HEIDELBERGCEMENT

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301 Registered Office 9th Floor, Infinity Tower "C" DLF Cyber City, Phase II, Gurgaon, Haryana122002 India

Phone +91-124-4503-700 Fax +91-124-4147-698 Website: www.mycemco.com

HCIL:SECTL:SE:2015-16

8th August 2015

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: Resolutions passed at 56th Annual General Meeting through E-voting/Poll

This is to inform you that the 56th Annual General Meeting of the Company was held on 7th August 2015 at Gurgaon. At the said meeting a poll was conducted in accordance with the provisions of Section 109 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 E-voting facility to its members in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and clause 35B of the Listing Agreement.

Mr. Nityanand Singh, Practising Company Secretary, was appointed as scrutinizer to conduct the E-voting process as well as Poll in a fair and transparent manner. The Scrutinizer has submitted his consolidated Report dated 7th August 2015 as well as separate Reports dated 7th August 2015 in connection with E-voting process and Poll conducted at AGM.

On the basis of the Report of the scrutinizer, we are pleased to inform you that all the Resolutions set out at Item Nos.1 to 9 of the Notice of AGM dated 25th May 2015 have been passed with overwhelming majority. The summary of the Result in the format prescribed under Clause 35A of the Listing Agreement together with consolidated Scrutinizer's Reports as well as Reports for E-voting and Poll are enclosed.

You are requested to post the same on the website of stock exchange.

Thanking you,

Yours faithfully,

For HeidelbergCement India Ltd.

Raiesh Relan

Legal Head & Company Secretary

Encl.: as above

Date of AGM: 7th August 2015

Total Number of Shareholders as on Cut-off Date i.e., 31st July 2015; 53175

No. of Shareholders present in the Meeting either in person or through proxy*: 279 (*Based on shareholders registering attendance)

Promoters and Promoter Group :

Public : 278

No of Shareholders attended meeeting through Video Conferencing:

Promoters and Promoter Group : NIL

Public

(1) (2) (3)=[(2)/(1)]*100 (4) (5) (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*10	Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on No. of Votes in Ro. of Votes Against outstanding Shares FAVOUR AGAINST on Votes Polled on Votes Polled	No. of Votes in 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

Resolution No.: 1 - Adoption of Financial Statements together with the Reports of the Board of Directors and Auditors' for the fifteen months period ended 31st March 2015. Resolution required: (Ordinary)

			Mode of Voting: (E-Voting)			e e e e e e e e e e e e e e e e e e e	
Promoters and Promoter Group	157244693	0	0	C	C	000	
Public - Institutional holders	34026286	14866216	43.69	14865216	0 0	0000	0.00
Public- Others	35342137	85785	0.24	85685	100	0.00	0.00
Total (A)	226613116	14952001	09.9	14951901	100	00.000	0.00000
						Tecenere	0.000669
	C		Mode of Voting: (Poll)			57/53	
Promoters and Promoter Group	157244693	157244693	100	157244693	c	100 001	
Public - Instítutional holders	34026286	C	000		7 (00.00	0.00
Public Others	1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	1	0.00	O	D	0.00	0.00
- abite- Otileis	35342137	12083	0.03	12083	0	100.00	000
lotal (B)	226613116	157256776	69.39	157256776	0	100 00000	000000
						000000	0.0000
Result (A+R)	226642446	175000000					
	011510022	1/77708///	75.99	172208677	100	99.99942	0.000058



Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding Shares	No. of Votes in 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
Resolution 2 – Re-appointment of Dr. Albert Scheuer (holding Resolution required : (Ordinary)	Albert Scheuer (h	olding DIN 02170	DIN 02170574), as Director who retires by rotation.	res by rotation.			
	ů		Mode of Voting: (E-Voting)	ing)		74	
Promoters and Promoter Group	157244693	0	0	0	c	000	
Public - Institutional holders	34026286	14866216	43.69	14856229	9987	99 93	00,00
Public- Others	35342137	85518	0.24		1395	98 37	1,00
Total (A)	226613116	14951734	6.60	149	11382	99,9239	T.03
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.001	00.0
Public - Institutional holders	34026286	0	0.00	0	0	0	000
Public- Others	35342137	12083	0.03	12083	0	100.001	
Total (B)	226613116	157256776	69.39	157256776	0	100.0000	00:00
							2000
Result (A+B)	226613116	172208510	75.99	172197128	11382	99.99339	0.00661
							100000

