

**HeidelbergCement India Limited**

CIN: L26942HR1958FLC042301

Registered Office

2<sup>nd</sup> Floor, Plot No. 68, Sector-44,

Gurugram, Haryana 122002, India

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Website: www.mycemco.com

HCIL:SECTL:SE:2023-24

27 September 2023

BSE Ltd.  
Listing Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400001

National Stock Exchange of India Ltd.  
Listing Department,  
Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051

Scrip Code:500292

Trading Symbol: Heidelberg

Dear Sir,

**Sub: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Voting results of 64<sup>th</sup> AGM held on 27 September 2023**

This is to inform you that the 64<sup>th</sup> Annual General Meeting of the Company was held on 27 September 2023 through Video Conference (VC)/Other Audio-Visual Means (OAVM). At the said meeting facility to cast vote through electronic means was also given in compliance with Section 108 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014. It may be noted that the Company had also provided remote e-voting facility to its members in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations.

Mr. Nityanand Singh, Practising Company Secretary, scrutinizer for voting process has submitted his report dated 27 September 2023 with respect to the votes cast through remote e-voting and e-voting at the 64<sup>th</sup> Annual General Meeting.

On the basis of the report of scrutinizer we wish to state that all the resolutions set out in the Notice convening the 64<sup>th</sup> Annual General Meeting have been passed with requisite majority and the same are deemed to be passed on the date of the Annual General Meeting i.e., 27 September 2023.

The summary of the Result in the format prescribed under Regulation 44 of SEBI Listing Regulations together with the report of scrutinizer is enclosed.

You are requested to take the same on record.

Thanking you,

Yours faithfully,  
For HeidelbergCement India Ltd.

Rajesh Relan  
Sr. Vice President- Corporate Affairs &  
Company Secretary

Encl.: as above



**Report of Scrutinizer**

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021, General Circular No. 21/2021 dated 14.12.2021, General Circular No. 2/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and other relevant circulars issued by the Ministry of Corporate Affairs and pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023]

To,

The Chairman

**HeidelbergCement India Limited**

2<sup>nd</sup> Floor, Plot No. 68,  
Sector-44 Gurugram, Haryana -122002

**Subject: Report of Scrutinizer on voting through remote e-voting system and through e-voting at AGM.**

Dear Sir,

I, Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practising Company Secretaries, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, has been appointed as Scrutinizer by the Board of Directors of **HeidelbergCement India Limited**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting and e-voting process at AGM in respect of the resolutions contained in the notice of 64<sup>th</sup> Annual General Meeting ("AGM") of HeidelbergCement India Limited held on Wednesday, September 27, 2023 at 11:00 A.M. through VC/OAVM.

The Notice dated May 29, 2023 as confirmed by the Company, was sent to the shareholders through electronic mode to those Members whose email addresses were registered with the Company/ Depositories, pursuant to the aforementioned MCA circulars and SEBI Circulars.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.



The voting period for remote e-voting commenced on Sunday, September 24, 2023 (9:00 A.M. IST) and ended on Tuesday, September 26, 2023 (5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter.

The Company also provided e-voting facility to the shareholders attending the AGM through VC / OAVM and who had not casted their vote earlier.

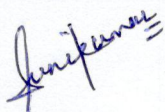
The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, September 20, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

I have scrutinized and reviewed the process for remote e-voting and e-voting at AGM and votes cast thereon based on the data downloaded from the NSDL e-voting system.

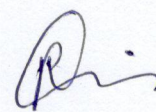
The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting process is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

After the Conclusion of the 64<sup>th</sup> AGM and closure of e-voting at the AGM, the votes cast by the members present through VC/OAVM at the 64<sup>th</sup> AGM through e-voting system and through remote e-voting facility were downloaded on September 27, 2023 at around 12.16 P.M. (IST) in the presence of two witnesses namely, Mr. Sunil Kumar R/o. House no. 6, E-Block, Qutub Vihar, New Delhi-110071 and Mr. Ram Niwas R/o. 16 A, Gali No. 2, B-Block, Qutub Vihar, New Delhi-110071, both of whom are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.



