<u>Transcript of the 34th Annual General Meeting of the Company held on Friday, August 7, 2026 through video conference at 4.30 p.m.</u>

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 34th Annual General Meeting held on August 7, 2026 through video conference.

Good Evening my dear fellow shareholders,

I welcome you all to the 34th Annual General Meeting of your Company, which is being held through Video Conference pursuant to the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. 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 call the meeting to order.

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

Mr. Akshay Raheja, Non-Executive Director : Good Afternoon. This is Akshay Raheja, Non-Executive Director of the Company, attending this meeting from my office in Mumbai. Thank you.

Thank you.

Ms. Ravina Rajpal, Non-Executive Independent Director: Hello, everyone, I'm attending this meeting from Mumbai. Thank you.

Thank you.

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

I think we can….yah, I think Mr. D'Souza is having some technical difficulties, so we can continue as we can now see him. Thank you, Mr. Conrad D'Souza.

Mr. Vijay Aggarwal, Managing Director: Good Evening, Namaskar.

Mr. Sarat Chandak, Executive Director & CEO of HR Johnson: Good Evening, Namaskar.

Mr. Raakesh Jain, Executive Director & CEO (Cement Division): Good Evening everyone, Namaste.

Mr. Sanjay Roy, Executive Director & CEO (RMC Division) : Namaste everyone.

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

Besides, we also have 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, Secretarial Auditor and Cost Auditors 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 Tuesday, 4th August, 2026 at 9:00 a.m. and concluded on Thursday, 6th August, 2026 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 business 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 4 Ordinary resolutions and 2 Special resolutions 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 your 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 Company 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 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 will also be available at the registered office and corporate office of the Company.

The Company has taken requisite steps to ensure that AGM through video conference is seamless experience for all the stakeholders and all efforts feasible under the given circumstances have indeed been taken 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 34th 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, 2026 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 ID 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 members, I shall now take the Notice of the 34th Annual General Meeting as read.

As the Auditor's Reports on the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 does not contain any qualifications, observations or comments on the 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, 2026 does not contain any qualifications, observations 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. Vijay Aggarwal:

Yes, Thank you, 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 34th 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 your Company's remarkable journey over the past 3 decades.

The Company has evolved into a diversified building materials enterprise with strong brands and well-established presence across cement, tiles, bathware and ready-mix concrete. We are an established regional cement player in Central India, especially with a strong presence across Eastern and Central UP, MP, and Bihar, while our tiles, bathware, and ready-mix concrete businesses have established a nationwide footprint.

I will now take you through the consolidated financial performance for the last Financial Year. This year was marked by global uncertainty driven by geopolitical tensions, energy market volatility, evolving trade dynamics, issues of tariffs and all these kinds of challenges. Despite this, your Company delivered improved profitability compared to the previous year, strengthened the balance sheet and enhanced operating performance across all the 3 businesses.

During the year, your Company's consolidated revenue, excluding insurance business, grew by 8.4%. to ₹ 7,404 Crores from ₹6,830 Crores in the previous year. Consolidated EBITDA, I am happy to share, grew by 52.1% to ₹ 693 Crores from ₹ 456 Crores, and the EBITDA margin improved from 6.7% to 9.4%. The consolidated net profit improved to ₹105 Crores. Compared to ₹ 93 Crores in the previous year. This improvement was broad-based, driven by premiumization of products, operational excellence and continuous cost optimization, aided by a gradually improving business environment.

Over the years, strengthening your Company's balance sheet has been management's highest priority. So, the effective net debt, including various financial obligations of the company, reduced significantly from ₹1,138 Crores in the previous year to ₹ 646 Crores. So, this was a very significant performance in terms of reduction of debt. It was achieved through operational performance, healthy internal accruals, as well as sale of non-core assets. So, the net debt reduced to ₹ 565 Crores as on March 31, 2026, compared to ₹ 636 Crores a year earlier. At the same time, Debt-to-EBITDA improved from 1.4 to 0.8. One of the encouraging outcomes of the year has been improvement in capital efficiency. Your Company nearly doubled the ROCE percentage from 5.2% in the previous year to 9.4%, reflecting stronger operating performance and a disciplined asset-light operating model.

In Cement, we have outsourced certain parts of grinding capacity. Same way in the tile business, there is outsourcing of tiles and in RMC, some part of the capacities are franchisee-led, which keeps the business asset-light, allowing more free cash flow and better ROCE. The Company's free cash flow pre-capex stood at ₹ 334 Crores compared to ₹ 529 Crores in the previous year. Adjusted for financial obligations, the underlying free cash flow improved substantially to ₹ 738 Crores compared to ₹ 214 Crores in the previous year. The net working capital days improved to 22 days compared to 25 days in the previous year.

Now, I will go into a little bit of detail about each division :

Cement Division :

The Cement division of your Company, as you are aware, operates 2 plants at Satna in the state of Madhya Pradesh with an installed capacity of 5.6 million tons. We also have outsourced grinding arrangements with few vendors totalling to 1.37 million tons.

