

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Registered Office

2nd Floor, Block B, DLF Cyber Greens,

DLF Cyber City, Phase-III,

Gurugram, Haryana 122002, India

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HCIL: SECTL:SE:2024-25

26 September 2024

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001
Scrip Code:500292

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
Trading Symbol: HEIDELBERG

Dear Sir/Madam,

Sub: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Voting results of 65th AGM held on 25 September 2024

This is to inform you that the 65th Annual General Meeting of the Company was held on 25 September 2024 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 25 September 2024 with respect to the votes cast through remote e-voting and e-voting at the 65th Annual General Meeting.

Based on the report of scrutinizer we wish to state that all the resolutions set out in the Notice convening the 65th 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., 25 September 2024.

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,

For HeidelbergCement India Ltd.

Ravi Arora
Vice President- Corporate Affairs &
Company Secretary

Encl.: a.a.





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, General Circular No. 09/2023 dated 25.09.2023 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023]

To,

The Chairperson
HeidelbergCement India Limited
2nd Floor, Block-B, DLF Cyber Greens,
DLF Cyber City, Phase-III,
Gurugram, Haryana -122002

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

Dear Madam,

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 ("the Company")**, 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 65th Annual General Meeting ("AGM") of the Company held on Wednesday, September 25, 2024 at 11:00 A.M. (IST) through VC/OAVM.

The Notice dated 31 July 2024 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 shareholders of the Company holding shares as on the "cut-off" date of Wednesday, 18 September 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, 22 September 2024 (09:00 A.M. IST) and ended on Tuesday, 24 September 2024 (05:00 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.

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 conclusion of the 65th AGM and closure of e-voting at the AGM, the votes cast by the members present through VC/OAVM at the 65th AGM through e-voting system and through remote e-voting facility were downloaded on September 25, 2024 at around 12.18 P.M. (IST) in the presence of two witnesses namely, Ms. Vrinda Pathak R/o RZ 34, Old Palam Road, New Delhi 110078 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.



Vrinda Pathak



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, 2024.

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	494	18,91,06,168	99.9414
2	Against the Resolution	22	1,10,844	0.0586
Total		516	18,92,17,012	100

Invalid Votes- NIL

2) Ordinary Resolution

To declare a dividend of INR 8 per equity share of the face value of INR 10 each for the financial year 2023-2024.

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	500	18,92,73,730	99.9969
2	Against the Resolution	18	5,844	0.0031
Total		518	18,92,79,574	100

Invalid Votes- NIL

3) Ordinary Resolution

Reappointment 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	488	18,90,08,790	99.8569
2	Against the Resolution	32	2,70,775	0.1431
Total		520	18,92,79,565	100

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 the financial year 2024-2025.

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	493	18,91,81,781	99.9483
2	Against the Resolution	23	97,784	0.0517
Total		516	18,92,79,565	100

Invalid Votes- NIL

Based on above results, 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: F002668F001312152

Accepted By

Anil Kumar Sharma
(Chief Financial Officer)

Place: New Delhi
Date: 25 September 2024

**Annexure
HeidelbergCement India Limited**

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

Date of AGM: 25th September, 2024

Total Number of Shareholders as on Cut-off Date i.e., 18th September, 2024: 93125

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 meeting through Video Conferencing :

Promoters and Promoter Group

Public 133

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, 2024.								
Resolution required :				Ordinary Resolution				
Whether promoter/promoter Group are interested in the agenda/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		NA	NA	NA	NA	NA	
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000
Public - Institutions	E-Voting	3,34,09,799	3,17,18,688	94.9383	3,17,18,688	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		NA	NA	NA	NA	NA	
	Total		3,34,09,799	3,17,18,688	94.9383	3,17,18,688	0	100.0000
Public - Non Institutions	E-Voting	3,59,58,624	2,53,631	0.7053	1,42,787	1,10,844	56.2971	43.7029
	Poll*		-	-	-	-	-	
	Postal Ballot		NA	NA	NA	NA	NA	
	Total		3,59,58,624	2,53,631	0.7053	1,42,787	1,10,844	56.2971
Total		22,66,13,116	18,92,17,012	83.4978	18,91,06,168	1,10,844	99.9414	0.0586



Resolution No.: 2 - To declare a dividend of INR 8 per equity share of the face value of INR 10 each for the financial year 2023-2024.								
Resolution required :				Ordinary Resolution				
Whether promoter/promoter Group are interested in the agenda/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		NA	NA	NA	NA	NA	NA
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000
Public - Institutions	E-Voting	3,34,09,799	3,17,81,248	95.1255	3,17,81,248	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		3,34,09,799	3,17,81,248	95.1255	3,17,81,248	0	100.0000
Public - Non Institutions	E-Voting	3,59,58,624	2,53,633	0.7053	2,47,789	5,844	97.6959	2.3041
	Poll*		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		3,59,58,624	2,53,633	0.7053	2,47,789	5,844	97.6959
Total		22,66,13,116	18,92,79,574	83.5254	18,92,73,730	5,844	99.9969	0.0031

Resolution No.: 3 –Reappointment of Mr. Vimal Kumar Jain (DIN 09561918), as a Director.								
Resolution required :				Ordinary Resolution				
Whether promoter/promoter Group are interested in the agenda/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		NA	NA	NA	NA	NA	NA
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000
Public - Institutions	E-Voting	3,34,09,799	3,17,81,248	95.1255	3,16,08,069	1,73,179	99.4551	0.5449
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		3,34,09,799	3,17,81,248	95.1255	3,16,08,069	1,73,179	99.4551
Public - Non Institutions	E-Voting	3,59,58,624	2,53,624	0.7053	1,56,028	97,596	61.5194	38.4806
	Poll*		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		3,59,58,624	2,53,624	0.7053	1,56,028	97,596	61.5194
Total		22,66,13,116	18,92,79,565	83.5254	18,90,08,790	2,70,775	99.8569	0.1431



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 the financial year 2024-2025.								
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		NA	NA	NA	NA	NA	
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	0	100.0000
Public - Institutions	E-Voting	3,34,09,799	3,17,81,248	95.1255	3,17,81,248	0	100.0000	0.0000
	Poll		-	-	-	-	-	
	Postal Ballot		NA	NA	NA	NA	NA	
	Total		3,34,09,799	3,17,81,248	95.1255	3,17,81,248	0	100.0000
Public - Non Institutions	E-Voting	3,59,58,624	2,53,624	0.7053	1,55,840	97,784	61.4453	38.5547
	Poll*		-	-	-	-	-	
	Postal Ballot		NA	NA	NA	NA	NA	
	Total		3,59,58,624	2,53,624	0.7053	1,55,840	97,784	61.4453
Total		22,66,13,116	18,92,79,565	83.5254	18,91,81,781	97,784	99.9483	0.0517

