

HeidelbergCement India Limited

Regd. Office : 9th Floor, Tower - C, Infinity Towers, DLF Cyber City, Phase - II, Gurgaon, Haryana - 122 002

Postal Ballot Notice

(Pursuant to Section 192A(2) of the Companies Act, 1956)

Dear Shareholders,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 180(1)(a) of Companies Act, 2013, section 192A of the Companies Act, 1956, and other applicable provisions, if any, of the Companies Act, 1956 or Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force, Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other approvals, consents, permissions and sanctions, as may be necessary from the concerned authorities and subject to such terms and conditions as may be imposed by them, consent of the Members of the Company be and is hereby accorded, to sell, assign, transfer and deliver or cause to be sold, assigned, transferred and delivered the cement manufacturing plant of the Company located in Taluka Pen, District Raigad, Maharashtra, having a licensed capacity of 0.972 million tonnes per annum of Portland Slag Cement/Ground Granulated Blast Furnace Slag and having an installed capacity of approximately 0.6 million tonnes per annum of Portland Slag Cement/Ground Granulated Blast Furnace Slag ("Raigad Undertaking") together with all its assets, rights, liabilities, obligations, licenses/ approvals and employees, on a 'going concern' basis, by way of slump sale, to JSW Steel Limited ("Purchaser"), in accordance with the provisions of the business transfer agreement dated 5th October 2013 executed between the Company and the Purchaser ("BTA"), for a lump sum consideration of INR 1660,000,000 (Indian rupees one thousand six hundred and sixty million), subject to certain closing adjustments set forth in the BTA, with effect from a date as may be mutually agreed between the Company and the Purchaser.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee of Directors be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell/transfer the Raigad Undertaking and to finalize and execute, deliver and perform such agreements, contracts, deeds, undertakings, and such other documents as may be necessary under the BTA or otherwise agreed between the Company and the Purchaser, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, including government authorities, and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee of Directors be and are hereby authorised to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/authorised representative(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board
For HeidelbergCement India Limited

Sd/-

Rajesh Relan
Legal Head & Company Secretary

Place : Gurgaon, Haryana
Dated : 5th October, 2013

Notes:

1. The Statement pursuant to Section 102 of Companies Act, 2013 read with Section 192A of the Companies Act, 1956, setting out the material facts and reasons for the proposed Special Resolution is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on 30th September 2013.
3. As required by Rule 3(c) of the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, details of dispatch of Notice and Postal Ballot Form to the members will be published in at least one English and one Vernacular language newspaper circulating in the State of Haryana.
4. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012 of the Securities and Exchange Board of India, the Company is pleased to offer e-voting facility to all the members, as an alternate to voting by dispatching the Postal Ballot Form to the Company, to enable them to cast their votes electronically. The Company has entered into an agreement dated 25th June 2013 with NSDL for facilitating e-voting. E-voting is optional for members.
5. The instructions for e-voting are as under:

(A) In case of Shareholders' receiving e-mail from NSDL:

- (i) Open e-mail and the attached PDF file titled "HCIL e-Voting.PDF" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User ID" and "Password for e-voting". For Members who have not registered their email ids: please refer to the User ID and Password printed on the Postal Ballot Form.
- (ii) Please note that the password is an initial password.
- (iii) Open internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
- (iv) Click on "Shareholder" - "Login".
- (v) Type in your User ID and password as initial password as mentioned in step (i) above and click Login.
- (vi) Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits / characters or combination thereof.
- (vii) Please note your new password. It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential.
- (viii) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- (ix) Select "EVEN" of HeidelbergCement India Limited for casting your vote. Kindly note that vote once casted cannot be modified.
- (x) Now you are ready for "e-voting" as "Cast Vote" page opens. The e-voting period commences on 19th October 2013 (00:00 hrs).
- (xi) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc., together with an attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutiniser through email on officenns@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xiii) In case you are already registered with NSDL then you can use your existing User ID and Password for casting your vote.
- (xiv) The e-voting period ends on 18th November 2013 at 17:30 hrs. The e-voting module will be disabled by NSDL for voting thereafter.