			Mode of Voting: (E-Voting)	2			
Promoters and Promoter Group	157244693	0	0	Jo	-	100 0	
Public - Institutional holders	34026286	14866216	43.69	14866216	p	00.00	0.00
Public- Others	35342137	85231	0.24	84879	35.7	100.00	0.00
Total (A)	226613116	14951447	03 3	100404	700	מהיחה	0.41
	01101011	74410041	0.60	14951095	352	99.9976	00'0
Contract Con			Mode of voting: (Poll)				
riomoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	000
Public - Institutional holders	34026286	0	0.00	0	0		3
Public- Others	35342137	12083	0.03	12083	C	100.00	
Total (B)	226613116	157256766	68.39	157256776	0 0	100.00	0.00
				27,222	5	100,000	0.00
Recult (ALR)	20000000						
A CONTRACTOR OF THE PARTY OF TH	911510022	1/2208213	75.99	172207871	352	08666 66	0.0000

% of Votes Against on Votes Polled	(7)=[(5)/(5)]*100
% of Votes in favour % on Votes Polled	(6)=[(4)/(2)]*100
No. of Votes AGAINST	(2)
No. of Votes in FAVOUR	(4)
% of Votes Polled on No. of Votes in No. of Votes in favour % of Votes Against outstanding Shares FAVOUR AGAINST on Votes Polled on Votes Polled	(3)=[(2)/(1)]*100
No. of Votes polled	(2)
No. of Shares held	(1)
Promoter / Public	

Resolution 4 – Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as a Director by the members. Resolution required : (Ordinary)

			Mode of Voting: (F-Voting)				
Promoters and Bromotor Cross	0000000000		0	11		311	
dnois ella rigillorei alonb	15/244693	0	0	0	0	טעט	5
Public - Institutional holders	34026286	14866216	43 69	14856220	7000	00:0	0.00
Public- Others	LC + C + C H C	000		270001	2201	99.93	0.07
	22244137	82886	0.24	85236	650	PC 00	0.70
Iotal (A)	226613116	14952102	9.60	14941465	10527	44.00	0.70
			2	00111011	7007	33.3283	0.07
			Mode of Voting: (Poll)				
Promoters and Promoter Groun	467744607	-000 1 0000				975	
door production in the second	13/244093	12/444093	100	157244693	_	100 001	000
Public - Institutional holders	34026286	C	0		·	00.001	0.00
	007070-0	>	0.00	0	0	-	
Public- Others	35342137	12084	0.03	12084	6	0000	
Total (B)	726642446	1000			D	TOO:OO	00:00
(-)	270072TD	1//957/51	69.39	157256777	Ċ	100 0000	000000
					7	200000	0.00000
Rocinit (ALB)	100000						
(Gara) mean	772013116	172208879	75.99	172198242	10637	99 99382	0 0000
						700000	0.00018

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			Mode of Voting: (E-Voting)	-			
Promoters and Promoter Group	157244693	0	0	c	-	00 %	
Public - Institutional holders	34026286	14866216	43.69	14866216	0	00.00	0.00
Public- Others	35342137	83611	0.24	82609	2001	100.00	0.00
Total (A)	226613116	14949827	09'9	14948875	1007	30.00	1.20
				2701011	7007	99.59330	0.006702
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693		400.00	
Public - Institutional holders	34026286	0	00.0		0	TOOTO	0.00
Public- Others	35342137	12084	0.03	12024	0	0 0	0
Total (B)	226613116	157256777	£ 030	157056777	0 9	100:00	0.00
			CCCC	11/1007/07	ם ס	100.000000	0.000000
Rocult (ALR)	10000000						
יבים וליום)	226613116	1/2206604	75.99	172205602	1001	90 000 419	0.00000
						OTLOCOCO	0.000382



