

HeidelbergCement India Limited

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HCIL:SECTL:SE:2020-21

18th September 2020

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,

Re: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of the 61st 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 61st AGM held on 18th September 2020 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 61st Annual General Meeting of HeidelbergCement India Limited

1. Date, Time and Venue of the Meeting:

The 61st Annual General Meeting of the members of HeidelbergCement India Limited (“the Company”) was held on 18th September 2020 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in compliance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The meeting commenced at 10.00 A.M. and concluded at 11.35 A.M. on the same day.

2. Brief details of proceedings of the meeting:

- Ms. Akila Krishnakumar, Chairperson of the Board of Directors could not attend the meeting due to the sad demise of her father-in-law on 17th September 2020. Therefore in terms of the provisions of Section 104 of the Companies Act, 2013, read with Article 63 of the Articles of Association, the Directors present at this meeting elected Mr. Jamshed Naval Cooper, Managing Director as Chairperson of the meeting. Thereafter Mr. Cooper chaired the proceedings of the Meeting.
- The requisite quorum being present, the Chairperson declared the meeting as properly constituted and commenced the proceedings.
- Chairperson introduced to the members the Directors and officials attending the meeting.
- The Chairperson then delivered his speech *inter alia* highlighting the achievements of the Company during FY2019-20 and the steps taken for wellbeing of employees and the society at large in view of ongoing COVID-19 pandemic. He also highlighted the efforts of the Company towards maintaining consistent high quality of products and services, continuous improvement program, environment conservation, adherence to corporate governance norms etc.
- With the concurrence of the members, the Notice of the 61st 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 61st AGM. The e-voting period had commenced at 9.00 AM on 15th September 2020 and ended at 5.00 PM on 17th September 2020. It was informed that members attending the AGM who had not casted their vote through remote E-voting may cast their vote at the meeting through e-voting.



- 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 31st March 2020 and the Reports of the Board of Directors and the Auditors thereon.
- ii) Declaration of Final Dividend on Equity Shares @ Rs. 6.0 per Equity Share and confirmation of Interim Dividend of Re. 1.5 per share already paid.
- iii) Re-appointment of Ms. Soek Peng Sim (holding DIN 06958955), as a Director.

Special Business :

- iv) Re-appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as Managing Director.
 - v) Ratification of remuneration of Cost Auditors for the financial year 2020-21.
 - vi) Term loan of INR 1500 million to Zuari Cement Limited under Section 185 of the Companies Act, 2013 (proposed as a Special Resolution in the Notice of AGM).
 - vii) Term loan of INR 1500 million to Zuari Cement Limited under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (This resolution is connected to item no. vi).
- The Chairperson invited the members to ask any questions arising out of the Financial Statements, Board's Report or with respect to the Resolutions contained in the Notice of AGM. The Chairperson 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 remote E-voting process as well as for e-voting at the AGM.
 - The Chairperson informed the members that the consolidated results of remote e-voting and e-voting at AGM shall be disseminated to the stock exchanges and also uploaded on the website of the Company 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 remote 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 at AGM through e-voting was made available to the members who were attending the meeting and had not casted their votes through e-voting. The Chairperson requested the members attending the AGM through VC facility to exercise their right to vote using the icon available on the screen which will take them to NSDL's e-voting website.
- After completion of e-voting at AGM the scrutiniser downloaded the result of votes cast through remote e-voting and e-voting at AGM and submitted his report to the Chairperson.
- On the basis of report of scrutiniser we wish to state that all the resolutions set out in the Notice calling the 61st 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., 18th September 2020.

Notes:

1. The final dividend of Rs. 6 per share 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
Legal Head & Company Secretary

