tax expenses			
Current tax		578.4	469.7
Tax related to earlier year		5.4	-
Deferred tax charge		(86.0)	(79.1)
Total tax expense	18	497.8	390.6
Profit for the year (IV)		1,339.7	1,067.5
Other comprehensive income			
Remeasurement gain/(losses) of net defined benefit plans		17.8	(1.5)
Income tax effect		(4.5)	0.4
Other comprehensive income for the year, net of tax (V)		13.3	(1.1)
Total comprehensive income for the year, net of tax (IV) + (V)		1,353.0	1,066.4
Earnings per share [nominal value of share Rs 10]			
Basic and diluted	30	5.91	4.71
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: 25 May 2026

Jyoti Narang

Chairperson

DIN:00351187

Vimal Kumar Jain

Whole-time Director

DIN: 09561918

For and on behalf of the Board of Directors of

HeidelbergCement India Limited

Atul Khosla

Director

DIN:06476856

Joydeep Mukherjee

Managing Director

DIN:06648469

Anil Kumar Sharma

Chief Financial Officer

Vimal Kumar Choudhary

Director

DIN:02370072

Ravi Arora

Company Secretary

Statement of change in equity for the year ended 31 March 2026

a. Equity Share Capital:

Equity shares of Rs. 10 each issued, subscribed and fully paid	Numbers	Rs. in million
At 31 March 2024	226,613,116	2,266.1
At 31 March 2025	226,613,116	2,266.1
At 31 March 2026	226,613,116	2,266.1

Equity shares of Rs 10 each issued, subscribed and partly paid	Numbers	Rs. in million
At 31 March 2024	18,193	0.1
At 31 March 2025	18,193	0.1
At 31 March 2026	18,193	0.1

b. Other equity:

For the year ended 31 March 2026 (Rs. in million)

Other Equity (refer - note 13)							Total
Particulars	Reserves and Surplus						
	Capital reserve	Capital subsidy reserve	Capital redemption reserve	Securities premium	Retained earnings	Other item of OCI	
As at 1 April 2025	672.8	6.4	159.9	3,707.1	7,164.2	(24.8)	11,685.6
Profit for the year	-	-	-	-	1,339.7	-	1,339.7
Dividend on equity shares	-	-	-	-	(1,586.3)	-	(1,586.3)
Other comprehensive income	-	-	-	-	-	13.3	13.3
Total comprehensive income	-	-	-	-	(246.6)	13.3	(233.3)
At 31 March 2026	672.8	6.4	159.9	3,707.1	6,917.6	(11.5)	11,452.3

For the year ended 31 March 2025 (Rs. in million)

Other Equity (refer - note 13)							Total
Particulars	Reserves and Surplus						
	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

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: 25 May 2026

Jyoti Narang

Chairperson

DIN:00351187

Vimal Kumar Jain

Whole-time Director

DIN: 09561918

For and on behalf of the Board of Directors of
HeidelbergCement India Limited

Atul Khosla

Director

DIN:06476856

Joydeep Mukherjee

Managing Director

DIN:06648469

Anil Kumar Sharma

Chief Financial Officer

Vimal Kumar Choudhary

Director

DIN:02370072

Ravi Arora

Company Secretary



Statement of Cash flow for the year ended 31 March 2026

Particulars	Notes	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Cash flow from operating activities			
Profit before tax		1,837.5	1,458.1
Non-cash adjustment to reconcile profit before tax to net cash flows:			
Depreciation and amortization expense		1,090.3	1,097.9
Property, plant and equipment written off		11.5	13.7
Loss / (profit) on sale of assets		(1.9)	4.9
Unrealized foreign exchange loss / (gain)		19.7	2.0
Capital work-in-progress written off		34.3	-
Provision / liabilities no longer required written back		(21.3)	(35.3)
Government grants		(28.3)	(71.2)
Interest expenses		171.4	274.2
Interest income		(264.1)	(346.1)
Operating profit before working capital changes		2,849.1	2,398.2
Movements in working capital :			
Increase / (decrease) in trade payables and other payables		(121.2)	301.6
Increase / (decrease) in provisions and gratuity		75.3	19.6
Decrease / (increase) in trade receivables		(24.6)	(21.6)
Decrease / (increase) in inventories		119.4	47.2
Decrease / (increase) in other current and non-current assets		(320.7)	390.8
Cash generated from operations		2,577.3	3,135.8
Income tax paid (net of refunds)		(596.5)	(489.3)
Net cash flow from operating activities (A)		1,980.8	2,646.5
Cash flows from investing activities			
Purchase of property, plant and equipment including capital work-in- progress and capital advances		(523.8)	(1,093.6)
Proceeds from sale of assets		4.9	97.0
Purchase of investments		-	(63.7)
Increase in bank balances of unpaid dividend		(0.6)	(7.0)
Increase in other bank balances		(3,157.1)	(18.8)
Interest received		271.0	360.7
Net cash flow used in investing activities (B)		(3,405.6)	(725.4)
Cash flows from financing activities			
Repayments of borrowings		(686.5)	(694.0)
Dividend paid		(1,585.7)	(1,805.9)
Payment of lease liabilities		(40.7)	(42.3)
Interest paid		(123.2)	(170.7)
Net cash flow used in financing activities (C)		(2,436.1)	(2,712.9)
Net increase / (decrease) in cash and cash equivalents (A + B + C)		(3,860.9)	(791.8)
Cash and cash equivalents at the beginning of the year		4,535.8	5,327.6
Cash and cash equivalents at the end of the year	9	674.9	4,535.8

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, 2025	Cash flows	Non Cash changes	March 31, 2026
Non-Current Borrowing (including current maturities of Non-Current Borrowing)	648.7	(686.5)	37.8	-
	1 April 2024	Cash flows	Non Cash changes	31 March 2025
	1,250.8	(694.0)	91.9	648.7

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

Place: Gurugram

Date: 25 May 2026

For and on behalf of the Board of Directors of
HeidelbergCement India Limited

Jyoti Narang

Chairperson

DIN:00351187

Vimal Kumar Jain

Whole-time Director

DIN: 09561918

Atul Khosla

Director

DIN:06476856

Joydeep Mukherjee

Managing Director

DIN:06648469

Anil Kumar Sharma

Chief Financial Officer

Vimal Kumar Choudhary

Director

DIN:02370072

Ravi Arora

Company Secretary

Notes to financial statements for the year ended 31 March 2026

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 25 May 2026.

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.

CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.
2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.
3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. This relief is immediate and applies retrospectively.

2.1 Summary of material accounting policies

a) Current versus non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, “Presentation of Financial Statements”. For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period up to 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

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.

- Stock-in-trade

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

(I) 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 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,
- 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

- 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.
- 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.
- 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.
- 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.

