

**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:2021-22

27 September 2021

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 62<sup>nd</sup> AGM held on 27 September 2021**

This is to inform you that the 62<sup>nd</sup> Annual General Meeting of the Company was held on 27 September 2021 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 2021 with respect to the votes cast through remote e-voting and e-voting at the 62<sup>nd</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 62<sup>nd</sup> Annual General Meeting have been passed with overwhelming majority and the same are deemed to be passed on the date of the Annual General Meeting i.e., 27 September 2021.

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 note of the same.

Thanking you,

Yours faithfully,  
For HeidelbergCement India Ltd.

  
Rajesh Relan  
Legal Head & 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, Circular No. 17/2020 dated 13.04.2020 and Circular No 20/2020 dated 05.05.2020 and Circular No. 02/2021 dated 13.01.2021 as issued by MCA]

To,

The Chairperson  
**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 Secretary, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, have 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 62<sup>nd</sup> Annual General Meeting ("AGM") of HeidelbergCement India Limited held on Monday, September 27, 2021 at 11:00 A.M. through VC / OAVM.

The Notice dated 18<sup>th</sup> August 2021, as confirmed by the Company, was sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA circulars dated May 5, 2020 and January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.

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 Friday, September 24, 2021 (9:00 A.M. IST) and ended on Sunday, September 26, 2021 (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 Monday, September 20, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the conclusion of AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the process for remote e-voting and e-voting at AGM and votes cast therein 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.

Further, on account of threat posed by COVID-19 pandemic situation and in accordance with the relaxation given vide the above-referred MCA Circulars the members have casted their votes electronically only.

After the Conclusion of the e-voting at the 62<sup>nd</sup> AGM, the votes cast by the members present through VC/OAVM at the 62<sup>nd</sup> AGM through e-voting system and through remote e-voting facility were downloaded on 27<sup>th</sup> September 2021 at around 01:45 P.M in the presence of two witnesses namely, Mr. Sunil Kumar R/o. House no. 6, E- Block, Qutub Vihar. New Delhi-110071 and Ms. Swati Surhatia R/o. Plot No. 73 Amberhai Extension 1 Sector 19 Dwarka New Delhi 110075, 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.





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 2021**

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	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	623	185,725,441	99.9998
2	Total number of votes cast against the Resolution	7	393	0.0002
<b>Total</b>		<b>630</b>	<b>185,725,834</b>	<b>100</b>

**2) Ordinary Resolution**

**Declaration of Dividend on Equity Shares for FY2020-21.**

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	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	622	185,789,772	99.9998
2	Total number of votes cast against the Resolution	8	397	0.0002
<b>Total</b>		<b>630</b>	<b>185,790,169</b>	<b>100</b>

**3) Ordinary Resolution**

**Reappointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246), 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	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	607	182,936,332	98.4640
2	Total number of votes cast against the Resolution	20	2,853,748	1.5360
	<b>Total</b>	<b>627</b>	<b>185,790,080</b>	<b>100</b>

**SPECIAL BUSINESS:-**

**4) Special Resolution**

**Reappointment of Mr. Sushil Kumar Tiwari as a Whole-time Director.**

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

S. No.	Particulars	No. of members who cast valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	607	182,448,187	98.5407
2	Total number of votes cast against the Resolution	18	2,701,873	1.4593
	<b>Total</b>	<b>625</b>	<b>185,150,060</b>	<b>100</b>

**5) Ordinary Resolution**

**Appointment of Ms. Jyoti Narang as an Independent 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	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	606	185,134,789	99.9918
2	Total number of votes cast against the Resolution	19	15,241	0.0082
	<b>Total</b>	<b>625</b>	<b>185,150,030</b>	<b>100</b>



6) Ordinary Resolution

**Ratification of remuneration of M/s . R.J. Goel & Co. as Cost Auditors**

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	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	614	185,788,447	99.9991
2	Total number of votes cast against the Resolution	13	1,592	0.0009
<b>Total</b>		<b>627</b>	<b>185,790,039</b>	<b>100</b>

The voting results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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

Accepted By

A handwritten signature in black ink, appearing to read "Jamshed Naval Cooper".

