

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Registered Office

2nd Floor, Plot No. 68, Sector-44,

Gurugram, Haryana 122002, India

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Website: www.mycemco.com

HCIL:SECTL:SE:2022-23

08 September 2022

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 63rd AGM held on 08 September 2022

This is to inform you that the 63rd Annual General Meeting of the Company was held on 08 September 2022 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 08 September 2022 with respect to the votes cast through remote e-voting and e-voting at the 63rd 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 63rd 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., 08 September 2022.

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

Please also find below the link for accessing a short video highlighting the key achievements of the Company during FY22.

Link of the Video- <https://youtu.be/5fMZ3Dg41Lo>

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, 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 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 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022]

To,

The Chairman
HeidelbergCement India Limited
2nd 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 notice of 63rd Annual General Meeting ("AGM") of HeidelbergCement India Limited held on Thursday, September 08, 2022 at 11:00 A.M. through VC/OAVM.

The Notice dated May 20, 2022 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, 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 Monday, September 05, 2022 (9:00 A.M. IST) and ended on Wednesday, September 07, 2022 (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 cast their vote earlier.

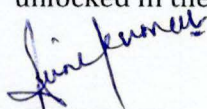
The shareholders of the Company holding shares as on the "cut-off" date of Thursday, September 01, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

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

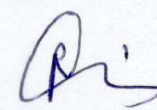
The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

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.

After the Conclusion of the 63rd AGM and closure of e-voting at the AGM, the votes cast by the members present through VC/OAVM at the 63rd AGM through e-voting system and through remote e-voting facility were downloaded on September 08, 2022 at around 12.29 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 31st March 2022.



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	552	19,07,11,474	99.9999
2	Against the Resolution	8	137	00.0001
Total		560	19,07,11,611	100

Invalid Votes- NIL

2) Ordinary Resolution

To declare a dividend of Rs. 9 per equity share of the face value of Rs. 10 each for the financial year 2021-2022.

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	554	19,07,77,572	100.0000
2	Against the Resolution	8	31	0.0000
Total		562	19,07,77,603	100

Invalid Votes- NIL

3) Ordinary Resolution

Reappointment of Mr. Kevin Gerard Gluskie (DIN 07413549), 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	533	18,99,50,852	99.5666
2	Against the Resolution	29	8,26,743	0.4334
Total		562	19,07,77,595	100

Invalid Votes- NIL



4) Ordinary Resolution

Reappointment of M/s. S.N Dhawan & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a further term of five years and fix their remuneration.

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	539	19,07,74,151	99.9986
2	Against the Resolution	18	2,748	0.0014
Total		557	19,07,76,899	100

Invalid Votes- NIL

SPECIAL BUSINESS:-

5) Ordinary Resolution

Appointment of Mr. Vimal Kumar Jain (DIN: 09561918) 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	541	19,06,75,037	99.9464
2	Against the Resolution	18	1,02,258	0.0536
Total		559	19,07,77,295	100

Invalid Votes- NIL

6) Special Resolution

Appointment of Mr. Vimal Kumar Jain (DIN: 09561918) as a Whole-time Director of the Company for a term of three years from June 10, 2022 till June 09, 2025.

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	Number of valid votes cast by them	% of total valid votes cast
1	In favour of the Resolution	531	19,00,05,587	99.5953
2	Against the Resolution	31	7,72,008	0.4047
Total		562	19,07,77,595	100

Invalid Votes- NIL

7) Ordinary Resolution

Ratification of remuneration of Cost Auditors, M/s. R.J. Goel & Co., for the financial year 2022-23.

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	542	19,07,76,235	99.9993
2	Against the Resolution	18	1,360	0.0007
Total		560	19,07,77,595	100

Invalid Votes- NIL

All the seven 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: F002668D000943905



Accepted By

**Jamshed Naval Cooper
(Managing Director)**

Place: New Delhi

Date: 08th September, 2022

**Annexure
HeidelbergCement India Limited**

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

Date of AGM: 08th September, 2022

Total Number of Shareholders as on Cut-off Date i.e., 01st September, 2022:

101026

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 the meeeting through Video Conferencing :

Promoters and Promoter Group -

Public 166

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 2022.

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 - in 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	15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000
Public - Institutions	E-Voting	3,46,04,524	3,32,98,864	96.2269	3,32,98,864	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		3,46,04,524	3,32,98,864	96.2269	3,32,98,864	0	100.0000
Public - Non Institutions	E-Voting	3,47,63,899	1,68,054	0.4834	1,67,917	137	99.9185	0.0815
	Poll*		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		3,47,63,899	1,68,054	0.4834	1,67,917	137	99.9185
Total		22,66,13,116	19,07,11,611	84.1574	19,07,11,474	137	99.9999	0.0001



Resolution No.: 2 - To declare a dividend of Rs. 9 per equity share of the face value of Rs. 10 each for the financial year 2021-2022.

