

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:2018-19

21st September 2018

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 59th 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 59th AGM held on 21st September 2018 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 59th Annual General Meeting of HeidelbergCement India Limited

1. Date, Time and Venue of the Meeting:

The 59th Annual General Meeting of the members of HeidelbergCement India Limited (“the Company”) was held on 21st September 2018 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 10.28 A.M. on the same day.

2. Brief details of proceedings of the meeting:

- Due to pre-occupation, Mr. P.G. Mankad, Chairman of the Board of Directors could not attend the meeting. 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 the meeting elected Mr. S. Krishna Kumar, Director as Chairman of this meeting. Thereafter Mr. S. Krishna Kumar 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 the achievements of the Company during FY2017-18.
- With the concurrence of the members, the Notice of the 59th 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 59th AGM. The e-voting period commenced at 9.00 AM on 18th September 2018 and ended at 5.00 PM on 20th September 2018. 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 placed for shareholders’ approval:



Ordinary Business :

- i) Consideration and adoption of audited financial statements of the Company for the financial year ended 31st March 2018 and the Reports of the Board of Directors and the Auditors thereon.
- ii) Declaration of dividend of Rs. 2.50 per Equity Share (25%) for the financial year ended 31st March 2018.
- iii) Re-appointment of Mr. Juan-Francisco Defalque (holding DIN 07318811), as a Director retiring by rotation.
- iv) Audit Fee of S.N. Dhawan & Co. LLP, Statutory Auditors.

Special Business :

- v) Inter-Corporate Loans to Zuari Cement Limited subject to overall limit of Rs. 500 million (proposed as a Special Resolution in the Notice of AGM).
 - vi) Ratification of remuneration of Cost Auditors for the financial year 2018-19.
- 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, Practising Company Secretary was appointed as Scrutinizer 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 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.
- Thereafter the scrutiniser collated the votes cast through e-voting and ballot (at AGM) and submitted their 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 scrutiniser we wish to submit as under:
 - Resolution Nos. 1 to 4 and 6 (proposed as ordinary resolutions in the Notice of 59th AGM) requiring simple majority have been passed by the shareholders with requisite majority and the same are deemed to be passed on the date of the Annual General Meeting i.e., 21st September, 2018.
 - Resolution No. 5 (which was proposed as a Special Resolution in the Notice of 59th AGM) requiring three-fourth majority, has ***not*** been passed by the shareholders. It may be noted that Cementum I B.V., Sole promoter of the Company (being a related party) abstained from voting on this resolution.

Notes:

1. The dividend 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