(B) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (iii) to Sl. No. (xii) in 5(A) above, to cast vote.

- (C) 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 "Downloads" section of www.evoting.nsdl.com.
 - (D) In case you are already registered with NSDL then you can use your existing User ID and Password for casting your vote.
 - (E) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
6. Members who have registered their e-mail ID are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://www.evoting.nsdl.com/> or <http://www.mycemco.com/> or seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agents namely, Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003, fill in the details and send the same to the Scrutiniser.
 7. Kindly note that the Members can opt only one mode of voting i.e., either by physical Ballot or E-voting. If you are opting for E-voting, then do not vote by physical Ballot also and vice versa. However, in case member has voted both through physical as well as E-voting, then voting done through valid physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 8. The Company has appointed Mr. Nityanand Singh, Company Secretary in whole-time practice as Scrutiniser and Ms. Preeti Chauhan, Company Secretary in whole-time practice as alternative Scrutiniser, for conducting the entire Postal Ballot process in a fair and transparent manner.
 9. For the purpose of voting through physical Ballots, you are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed Prepaid Self Addressed Business Reply Envelope, so as to reach the Scrutiniser at the address of the Company as printed on the said prepaid envelope on or before 18th November 2013 (17:30 hrs). No other request / details furnished in the Self Addressed envelope will be entertained.
 10. In cases where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form.
 11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e., 30th September 2013.
 12. The Postal Ballot Forms received after 18th November 2013 (17:30 hrs) will be treated as if reply from the member has not been received.
 13. The Scrutiniser will submit his report addressed to the Board of Directors of the Company, to the CEO & Managing Director of the Company or to any other person duly authorized in this behalf, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced by a Director of the Company or by the Person authorised as aforesaid, on 19th November 2013 at 17:00 hrs at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot will also be displayed on the Company's website, www.mycemco.com.
 14. The Board of Directors has appointed Mr. Rajesh Relan, Legal Head & Company Secretary of the Company as the person responsible for the entire Postal Ballot process.
 15. Documents specifically stated in the Statement pursuant to section 102 of Companies Act, 2013 are open for inspection at the Registered Office of the Company between 14:00 hrs to 17:00 hrs on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of Postal Ballot.

STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956

Your Company is engaged in the business of manufacturing, marketing and selling cement. It has two integrated cement plants at Damoh (Madhya Pradesh) and Ammasandra (Karnataka) and two grinding units at Jhansi (Uttar Pradesh) and Raigad (Maharashtra). The grinding unit situated at Taluka Pen, District Raigad, Maharashtra ("Raigad Undertaking"), has an installed capacity of approximately 0.6 million tonnes per annum of Portland Slag Cement. The Company had been exploring possible ways of improving margins of this grinding unit, including the possibility to scale up operations, but the same was not feasible due to infrastructural bottlenecks.

Considering inter alia the above, the Board of Directors of the Company had at its meeting held on May 21, 2013, subject to the approval of the members and other requisite approvals, decided to sell/transfer the Raigad Undertaking with all its assets, rights, liabilities, obligations, licenses/approvals and employees on a 'going concern' basis to JSW Group. Pursuant to the aforesaid approval of the Board, the Company entered into a Business Transfer

Agreement ("BTA") with JSW Steel Limited ("Purchaser") on 5th October 2013, whereby it has agreed to, subject to the approval of the members and other requisite approvals, sell/transfer the Raigad Undertaking to the Purchaser for a lump sum consideration of INR 1660,000,000 (Indian rupees one thousand six hundred and sixty million), subject to certain closing adjustments set forth in the BTA, and with effect from a date as may be mutually agreed between the Company and the Purchaser in accordance with the provisions of the BTA ("Closing Date").

The money received from sale of the Raigad Undertaking will be utilized in the business in an appropriate manner and thus improve the bottomline. Divestment of this undertaking will enable the Company to focus on more strategic and key operations in Central India, where the cement manufacturing capacity has been increased substantially in the 1st quarter of 2013, by successful completion of Damoh Jhansi expansion project.