romoter/ Public	No. of Shares	No. of Votes	% of Votes Polled on	No. of Votes in	No. of Votes	% of Votes in favour	% of Votes Against
	neid	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4							001 (4) (6)1 (4)
Resolution 6 - Appointment of Ms. Soek Peng Sim (holding DIN Resolution required : (Ordinary)	Soek Peng Sim (hel	ding DIN 0695895	06958955) as Director.				
(Approximately)			Mode of Masters of New				
Promoters and Bromotes			MODE OF WORLDS: (E-VOTING)	ing)			
remoters and rightness droup	15/244693	0	0	0	0	000	000
Public - Institutional holders	34026286	14866216	43.69	14856229	4987	00.00	0.00
Public- Others	35342137	83608	0.24		1001	25.55	0.0
Total (A)	226613116	14949824			Onc	39.40	0.60
		+70C+C+T	0.60	14939337	10487	99.9299	0.0701
4			Mode of Voting: (Poll)	<u>-</u>			
Promoters and Promoter Group	157244693	157244693	100	157244693	C	100 001	000
Public - Institutional holders	34026286	0	0.00			00:00	00.00
Public- Others	35342137	12084	0.03	13004			0
Total (B)	226613116	157256777	00.00			100.00	0.00
		111111111111111111111111111111111111111	55.50	///957/51	0	100.000000	0.00000
Does to / A a Di							
nesult (A+b)	226613116	172206601	75.99	172196114	10497	000000	
					10101	ニニティアア・アア	

Resolution required: (Special) Mode of Voting: (E-Voting) Mode of Voting: (E-Voting) Mode of Voting: (E-Voting) Promoters and Promoter Group 157244693 0	Resolution 7 - Re-appointment of Mr. Sushil Kumar Tiwari (ho	Ar. Sushil Kumar Tiwa	ri (holding DiN	132652461 as Miholotima Dia			F.	
Sand Promoter Group Mode of Voting: (E-Voting) stitutional holders 34026286 14866216 0 <td>Resolution required: (Special)</td> <td></td> <td></td> <td></td> <td>ector and approval o</td> <td>' his terms of</td> <td>re-appointment and Ren</td> <td>uneration.</td>	Resolution required: (Special)				ector and approval o	' his terms of	re-appointment and Ren	uneration.
s and Promoter Group Stitutional holders 157244693 34026286 0				Mode of Voting: (E-Voting				
stitutional holders 34026286 14866216 43.69 14866216 0 <td>Promoters and Promoter Group</td> <td>157244693</td> <td>0</td> <td>0</td> <td></td> <td>-</td> <td></td> <td></td>	Promoters and Promoter Group	157244693	0	0		-		
thers 35342137 83113 0.24 81338 1775 97.86 226613116 14949329 6.60 14947554 1775 99.9881 S and Promoter Group 157244693 157244693 0.03 12083 0.03 157256776 0.00 100.000 0.00 Hers 35342137 12083 0.03 157256776 0.100.000 0.00 S and Promoter Group 15724693 157256776 0.03 157256776 0.00 100.000000 0.00 S and Promoter Group 157244693 157256776 0.03 157256776 0.00 100.000000 0.00 S and Promoter Group 157244693 157256776 0.03 157256776 0.00 100.000000 0.00 S and Promoter Group 157244693 157256776 0.00 0.00 0.00 0.00 0.00 S and Promoter Group 157244693 157256776 0.00 0.00 0.00 0.00 0.00 0.00 0.00	Public - Institutional holders	34026286	14866216	43.69	14866216	0 0	0 0	0
s and Promoter Group 157244693 157244693 157244693 157244693 157244693 157244693 157244693 157244693 157244693 150000 0	Public- Others	35342137	83113	0.24	81220	7 11 0	100.00	0.00
S and Promoter Group 157244693 157244693 Mode of Voting: (Poll) stitutional holders 35342137 12083 0.00 <	Total (A)	226642446	0000000		00000	1//2	97.86	2.14
Nade of Voting: (Poll) rs and Promoter Group 157244693 157244693 100 157244693 0.00 100.00 thers 34026286 0 0 0.00 0 0 0 thers 35342137 12083 0.03 12083 0 100.00 thers 226613116 172206105 75.99 172204330 1775 99.998969 0.00		01101077	14949329	09.9	14947554	1775	1886,66	0.0119
rs and Promoter Group 157244693 157244693 100.00 100.00 100.00 Institutional holders 34026286 0 0.00 0.00 0								
s and Promoter Group 157244693 150.00 150.00 150.00 100.00 skitutional holders 34026286 0 0.00 0.00 0 0 0 0 0 0 0 100.00 0 100.00 0 0 0 0 0 0 0 0 0 0.00 0	D. C.			Mode of Voting: (Poll)				
thers 34026286 0 0 0.00 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Fromoter Group	157244693	157244693	100	157244693	-	100 001	
thers 35342137 12083 0.03 12083 0 100.00 0.00 100.00 0.00	Public - Institutional holders	34026286	0	00.0			100.00	0.00
4B) 226613116 157256776 69.39 157256776 0 100.00000 0.00 +B) 226613116 172206105 75.99 172204330 1775 99.998969 0.00	Public- Others	35342137	12083	0 03	2000	5 6	0	0
+B) 226613116 172206105 75.99 172204330 1775 99.998969 0.00	Total (B)	220042440		200	12003	o	100.00	00.00
226613116 172206105 75.99 172204330 1775 99.998969		770013110	15/256//6	69.39	157256776	0	100.000000	000000
226613116 172206105 75.99 172204330 1775 99.998969								200000
50505556	Result (A+B)	226613116	172206105	75.99	172204330	1775	070000	
					00000000	T//2	39.338969	0.001031