Sunil Kumar



Ram Niwas

I now submit my consolidated Report as under on the result of the remote e-voting and e-voting at AGM in respect of the said resolutions.

**ORDINARY BUSINESS:-**

**1) Ordinary Resolution**

**Adoption of the Audited Financial Statements together with the Reports of the Board of Directors and Auditors' and other requisite documents for the financial year ended 31<sup>st</sup> March, 2023.**



Summary of votes cast through remote e-voting and e-voting in favour and against the Ordinary Resolution is as under:

| S. No.       | Particulars                 | No. of members who cast valid votes | Number of valid votes cast by them | % of total valid votes cast |
|--------------|-----------------------------|-------------------------------------|------------------------------------|-----------------------------|
| 1            | In favour of the Resolution | 520                                 | 18,54,83,600                       | 99.9832                     |
| 2            | Against the Resolution      | 27                                  | 31,188                             | 0.0168                      |
| <b>Total</b> |                             | <b>547</b>                          | <b>18,55,14,788</b>                | <b>100</b>                  |

Invalid Votes- NIL

## 2) Ordinary Resolution

To declare a dividend of INR 7 per equity share of the face value of INR 10 each for the financial year 2022-2023.

Summary of votes cast through remote e-voting and e-voting in favour and against the Ordinary Resolution is as under:

| S. No.       | Particulars                 | No. of members who cast valid votes | Number of valid votes cast by them | % of total valid votes cast |
|--------------|-----------------------------|-------------------------------------|------------------------------------|-----------------------------|
| 1            | In favour of the Resolution | 525                                 | 18,55,89,809                       | 99.9999                     |
| 2            | Against the Resolution      | 22                                  | 130                                | 0.0001                      |
| <b>Total</b> |                             | <b>547</b>                          | <b>18,55,89,939</b>                | <b>100</b>                  |

Invalid Votes- NIL

## 3) Ordinary Resolution

Reappointment of Ms. Soek Peng Sim (DIN 06958955), as a Director.

Summary of votes cast through remote e-voting and e-voting in favour and against the Ordinary Resolution is as under:

| S. No.       | Particulars                 | No. of members who cast valid votes | Number of valid votes cast by them | % of total valid votes cast |
|--------------|-----------------------------|-------------------------------------|------------------------------------|-----------------------------|
| 1            | In favour of the Resolution | 497                                 | 18,05,30,409                       | 97.2738                     |
| 2            | Against the Resolution      | 54                                  | 50,59,523                          | 2.7262                      |
| <b>Total</b> |                             | <b>551</b>                          | <b>18,55,89,932</b>                | <b>100</b>                  |

Invalid Votes- NIL



**SPECIAL BUSINESS:-**

**4) Ordinary Resolution**

**Ratification of the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants as Cost Auditors of the Company for FY 23-24.**

Summary of votes cast through remote e-voting and e-voting in favour and against the Ordinary Resolution is as under:

| S. No.       | Particulars                 | No. of members who cast valid votes | Number of valid votes cast by them | % of total valid votes cast |
|--------------|-----------------------------|-------------------------------------|------------------------------------|-----------------------------|
| 1            | In favour of the Resolution | 512                                 | 18,55,57,727                       | 99.9826                     |
| 2            | Against the Resolution      | 34                                  | 32,205                             | 0.0174                      |
| <b>Total</b> |                             | <b>546</b>                          | <b>18,55,89,932</b>                | <b>100</b>                  |

**Invalid Votes- NIL**

All the four resolutions have been passed with requisite majority.

The voting results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed with this report as an Annexure.