Following are the salient features of the proposed sale / transfer as detailed in Business Transfer Agreement:

- (i) Sale / transfer of the Raigad Undertaking together with all its assets, rights, liabilities, obligations, licenses/ approvals and employees on a going concern basis by way of slump sale. The rights and obligations of your Company and the Purchaser are appropriately secured through indemnities, bank guarantees and / or other provisions.
- (ii) The employees of the said Raigad Undertaking as on the Closing Date shall be transferred to the Purchaser on the terms and conditions, which shall not be less favorable than the existing terms applicable to them.
- (iii) Sale / transfer of the Raigad Undertaking shall be effective, upon receipt of necessary approvals, from the Closing Date.
- (iv) The Purchaser shall at all times be liable and responsible to discharge all direct and indirect tax liabilities whether outstanding, accrued, contingent or otherwise with respect to or arising out of operations of the Raigad Undertaking for the period commencing from the Closing Date, and the Company shall at all times be liable and responsible to discharge all such liabilities for the period up to the Closing Date.
- (v) The Sale / transfer shall be at a consideration of INR 1660,000,000 (Indian rupees one thousand six hundred and sixty million), subject to certain closing adjustments set forth in the BTA. Out of the aforesaid sale consideration INR 1000,000,000 (Indian rupees one thousand million) shall be received on the Closing Date and the balance amount, subject to certain closing adjustments, if any, shall be received on the date of expiry of twelve (12) months from the Closing Date.

A copy of the BTA is open for inspection at the Registered Office of the Company between 14:00 hrs to 17:00 hrs on all working days (except Saturdays, Sundays and Public Holidays) upto the date of announcement of result of Postal Ballot.

Section 180(1)(a) of Companies Act, 2013 and section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, requires that any sale, lease or disposal of the "whole or substantially the whole of an undertaking" of the Company must be approved by the members of the Company by way of a Special Resolution, to be passed through Postal Ballot. Accordingly, in terms of section 180(1)(a) of the Companies Act, 2013, approval of the members is being sought to sell/transfer the Raigad Undertaking of the Company and to authorise the Board of Directors / Committee of Directors to give effect to the aforesaid resolution, as it may deem fit in the interest of the Company.

The Resolution, if approved, will be taken as effectively passed on the date of declaration of result of Postal Ballot.

Members are requested to communicate their Assent or Dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein. The Company is also offering E-voting facility as an alternate, to all its members to enable them to cast their vote electronically.

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

The Board recommends the resolution as set out in the Notice for approval of the members as a Special Resolution.

By Order of the Board
For HeidelbergCement India Limited

Sd/-

Rajesh Relan
Legal Head & Company Secretary

Place : Gurgaon, Haryana
Dated : 5th October, 2013

HeidelbergCement India Limited

Registered Office :

9th Floor, Tower - C, Infinity Towers, DLF Cyber City, Phase - II, Gurgaon, Haryana - 122 002

POSTAL BALLOT FORM

Sl. No.

1. Name(s) of Member(s) (in block letters) (including joint-holders, if any)

2. Registered address of the Sole /
First named Member / Beneficial owner

3. Registered Folio No./ DP ID No.*/
Client ID No.*
(*Applicable to Investors holding
Shares in dematerialized form)

4. Number of Shares Held

5. I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 5th October 2013 of the Company by conveying / sending my / our assent or dissent to the said Special Resolution by placing tick (✓) mark at the appropriate box below:

Description of Resolution	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for sale of Raigad Undertaking of the Company to JSW Steel Limited.			

Place:

Date: (SIGNATURE OF THE SHAREHOLDER)

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

NOTE: Please carefully read the instructions before exercising your vote through this form.

INSTRUCTIONS

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his /her absence, by the next named Member.
5. Unsigned, incomplete, incorrectly ticked, defaced, torn, mutilated or overwritten Postal Ballot Forms shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballots will be final.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours 17:30 hrs on 18th November 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours 17:30 hrs on 18th November 2013.
9. The Postal Ballot shall not be exercised by a proxy.
10. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e., 30th September 2013.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
14. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.