HEIDELBERGCEMENT

HeidelbergCement India Limited CIN: L26942HR1958FLC042301 Registered Office 9th Floor, Infinity Tower "C", DLF Cyber City, Phase-II, Gurugram, Haryana 122002, India Phone +91-124-4503700 Fax +91-124-4147698 Website: www.mycemco.com

HCIL:SECTL:SE:2020-21

18th September 2020

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,

Sub: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting results of 61st AGM held on 18th September 2020

This is to inform you that the 61st Annual General Meeting of the Company was held on 18th September 2020 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 Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Nityanand Singh, Practising Company Secretary, scrutinizer for voting process has submitted his report dated 18th September 2020 with respect to the votes cast through remote e-voting and e-voting at the 61st Annual General Meeting.

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.

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

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





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 as issued by MCA]

To,

The Chairperson of 61st Annual General Meeting HeidelbergCement India Limited 9th Floor, Tower 'C', Infinity Towers, DLF Cyber City, Phase II, 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 evoting and e-voting process at AGM in respect of the below mentioned resolutions proposed at the 61st Annual General Meeting ("AGM") of HeidelbergCement India Limited on Friday, September18, 2020 at 10:00A.M. through VC / OAVM.

The notice dated 22ndJuly2020, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions considered at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed thee-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 Tuesday, September 15, 2020 (9:00 A.M. IST) and ended on Thursday, September 17, 2020 (5:00 P.M. IST) and the NSDL remote 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 Friday, September 11, 2020 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 from NSDL e-voting website.

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 above-referred MCA Circulars the members have casted their votes electronically only.

After the Conclusion of the e-voting at the 61st AGM, the votes cast by the members present through VC/OAVM at the 61st AGM through e-voting system and through remote e-voting facility were downloaded on 18th September 2020around 11:43A.M in the presence of two witnesses namely, Mr.Gourav BatraR/o. House No. 219 Bahadurgarh-124507 and Ms.Swati SurhatiaR/o.91, Amberhai Extn-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 myReport as under on the result of the remote e-voting and e-votingat AGM in respect of the said resolutions.

ORDINARY BUSINESS:-

20 word

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 2020.



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	
	Total number of votes cast in favour of the Resolution	456	187,747,861	99.9999	
	Total number of votes castagainst the Resolution	2	101	0.0001	
	Total	458	187,747,962	100	

2) Ordinary Resolution

Declaration of Final Dividend on Equity Shares for FY2019-20 and confirmation of Interim Dividend already paid.

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	456	188,995,261	99.9999	
2	Total number of votes cast against the Resolution	3	106	0.0001	
	Total	459	188,995,367	100	

3) Ordinary Resolution

Reappointment of Ms. Soek Peng Sim (holding DIN 06958955), 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	429	184,159,663	97.4671	
2	Total number of votes castagainst the Resolution	25	4,785,785	2.5329	
	Total	454	188,945,448	100	



SPECIAL BUSINESS:-

4) Ordinary Resolution

Reappointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as Managing Director of the Company for further period of three years with effect from 1st July 2020 to 30th June 2023.

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	440	188,767,686	99.9059	
2	Total number of votes cast against the Resolution	14	177,797	0.0941	
	Total	454	188,945,483	100	

5) Ordinary Resolution

Ratification of remuneration of Cost Auditors, M/s. R.J. Goel & Co., for the financial year 2020-21.

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	449	188,995,259	99.9998	
2	Total number of votes cast against the Resolution	9	347	0.0002	
	Total	458	188,995,606	100	

6) Special Resolution

Approval under Section 185 of the Companies Act, 2013 for giving term loan of INR 1500 million to Zuari Cement Limited.

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	420	184,700,778	98.3612	
2 Total number of votes ca against the Resolution		37	3,077,346	1.6388	
	Total	457	187,778,124	100	

7) Ordinary Resolution

Approval under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for giving term loan of INR 1500 million to Zuari Cement Limited (connected to Resolution No. 6).

