

Transcript of the 33rd Annual General Meeting of the Company held on August 7, 2025
through video conference at 4.30 p.m.

Pursuant to the provisions of Article 103 of the Articles of Association of the Company, Dr. Raveendra Chittoor, Chairman of the Board, occupied the chair and presided over the 33rd Annual General Meeting held on August 7, 2025 through video conference.

Good Evening dear shareholders,

I welcome you all to the 33rd Annual General Meeting of your Company which is being held through Video Conference pursuant to the applicable circulars issued by the MCA and SEBI. It is a privilege for me to address this august gathering of the shareholders as the Chairman of this meeting. I trust all of you are safe and healthy.

As the requisite quorum is present for the Annual General Meeting, I, as the Chairman, call the meeting to order.

I now request all the Directors attending this AGM to introduce themselves.

Mr. Akshay Raheja, Non-Executive Director : Namaste.

Ms. Ravina Rajpal, Non-Executive Independent Director: Namaste.

Mr. Conrad D'Souza, Non-Executive Independent Director: Namaste.

Mr. Vijay Aggarwal, Managing Director: Namaskar.

Mr. Sarat Chandak, Executive Director & CEO (HRJ): Namaskar

Mr. Raakesh Jain, Executive Director & CEO (Cement): Namaskar.

Thank you. Mr. Rajan Raheja has not been able to attend the meeting due to prior commitments.

Besides, we also have Mr. Sanjay Roy, CEO (RMC), Mr. Arun Kumar Agarwal, Chief Financial Officer and Mr. Shailesh Dholakia, Company Secretary, along with other executives of the Company attending this meeting through video conference.

Representatives of Statutory Auditors and Secretarial Auditor are also attending this meeting through video conference.

As per the provisions of the Companies Act, 2013 and SEBI LODR, your Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically. The remote e-voting commenced on Sunday, 3rd August, 2025 at 9:00 a.m. and concluded on Wednesday, 6th August, 2025 at 5:00 p.m. The remote e-voting had already been concluded as per the timelines mentioned in the Notice of the AGM.

The e-voting platform is open for voting during the meeting and will close 15 minutes after all businesses are transacted post which the meeting will stand closed. Those shareholders who have not cast their votes by remote e-voting can cast their votes now electronically by clicking on the voting button visible on their screen. In all, there are 5 Ordinary resolutions and 1 Special resolution placed before the shareholders for their consideration and approval, details of which are given in the Notice of the AGM. Kindly note that those of you who have already cast their votes on the remote e-voting platform shall not be permitted to cast votes again.

Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practicing Companies Secretary, Hyderabad, has been appointed as the scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner. The consolidated results of the e-voting along with the consolidated Scrutiniser's report will be displayed on the website of the Company, KFin Technologies Limited and the Stock Exchanges and also will be available at the registered office and corporate office of the Company.

The Company has taken requisite steps to ensure that the AGM through video conference is seamless experience for all shareholders and all efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on each item of business.

We will now proceed with the meeting.

Pursuant to the MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. The register of Authorised Representation with representations aggregating 30,86,30,246 equity shares representing 61.31% of the paid up equity capital are available for inspection through the VC facility of KFin.

The Register of Directors and Key Managerial Personnel and their Shareholding as well as other statutory registers, Auditor's Report and the relevant documents referred to in the notice and explanatory statement are available for inspection electronically during the AGM.

The Notice of the 33rd Annual General Meeting and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the SEBI LODR along with the Audited Financial Statements for the year ended 31st March, 2025 together with the Director's and Auditor's Reports had been sent by e-mail to all those shareholders who have registered their e-mail address with the respective Depository Participants or the Registrar & Transfer Agent of the Company. The said documents are also uploaded on the websites of the Company, KFin Technologies Limited, BSE and NSE for your ready reference.

In addition, pursuant to Regulation 36(1)(b) of the SEBI (LODR), a letter has been sent to the shareholders whose e-mail addresses are not registered with their respective depository participants or the Registrar and Transfer Agent of the Company, stating the web link where the Annual Report is uploaded on website of the Company.