Supplier finance arrangements:-

The Company has established supplier finance arrangements (refer note 20). The Company evaluates whether financial liabilities covered such arrangements continue to be classified within trade payables, or they need to be classified as a borrowing or as part of other financial liabilities/ as a separate line item on the face of the balance sheet. Such evaluation requires exercise of judgment basis specific terms of the arrangement.

The Company classifies financial liabilities covered under supplier finance arrangement within trade payables in the balance sheet only if

- (i) the obligation represents a liability to pay for goods and services,
- (ii) It is invoiced and formally agreed with the supplier,
- (iii) It is part of the working capital used in its normal operating cycle,
- (iv) the company is not legally released from its original obligation to the supplier, and has not assumed a new obligation toward the bank, and another party

- (v) there is no substantial modification to the terms of the liability.

If one or more of the above criteria are not met, the Company derecognises its original liability toward the supplier and recognise a new liability toward the bank which is classified as bank borrowing or other financial liability, depending on factors such as whether the Company (i) has obligation toward bank, (ii) is getting extended credit period such that obligation is no longer part of its working capital cycle, (iii) is paying interest directly or indirectly, (iv) has provided guarantee or security, and/ or (v) is recognized as borrower in the bank books.

Cash flows related to liabilities arising from supplier finance arrangements that continue to be classified in trade payables in the balance sheet are included in operating activities in the standalone statement of cash flows, when the Company finally settles the liability. In cases, where the Company has derecognised its original liability toward the supplier and recognise a new liability toward the bank, the Company has assessed that the bank is acting as its agent in making payment to the supplier. Accordingly, the Company presents operating cash outflow and financing cash inflow, when bank made payment to the supplier. The payment made by the Company to the bank toward interest, if any, as well as on settlement is presented as financing cash outflow.

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.

(Rs. in million)

3. PROPERTY, PLANT AND EQUIPMENT

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 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
Additions	-	0.8	0.6	1.9	1,471.9	10.3	4.6	522.8	2,012.9	-	-
Disposals	-	-	-	-	(74.9)	-	(1.6)	(34.3)	(110.8)	(4.8)	(4.8)
Capitalised during the year	-	-	-	-	-	-	-	(1,490.1)	(1,490.1)	-	-
At 31 March 2026	118.2	507.9	1,402.0	394.5	21,747.8	215.4	261.1	102.7	24,749.6	80.3	80.3
Depreciation / Amortization											
At 1 April 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
Charge for the year	-	12.0	30.5	25.7	956.7	8.5	20.2	-	1,053.6	5.7	5.7
Disposals	-	-	-	-	(62.2)	-	(1.0)	-	(63.2)	(4.7)	(4.7)
At 31 March 2026	-	189.0	834.1	223.8	9,359.5	101.7	166.6	-	10,874.7	64.3	64.3
Net book value											
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
At 31 March 2026	118.2	318.9	567.9	170.7	12,388.3	113.7	94.5	102.7	13,874.9	16.0	16.0

Net book value	31 March 2026	31 March 2025
Property, plant and equipment	13,772.2	13,349.1
Capital work-in-progress	102.7	1,104.3
Intangible assets	16.0	21.8

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 2026	85.4	17.3	-	-	102.7
As at 31 March 2025	1,033.3	47.7	12.8	10.5	1,104.3

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 2026 Rs. in million	31 March 2025 Rs. in million
Investments in Equity Instruments (fully paid)		
Unquoted equity instruments		
36,36,364 (31 March 2025: 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 2025: 1,56,54,600) equity shares of INR. 10/- each fully paid up of Continuum MP Windfarm Development Private Limited ('CMWDPL') [refer note (ii)]	156.5	156.5
Total	204.5	204.5
Current	-	-
Non-current	204.5	204.5

- (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 Rs.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 Rs. 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 Rs. 63.7 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 amounts to Rs.156.5 million, equivalent to 4.71% of the fully diluted equity share capital of the CMWDPL."

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Other financial assets		
Interest accrued on bank deposits	24.3	31.1
Interest accrued on other deposits	5.8	5.9
Security deposit	356.2	353.9
Total	386.3	390.9
Current	91.6	98.4
Non-current	294.7	292.5
Break up of financial assets carried at fair value through profit or loss		
Investment	204.5	204.5
Break up of financial assets carried at amortised cost		
Other financial assets	386.3	390.9
Trade receivables (note 8)	596.4	571.8
Cash and bank balances (note 9)	4,078.4	4,781.6
Total financial assets carried at amortised cost	5,061.1	5,744.3

6. OTHER NON-CURRENT ASSETS

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Capital advances	31.2	47.7
Advance income-tax (net of provision for taxation)	28.7	17.2
Non current bank balance	7.8	-
Other advances	233.3	-
Prepaid expenses	139.6	157.4
Total	440.6	222.3

7. INVENTORIES

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Raw materials (includes in transit Rs.19.3 million) (31 March 2025: Rs. 10.0 million)	219.5	174.4
Work-in-progress	348.9	203.1
Stock-in-trade	0.5	-
Finished goods	242.0	336.7
Stores and spares (includes in transit Rs. 0.1 million) (31 March 2025: Rs. 2.4 million)	780.1	996.2
Total inventories valued at lower of cost and net realizable value	1,591.0	1,710.4

8. TRADE RECEIVABLES

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Trade receivables	564.0	548.1
Receivables from related parties (refer note 32)	32.4	23.7
Total Trade receivables	596.4	571.8
Break-up for Trade receivables:		
Unsecured, considered good	596.4	571.8
Trade receivables - credit impaired	17.6	17.6
	614.0	589.4
Impairment Allowance (allowance for bad and doubtful debts)		
Trade receivables - credit impaired	(17.6)	(17.6)
Total trade receivables	596.4	571.8

Trade receivables ageing schedule

As at 31 March 2026

(Rs. in million)

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	473.5	122.9	-	-	-	-	596.4
Disputed Trade receivables – credit impaired	-	-	-	-	-	17.6	17.6
	473.5	122.9	-	-	-	17.6	614.0

As at 31 March 2025

(Rs. in million)

	Current but not due	Outstanding for following periods from due date of payment					Total
		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	-	-	-	-	571.8
Disputed Trade receivables – credit impaired	-	-	-	-	-	17.6	17.6
	443.0	128.8	-	-	-	17.6	589.4

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 2026 Rs. in million	31 March 2025 Rs. in million
Cash and cash equivalents		
Balances with banks:		
- on current accounts	43.5	11.8
- deposits with original maturity of less than three months	609.1	4,472.1
Cheques on hand	21.9	51.5
Cash on hand	0.4	0.4
	674.9	4,535.8
Bank balances other than cash and cash equivalents		
Balances with banks:		
- on unpaid dividend accounts*	41.5	40.9
- deposits with original maturity of more than three months but less than 12 months	3,338.3	-
- as margin money deposits against guarantees	23.7	204.9
	3,403.5	245.8
	4,078.4	4,781.6

* 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 2026 Rs. in million	31 March 2025 Rs. in million
Advances other than capital advances*	554.0	241.6
Prepaid expenses	108.8	132.2
Balances with statutory/ government authorities and others		
- Considered good	2,314.5	2,496.2
- Doubtful	8.2	8.2
GST receivables	87.8	100.0
	3,073.3	2,978.2
Allowances for doubtful advance and deposits	(8.2)	(8.2)
Total	3,065.1	2,970.0

*Advances other than capital advances includes payment to vendors for supply of goods and services.

