

TRANSCRIPT OF THE PROCEEDINGS OF THE 15TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF GULBARGA CEMENT LIMITED (“THE COMPANY”) HELD ON TUESDAY, 20 SEPTEMBER, 2022 AT 3:00 P.M. THROUGH VIDEO-CONFERENCE (“VC”) USING MICROSOFT TEAMS.

Participants

Directors

Mr. Jamshed Naval Cooper- Chairman

Mr. Juan Francisco Defalque- Non-Executive Director

Ms. Soek Peng Sim- Non-Executive Director

Mr. R.K. Nagesh- Non-Executive Director

In attendance

Mr. Vimal Kumar Jain- Director, Zuari Cement Limited

Mr. Vimal Kumar Choudhary- Chief Financial Officer

Mr. Rajesh Relan- Legal Head & Company Secretary, HeidelbergCement India Limited
(“HCIL”)

Mr. Arjun Dutta- Company Secretary

Mr. Rajeev Kumar Saxena- Partner, S.N. Dhawan & Co. LLP, Statutory Auditors

Members present

M/s. Zuari Cement Limited- Represented by Mr. Jamshed Naval Cooper

M/s. Compagnie PourL’Investissement Financier En Inde - Represented by Ms. Agnes Metois

M/s. Zuari Cement Limited Jointly with Mr. Anil Sharma- Represented by Mr. Anil Sharma

M/s. Zuari Cement Limited Jointly with Mr. Sachindranath V.K.- Represented by Mr. Sachindranath V.K.

M/s. Zuari Cement Limited Jointly with Mr. R.K Nagesh- Represented by Mr. R.K. Nagesh.

M/s. Zuari Cement Limited Jointly with Mr. C. Gowrishankar- Represented by Mr. C. Gowrishankar.

Welcome address by Mr. Arjun Dutta, Company Secretary of Gulbarga Cement Limited

Good afternoon everyone, I Arjun Dutta, Company Secretary of Gulbarga Cement Limited welcome the Shareholders, Directors and Executives of Gulbarga Cement Limited present at the meeting through video conferencing to the 15th Annual General Meeting of the Company.

I now request Mr. Jamshed Naval Cooper, Chairman of the Company to commence with the proceedings of the Annual General Meeting.

Commencement of proceeding of Annual General Meeting by Mr. Jamshed Naval Cooper, Chairman of Gulbarga Cement Limited.

I extend a warm welcome to the Members of the Company to this 15th Annual General Meeting being held through video conferencing facility. In view of the COVID-19 pandemic and in compliance with relevant circulars of the Ministry of Corporate Affairs the Company is holding its AGM virtually. The requisite quorum being present here, I declare the meeting as properly constituted and commence the proceedings. With the concurrence of the members, I take the Notice of the 15th Annual General Meeting, Financial Statements, Board's Report and Auditors' Report as read. The Auditors' Report and the Secretarial Audit Report do not contain any qualification, reservation or adverse remark. There are four items of ordinary business set out in Notice of AGM, now we will take up the resolutions to be put to vote one by one by show of hands.

Ordinary Business

Item No.1 To approve the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the reports of the Directors and Auditors thereon.

Now, can we have a proposer and seconder. Ms. Agnes Metois has proposed and Mr. Sachindranath V.K. has seconded the proposed resolution. The resolution is passed by way of show of hands.

Item No.2 Appointment of Mr. Kevin Gerard Gluskie (DIN: 07413549) as Director of the Company.

Now, can we have a proposer and seconder. Mr. C. Gowrishankar has proposed and Mr. Sachindranath V.K. has seconded the proposed resolution. The resolution is passed by way of show of hands.

Item No.3 Appointment of Ms. Soek Peng Sim (DIN: 06958955) as Director of the Company.

Now, can we have a proposer and seconder. Mr. Sachindranath V.K. has proposed and Mr. C. Gowrishankar has seconded the proposed resolution. The resolution is passed by way of show of hands.

Special Business

Item No.4 Appointment of Mr. Nagesh Ramakrishnaiah Kalavathi (DIN: 0009690467) as Non-Executive Director of the Company

Now, can we have a proposer and seconder. Mr. Sachindranath V.K. has proposed and Ms. Agnes Metois has seconded the proposed resolution. The resolution is passed by way of show of hands.

The meeting is concluded. I thank all the members who have despite their preoccupations, made it convenient to attend this Annual General Meeting.