Thanking you,

Yours faithfully,  
**For Nityanand Singh & Co.**  
**(Company Secretaries)**



**Nityanand Singh (Prop.)**  
**C.P. No.: 2388**  
**Membership No.: 2668**  
**UDIN: F002668E001103405**

**Accepted By**

**Anil Kumar Sharma**  
**(Chief Financial Officer)**

Place: New Delhi

Date: 27.09.2023

**Annexure  
HeidelbergCement India Limited**

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

**Date of AGM:** 27th September, 2023

**Total Number of Shareholders as on Cut-off Date i.e., 20th September, 2023:** 102849

**No. of Shareholders present in the Meeting either in person or through proxy\*:** Not Applicable  
(\*Based on shareholders registering attendance)

**Promoters and Promoter Group:** Not Applicable

**Public:** Not Applicable

**No. of Shareholders attended the meeting through Video Conferencing :**

**Promoters and Promoter Group** -

**Public** 138

**Agenda- wise disclosure**

The Mode of voting for all resolutions was remote e-voting and e-voting at the Meeting.

**ORDINARY BUSINESS**

**Resolution No.: 1 -Adoption of the Audited Financial Statements together with the Reports of the Board of Directors and Auditors' and other requisite documents for the financial year ended 31st March, 2023.**

| Resolution required :<br>Whether promoter/promoter Group are interested in the agenda/resolution? |                |                           |                            | Ordinary Resolution<br>No                                    |                                 |                               |   |   |
|---|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Category  | Mode of Voting | No. of Shares held<br>(1) | No. of Votes polled<br>(2) | % of Votes Polled on outstanding Shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on Votes Polled<br>(6)=[(4)/(2)]*100 | % of Votes against on Votes Polled<br>(7)=[(5)/(2)]*100 |
| Promoters and Promoter Group  | E-Voting       |                           | 15,72,44,693               | 100.0000   | 15,72,44,693                    | 0                             | 100.0000  | 0.0000  |
|   | Poll           | 15,72,44,693              | -                          | -  | -                               | -                             | -   | -   |
|   | Postal Ballot  |                           | NA                         | NA   | NA                              | NA                            | NA  | NA  |
|   | <b>Total</b>   | <b>15,72,44,693</b>       | <b>15,72,44,693</b>        | <b>100.0000</b>  | <b>15,72,44,693</b>             | <b>0</b>                      | <b>100.0000</b>   | <b>0.0000</b>   |
| Public - Institutions   | E-Voting       |                           | 2,80,79,064                | 89.3240  | 2,80,79,064                     | 0                             | 100.0000  | 0.0000  |
|   | Poll           | 3,14,35,086               | -                          | -  | -                               | -                             | -   | -   |
|   | Postal Ballot  |                           | NA                         | NA   | NA                              | NA                            | NA  | NA  |
|   | <b>Total</b>   | <b>3,14,35,086</b>        | <b>2,80,79,064</b>         | <b>89.3240</b>   | <b>2,80,79,064</b>              | <b>0</b>                      | <b>100.0000</b>   | <b>0.0000</b>   |
| Public - Non Institutions   | E-Voting       |                           | 1,91,031                   | 0.5036   | 1,59,843                        | 31,188                        | 83.6739   | 16.3261   |
|   | Poll           | 3,79,33,337               | -                          | -  | -                               | -                             | -   | -   |
|   | Postal Ballot  |                           | NA                         | NA   | NA                              | NA                            | NA  | NA  |
|   | <b>Total</b>   | <b>3,79,33,337</b>        | <b>1,91,031</b>            | <b>0.5036</b>  | <b>1,59,843</b>                 | <b>31,188</b>                 | <b>83.6739</b>  | <b>16.3261</b>  |
| <b>Total</b>  |                | <b>22,66,13,116</b>       | <b>18,55,14,788</b>        | <b>81.8641</b>   | <b>18,54,83,600</b>             | <b>31,188</b>                 | <b>99.9832</b>  | <b>0.0168</b>   |