11. ASSETS HELD FOR SALE

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Plant and equipment	0.7	1.8
Total	0.7	1.8

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. 0.7 million during financial year 2026-27.



12. SHARE CAPITAL

	Equity Shares		Preference Shares	
	Numbers	Rs. in Million	Numbers	Rs. in Million
Authorized Share Capital				
At 31 March 2024	23,00,00,000	2,300.0	50,00,000	500.0
At 31 March 2025	23,00,00,000	2,300.0	50,00,000	500.0
At 31 March 2026	23,00,00,000	2,300.0	50,00,000	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 2024	226,613,116	2,266.1
At 31 March 2025	226,613,116	2,266.1
At 31 March 2026	226,613,116	2,266.1
Equity shares of Rs 10 each issued, subscribed and partly paid	Numbers	Rs. in Million
At 31 March 2024	18,193	0.1
At 31 March 2025	18,193	0.1
At 31 March 2026	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 2024	157,244,693	1,572.4
At 31 March 2025	157,244,693	1,572.4
At 31 March 2026	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 2024	157,244,693	69.39%
At 31 March 2025	157,244,693	69.39%
At 31 March 2026	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 2026 is as follows:

Promoter name	As at 31 March 2026		As at 31 March 2025		% 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 2026 Rs. in million	31 March 2025 Rs. in million
A) Retained earnings		
Balance as per last financial statements	7,164.2	7,909.6
Profit for the year	1,339.7	1,067.5
Less: Appropriations		
Dividend on equity shares (refer note 38)	(1,586.3)	(1,812.9)
Closing balance	6,917.6	7,164.2
B) Remeasurement gain / (losses) of net defined benefit plans, net of tax		
Balance as per last financial statements	(24.8)	(23.7)
Additions during the year	13.3	(1.1)
Closing balance	(11.5)	(24.8)
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)	11,452.3	11,685.6

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. BORROWINGS

	Maturity	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Current borrowings			
Indian rupee loan from a party other than banks (secured) (refer note (a))	2025-2026	-	648.7
Total current borrowings		-	648.7
The above amount includes			
Aggregated secured borrowings		-	648.7
Aggregated unsecured borrowings		-	-
Net amount		-	648.7

(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 2026 and 31 March 2025. As on 31 March 2026, principal amount of such loan is Nil (31 March 2025: Rs.686.6 million).

15. OTHER NON-CURRENT FINANCIAL LIABILITIES

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Employee related liabilities	86.2	82.7
	86.2	82.7

16. PROVISIONS

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Non-current provisions		
Provision for gratuity (refer note 34)	41.9	56.3
	41.9	56.3
Current provisions		
Provision for litigations (refer note 33 (b) (ii))	2,193.8	2,155.4
Provision for compensated absences	97.1	79.5
Provision for gratuity (refer note 34)	91.9	66.7
Provision for mine reclamation expenses (refer note 33 (b) (iii))	33.5	42.8
	2,416.3	2,344.4

17. GOVERNMENT GRANTS

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
At 1 April	28.3	99.5
Received during the year	-	-
Released to statement of profit and loss	(28.3)	(71.2)
At 31 March	-	28.3
Current	-	28.3
Non-current	-	-

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 2026 and 31 March 2025 are:

Statement of Profit or loss	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Current income tax:		
Current income tax charge	578.4	469.7
Adjustments in respect of current income tax of previous year	5.4	-
Deferred tax:		
Relating to origination and reversal of temporary differences	(86.0)	(79.1)
Income tax expense reported in the statement of profit or loss	497.8	390.6
Other comprehensive income ('OCI'):		
Deferred tax related to items recognised in OCI during the year:		
Net loss/(gain) on remeasurements of defined benefit plans	4.5	(0.4)
Income tax charged to OCI	4.5	(0.4)
Reconciliation of tax expense and the accounting profit multiplied by India's tax rate for 31 March 2026 and 31 March 2025	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Accounting profit before income tax	1,837.5	1,458.1
At India's statutory income tax rate of 25.17% (31 March 2025: 25.17%)	462.5	367.0
Adjustments in respect of current income tax of previous year	5.4	-
Non-deductible expenses for tax purposes:		
Corporate social responsibility expenditure	9.1	12.5
Other non-deductible expenses	20.8	11.1
At the effective income tax rate of 27.09% (31 March 2025: 26.79%)	497.8	390.6
Income tax expense reported in the statement of profit and loss	497.8	390.6
	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	1,988.6	2,060.7
Impact of expenditure allowed for tax purposes on payment basis but not charged to statement of profit & loss	51.0	53.4
Gross deferred tax liabilities	2,039.6	2,114.1
Deferred tax asset		
Impact of expenditure charged to statement of profit and loss but allowable for tax purposes on payment basis	140.1	133.0
Provision for doubtful debts and advances	6.5	6.5
Others	3.5	3.6
Gross deferred tax asset	150.1	143.1
Net deferred tax liability	1889.5	1971.0
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 2026 Rs. in million	31 March 2025 Rs. in million
Opening balance as of 1 April	1,971.0	2,050.5
Tax (income)/expense during the year recognised in profit or loss	(86.0)	(79.1)
Tax (income)/expense during the year recognised in OCI	4.5	(0.4)
Closing balance as at 31 March	1,889.5	1,971.0

19. TRADE PAYABLES

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Trade payables (refer note a)		
- Total outstanding dues of micro enterprises and small enterprises (refer note 40)	84.4	25.4
- Total outstanding dues of creditors other than micro enterprises and small enterprises (refer note e)	3,011.8	2,938.5
	3,096.2	2,963.9
Trade payables	2,767.9	2,657.3
Trade payables to related parties (refer note 32 and note d below)	328.3	306.6
	3,096.2	2,963.9

Trade payables Ageing Schedule As at 31 March 2026

	Outstanding for following periods from due date of payment				Total
	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	Rs. in million
Total outstanding dues of micro enterprises and small enterprises	84.4	-	-	-	84.4
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,918.2	17.1	43.0	33.5	3,011.8
	3,002.6	17.1	43.0	33.5	3,096.2

As at 31 March 2025

	Outstanding for following periods from due date of payment				Total
	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	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

20. OTHER CURRENT FINANCIAL LIABILITIES

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Trade and other deposits (refer note b and note c)	2,273.0	2,259.0
Employee related liabilities	194.0	151.4
Unpaid dividend	41.5	40.9
Payable against purchase of property, plant and equipment	40.6	58.1
	2,549.1	2,509.4

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled within 0 to 60 day terms , including those trade payables that are included in the Company's supplier finance arrangement.
- 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.
- The Company has implemented a supplier finance programme that is available to selected key suppliers in India. Under the arrangement, participating suppliers may elect to receive early payment of approved invoices from the Company's bank. Any interest or cost associated with early payment is borne solely by the supplier.