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 - in 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	15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000
Public - Institutions	E-Voting	3,46,04,524	3,33,64,855	96.4176	3,33,64,855	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		3,46,04,524	3,33,64,855	96.4176	3,33,64,855	0	100.0000
Public - Non Institutions	E-Voting	3,47,63,899	1,68,055	0.4834	1,68,024	31	99.9816	0.0184
	Poll*		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		3,47,63,899	1,68,055	0.4834	1,68,024	31	99.9816
Total		22,66,13,116	19,07,77,603	84.1865	19,07,77,572	31	100.0000	0.0000

Resolution 3 –Reappointment of Mr. Kevin Gerard Gluskie (DIN 07413549), 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 - in 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	15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000
Public - Institutions	E-Voting	3,46,04,524	3,33,64,855	96.4176	3,25,39,586	8,25,269	97.5265	2.4735
	Poll		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		3,46,04,524	3,33,64,855	96.4176	3,25,39,586	8,25,269	97.5265
Public - Non Institutions	E-Voting	3,47,63,899	1,68,047	0.4834	1,66,573	1,474	99.1229	0.8771
	Poll*		-	-	-	-	-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		3,47,63,899	1,68,047	0.4834	1,66,573	1,474	99.1229
Total		22,66,13,116	19,07,77,595	84.1865	18,99,50,852	8,26,743	99.5666	0.4334



Resolution 4 – Reappointment of M/s. S.N Dhawan & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a further term of five years and fix their remuneration.

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution?				Ordinary Resolution No				
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(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		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000
Public - Institutions	E-Voting		3,33,64,855	96.4176	3,33,64,855	0	100.0000	0.0000
	Poll	3,46,04,524	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3,46,04,524	3,33,64,855	96.4176	3,33,64,855	0	100.0000	0.0000
Public - Non Institutions	E-Voting		1,67,351	0.4814	1,64,603	2,748	98.3579	1.6421
	Poll*	3,47,63,899	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3,47,63,899	1,67,351	0.4814	1,64,603	2,748	98.3579	1.6421
Total		22,66,13,116	19,07,76,899	84.1862	19,07,74,151	2,748	99.9986	0.0014

SPECIAL BUSINESS

Resolution 5 – Appointment of Mr. Vimal Kumar Jain (DIN: 09561918) 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	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(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		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000
Public - Institutions	E-Voting		3,33,64,855	96.4176	3,32,65,090	99,765	99.7010	0.2990
	Poll	3,46,04,524	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3,46,04,524	3,33,64,855	96.4176	3,32,65,090	99,765	99.7010	0.2990
Public - Non Institutions	E-Voting		1,67,747	0.4825	1,65,254	2,493	98.5138	1.4862
	Poll*	3,47,63,899	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3,47,63,899	1,67,747	0.4825	1,65,254	2,493	98.5138	1.4862
Total		22,66,13,116	19,07,77,295	84.1863	19,06,75,037	1,02,258	99.9464	0.0536



Resolution 6 – Appointment of Mr. Vimal Kumar Jain (DIN: 09561918), as a Whole-time Director of the Company for a term of three years from June 10, 2022 till June 09, 2025.

Resolution required : Whether promoter/promoter Group are interested in the agenda/resolution?				Special 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 - in 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	15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000	
	Poll		-	-	-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000	
Public - Institutions	E-Voting	3,46,04,524	3,33,64,855	96.4176	3,25,95,353	7,69,502	97.6937	2.3063	
	Poll		-	-	-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		3,46,04,524	96.4176	3,25,95,353	7,69,502	97.6937	2.3063	
Public - Non Institutions	E-Voting	3,47,63,899	1,68,047	0.4834	1,65,541	2,506	98.5088	1.4912	
	Poll*		-	-	-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		3,47,63,899	1,68,047	1,65,541	2,506	98.5088	1.4912	
Total			22,66,13,116	19,07,77,595	84.1865	19,00,05,587	7,72,008	99.5953	0.4047

Resolution 7 –Ratification of remuneration of Cost Auditors, M/s. R.J. Goel & Co., for the financial year 2022-23.

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 - in 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	15,72,44,693	15,72,44,693	100.0000	15,72,44,693		100.0000	0.0000	
	Poll		-	-	-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		15,72,44,693	100.0000	15,72,44,693	0	100.0000	0.0000	
Public - Institutions	E-Voting	3,46,04,524	3,33,64,855	96.4176	3,33,64,855	0	100.0000	0.0000	
	Poll		-	-	-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		3,46,04,524	96.4176	3,33,64,855	0	100.0000	0.0000	
Public - Non Institutions	E-Voting	3,47,63,899	1,68,047	0.4834	1,66,687	1,360	99.1907	0.8093	
	Poll*		-	-	-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		3,47,63,899	1,68,047	1,66,687	1,360	99.1907	0.8093	
Total			22,66,13,116	19,07,77,595	84.1865	19,07,76,235	1,360	99.9993	0.0007