0.006090

99,993910

10487



Promoter / Public	No. of Shares	No of Votas	10 - Chi-				
	held	polled	% or votes Polled on outstanding Shares	No. of Votes in 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)/(5)]*100
Resolution 8 - Ratification of remuneration of Cost Auditors for the year 2015-16.	ration of Cost Auc	litors for the year	2015-16.			Y	007 11-11 121
Resolution required : (Ordinary)							
			Mode of Voting: (E-Voting)	maj			
Promoters and Promoter Group	157244693	0	0				
Public - Institutional holders	34026286	14866216			0	0.00	0.00
Public- Others	25242422	11000210	43.69	14866216	0	100.00	000
Total (A)	22342137	84034	0.24	82794	1240	00 E3	0.00
6.4	772013116	14950250	9:90	14949010	1240	20:35	1.48
						/T66'66	0.0083
			Mode of Voting: (Ball)				
Promoters and Promoter Groun	157344503	453044000	ייים מי ייים מייים וליים				
Public - Institutional haldan	277244033	12/244693	100	157244693	C	100 001	
Double Other	34026286	0	00.0	6	0	00.001	0
Fubric- Others	35342137	12083	0.03	1200	0	0	0
rotal (B)	226613116	157256776	00.03		P	100.00	00:00
			65.50	15/256/76	0	100.00	0.00
Result (A+B)	220022000					N.	
1	770013116	172207026	75.99	172205786	1240	99 999280	00000
							0.000720