For an invoice to be eligible for payment under the programme, the related goods or services must have been received by the Company, and the invoice must have been approved in accordance with the Company's standard processes. Where a supplier chooses early payment, the Company's bank pays the supplier prior to its contractual due date. The Company's bank subsequently recovers the amount from the Company as per the original due date.

The Company does not provide any security to the Bank, and the arrangement does not alter the terms and conditions of the Company's original obligation to the supplier."

Accordingly, the trade payables subject to the supplier finance arrangement are included in trade payables in the balance sheet and within trade payables in the table above.

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Carrying amount of trade payables that are part of a supplier finance arrangement	102.8	97.7
- Of which suppliers have received payment	74.2	68.0

There were no significant non-cash changes in the carrying amount of the trade payables included in the Company's supplier finance arrangement.

Break up of financial liabilities carried at amortised cost

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Lease liabilities (non-current) (note 39)	107.8	77.6
Trade payables (note 19)	3,096.2	2,963.9
Trade payables (note 15)	86.2	82.7
Borrowings (current) (note 14)	-	648.7
Lease liabilities (current) (note 39)	34.5	27.8
Other current financial liabilities (note 20)	2,549.1	2,509.4
	5,873.8	6,310.1

Break up of financial liabilities carried at fair value through profit or loss

Borrowings (note 14)	-	648.7
	-	648.7

21. OTHER CURRENT LIABILITIES

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Contract liabilities		
Advance from customers	248.8	221.6
Withholding income tax (TDS) payable	58.9	76.0
Goods and Service tax payable	122.1	446.9
Other statutory dues	12.7	13.2
	442.5	757.7

22. REVENUE FROM OPERATIONS

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Sale of products		
Cement (including traded goods)	22,274.3	21,017.1
Clinker	779.0	291.4
	23,053.3	21,308.5
Sale of Services	95.8	80.3
Other operating revenue		
Scrap sales	111.8	81.8
Miscellaneous income	35.0	18.2
	146.8	100.0
	23,295.9	21,488.8

22.1 Disaggregated Revenue Information

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Set out below is the disaggregation of the Company's revenue from contract with customers:		
India	23,285.4	21,484.8
Outside India	10.5	4.0
Total Revenue from operations	23,295.9	21,488.8

22.2 Contract Balances

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Trade receivables (refer Note 8)	596.4	571.8
Contract liabilities (refer Note 21)	248.8	221.6

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 2026 and 31 March 2025.

22.4 Sale of products is net of Rs. 2,013.5 million (31 March 2025: Rs. 1,938.7 million) on account of cash discount, rebates and incentives given to customers.

23. OTHER INCOME

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Interest income		
On bank deposits	244.9	324.8
Others	19.2	21.3
Government grants	28.3	71.2
Rent	1.2	2.1
Provisions/ liabilities no longer required written back	21.3	35.3
Profit on sale of assets	1.9	-
	316.8	454.7

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 2026 Rs. in million	31 March 2025 Rs. in million
Inventory at the beginning of the year	174.4	198.4
Add: Purchases during the year	4,445.8	4,043.4
	4,620.2	4,241.8
Less: Inventory at the end of the year	(219.5)	(174.4)
Cost of materials consumed	4,400.7	4,067.4

25. (INCREASE)/DECREASE IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS AND STOCK-IN-TRADE

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Inventories at the end of the year		
Work-in-progress	348.9	203.1
Finished goods	242.0	336.7
Stock-in-trade	0.5	-
	591.4	539.8
Less: Inventories at the beginning of the year		
Work-in-progress	203.1	418.2
Finished goods	336.7	264.2
Stock-in-trade	-	-
	539.8	682.4
	(51.6)	142.6

26. EMPLOYEE BENEFIT EXPENSE

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Salary, wages and bonus (refer note below)	1,507.7	1,383.2
Contribution to provident and other funds	80.7	79.0
Gratuity expense (refer note below and note 34)	28.6	31.5
Staff welfare expenses	78.4	75.8
	1,695.4	1,569.5

The Ministry of Labour & Employment (MoLE), Government of India, has announced the implementation of four Labour Codes viz. the Code on Wages, 2019, the industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, effective 21 November 2025. The Company has assessed the impact of these changes on the basis of legal view obtained by the management and best information available till authorisation of the financial statements for issue. The Company has determined that these changes result in an increase in gratuity obligation and leave obligation of Rs 70.0 million and Rs 10.4 million respectively. Considering the materiality and regulatory-driven, non-recurring nature of this change, the Company has presented increase in obligation as an expense under the head "Exceptional Items" in the Statement of Profit and Loss for the year ended 31 March 2026. Considering that it is emerging topic and the finalisation of State Rules is still pending, the Company will continue monitoring changes and provide appropriate accounting effect as required based on future developments.

27. DEPRECIATION AND AMORTIZATION EXPENSE

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Depreciation of Property, plant and equipment (note 3)	1,053.6	1,057.2
Amortization of intangible assets (note 4)	5.7	4.9
Depreciation of Right-of-use assets (note 39)	31.0	35.8
	1,090.3	1,097.9

28. FINANCE COSTS

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Interest:		
On borrowings from others	37.8	91.9
On lease liabilities (refer note 39)	9.1	9.3
Others	124.5	173.0
Bank charges	6.2	18.7
	177.6	292.9

29. OTHER EXPENSES

	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Consumption of stores and spares	989.9	1,042.1
Freight and forwarding	3,458.3	3,279.7
Power and fuel	6,111.0	5,594.4
Rent	46.6	33.5
Repairs and maintenance		
- Buildings	133.3	140.5
- Plant and machinery	380.8	380.7
- Others	2.5	4.1
Insurance	66.4	67.4
Rates and taxes	520.3	484.9
Travelling expenses	112.0	96.0
Directors fees	3.9	3.6
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	0.5	0.4
Legal and professional expenses	39.9	70.4
License fees	235.9	187.6
Printing and stationery	7.2	9.2
IT and Business Support charges	234.0	204.7
Advertisement and publicity expenses	348.3	320.7
Cement handling expenses	1,130.4	949.1
Loss on sale of assets held for sale	-	4.9
Property, plant and equipment written off	11.5	13.7
Capital work-in-progress written off	34.3	-
Loss on foreign currency transactions	43.6	2.0
Corporate social responsibility expenses (refer note 35)	36.2	49.9
Miscellaneous expenses	143.6	160.7
	14,096.1	13,105.9