**Resolution No.: 2 - To declare a dividend of INR 7 per equity share of the face value of INR 10 each for the financial year 2022-2023.**

| Resolution required :<br>Whether promoter/promoter Group are interested in the agenda/resolution? |                |                           |                            | Ordinary Resolution<br>No                                    |                                 |                               |   |   |
|---|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Category  | Mode of Voting | No. of Shares held<br>(1) | No. of Votes polled<br>(2) | % of Votes Polled on outstanding Shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on Votes Polled<br>(6)=[(4)/(2)]*100 | % of Votes against on Votes Polled<br>(7)=[(5)/(2)]*100 |
| Promoters and Promoter Group  | E-Voting Poll  | 15,72,44,693              | 15,72,44,693               | 100.0000   | 15,72,44,693                    | 0                             | 100.0000  | 0.0000  |
|   | Postal Ballot  |                           | -                          | -  | -                               | -                             | -   | -   |
|   | <b>Total</b>   |                           | <b>15,72,44,693</b>        | <b>15,72,44,693</b>  | <b>100.0000</b>                 | <b>15,72,44,693</b>           | <b>0</b>  | <b>100.0000</b>   |
| Public - Institutions   | E-Voting Poll  | 3,14,35,086               | 2,81,54,216                | 89.5630  | 2,81,54,216                     | 0                             | 100.0000  | 0.0000  |
|   | Postal Ballot  |                           | -                          | -  | -                               | -                             | -   | -   |
|   | <b>Total</b>   |                           | <b>3,14,35,086</b>         | <b>2,81,54,216</b>   | <b>89.5630</b>                  | <b>2,81,54,216</b>            | <b>0</b>  | <b>100.0000</b>   |
| Public - Non Institutions   | E-Voting Poll  | 3,79,33,337               | 1,91,030                   | 0.5036   | 1,90,900                        | 130                           | 99.9319   | 0.0681  |
|   | Postal Ballot  |                           | -                          | -  | -                               | -                             | -   | -   |
|   | <b>Total</b>   |                           | <b>3,79,33,337</b>         | <b>1,91,030</b>  | <b>0.5036</b>                   | <b>1,90,900</b>               | <b>130</b>  | <b>99.9319</b>  |
| <b>Total</b>  |                | <b>22,66,13,116</b>       | <b>18,55,89,939</b>        | <b>81.8973</b>   | <b>18,55,89,809</b>             | <b>130</b>                    | <b>99.9999</b>  | <b>0.0001</b>   |

**Resolution No.: 3 –Reappointment of Ms. Soek Peng Sim (DIN 06958955), as a Director.**

| Resolution required :<br>Whether promoter/promoter Group are interested in the agenda/resolution? |                |                           |                            | Ordinary Resolution<br>No                                    |                                 |                               |   |   |
|---|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Category  | Mode of Voting | No. of Shares held<br>(1) | No. of Votes polled<br>(2) | % of Votes Polled on outstanding Shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on Votes Polled<br>(6)=[(4)/(2)]*100 | % of Votes against on Votes Polled<br>(7)=[(5)/(2)]*100 |
| Promoters and Promoter Group  | E-Voting Poll  | 15,72,44,693              | 15,72,44,693               | 100.0000   | 15,72,44,693                    | 0                             | 100.0000  | 0.0000  |
|   | Postal Ballot  |                           | -                          | -  | -                               | -                             | -   | -   |
|   | <b>Total</b>   |                           | <b>15,72,44,693</b>        | <b>15,72,44,693</b>  | <b>100.0000</b>                 | <b>15,72,44,693</b>           | <b>0</b>  | <b>100.0000</b>   |
| Public - Institutions   | E-Voting Poll  | 3,14,35,086               | 2,81,54,216                | 89.5630  | 2,31,28,524                     | 50,25,692                     | 82.1494   | 17.8506   |
|   | Postal Ballot  |                           | -                          | -  | -                               | -                             | -   | -   |
|   | <b>Total</b>   |                           | <b>3,14,35,086</b>         | <b>2,81,54,216</b>   | <b>89.5630</b>                  | <b>2,31,28,524</b>            | <b>50,25,692</b>  | <b>82.1494</b>  |
| Public - Non Institutions   | E-Voting Poll  | 3,79,33,337               | 1,91,023                   | 0.5036   | 1,57,192                        | 33,831                        | 82.2896   | 17.7104   |
|   | Postal Ballot  |                           | -                          | -  | -                               | -                             | -   | -   |
|   | <b>Total</b>   |                           | <b>3,79,33,337</b>         | <b>1,91,023</b>  | <b>0.5036</b>                   | <b>1,57,192</b>               | <b>33,831</b>   | <b>82.2896</b>  |
| <b>Total</b>  |                | <b>22,66,13,116</b>       | <b>18,55,89,932</b>        | <b>81.8973</b>   | <b>18,05,30,409</b>             | <b>50,59,523</b>              | <b>97.2738</b>  | <b>2.7262</b>   |