rs and Promoter Group 157244693 0 0				Mode of Voting: (E Voting)				
thers 34026286 14866216 43.69 14856229 9987 99.93 6.00 and Promoter Group 157244693 157244693 157244693 157256776 69.39 15725613116 172208152 15724693 15724693 15724693 1572613116 172208152 15724693 15724693 15726776 69.39 172197910 10242 99.93 0.00 0.00 0.00 0.00 0.00 0.00 0.0	Promoter and Promoter Casus			HIGH OF FORTING (E-VOLID)			pl.	
thers 34026286 14866216 43.69 14856229 9987 99.93 99.70	dhoin in in it is a series of the	15/244693	0	0	c	c		
thers 35342137 85160 0.24 84905 255 99.70 0.00 0.00 0.00 0.00 0.00 0.00 0.0	Public - Institutional holders	34026286	14866216	43.50	0 100	٦	0	0
Sand Promoter Group 157244693 Adde of Voting: (Poll) Mode of Voting: (Poll) Mode of Voting: (Poll) 157244693 157244693 100.00 100.00 0	Public- Others	26242427	1 1	43.03	14856229	9987	99.93	70.0
S and Promoter Group 157244693 172244693 16.60 14941134 10242 99.93150 0.00 thers 34026286 0 0 0.00 157244693 0.03 157244693 0 100.00 thers 35342137 12083 0.03 12083 0 0 0 0 4B) 226613116 172208152 75.99 172197910 10242 99.994053 0.00	Tetalifet	10174500	82160	0.24	84905	255	1 1	200
S and Promoter Group Mode of Voting: (Poll) S and Promoter Group 157244693 157244693 Mode of Voting: (Poll) Institutional holders 34026286 0 0.00 157244693 0 100.00 Ithers 35342137 12083 0.03 12083 0 0 0 Ithers 226613116 172208152 69.39 172197910 10242 99.994053 0.000	lotal (A)	226613116	14951275			533	99.70	0.30
* and Promoter Group L57244693 Mode of Voting: (Poll) Istitutional holders 157244693 157244693 0 100.00 thers 35342137 12083 0.03 12083 0 0 thers 226613116 172208152 75.99 172197910 10242 99.994053 0			DICTORY.	0.60	14941134	10242	99 93150	J DGOED
Stand Promoter Group 157244693 Mode of Voting: (Poll) Istitutional holders 34026286 0 0 100.00 0 100.00 0								0.0000
157244693 157244693 157244693 0 150.00 34026286 0 0.00 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 100.00 100.00 100.00 100.00 <td< td=""><td></td><td></td><td></td><td>Mode of Voting: Journ</td><td></td><td></td><td>S</td><td></td></td<>				Mode of Voting: Journ			S	
thers 15/244693 15/244693 100 15/244693 0 100.00 100	Promoters and Dromoter Comme			WIGHT OF ACTURE (FOIL)			The state of the s	
thers 34026286 0 6.00 6.00 0 0 0 0 0 0 0 0 0 0 0 0 0	Public transfer of our	15/244693	157244693	100	157744693	c	10 20 20 20 20 20 20 20 20 20 20 20 20 20	
thers 35342137 12083 0.03 12083 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Public - Institutional holders	34025286	c		2001	٥	100.00	00.0
12083 0.03 12083 0 0 100.00 10	Public Others	207070	0	0:00	0	_		20.0
+B) (Centent) 226613116 172208152 75.99 172197910 10242 99.994053	Collers	35342137	12083	20.0	12000	,	0	0
Centent 226613116 172208152 75.99 172197910 10242 99.994053	Total (B)	225613446	4 6 10 10 10	0.03	12083	0	100,00	000
Centent 226613116 172208152 75.99 172197910 10242 99.994053		OTTETOOZZ	9//957/51	68.39	157256776	2	100,000	2000
Centent 226613116 172208152 75.99 172197910 10242 99.994053						5	100,000,001	0.000000
75.99 172197910 10242 99.994053	Result (A+B)	226613116	1737000000					
200456566	Comens	22001310	77770777	75.99	172197910	10242	00 004052	1000
	(S) (S)						55.046.55	0.005947

Resolution 9 – Amendment of Articles of Association of the Company. Resolution required : (Special)

NITYANAND SINGH & CO.