30. EARNINGS PER SHARE (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:	31 March 2026 Rs. in million	31 March 2025 Rs. in million
Profit after tax available to equity shareholders	1,339.7	1,067.5
Net profit for calculation of basic /Diluted EPS	1,339.7	1,067.5
	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.)	5.91	4.71

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 Cementum I.B.V)

II. Related Parties with whom transaction have taken place Fellow subsidiary

Key management personnel	Zuari Cement Limited Gulbarga Cement Limited
	Mr. Joydeep Mukherjee, Managing Director Mr. Vimal Kumar Jain, Whole Time Director Ms. Soek Peng Sim, Non-Executive Director (until 28 May 2025) Mr. Vimal Kumar Choudhary (w.e.f. 28 May 2025) Mr. Roberto Callieri, Non-Executive Director Mr. Atul Khosla, Independent Director Ms. 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 2026	31 March 2025	31 March 2026	31 March 2025
Transactions with Heidelberg Materials South Asia B.V.:				
- Dividend paid	1,100.7	1,258.0	-	-
Transactions with Heidelberg Materials AG:				
- License Fees	235.9	187.6	-	-
- Group overhead recharge	55.0	40.1	-	-
- End-user workstation and other IT charges	161.8	148.3	-	-
- Support service income	10.5	4.8	-	-
Transactions with Zuari Cement Limited				
- Purchase of Clinker	-	-	62.7	48.5
- Sales of Scrap	-	-	0.7	-
- Support service income	-	-	96.3	89.9
- Purchase of consumables and spares parts etc	-	-	-	2.1
- Purchase of asset	-	-	0.1	-
Transactions with Gulbarga Cement Limited				
- Support service income			6.2	-

Note:-1. All the transactions are inclusive of tax and duty, wherever applicable.

Balance outstanding at the year ended:

(Rs. in million)

Particulars	Enterprises where controls exists		Fellow Subsidiary	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
Payable				
- Heidelberg Materials AG	328.3	304.6	-	-
- Zuari Cement Limited	-	-	-	2.0
Receivable				
- Zuari Cement Limited	-	-	22.5	21.7
- Gulbarga Cement Limited	-	-	5.7	-
- Heidelberg Materials AG	4.2	2.0	-	-

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 2026 Rs. in million	31 March 2025 Rs. in million
Short-term employee benefits	73.1	50.7
Post employment benefits	3.8	5.9
Director Sitting fees	3.9	3.6
Total compensation paid to key management personnel	80.8	60.2

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. 73.3 million (31 March 2025: Rs. 121.4 million).

b) Contingencies and Provision for litigations**l) Contingent liabilities not provided for**

Particulars	31 March 2026 Rs. in million	31 March 2025 Rs. in million
(a) Claims against the company not acknowledged as debt	54.8	88.5
(b) Other money for which the company is contingently liable:		
- Excise Duty/ Service Tax/ CENVAT Credit	29.7	29.6
- Sales Tax/ Trade Tax/ Entry Tax	83.7	84.9
Total	168.2	203.0

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 2025	Additions during the year	Amounts reversed/ paid during the year	Balance as on 31 March 2026
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	339.8 (312.9)	26.9 (26.9)	- (-)	366.7 (339.8)
Environment protection fees, Karnataka	14.5 (14.5)	- (-)	- (-)	14.5 (14.5)
Other Litigations	164.6 (122.6)	34.8 (42.0)	23.3 (-)	176.1 (164.6)
TOTAL	2,155.4 (2,086.5)	61.7 (68.9)	23.3 (-)	2,193.8 (2,155.4)

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 2026 Rs. in million	31 March 2025 Rs. in million
Opening provision	42.8	32.8
Add: Provision made during the year	-	10.0
Less: Provision utilised during the year	(9.3)	-
Closing provision	33.5	42.8

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 2026	31 March 2025
Current service cost	22.7	21.2
Past service cost	70.0	-
Interest cost on benefit obligation	19.1	20.9
Expected return on plan assets	(13.2)	(10.6)
Defined benefit cost included in Statement of Profit & Loss*	98.6	31.5

Note:- *Out of Rs. 98.6 million, past service cost of Rs. 70.0 million shown under Exceptional item.

Particulars	(Rs. in million)	
	31 March 2026	31 March 2025
Remeasurement recognised in other comprehensive income		
- Changes in financial assumptions	(4.0)	8.3
- Change in experience adjustments	(19.8)	(5.4)
- (Return) on plan asset (excluding interest income)	6.0	(1.4)
Amount recognised in OCI	(17.8)	1.5

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

Particulars	(Rs. in million)	
	Gratuity	
	31 March 2026	31 March 2025
Balance at the beginning of the year	323.0	325.3
Current service cost	22.7	21.2
Past service cost	70.0	-
Interest cost on benefit obligation	19.1	20.9
Actuarial (gains) losses recognised in other comprehensive income		
- changes in financial assumptions	(4.0)	8.3
- experience adjustments	(19.8)	(5.4)
Benefit paid	(41.4)	(47.2)
Balance at the end of the year	369.6	323.0

Reconciliation of the present value of plan assets

(Rs. in million)

Particulars	Gratuity	
	31 March 2026	31 March 2025
Balance at the beginning of the year	200.0	147.8
Expected return	13.2	10.6
Contribution by employer	70.0	87.4
Return on plan assets recognised in other comprehensive income	(6.0)	1.4
Benefits paid	(41.4)	(47.2)
Balance at the end of the year	235.8	200.0

Details of Provision for gratuity

(Rs. in million)

Particulars	Gratuity	
	31 March 2026	31 March 2025
Present value of defined benefit obligation	369.6	323.0
Present value of plan assets	(235.8)	(200.0)
Net defined benefit liability	133.8	123.0

(iii) Plan assets

The major categories of plan assets of the fair value of total plan assets are as follows:

Particulars	31 March 2026	31 March 2025
	(%)	(%)
Investments with insurer	99.59	99.33
Investments in government bonds	0.04	0.04
Bank balance	0.37	0.63
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 2026	31 March 2025
Discount rate	6.90%	6.60%
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 2026	31 March 2025	31 March 2026	31 March 2025
Assumptions				
Discount rate	0.5%	0.5%	(7.8)	(7.0)
	-0.5%	-0.5%	8.2	7.3
Future salary increases	0.5%	0.5%	6.4	6.5
	-0.5%	-0.5%	(6.1)	(6.2)

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 2026	31 March 2025
Within the next 12 months (next annual reporting period)	91.9	66.7
Between 2 and 5 years	210.8	201.9
Beyond 5 years	215.0	180.5

The average duration of the defined benefit plan obligation at the end of the reporting period is 5 years (31 March 2025: 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, 2026 and 31 March, 2025 respectively.