With the permission of all the members, I shall now take the Notice of the 33rd Annual General Meeting as read.

As the Auditor's Reports on Standalone and consolidated financial statements of the Company for the Financial Year ended March 31, 2025 does not contain any qualifications, observations or comments on financial transactions or matters which have adverse effect on the functioning of the Company, accordingly these reports are not required to be read out, as provided in the Companies Act, 2013.

As the Secretarial Auditor's Report for the financial year ended 31st March, 2025 does not contain any qualification, observation or comments, accordingly, the same is not required to be read out, as provided in the Companies Act, 2013.

I now request Mr. Vijay Aggarwal, Managing Director of the Company, to appraise you on the operational performance, key focus areas and the business outlook of your Company. Mr. Aggarwal, please give your report. Thank you.

Mr. Vijay Aggarwal:

Thank you, Chairman. Good evening, dear Shareholders. On behalf of the Board of Directors, I extend a very warm welcome to all of you at the 33rd AGM of your Company. I am honored and grateful for this privilege of addressing our esteemed shareholders. Your unwavering support and trust have been the driving force behind the Company's remarkable journey and the source of motivation for all the employees, including myself.

It gives me immense pleasure to share that Company has retained its position as one of the top three players in the ready mixed concrete and tile sectors across India. Notably, your company had been a prominent Cement company in the Satna cluster in Central India. Your Company's focus on operational excellence, innovation, sustainability etc. aligns perfectly with India's growth trajectory and ensuring that your Company continues to thrive and creates value for all the shareholders. In fact, our Prime Minister has announced focus on Swadesh and Made in India goods. So we are very proud that your Company is producing a lot of goods for consumption not only in India but also export to many other parts of the world.

During the Financial Year 2024-25, your Company's consolidated revenue declined by 1.6% marginally to ₹ 7,310 crores primarily due to lower realizations in the Cement division and decrease in RMC division volumes. Consolidated EBITDA margin contracted by 0.9% to 5.7%, primarily again due to decline in the Cement divisions EBITDA per ton and the RMC division's EBITDA also increased by 3.10%, but that is not enough to arrest the overall decline. HRJ's margin also marginally increased by 0.1% from 5.7% to 5.8%. The consolidated EBITDA for the company declined from ₹ 489 crores to ₹ 418 crores. On the positive side, the net debt to EBITDA improved from 1.7 times in previous year to 1.5 times in this year despite lower EBITDA as your Company was successfully able to reduce the net debt level from ₹ 827 crores to ₹ 630 crores, approximately ₹ 200 crore reduction during the year. The free cash flow generated before Capex and investments increased from ₹ 299 crores in previous year to ₹ 543 crores in this year due to improvement in inventory levels, receipt of certain income tax refunds and sale of certain non-core assets as well. The return on capital employed declined from 5.3% in previous year to 3.7% in current year.

Let us now look at some of the performance highlights of the three divisions in the current Financial Year :

Cement Division :

As you are aware, Cement Division operates two plants in Satna, Madhya Pradesh with a capacity of 5.6 million tons. Additionally, your Company has supply agreements with three outside grinding units in UP for supply of another 1.08 million tons.

- The revenues for the full year in Cement Division declined by 8.9% to ₹ 3,022 Crores, mainly due to drop in Cement prices.
- As a result EBITDA per ton decreased from ₹ 523 per ton to ₹ 351 per ton.
- The management made a lot of effort to reduce the cost in line with the reduction in prices, but it was not fully in line with that. The premium products continue to improve and have now become 42% of total Cement sales volume in this year.
- Your Company also commissioned an additional 8 MW of solar power during this year. As a result of this, your Company's total solar power capacity is now 30.5 MW in the Cement division. This is helping to reduce overall power cost as well as increasing the share of green power.