**SPECIAL BUSINESS**

**Resolution no.: 4– Ratification of the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants as Cost Auditors of the Company for FY 23-24 .**

| Resolution required :<br>Whether promoter/promoter Group are interested in the agenda/resolution? |                |                           |                            | Ordinary Resolution<br>No                                    |                                 |                               |   |   |
|---|----------------|---------------------------|----------------------------|--|---------------------------------|-------------------------------|---|---|
| Category  | Mode of Voting | No. of Shares held<br>(1) | No. of Votes polled<br>(2) | % of Votes Polled on outstanding Shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on Votes Polled<br>(6)=[(4)/(2)]*100 | % of Votes against on Votes Polled<br>(7)=[(5)/(2)]*100 |
| Promoters and Promoter Group  | E-Voting       | 15,72,44,693              | 15,72,44,693               | 100.0000   | 15,72,44,693                    | 0                             | 100.0000  | 0.0000  |
|   | Poll           |                           | -                          | -  | -                               | -                             | -   |   |
|   | Postal Ballot  |                           | NA                         | NA   | NA                              | NA                            | NA  |   |
|   | <b>Total</b>   |                           | <b>15,72,44,693</b>        | <b>100.0000</b>  | <b>15,72,44,693</b>             | <b>0</b>                      | <b>100.0000</b>   | <b>0.0000</b>   |
| Public - Institutions   | E-Voting       | 3,14,35,086               | 2,81,54,216                | 89.5630  | 2,81,54,216                     | 0                             | 100.0000  | 0.0000  |
|   | Poll           |                           | -                          | -  | -                               | -                             | -   |   |
|   | Postal Ballot  |                           | NA                         | NA   | NA                              | NA                            | NA  |   |
|   | <b>Total</b>   |                           | <b>3,14,35,086</b>         | <b>2,81,54,216</b>   | <b>89.5630</b>                  | <b>2,81,54,216</b>            | <b>0</b>  | <b>100.0000</b>   |
| Public - Non Institutions   | E-Voting       | 3,79,33,337               | 1,91,023                   | 0.5036   | 1,58,818                        | 32,205                        | 83.1408   | 16.8592   |
|   | Poll           |                           | -                          | -  | -                               | -                             | -   |   |
|   | Postal Ballot  |                           | NA                         | NA   | NA                              | NA                            | NA  |   |
|   | <b>Total</b>   |                           | <b>3,79,33,337</b>         | <b>1,91,023</b>  | <b>0.5036</b>                   | <b>1,58,818</b>               | <b>32,205</b>   | <b>83.1408</b>  |
| <b>Total</b>  |                | <b>22,66,13,116</b>       | <b>18,55,89,932</b>        | <b>81.8973</b>   | <b>18,55,57,727</b>             | <b>32,205</b>                 | <b>99.9826</b>  | <b>0.0174</b>   |