The details of the fund and plan assets position are as follows:

(Rs. in million)

Particulars	31 March 2026	31 March 2025
Plan assets at year end, at fair value	356.6	344.4
Present value of defined obligation at year end	286.1	258.0
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 2026	31 March 2025
Discount rate	6.90%	6.60%
Expected guaranteed interest rate	8.25%	8.25%
Expected Rate of Return on Asset	8.00%	8.06%

(C) Contribution to Defined Contribution Plans included under head 'Contribution to PF and other funds' under Note 25 'Employee benefit Expenses'

(Rs. in million)

Particulars	31 March 2026	31 March 2025
Provident Fund	61.3	60.4
Other Post Employment Funds	14.9	13.6
Total	76.2	74.0

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. 34.0 million (31 March 2025: Rs. 46.5 million).

b). Amount spent during the year ended on 31 March 2026

(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	36.2	-	36.2
Total		36.2	-	36.2

c) 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

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 0.09% (31 March 2025: 0.10%) and in receivables 3.54% (31 March 2025: 3.68%).

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 if any, matured during the year is 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 2026				
Borrowings	-	-	-	-
Other financial liabilities	2,549.1	86.2	-	2,635.3
Lease liabilities	34.5	60.4	47.4	142.3
Trade and other payables	3,096.2	-	-	3,096.2
	5,679.9	146.6	47.4	5,873.8
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	2,963.9	-	-	2,963.9
	6,187.7	143.1	17.2	6,348.0

*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 2026			31 March 2025		
		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
	EUR	3,447,007.9	109.0	375.7	3,441,911.8	92.09	317.0
Advances to supplier	EUR	-	-	-	2,292.6	92.09	0.2
	USD	83,400.0	94.3	7.9	-	-	-

Foreign currency sensitivity on unhedged exposure:

1% increase in foreign exchange rates will have the following impact on profit before tax:

Particulars	31 March 2026	31 March 2025
USD	(0.08)	(0.01)
EUR	(3.76)	(3.17)

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 2026	31 March 2025
Borrowings (Non-current and Current)	-	648.7
Government grants (Non-current and Current)	-	28.3
Less: Cash and cash equivalents	(674.9)	(4,535.8)
Net debt (A)	(674.9)	(3,858.8)
Total Equity Capital (B)	13,718.5	13,951.8
Capital and net debt (C) = (A) + (B)	13,043.6	10,093.0
Gearing ratio (D) = (A)/(C)	(5.17)	(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 2026 and 31 March 2025.

38. DIVIDEND PAID AND PROPOSED

(Rs. in million)		
Particulars	31 March 2026	31 March 2025
Dividend declared and paid during the year:		
Final 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 Dividends on equity shares:		
Proposed dividend for the year ended on 31 March 2026 Rs. 7 per share (31 March 2025: Rs 7 per share)	1,586.3	1,586.3
	1,586.3	1,586.3

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 2024	172.6	130.5	303.1
Additions	18.8	-	18.8
Disposals	-	-	-
At 31 March 2025	191.4	130.5	321.9
Additions	49.4	19.1	68.5
Disposals	-	-	-
At 31 March 2026	240.8	149.6	390.4
Depreciation/ Amortization			
At 1 April 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
Depreciation Expenses	24.5	6.5	31.0
Disposals	-	-	-
At 31 March 2026	132.8	129.0	261.8
Net book value			
At 31 March 2025	83.1	8.0	91.1
At 31 March 2026	108.0	20.6	128.6

Set out below are the carrying amounts of lease liabilities and the movements during the year:

Lease liabilities:

(Rs. in million)

Particulars	31 March 2026	31 March 2025
At 1 April	105.4	119.6
Additions	68.5	18.8
Deletion	-	-
Accretion of interest	9.1	9.3
Payments	(40.7)	(42.3)
At 31 March	142.3	105.4
Current	34.5	27.8
Non-Current	107.8	77.6

The maturity analysis of lease liabilities are disclosed in Note 36.

The effective interest rate for lease liabilities is in the range of 6.20% to 8.82%, with maturity between 2026-2087.

The following are the amounts recognized in profit or loss:

(Rs. in million)

Particulars	31 March 2026	31 March 2025
Depreciation expense of right-of-use assets	31.0	35.8
Interest expense on lease liabilities	9.1	9.3
Variable lease payments (included in other expenses)	46.6	33.5

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 2026	31 March 2025
(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)	84.4	25.4
-	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

The new and amended standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company will adopt these amendments to the standards, when they become effective.

Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In accordance with Ind AS 1 currently applicable, breach of an immaterial covenant is ignored deciding in current vs. non-current classification of liabilities. Also, in case of breach of a material covenant of a non-current loan on or before the reporting date, the entity can obtain waiver from the lender after the reporting date and continue to classify the loan as non-current liability.

In accordance with changes to Ind AS 1 already notified by the MCA, the above relaxations to classify loan as non-current liability will not be available from FY 2026-27 onward and need to be applied retrospectively. Consequently:

- A breach of either material or immaterial covenant will trigger current classification of liability.
- To continue classifying loan as non-current liability, entities will need to obtain waiver from the breach on or before the reporting date.

The Company is currently assessing the impact the amendments will have on its financial statements.

43. Additional Statutory Information

- The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company do not have any transactions with companies struck off.
- The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period
- The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 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:
 - 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 to or on behalf of the Ultimate Beneficiaries
- 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:
 - 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,
- 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).
- Ratio Analysis and its elements :-

The following are analytical ratios for the year ended 31 March 2026 and 31 March 2025:



The following are analytical ratios for the year ended 31 March 2026 and 31 March 2025:

Ratio	Numerator	Denominator	31-Mar-26	31-Mar-25	% change
Current ratio (in times)	Current Assets	Current Liabilities	1.10	1.09	1.1%
Debt- Equity Ratio (in times)	Total Debt	Shareholder's Equity	-	0.05	-100.0%
Debt Service Coverage ratio (in times)	Earnings before Depreciation, Finance cost and Tax	Interest on long term debt + Principal repayment within next 12 months	84.18	3.85	2088.2%
Return on Equity ratio (%)	Net Profits after taxes- Preference Dividend	Average Shareholder's Equity	9.7%	7.5%	2.2%
Inventory Turnover ratio (in days)	Cost of goods sold	Average Inventory	7.17	7.87	-8.8%
Trade Receivable Turnover Ratio (in days)	Revenue from operation (incl. GST)	Average Trade Receivable	7.20	7.48	-3.8%
Trade Payable Turnover Ratio (in days)	Total Operating Cost (incl. GST)	Average Trade Payables	41.94	43.82	-4.3%
Net Capital Turnover Ratio (in times)	Net sales = Total sales-sales return	Working capital = Current assets – Current liabilities	26.17	25.05	4.5%
Net Profit ratio (%)	Net Profit	Net sales = Total sales - sales return	5.79%	4.99%	0.8%
Return on Capital Employed (%)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	12.8%	10.5%	2.3%
Return on Investment (%)	Interest (Finance Income)	Investment = Loan + Interest bearing security deposit	6.5%	7.3%	-0.8%

Notes: The Debt -equity and Debt service coverage ratio improved mainly on account of reduction in the debt repayments during the year.