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	
	Total number of votes cast in favour of the Resolution	419	27,456,160	89.9216	
2	Total number of votes cast against the Resolution	37	3,077,291	10.0784	
	Total	456	30,533,451	100	

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

(Company Secretaries)

Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Accepted By

JAMSHED NAVAL COOPER Digitally signed by JAMSHED NAVAL COOPER Date: 2020.09.18

Jamshed Naval Cooper Chairperson of the AGM

Place: New Delhi

Date: 18 September 2020

Date of AGM: 18th September 2020

Total Number of Shareholders as on Cut-off Date i.e., 11th September 2020: 70583

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 meeeting through Video Conferencing:

Promoters and Promoter Group

Public

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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 2020.

Resolution required :				Ordinary Resolution					
Whether promoter/promoter Gro	up are interested	inthe agenda/re	solution:	No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - 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	
	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000		
Promoters and Promoter Group	Poll	157,244,693				-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000	0.0000	
	E-Voting		30,468,746	85.3946	30,468,746	0	100.0000	0.0000	
Public - Institutions	Poll	35,679,962			-		-		
	Postal Ballot	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	35,679,962	30,458,746	85.3946	30,468,746	0	100.0000	0.0000	
	E-Voting		34,523	0.1025	34,422	101	99.7074	0.2926	
Public - Non Institutions	Poli*	33,688,461		-		-			
	Postal Ballot		_			-			
	Total	33,688,461	34,523	0.1025	34,422	101	99.7074	0.2926	
Total		226,613,116	187,747,962	82.8496	187,747,861	101	99.9999	0.0001	





Resolution No.: 2 - Declaration of Final Dividend on Equity Shares @ Rs. 6.0 per Equity Share and confirmation of Interim Dividend of Re. 1.50 per share already paid.

Resolution required :				Ordinary Resolution					
Whether promoter/promoter Gro	up are interested	in the agenda/re	solution:	No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - 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	
	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000		
Promoters and Promoter Group	Polf	157,244,693			-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000	0.0000	
	E-Voting		31,716,751	88.8923	31,716,751	0	100.0000	0.0000	
Public - Institutions	Poll	35,679,962		-	-	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	35,679,962	31,716,751	88.8923	31,716,751	0	100.0000	0.0000	
	E-Voting		33,923	0.1007	33,817	106	99.6875	0.3125	
Public - Non Institutions	Poll	33,688,461		-	-	-		-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	33,688,461	33,923	0.1007	33,817	106	99.6875	0.3125	
Total		226,613,116	188,995,367	83.4000	188,995,261	106	99.9999	0.0001	

Resolution 3 - Reappointment of Ms. Soek Peng Slm (holding DIN 06958955), as a Director.

Resolution required:				Ordinary Resolution				
Whether promoter/promoter Gro	up are interested	in the agenda/re	solution:	No				
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - 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
	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000	
Promoters and Promoter Group	Poll	157,244,693		-	-		-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000	0.0000
	E-Voting		31,667,784	88.7551	26,882,965	4,784,819	84.8906	15.1094
Public - Institutions	Poll	35,679,962		-	-			
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A
	Total	35,679,962	31,667,784	88.7551	26,882,965	4,784,819	84.8906	15.1094
	E-Voting		32,971	0.0979	32,005	966	97.0702	2.9298
Public - Non Institutions	Poll	33,688,461	<u> </u>	-	-		-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A
	Total	33,688,461	32,971	0.0979	32,005	966	97.0702	2.9298
To	tal	226,613,116	188,945,448	83.3780	184,159,663	4,785,785	97.4671	2.5329



Resolution 4 – Reappointment of Mr. Jarnshed Naval Cooper (holding DIN 01527371) as Managing Director of the Company for further period of three years with effect from 1st July 2020 to 30th June 2023.