The key highlights are as follows :

- The revenue increased by 12.7% to ₹ 3,405 Crores compared to ₹ 3,022 Crores in the previous year. This was achieved with better volumes in cement and clinker as well as slightly better pricing.

- EBITDA increased significantly by 72% to ₹ 402 Crores compared to ₹ 233 Crores in the previous year, and on a per-ton basis, EBITDA improved from 351 to 543.

- The share of premium products also has been improving continuously, and your Company could achieve 54% premium mix compared to 42% in the previous year. And the average lead distance for sales reduced to 362 km compared to 376 km.

H & R Johnson (India) Division :

Coming to the HRJ division. HRJ division has a rich legacy spanning over 68 years in India. HRJ continues to be the pioneer of the Indian ceramic tile industry with a diversified product portfolio spanning ceramic and vitrified tiles, sanitaryware, bath fittings, engineered marble and quartz. Your Company, together with its joint ventures, operates 11 tile manufacturing plants with a combined capacity of approximately 64 million square meters per annum, 2 Faucet plants with a capacity of 3.6 million pieces per annum and a sanitaryware joint venture with a capacity of 11,000 tonnes per annum.

The key highlights are as follows :

- HRJ consolidated revenue grew by 2.3% to ₹ 2,447 Crores compared to ₹ 2,393 Crores in the previous year. Both tiles and bath businesses grew.

- The tile sales volume grew by 2.1% to 58.9 million square meters. Whereas EBITDA increased by 27% to ₹178 Crores compared to ₹140 Crores in the previous year and the EBITDA margin for the business improved from 5.8% to 7.3%.

- HRJ continued to expand its focus on premium and differentiated products. The share of GVT products has increased from 25% in the previous year to 27% in this year.

RMC Readymix (India) Division :

Coming to the RMC ready-mix division (Prism RMC). Prism RMC is among India's leading ready-mix concrete solution providers. As of March, this division was operating 89 plants across 46 cities across the Country. The business is supported by an asset-light network of a few franchises across different cities. The division operates in 3 segments : commercial concrete, mega projects and construction chemicals.

The highlights for this division are as follows :

- The revenue increased by 9.6% from ₹ 1,415 Crores to ₹1,551 Crores, driven primarily by the growth in the commercial concrete division.

- EBITDA increased by 37% to ₹113 Crores compared to ₹ 82 Crores in the previous year, and in percentage margin, it improved from 5.8% to 7.3%.

- The total volume declined to 34.9 lakhs meter cube, primarily because in the mega vertical there was a transition of the business model going through, which is now been completed and the order book is again increasing.

- The share of value-added products in commercial concrete has improved to 29% compared to only 19% in the previous year.

Raheja QBE General Insurance Company Limited (RQBE):

Coming to the general insurance business, Raheja QBE. As you are aware, your Company was looking to divest its investment being a non-core business for quite some time. I am happy to report that your Company has been able to divest its entire 51% shareholding in Raheja QBE General Insurance Company for a total consideration of ₹ 325.87 Crores. This money has already been received and all the proceeds have been utilized to prepay various borrowings of the Company. This transaction was completed on the 1st of July, so the financial impact will be coming in Q2, and not in Q1. This transaction underscores your Company's sharp focus on core building materials and to unlock value for all these stakeholders.

Q1 FY27 update:

After this, I would like to bring your attention to the performance of the Q1.

Today morning, your Board of Directors had met and declared the results for the first quarter. As you are aware, there have been significant external talk in the global economy during this quarter due to the Middle East crisis and the ongoing Ukraine war, particularly having a difficult impact on the fuel cost, whether it is coal or petrol and diesel or natural gas, which are important raw materials and ingredients for all the 3 divisions. But despite all that, I am happy to share that your company delivered one of its best quarterly performance, with consolidated EBITDA increasing to ₹ 221 Crores compared to last year, and the margin has also improved to 12% and the consolidated revenue has now been achieved at ₹ 1,844 Crores. This performance was driven mainly by the robust execution in the Tiles and RMC business. The Cement business demonstrated resilience because there were bigger challenges because of the fuel cost in the Cement division.

This quarter, we had to face elevated fuel costs and raw material inflation, as I mentioned earlier. Yet the disciplined cost management, operational efficiencies, and calibrated pricing actions enabled the Company to achieve better results. I am happy to share that the annualized ROCE in this quarter was 21.8% as compared to only 8.8% in the previous year same quarter. I am also happy to share that as of yesterday evening, our standalone gross debt has been significantly reduced to only ₹ 493 Crores which was ₹ 1,048 Crores as on June 30, 2026, almost a reduction of ₹ 500 Crores. This further accelerates our journey towards becoming a net debt-free company. We have a clear goal that your Company will become net debt-free as early as possible, and we do expect to achieve this status well before the next AGM and we will be keeping you informed on the good developments.

As a reflection of the Company's improved financial position, I am also happy to share that yesterday our Credit Rating Agency, India Rating and Research Private Limited, has also upgraded the credit rating of your Company from IND A+ to IND AA- and we are hopeful that by end of the year they should be in further upgrade depending on the continued improvement in the business.