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

For and on behalf of the Board of Directors of
HeidelbergCement India Limited

Manish Surana
Partner
Membership No. 503812

Jyoti Narang
Chairperson
DIN:00351187

Atul Khosla
Director
DIN:06476856

Joydeep Mukherjee
Managing Director
DIN:06648469

Vimal Kumar Choudhary
Director
DIN:02370072

Place: Gurugram
Date: 25 May 2026

Vimal Kumar Jain
Whole-time Director
DIN: 09561918

Anil Kumar Sharma
Chief Financial Officer

Ravi Arora
Company Secretary

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Regd. Office: 2nd Floor, Block-B, DLF Cyber Greens, DLF Cyber City, Phase-III, Gurugram, Haryana -122002

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

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

NOTICE

of the Annual General Meeting

NOTICE is hereby given that the 67th Annual General Meeting of the Members of the Company will be held at 01:30 P.M. (IST) on Thursday, 24 September 2026 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

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 2026, 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 2026, as recommended by the Board of Directors at its meeting held on 25 May 2026, be and is hereby declared.

RESOLVED FURTHER THAT in accordance with the provisions of the Companies (Declaration and Payment of Dividend) Rules, 2014, an amount of INR 246.6 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 2026."

3. To appoint a Director in place of Mr. Vimal Kumar Choudhary, who retires by rotation and being eligible has offered himself for re-appointment and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vimal Kumar Choudhary (holding DIN: 02370072) who retires in accordance with the provisions of the Companies Act, 2013 and has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

4. To re-appoint Ms. Jyoti Narang (holding DIN: 00351187) as an Independent Director of the Company for a second term of five (5) consecutive years and in this regard pass the following **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), including any statutory modification(s) or re-enactment thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and in respect of whom the Company has received a consent to act as Director, a declaration confirming that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations, and a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, consent of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Jyoti Narang as an Independent Director of the Company, to hold office for a second term of five (5) consecutive years commencing from 18 August 2026 up to 17 August 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Managing Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. 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 2026-27, amounting to Rs. 3,00,000 (Rupees Three Lakh 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 2026

Place: Gurugram

Ravi Arora

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 22 September 2025 which is in continuation of circular dated 19 September 2024 read with circulars dated 25 September 2023, 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 Regulations (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@mycem.in 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 Regulations, 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) In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will pay dividends exclusively through RBI-approved electronic modes. The Dividend on equity shares, if declared, at the AGM will be credited 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., 11 September 2026. 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., 11 September 2026. 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 FY2018-19 (Final), FY2019-20 (both Interim and Final), FY2020-21, FY2021-22, FY2022-23, FY2023-24 & FY2024-25. 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 FY2018-19 has remained unclaimed and who have not claimed dividends 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 24 October 2026. Those shareholders who still have not claimed their dividend for FY2018-19 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. In order to facilitate the investors to get rightful access to the Securities, it is hereby informed that SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30 January 2026 has opened another special window for a period of one year from 5 February 2026 to 4 February 2027 for transfer and dematerialisation of physical securities that were sold/purchased prior to 1 April 2019. The special window shall be available for Transfer Deeds which were executed prior to 1 April 2019 and shall also include such transfer requests which were submitted earlier and were rejected / returned / not attended due to deficiency in the documents / process/ or otherwise. The securities transferred under this window shall be mandatorily credited to the transferee only in demat mode and shall remain under lock-in for one year from the date of registration of transfer. Such securities shall not be transferred, lien marked, or pledged during the lock in period. The procedure for transfer of Securities and conditions to be fulfilled by the investor/transferee are given in the aforesaid SEBI Circular which can be accessed at www.mycemco.com Investors who wish to avail this opportunity are requested to contact our Registrar and Share Transfer Agent - M/s. Integrated Registry Management Services Private Limited by post to No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560003. Transfer requests submitted after 4 February 2027 will not be accepted by the Company/RTA.

Note: All the shareholders are requested to update their E-mail id(s) with Company/RTA/Depository Participants.

14. 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.

15. 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.
16. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend the meeting and vote on their behalf.
17. In compliance with the aforesaid MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice of the AGM along with the Annual Report 2025-26 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 2025-26 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 Regulations, 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.

18. The Income Tax Act, 2025, together with the Finance Act, 2026, mandates that dividends paid or distributed by a company are taxable in the hands of members. The Company shall therefore be required to **deduct tax at source ("TDS")** at the time of making the payment of dividend.

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 11 September 2026. 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 11 September 2026.

19. Since the AGM will be held through VC / OAVM, the route map, attendance slip and proxy form are not annexed to this Notice.
20. Process for registration of email-id for obtaining Annual Report and user-id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	Send a request to the RTA at irg@integratedindia.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address 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. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) The Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solution, d) 9 digit MICR Code Number, e) 11 digit IFSC Code, and f) Scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

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 Regulations, 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 67th 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 2026 (9:00 A.M.) (IST) and ends on 23 September 2026 (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 2026, 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.	- 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/IdcasDirectReg.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.

NSDL Mobile App is available on

App Store Google Play



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 and 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 141336 then user ID is 141336***

1. 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 EGM/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 monika.kohli@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 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 2026.
- 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 2026, may obtain the login ID and

password by sending a request at evoting@nsdl.com or contact NSDL at : 022- 4886 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.

- 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. Ms. Monika Kohli, (FCS No. 5480, CP No. 4936) 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. Mr. Deepak Kukreja (FCS No. 4140, CP No. 8265) 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

Ms. Jyoti Narang was appointed as an Independent Director of the Company by the shareholders at the Annual General Meeting held on 27 September 2021, for a period of five (5) years commencing from 18 August 2021 to 17 August 2026.

Ms. Jyoti Narang, aged 68 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. She gained expertise in global business practices and strategic risk, corporate sustainability and technology-led innovation are her focus areas.

She currently serves on the Board of Avana Health Private Limited, Disha Medical Services Private Limited, Himalia Prime Assets Private Limited, Edubridge Learning

Private Limited, EBSC Technologies Private Limited, Emeritus Pharma Private Limited, NAB Global Innovation Centre India Private Limited and Brigade Hotel Ventures Limited

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

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

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

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

Based on the recommendation of the Nomination and Remuneration Committee in compliance with provisions of Section 178 of the Companies Act, 2013, the Board considered and approved the re-appointment of Ms. Jyoti Narang as an Independent Director of the Company for a second term of five (5) consecutive years from 18 August 2026 up to 17 August 2031, not liable to retire by rotation.

The Board recommends the Special Resolution as set out in Item No. 4 of this Notice for approval of the Members.

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

Except Ms. Jyoti Narang, 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 SEBI Listing Regulations and Secretarial Standard-2 on General Meetings is set out as Annexure to this Notice.

Item No.: 5

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 2026-27.

