

Familiarisation programme for Independent Directors of HeidelbergCement India Limited

Background:

In accordance with the provisions of Clause 49 of the Listing Agreement with Stock Exchanges, the Company is required to familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc., through various programmes.

Details of Familiarisation Programme:

Independent directors of the Company are made aware of their role, duties, responsibilities and liabilities at the time of their appointment, through a formal letter of appointment, containing various terms and conditions of their engagement. In addition the Company provides copies of Code of Conduct for Board Members and Senior Management Personnel, Codes pursuant to SEBI (Prohibition of Insider Trading) Regulations, Terms of reference of various Committees of the Board, etc.

Independent Directors are provided with necessary documents and reports to familiarise them with the functioning of the Company. They are also briefed about the compliances required under the Companies Act, Clause 49 of the Listing Agreement and other applicable regulations. Presentations are regularly made at the meetings of the Board and its Committees inter alia covering operations, markets, strategy/budgets, occupational health and safety, finance, risk management, financial statements, technology, regulatory changes, etc., from time to time.

Independent Directors are also encouraged to visit manufacturing plants of the Company in order to have a better understanding of the operations and processes.