H & R Johnson (India) Division (HRJ) :

Coming to the H&R Johnson Division (HRJ Division). With a rich legacy of over 67 years of experience in India, HRJ has been the pioneer of the Indian Ceramic Tile industry. It has a diverse product portfolio encompassing ceramic, vitrified industrial tiles. It also has sanitaryware and bath fittings and engineered Marble and Quartz. Your Company along with the joint ventures holds one of the largest manufacturing capacities in the domestic Tile industry with a tile production capacity of 64 million sq. mt. across 11 locations. In addition, your Company also has two plants for bathroom fittings with a capacity of 3.6 million pieces per annum. I am also happy to report that during this year the Company also got into a joint venture with Sunbath Sanitaryware, which has a sanitaryware capacity of about 11,000 tons per annum.

The key highlights of this year are as follows :

- HRJ's overall revenues grew by 0.3% from ₹ 2,386 Crores in previous year to ₹2,393 crores in this year. The revenue from sanitaryware and bathroom division grew by 11% to ₹ 306 crores. Tile sale volume grew by 0.1% from 57.6 million to 57.7 million sq. mt. EBITDA margin as I said earlier increased marginally by 10 basis points from 5.7% to 5.8%.
- This year, your Company also completed modernization of its tile manufacturing plant at Vijayawada, Andhra Pradesh. So the plant is now capable of making more value-added and innovative world-class products in line with the market demand.

RMC Readymix (India) Division (Prism RMC) :

Coming to RMC Division. Prism RMC is one of the three largest Ready Mix Concrete manufacturers in the Country with a pan-India presence.

- RMC sales volume in the year declined by 5.1% from 4.1 mn m3 to 3.8 mn m3 primarily due to completion of certain mega projects which got over and those sites consequently closed.
- As a result, the revenue declined by 3.8% to ₹1,415 crores in this year. However, the EBITDA grew by 111% from ₹39 crores to ₹82 crores in this year.

As of March 31st, 2025, your Company was operating 98 plants across 45 different cities all over India including certain franchise plants.

Raheja QBE General Insurance Company Limited (RQBE):

As you are aware your Company also has a joint venture for general insurance called Raheja QBE General Insurance Company Limited. So RQBE's Gross written premium grew by 62% during the year from ₹316 crores to ₹512 crores in this year. The Net Loss After Tax increased marginally from ₹ 41 crores to ₹ 48 crores despite such fast growth. This company remains well capitalized with the solvency ratio of 1.72 times as compared to the minimum required by the regulator of 1.5. Assets Under Management increased by approximately 11% from ₹ 884 crores in previous year to ₹ 980 crores as of March 31, 2025.

Key ESG Initiatives :

Your company also doing a lot of work on ESG initiatives, I highlight some of them.

- Being a building materials company, your Company recognizes its responsibility towards the environment, sustainability and responsibility towards the communities where we operate. Your Company's vision is to drive sustainable growth while getting to evolving needs of the consumers through innovative products and services.
- Your Company's sustainability strategy is built around 4 pillars, creating stakeholder value, safeguarding the environment, employee well-being and growth and supporting local communities. Your Company continues to remain committed to promoting inclusive growth and this year your Company has contributed ₹1.16 crores towards various CSR activities in localities around the plants.

Q1 FY26 update:

Today, your Company also had the board meeting in the morning and the afternoon so and the results have been declared of the first quarter. I would also like to share a very brief update on the performance in the first quarter of your company.

