

**HeidelbergCement India Limited**

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HCIL:SECTL:SE:2017-18

22<sup>nd</sup> September 2017

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 58<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 we wish to inform you that the shareholders at the 58<sup>th</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> September 2017 have *inter alia* approved the following:

1. Declaration of dividend of Rs. 2 per Equity Share (20%) for the financial year ended 31<sup>st</sup> March 2017
2. Appointment of S.N. Dhawan & Co. LLP., as statutory auditors from the conclusion of 58<sup>th</sup> AGM until the conclusion of 63<sup>rd</sup> AGM (FY2017-18 to FY2021-22).

Gist of the proceedings of the said AGM is also attached for ready reference and record. We are pleased to inform you that all the resolutions contained in Notice of AGM dated 25<sup>th</sup> May 2017 have been passed with overwhelming majority.

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 58<sup>th</sup> Annual General Meeting of HeidelbergCement India Limited

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

The 58<sup>th</sup> Annual General Meeting of the members of HeidelbergCement India Limited ("the Company") was held on 22<sup>nd</sup> September 2017 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:

- Mr. P.G. Mankad, Chairman of the Board of Directors, chaired the proceedings of the Meeting.
- The requisite quorum being present, the Chairman 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 Chairman then delivered his speech *inter alia* highlighting that the Board has recommended a dividend of Rs. 2 per Equity Share (20%) for approval of the members at the AGM.
- With the concurrence of the members, the Notice of the 58<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 Chairman 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 58<sup>th</sup> AGM. The e-voting period commenced at 9.00 AM on 19<sup>th</sup> September 2017 and ended at 5.00 PM on 21<sup>st</sup> September 2017. It was informed that the members who have not yet 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 put 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 2017 and the Reports of the Board of Directors and the Auditors thereon.
- ii) Declaration of dividend of Rs. 2 per Equity Share (20%) for the financial year ended 31<sup>st</sup> March 2017.
- iii) Re-appointment of Dr. Albert Scheuer(holding DIN 02170574), as a Director who was retiring by rotation.
- iv) Appointment of S.N. Dhawan & Co. LLP, Chartered Accountants, (Firm Registration No.:000050N /N500045) as Auditors of the company to hold office from the conclusion of 58<sup>th</sup> Annual General Meeting until the conclusion of 63<sup>rd</sup> annual General Meeting (FY 2017-18 to FY 2021-21) at a fee of MINR 4.5 for the financial year 2017-18.

**Special Business :**

- v) Re-appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as a Managing Director.
  - vi) Re-ppointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as a Whole-time Director.
  - vii) Ratification of remuneration of M/s. R.J. Goel & Co., Cost Accountants for the financial year 2017-18.
- The Chairman 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 Chairman and MD replied to the questions asked by the members.
  - The Chairman informed the members that Mr. Nityanand Singh and Mr. Pawan Barodiya, Practising Company Secretaries were appointed as Scrutinizers for E-voting process as well as voting through ballot at the AGM venue.
  - The Chairman 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 Chairman 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 scrutinizers took the ballot box in their safe custody.
- All the resolutions set out in the Notice calling the 58<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., 22<sup>nd</sup> September, 2017.

#### Note:

1. The dividend declared at the meeting will be credited / dividend warrants will be dispatched to the members on or before 29<sup>th</sup> September 2017.
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

