

**HeidelbergCement India Limited**

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Registered Office

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HCIL:SECTL:SE:2019-20

19<sup>th</sup> September 2019

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

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

Scrip Code:500292

Trading Symbol: Heidelberg

Dear Sir,

**Re: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of the 60<sup>th</sup> Annual General Meeting**

In compliance with Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached gist of proceedings of the 60<sup>th</sup> AGM held on 19<sup>th</sup> September 2019 for ready reference and record.

You are requested to post the same on the website of stock exchange.

Thanking you,

Yours faithfully,  
For HeidelbergCement India Ltd.



Rajesh Relan  
Legal Head & Company Secretary

Encl.: as above



## **Gist of Proceedings of the 60<sup>th</sup> Annual General Meeting of HeidelbergCement India Limited**

### **1. Date, Time and Venue of the Meeting:**

The 60<sup>th</sup> Annual General Meeting of the members of HeidelbergCement India Limited (“the Company”) was held on 19<sup>th</sup> September 2019 at Auditorium in Apparel House Building, Sector 44, Institutional Area, Gurugram, Haryana – 122 002. The meeting commenced at 9.30 A.M. and concluded at 10.05 A.M. on the same day.

### **2. Brief details of proceedings of the meeting:**

- Ms. Akila Krishnakumar, Chairperson of the Board of Directors, chaired the proceedings of the Meeting.
- The requisite quorum being present, the Chairperson declared the meeting as properly constituted and commenced the proceedings.
- Mr. Jamshed Naval Cooper, Managing Director of the Company introduced the Directors and officials sitting on the dais to the members.
- The Chairperson then delivered her speech *inter alia* highlighting the achievements of the Company during FY2018-19.
- With the concurrence of the members, the Notice of the 60<sup>th</sup> Annual General Meeting, Financial Statements, Board’s Report and Auditors’ Report were taken as read. It was informed that the Auditors’ Report and the Secretarial Audit Report do not contain any qualification, reservation or adverse remark.
- The Chairperson informed that in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Company had provided remote e-voting facility to the members to enable them to cast their votes on the resolutions contained in the Notice of 60<sup>th</sup> AGM. The e-voting period had commenced at 9.00 AM on 16<sup>th</sup> September 2019 and ended at 5.00 PM on 18<sup>th</sup> September 2019. It was informed that the members who had not casted their vote through E-voting will be given ballot papers for casting their vote at the AGM venue.
- The following items of business as set out in the Notice calling the Meeting were placed for shareholders’ approval:



### **Ordinary Business :**

- i) Consideration and adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the Reports of the Board of Directors and the Auditors thereon.
- ii) Declaration of Final Dividend on Equity Shares @ Rs. 3.0 per Equity Share and confirmation of Interim Dividend of Re. 1 per share already paid.
- iii) Re-appointment of Mr. Kevin Gerard Gluskie (holding DIN 07413549), as a Director.
- iv) Re-appointment of Ms. Soek Peng Sim (holding DIN 06958955), as a Director.

### **Special Business :**

- v) Appointment of Ms. Akila Krishnakumar (holding DIN 06629992) as an Independent Director.
  - vi) Appointment of Mr. Ramakrishnan Ramamurthy (holding DIN 00680202) as an Independent Director.
  - vii) Re-appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Whole-time Director (proposed as a Special Resolution in the Notice of AGM).
  - viii) Ratification of remuneration of Cost Auditors for the financial year 2019-20.
- The Chairperson invited the members to ask any questions arising out of the Board's Report and Accounts or with respect to the Resolutions contained in the Notice of AGM. The Chairperson and MD replied to the questions asked by the members.
  - The Chairperson informed the members that Mr. Nityanand Singh, Practising Company Secretary was appointed as Scrutinizer for E-voting process as well as voting through ballot at the AGM venue.
  - The Chairperson informed the members that the consolidated results of e-voting and ballot shall be disseminated to the stock exchanges and also uploaded on the website of the Company [www.mycemco.com](http://www.mycemco.com) and National Securities Depository Limited, the agency which has provided e-voting facility.

### **3. Manner of approval**

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015 (the "Listing Regulations"), the Company had provided e-voting facility to its members to cast votes electronically, on all the resolutions set out in the notice.

- Further, the facility for casting votes through ballot papers was made available to the members who were present at the venue of the Meeting and had not cast their votes through e-voting. The Chairperson ordered distribution of ballot papers to the members present at the AGM venue and requested them to cast their votes through ballot. After the voting through ballot was complete, the scrutinizer took the ballot box in his safe custody.
- Thereafter the scrutiner collated the votes cast through e-voting and ballot (at AGM) and submitted his separate reports w.r.t. votes cast through e-voting and ballot as well as a consolidated report.
- On the basis of consolidated report of scrutiner we wish to state that all the resolutions set out in the Notice calling the 60<sup>th</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., 19<sup>th</sup> September 2019.

Notes:

1. The final dividend of Rs. 3 per shares declared at the meeting will be credited / dividend warrants will be dispatched to the members within fifteen days from the date of AGM.
2. It is hereby clarified that this gist is not the minutes of the proceedings of the Annual General Meeting of the Company.

For HeidelbergCement India Limited

*Rajesh Relan*

Rajesh Relan  
Legal Head & Company Secretary