Jamshed Naval Cooper  
Managing Director

Place: New Delhi  
Date: 27<sup>th</sup> September 2021

UDIN: F002668C001017220

Date of AGM: 27th September 2021

Total Number of Shareholders as on Cut-off Date i.e., 20th September 2021: 97003

No. of Shareholders present in the Meeting either in person or through proxy\*:  
(\*Based on shareholders registering attendance)

Promoters and Promoter Group Not Applicable  
Public Not Applicable

No of Shareholders attended meeting through Video Conferencing :

Promoters and Promoter Group -  
Public 106

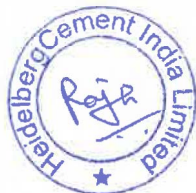
### Agenda- wise disclosure

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 2021.

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution:				Ordinary Resolution No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000	-
	Poll	157,244,693	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>157,244,693</b>	<b>157,244,693</b>	<b>100.0000</b>	<b>157,244,693</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting		28,297,163	73.7895	28,297,163	0	100.0000	0.0000
	Poll	38,348,497	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>38,348,497</b>	<b>28,297,163</b>	<b>73.7895</b>	<b>28,297,163</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting		183,978	0.5931	183,585	393	99.7864	0.2136
	Poll*	31,019,926	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>31,019,926</b>	<b>183,978</b>	<b>0.5931</b>	<b>183,585</b>	<b>393</b>	<b>99.7864</b>	<b>0.2136</b>
<b>Total</b>		<b>226,613,116</b>	<b>185,725,834</b>	<b>81.9572</b>	<b>185,725,441</b>	<b>393</b>	<b>99.9998</b>	<b>0.0002</b>



**Resolution No.: 2 - Declaration of Dividend on Equity Shares for FY2020-21**

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution:				Ordinary Resolution No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)={(2)/(1)}*100	No. of Votes - favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)={(4)/(2)}*100	% of Votes against on Votes Polled (7)={(5)/(2)}*100
Promoters and Promoter Group	E-Voting	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>157,244,693</b>	<b>157,244,693</b>	<b>100.0000</b>	<b>157,244,693</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	E-Voting	38,348,497	28,361,704	73.9578	28,361,704	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>38,348,497</b>	<b>28,361,704</b>	<b>73.9578</b>	<b>28,361,704</b>	<b>0</b>	<b>100.0000</b>
Public - Non Institutions	E-Voting	31,019,926	183,772	0.5924	183,375	397	99.7840	0.2160
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>31,019,926</b>	<b>183,772</b>	<b>0.5924</b>	<b>183,375</b>	<b>397</b>	<b>99.7840</b>
<b>Total</b>		<b>226,613,116</b>	<b>185,790,169</b>	<b>81.9856</b>	<b>185,789,772</b>	<b>397</b>	<b>99.9998</b>	<b>0.0002</b>

**Resolution 3 – Reappointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as a Director.**

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution:				Ordinary Resolution No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)={(2)/(1)}*100	No. of Votes - favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)={(4)/(2)}*100	% of Votes against on Votes Polled (7)={(5)/(2)}*100
Promoters and Promoter Group	E-Voting	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>157,244,693</b>	<b>157,244,693</b>	<b>100.0000</b>	<b>157,244,693</b>	<b>0</b>	<b>100.0000</b>
Public - Institutions	E-Voting	38,348,497	28,361,704	73.9578	25,509,903	2,851,801	89.9449	10.0551
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>38,348,497</b>	<b>28,361,704</b>	<b>73.9578</b>	<b>25,509,903</b>	<b>2,851,801</b>	<b>89.9449</b>
Public - Non Institutions	E-Voting	31,019,926	183,683	0.5921	181,736	1,947	98.9400	1.0600
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>31,019,926</b>	<b>183,683</b>	<b>0.5921</b>	<b>181,736</b>	<b>1,947</b>	<b>98.9400</b>
<b>Total</b>		<b>226,613,116</b>	<b>185,790,080</b>	<b>81.9856</b>	<b>182,936,332</b>	<b>2,853,748</b>	<b>98.4640</b>	<b>1.5360</b>