- So for the first quarter, the revenue had a healthy growth of 7.8% compared to previous year, primarily due to very strong growth in the Cement division. Very happy to report that the Cement and clinker sales volume grew by 18.5% in the first quarter compared to last year to 1.96 million tons. And the share of premium products also, what was 40% last year is now 46%. So it's a very healthy growth in the mix, as well as the volume.
- In the HRJ division, revenue grew by 1.4% compared to last year. The volume overall grew 0.9%. However, what is heartening is that in the first quarter, the domestic market sales volume grew by 7.7%. Exports were down, that's why the overall volume is a bit less. But domestic volume did grow in a very healthy manner. Also happy to share that in the month of May, your Company launched a very nice advertising campaign for HRJ division in TV and digital media across many states across the country. Some of you who joined this call a little earlier, we also took the opportunity to play some of those advertisements on the site so that you could get a glimpse of the same. So this initiative is designed to strengthen your Company's brand visibility and connect more deeply with especially with younger consumers so that the brand recall remains very strong.
- Prism RMC division revenue declined by 4.9% again due to closure and completion of some of the mega plants and those sites. The company is now working to rebuild the order book for mega plants so that after a phase like that, the mega division will again start to grow.
- In Q1, overall EBITDA grew by 12.6% compared to last year. For the Cement division, EBITDA grew from ₹ 654 per ton to ₹ 708 per ton mainly due to reduction in power and fuel costs. In the case of HRJ, EBITDA remained the same as like last year at about 18 crores. However, the company did spend a lot of money on TV advertising. So it is because of those additional expenses the Company was able to maintain the same EBITDA.
- In the RMC division, EBITDA declined by approximately 40% due to reduction in volumes.
- The net debt to equity ratio stood at 0.5 times as of June 30, 2025.
- Annualized ROCE has declined from 10.7% in previous year to 8.8% in this quarter.
- Capital employed has more or less remained the same at ₹2,208 crores in this quarter.

Conclusion :

In the end, on behalf of the Board of Directors, I extend our heartfelt gratitude to all our shareholders for their unwavering support, trust, confidence, and dedication to the Company. Your confidence inspires us and motivates us to tackle challenges, seize new opportunities, and propel your Company to better heights in the coming future. We are committed to deliver value for all our shareholders and we eagerly await and anticipate a future of shared success.

I would now request the Chairman to continue with proceedings of the meeting. Thank you.

Dr. Raveendra Chittoor:

Thank you Mr. Aggarwal. I have received the names of the shareholders who have registered themselves as speakers. The names will be called by the moderator one after the other and after the shareholders have completed making their observations and suggestions, Mr. Aggarwal will respond to the same.

Mr. Srikanth Jhawar, Mr. Praful Chavda, Mr. Kamal Kishore Jhawar, Mr. Yusuf Yunus Rangwala, Mr. Manoj Kumar Gupta, Mr. Dnyaneshwar Kamalakar Bhagwat, Mr. Bharat Pratapsinh Negandhi, Mr. Suresh Chand Jain, Mr. Afzal Urrahmansufi Mohd, Mr. Vinay Vishnu Bhide, Mr. Abhishek Jain, Mr. A V Mani Sundaram and Mr. Reddeppa Gundluru spoke at the meeting. They expressed their views and sought clarification mainly relating to the accounts, future outlook, non-convertible debenture resolution proposed in the AGM notice, capex plans, strategic acquisition or expansion plans, RMC, Cement and Tiles Division Roadmap, employees count, main competitors in cement business, ESG score, dividend distribution policy, profit making joint venture/subsidiaries, plan for fixed cost reduction and other contingent liabilities, key factor determining profitability, contribution of company in the Mahakumbh Mela, capacity utilisation, renewable energy, alternate fuel resource and generally complemented the management for the robust performance under adverse conditions.

Mr. Vijay Aggarwal:

Mr. Aggarwal thanked the Members for showing their keen interest in the Company, their valuable guidance and suggestions and responded suitably to all the questions raised by Members.

I would now request the Chairman to continue with proceedings of the meeting. Thank you so much.

Dr. Raveendra Chittoor :

Thank you Mr. Aggarwal for very comprehensively addressing all the questions and queries of the shareholders.

On behalf of the Board of Directors, I would like to express our sincere appreciation for the continued and consistent support received from all the shareholders of the company, as also from all the regulators, banks and other business constituents. I would also like to thank all my colleagues on the Board for their continued guidance, support and contributions, hard work made to the company.

On behalf of the Board, I also wish to acknowledge the committed services of all the employees of the company at all levels during the year. I also thank all the shareholders who are attending this meeting.

As there is no further business to be transacted this brings me to the end of the meeting. The shareholders will now be given the final 15 minutes for voting, after which the 33rd Annual

General Meeting will stand closed.

Thank you all. Take care. God bless.

Vijay Aggarwal :

Thank you, Chairman sir, on behalf of all the shareholders and management team and Directors.
I would like to thank our Chairman sir, for conducting this meeting. Thank you, sir.