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 2026-27 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. 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.

By Order of the Board

Date: 29 July 2026

Place: Gurugram

Ravi Arora

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 Regulations and Secretarial Standard 2 on General Meetings)

Name of Director	Ms. Jyoti Narang	Mr. Vimal Kumar Choudhary
DIN	00351187	02370072
Brief Resume	Refer Explanatory Statement of item No. 4	Mr. Vimal Kumar Choudhary is the member of the Institute of Chartered Accountants of India and having the experience more than 31 years in: • Strategic & business planning • Merger & acquisition • Business Development • Commercial – Marketing, Logistic, procurement, contracts • Project monitoring & implementation
Date of Birth	15 February 1958	03 August 1973
Date of First Appointment on the Board	18 August 2021	28 May 2025
Expertise in specific functional area(s)	Refer Explanatory Statement of item No. 4	He is having the experience more than 31 years in:- • Finance and Taxation • Strategic & business planning • Merger & acquisition • Business Development • Commercial – Marketing, Logistic, procurement, contracts • Project monitoring & implementation
Qualifications	Refer Explanatory Statement of item No. 4	He is the member of the Institute of Chartered Accountants of India
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil
Terms and Conditions of Appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto	Appointed as Non-Executive Director liable to retire by rotation.
Managerial Remuneration last drawn	Nil	Nil
Remuneration proposed to be paid	Ms. Narang will be eligible to receive sitting fees for attending the meetings of Board of Directors and its Committees.	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 FY26	Attended all the board meetings held during FY 2025-26.	He attended all the Board Meetings held during his tenure in FY 2025-26.
Directorships held in other Indian public limited companies	Brigade Hotel Ventures Limited	Nil
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	Brigade Hotel Ventures Limited • Audit Committee • Stakeholders and Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee	Nil



NOTES:

NOTES:



Research, Concept, Content, Design and Development by



A Creative Division of Metieta Advertising Pvt. Ltd.
ping@marshmallow.in



REGISTERED OFFICE
HEIDELBERGCEMENT INDIA LTD.
2nd Floor, Block – B, DLF Cyber Greens, DLF Cyber City,
Phase–III, Gurugram–122002, Haryana

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Regd. Office: 2nd Floor, Block – B, DLF Cyber Greens,
DLF Cyber City, Phase - III , Gurugram – 122002, Haryana
Ph. +91 0124-4503700, Fax +91 0124-4147699,
Email Id: investors.mcl@mycem.in; Website: www.mycemco.com

Date: 02-09-2026

Dear Sir/Madam,

Sub: Notice of 67th Annual General Meeting of HeidelbergCement India Limited and Annual Report for Financial Year 2025-26.

Folio / Dp Id Client Id:

We are pleased to inform you that the 67th Annual General Meeting (“the AGM”) of HeidelbergCement India Limited (“the Company”) is scheduled to be held on Thursday, 24 September 2026, at 1:30 P.M. (IST) through Video Conference facility/Other Audio Visual Means (‘VC’/ ‘OAVM’). In compliance with Regulation 36(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’), electronic copies of the Notice convening the AGM along with Annual Report for FY 2025-26 are being sent via email to all the Members whose email address are registered with the Company / Registrar and Transfer Agents (‘RTA’) / Depository Participant(s) (‘DP’).

As per the records available with the Company and/or its RTA, your email address is not registered against your demat account/Folio No. Therefore, in accordance with Regulation 36(1)(b) of the Listing Regulations, we are sending you this letter to inform you that the Notice and Annual Report for financial year 2025–26 can be accessed through the following links:

Particulars	Links
The exact path on Company's website	https://www.mycemco.com/sites/default/files/PDF/Annual_reports/Annual_Report_fy25-26.pdf
National Stock Exchange of India Limited	www.nseindia.com
BSE Limited	www.bseindia.com

Key details for the AGM are as under:

E-Voting Details	
Cut-off date for e-Voting	17 September 2026
e-Voting start date and time	21 September 2026 9:00 A.M. (IST)
e-Voting end date and time	23 September 2026 5:00 P.M. (IST)
Final Dividend for FY 2025-26	
Rate of Dividend	70%
Record Date	11 September 2026
Dividend payout date, if approved	On or before 24 October 2026
Last date for submission of TDS exemption forms	11 September 2026

Link to submit the form for TDS exemption:

You may submit duly filled and signed documents on or before Friday, 11 September 2026 for FY 2026-27, to claim exemption from TDS on the Final Dividend for FY 2025-26 (subject to approval by shareholders in the AGM), if not submitted earlier, at the link: <https://ipostatus.integratedregistry.in/TaxExemptionRegistration.aspx>

As mandated by SEBI, in order to receive dividend in your bank accounts, kindly ensure that your Folio No./demat account is KYC compliant.

Reminder to Physical Shareholders to update KYC and dematerialize physical shares: Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 07, 2024 read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 (‘the SEBI Circular’). These circulars mandate the Company to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature of

security holders holding securities in physical mode. While updating Email ID is optional, the security holders are requested to register email id also to avail online services. Members holding shares in dematerialized mode are requested to register / update their email addresses with their respective DPs.

The documents to submit for updating of Nomination and KYC details available at Company website **of our RTA** <https://ipostatus.integratedregistry.in/KYCRegister.aspx>

It is hereby further informed that in compliance with the Listing Regulations, the Company will pay dividends exclusively through RBI-approved electronic modes. You are requested to ensure that your bank account details are updated immediately to receive direct credit. In case shares are held in demat form, please update the bank details with your Depository Participant (DP), and in case shares are held in physical form, update them directly with the Company's Registrar and Share Transfer Agent (RTA).

In order to facilitate the investors to get rightful access to the Securities, SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30 January 2026 has opened another special window for a period of one year from 5 February 2026 to 4 February 2027 for transfer and dematerialization of physical securities that were sold/purchased prior to 1 April 2019.

The special window shall be available for Transfer Deeds which were executed prior to 1 April 2019 and shall also include such transfer requests which were submitted earlier and were rejected / returned / not attended due to deficiency in the documents / process/ or otherwise. The shares re-lodged for transfer will be processed only in dematerialized form during this window and shall remain under lock-in for one year from the date of registration of transfer.

Hence, such shareholders are requested to re-lodge the transfer deed(s) along-with requisite documents, with our RTA at address provided below:

Integrated Registry Management Services Pvt. Ltd
No.30, Ramana Residency,
4th Cross Sampige Road, Malleswaram, Bangalore – 560 003
Phone : 080-23460815-818 Fax : 080-23460819
E-mail : irg@integratedindia.in

Any Members desiring to obtain a physical copy of the Report, you may write to us at mentioning your Folio No./ DP ID and Client ID investors.mcl@mycem.in

This is for your information and record.

Thanking you,

For HeidelbergCement India Limited

Sd/-
Ravi Arora
Vice President – Corporate Affairs & Company Secretary