**Resolution 4 – Reappointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Whole-time Director of the Company for a further period of one year from 10 June 2021 to 09 June 2022.**

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution:				Special Resolution				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	No				
				% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000	-
	Poll	157,244,693	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>157,244,693</b>	<b>157,244,693</b>	<b>100.0000</b>	<b>157,244,693</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting		27,721,704	72.2889	25,021,782	2,699,922	90.2606	9.7394
	Poll	38,348,497	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>38,348,497</b>	<b>27,721,704</b>	<b>72.2889</b>	<b>25,021,782</b>	<b>2,699,922</b>	<b>90.2606</b>	<b>9.7394</b>
Public - Non Institutions	E-Voting		183,663	0.5921	181,712	1,951	98.9377	1.0623
	Poll	31,019,926	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>31,019,926</b>	<b>183,663</b>	<b>0.5921</b>	<b>181,712</b>	<b>1,951</b>	<b>98.9377</b>	<b>1.0623</b>
	<b>Total</b>	<b>226,613,116</b>	<b>185,150,060</b>	<b>81.7032</b>	<b>182,448,187</b>	<b>2,701,873</b>	<b>98.5407</b>	<b>1.4593</b>

**Resolution 5 – Appointment of Ms. Jyoti Narang (holding DIN 00351187) as an Independent Director.**

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution:				Ordinary Resolution				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	No				
				% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000	-
	Poll	157,244,693	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>157,244,693</b>	<b>157,244,693</b>	<b>100.0000</b>	<b>157,244,693</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting		27,721,704	72.2889	27,712,052	9,652	99.9652	0.0348
	Poll	38,348,497	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>38,348,497</b>	<b>27,721,704</b>	<b>72.2889</b>	<b>27,712,052</b>	<b>9,652</b>	<b>99.9652</b>	<b>0.0348</b>
Public - Non Institutions	E-Voting		183,633	0.5920	178,044	5,589	96.9564	3.0436
	Poll	31,019,926	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>31,019,926</b>	<b>183,633</b>	<b>0.5920</b>	<b>178,044</b>	<b>5,589</b>	<b>96.9564</b>	<b>3.0436</b>
	<b>Total</b>	<b>226,613,116</b>	<b>185,150,030</b>	<b>81.7031</b>	<b>185,134,789</b>	<b>15,241</b>	<b>99.9918</b>	<b>0.0082</b>



Resolution 6 – Ratification of remuneration of M/s. R.J. Goel & Co., Cost Auditors, for the financial year 2021-22

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution:				Ordinary Resolution				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000	-
	Poll	157,244,693	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>157,244,693</b>	<b>157,244,693</b>	<b>100.0000</b>	<b>157,244,693</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting		28,361,704	73.9578	28,361,704	0	100.0000	0.0000
	Poll	38,348,497	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>38,348,497</b>	<b>28,361,704</b>	<b>73.9578</b>	<b>28,361,704</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting		183,642	0.5920	182,050	1,592	99.1331	0.8669
	Poll	31,019,926	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>31,019,926</b>	<b>183,642</b>	<b>0.5920</b>	<b>182,050</b>	<b>1,592</b>	<b>99.1331</b>	<b>0.8669</b>
<b>Total</b>		<b>226,613,116</b>	<b>185,790,039</b>	<b>81.9856</b>	<b>185,788,447</b>	<b>1,592</b>	<b>99.9991</b>	<b>0.0009</b>