Some of the key highlights for the business for the first quarter are as follows:

- In the Cement Division, we could maintain EBITDA at ₹ 706 per tonne compared to ₹ 708 in the last year first quarter.

- There was a 6% drop in the volumes to 1.85 million tonnes. This stability of margins was driven by cost optimization including a strategic shift in the fuel mix away from pet coke. Last full year, pet coke was 35%. In this year's first quarter, we have been able to reduce it to only 19%. Also, your Company has invested in the AFR project, which is alternative fuel. Also happy to share that the AFR plant is now operating well and capacity utilization has improved, leading to better fuel cost on a blended basis.

- I am also happy to share that ROCE for the Cement Division in the first quarter was 29.3%, which is among the best in the industry on a national basis. It demonstrates the strength of the capital-efficient business model along with being asset-light.

- Coming to H&R Johnson, also had a robust quarter. The profitability increased substantially compared to ₹ 18 Crores last year it could achieve ₹ 47 Crores EBITDA. Margin increased from 3.3% only to 9%. This was achieved even though there was a crisis of natural gas availability as well as sharp escalation. In fact, your Company has very substantial operations in Morbi in Gujarat, where a lot of plants, including your plants, were shut down for a good amount of period, during this quarter. We are heavily dependent on Morbi as a zone for our supply of materials. So, it could lead to a lot of disruption in the supply chain, and consequently there was a loss of volumes. In spite of that, your Company could do better, primarily because the average prices company was able to increase by 17% compared to last year, and the realization has come up to ₹ 394 per square meter.

- Coming to the RMC division, RMC also did well. The volume, there was a growth of 14% during the quarter compared to last year, and we could do 9.0 lakh cubic meters during this quarter. The revenue grew by approximately 25%. Again, there was an underlying price increase, both the verticals, commercial concrete and Mega in concrete and construction chemicals, they all grew. EBITDA also increased significantly from ₹17 Crores to ₹42 Crores. This includes an impact of ₹11 Crores, which is one-time. This was the money which we could recover from old customers, which was written off in the books, but we, the management could work and collect that money, which is also part of this as other operating income. The Mega business under the new business model is doing well, and the order book is continuously increasing, and currently it stands at approximately 14 lakh cubic meters as on 30th of June.

Conclusion :

So, in the end, I'd like to share that your Company enters this new Financial Year with a much stronger balance sheet, improved capital efficiency, which is reflected in the ROCE, and continued momentum across all 3 building material businesses, made possible by the commitment of all the employees, support of channel partners, customers, vendors, lenders, business associates, and the strategic guidance provided by the Board.

And before I end, I would like to thank on behalf of the Board of Directors our heartfelt gratitude to all of you, all of our shareholders, which is most important. All of you have been very patient and understanding and given us unwavering support in the last so many years with your trust and dedication. Your confidence in the management team and the Board inspires us to tackle all these challenges which we are going through in an external environment, but we are confident that we can tackle these challenges, seize new opportunities, and propel your Company to greater heights in time to come. We are committed to deliver value for all these stakeholders, and we eagerly anticipate a much better future of shared success.

I now request the Chairman to continue with the 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 now be called by the moderator one after the other and after the shareholders have completed making all their observations and suggestions, Mr. Aggarwal will respond to the same. Over to the Moderator please.

Moderator facilitated speakers in the order of name they have been registered.

Mr. Srikanth Jhawar, Mr. Kamal Kishore Jhawar, Mr. Suresh Chand Jain, Mr. Manoj Kumar Gupta, Mr. Yusuf Yunus Rangwala, Mr. Praful Chavda, Mr. Sarvjeet Singh, Mr. K Bharat Raj, Mr. Abhishek J, Mr. P Jaichand, Ms. Celestine Elizabeth Mascarenhas, Mr. Manjit Singh and Mr. Afzal Urrahmansufi Mohd spoke at the meeting. They expressed their views and sought clarification mainly relating to the accounts, future outlook, the resolutions pertaining to non-convertible debenture and fund raising proposed in the AGM Notice, capital expenditure plans, competition faced by the Cement Division, details of CSR expenditure, export details, strategic acquisition and expansion plans, special dividend plan, impact of geopolitical developments and currency fluctuations on the Company's profitability, Roadmap for the RMC, Cement and Tiles Divisions, employees strength, measures for reduction of fixed and variable costs, contingent liabilities, capacity utilisation, marketing strategies, green energy and thermal energy initiatives, plantation initiatives, utilisation plan for the proceeds received from the divestment of the Company's insurance business and generally appreciated and complemented the management for the Company's robust performance despite the challenging business environment and adverse market 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 like to hand it over back to the Chairman for further proceedings. Thank you and once again grateful for your blessings.

Dr. Raveendra Chittoor :

Thank you Aggarwalji. Let's continue with the proceedings. All the questions have been answered by our Managing Director, Mr. Vijay Aggarwal, to the best extent possible. Thank you for that.

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 my colleagues on the Board for their continued guidance, support and contributions made to the Company.

On behalf of the Board, I also wish to acknowledge the committed services of 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 final 15 minutes for voting, after which the 34th Annual General Meeting will stand closed.

Thank you.