Resolution required:	Ordinary Resolution							
Whether promoter/promoter Gro	up are interested	in the agenda/re	solution:	No				
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - 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
	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000	
romoters and Promoter Group	Poll	157,244,693	-	-			-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000	0.0000
	E-Voting		31,667,784	88.7551	31,490,419	177,365	99.4399	0.5601
Public - Institutions	Poll	35,679,962					-	
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	35,679,962	31,667,784	88.7551	31,490,419	177,365	99.4399	0.5601
	E-Voting		33,006	0.0980	32,574	432	98.6911	1.3089
Public - Non Institutions	Poll	33,688,461		-		-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	33,688,461	33,006	0.0980	32,574	432	98.6911	1.3089
Tot	tal	226,613,116	188,945,483	83.3780	188,767,686	177,797	99.9059	0.0941

Resolution 5 - Ratification of remuneration of Cost Auditors, M/s. R.J. Goel & Co., for the financial year 2020-21.

Resolution required:	esolution required :					Ordinary Resolution					
Whether promoter/promoter Gro	up are interested	in the agenda/re	solution:	No							
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - 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			
	E-Voting		157,244,693	100.0000	157,244,693	0	100.0000				
Promoters and Promoter Group	Poll	157,244,693									
	Postal Ballot	ot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000	0.0000			
	E-Voting		31,716,751	88.8923	31,716,751	0	100.0000	0.0000			
Public - Institutions	Poll	35,679,962	-		-						
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total	35,679,962	31,716,751	88.8923	31,716,751	0	100.0000	0.0000			
	E-Voting		34,162	0.1014	33,815	347	98.9843	1.0157			
Public - Non Institutions	Poll	33,688,461					-				
	Postal Ballot Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
		33,688,461	34,162	0.1014	33,815	347	98.9843	1.0157			
To	tal	226,613,116	188,995,606	83.4001	188,995,259	347	99.9998	0.0002			

Resolution 6 - Approval under Section 185 of the Companies Act, 2013 for giving term loan of INR 1500 million to Zuari Cement Limited.

Resolution required :				Special Resolution					
Whether promoter/promoter Gro	up are interested	in the agenda/re	solution:	No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - 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	157,244,693	157,244,693	100.0000	157,244,693	0	100.0000		
	Poli		-	*			-		
	Postal Ballot Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
		157,244,693	157,244,693	100.0000	157,244,693	.0	100.0000	0.0000	
Public - Institutions	E-Voting	35,679,962	30,499,253	85.4801	27,425,974	3,073,279	89.9234	10.0766	
	Poli					-	-	-	
	Postal Ballot Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
		35,679,962	30,499,253	85.4801	27,425,974	3,073,279	89.9234	10.0766	
Public - Non Institutions	E-Voting	33,688,461	34,178	0.1015	30,111	4,067	88.1005	11.8995	
	Poll		4	-		_	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	33,688,461	34,178	0.1015	30,111	4,067	88.1005	11.8995	
Total		226,613,116	187,778,124	82.8629	184,700,778	3,077,346	98.3612	1.6388	

Resolution 7 – Approval under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for giving term loan of INR 1500 million to Zuari Cement Limited (connected to Resolution No. 6).

Resolution required :				Ordinary Resolution					
Whether promoter/promoter Gro	up are interested	in the agenda/re	solution:	No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes - 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		0	0.0000	0	0	0.0000		
	Poll	157,244,693			-		-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A	
	Total	157,244,693	0	0.0000	0	0	0.0000	0.000	
Public - Institutions	E-Voting	35,679,962	30,499,253	85.4801	27,425,974	3,073,279	89.9234	10.076	
	Poll		-	-	_	-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A	
	Total	35,679,962	30,499,253	85.4801	27,425,974	3,073,279	89.9234	0.000	
Public - Non Institutions	E-Voting	33,688,461	34,198	0.1015	30,186	4,012	88.2683	11.731	
	Poll			-		-	-		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A	
	Total	33,688,461	34,198	0.1015	30,186	4,012	88.2683	11.731	
Total		226,613,116	30,533,451	13.4738	27,456,160	3,077,291	89.9216	10.0784	