COMPANY SECRETARIES

To,

The Chairman

HeidelbergCement India Limited

9th Floor, Tower 'C', Infinity Towers,

DLF Cyber City, Phase II,

Gurgaon, Haryana -122002

Sub.: Consolidated Scrutiniser's Report of e-voting and voting by Poll at AGM

Reference: 56th Annual General Meeting (the AGM) of the Company held on Friday, 7th August, 2015

Dear Sir,

I have submitted separate reports on 'e- voting" and voting by 'poll' on the resolutions contained in the notice dated 25th May 2015 convening the 56th Annual General Meeting on 7th August, 2015. I Submit herewith my combined report on the results on 'e-voting and voting by 'poll' as under:

Resolution No. 1: Adoption of Financial Statements together with the Reports of the Board of Directors and Auditors' for the fifteen months period ended 31st March 2015.

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172208677	99.99	100	0.01	06

Resolution No. 2: Re-appointment of Dr. Albert Scheuer (holding DIN 02170574), as Director who retires by rotation.

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172197128	99.99	11382	0.01	06



Resolution No. 3: Ratification of appointment of S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors from the conclusion of 56th AGM until conclusion of 57th AGM.

Votes in favour of resolution		Votes against th	ne resolution	Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172207871	99.99	352	0.01	06

Resolution No. 4: Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as a Director by the members.

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172198242	99.99	10637	0.01	06

Resolution No. 5: Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as CEO & Managing Director.

Votes in favour of resolution		Votes against th	ne resolution	Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172205602	99.99	1002	0.01	06



Resolution No. 6: Appointment of Ms. Soek Peng Sim (holding DIN 06958955) as Director.

Votes in favour of resolution		Votes against t	Votes against the resolution	
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172196114	99.99	10487	0.01	06

Resolution No. 7: Special Resolution for re-appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director and approval of his terms of re-appointment and Remuneration.

Votes in favour of resolution		Votes against t	he resolution	Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172204330	99.99	1775	0.01	06

Resolution No. 8: Ratification of remuneration of Cost Auditors for the year 2015-16.

Votes in favour of resolution		Votes against the resolution		Invalid votes
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172205786	99.99	1240	0.01	06



Resolution No. 9: Special Resolution to amend Articles of Association of the Company.

Votes in favour of resolution		Votes against t	Votes against the resolution	
No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
172197910	99.99	10242	0.01	06

Thanking you,

Yours truly,

For Nityanand Singh & Co.,

Company Secretaries

Nityanand Singh (Prop.)

FCS 2668, CP 2388

Place: New Delhi

Date: 7th August, 2015

Acknowledge receipt of the Report

Jamshed Naval Cooper CEO & Managing Director

HeidelbergCement India Limited

DIN: 01527371

NITYANAND SINGH & CO.

COMPANY SECRETARIES

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii)of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
56th Annual General Meeting of the Members
of HeidelbergCement India Limited
held on 7thday of August, 2015 at 9:30 A.M. at
Epicentre, Apparel House, Sector 44,
Institutional Area, Gurgaon, Haryana

Dear Sir,

I, Nityanand Singh, (Proprietor) of M/s. Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of HeidelbergCement India Limited for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolution(s), at the 56th Annual General Meeting of the members of HeidelbergCement India Limited, held on 7th day of August, 2015 at 9:30 A.M. at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana. We submit our report as under:

- 1. The E-voting period remained open from 4thAugust, 2015 (9.00 A.M.) to 6th August, 2015 (5:00 P.M.).
- The Shareholders holding shares as on the "cut off" date i.e. 31st July, 2015 were entitled to vote on the proposed resolutions (item no. 1 to 9) as set out in the Notice dated 25thMay, 2015 of the 56th Annual General Meeting of HeidelbergCement India Limited.
- 3. The votes were unblocked on 7th August, 2015 around 14.24 hrs in the presence of two witnesses, Ms. Swati Surhatia R/o. Plot no.73, Sector-19, Dwarka, New Delhi-110075 and Mr. Devesh Arora B-223, West Patel Nagar, Delhi-110008 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Swati Surhatia

Devesh Arora

14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi - 110029; Tel : 011-26713700 Telefax : 011-26714700 E-mail : officenns@gmail.com, info@nnsandco.com; Web : www.nnsandco.com

- 4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com/) (Annexure-I).
- 5. The result of the E-voting is as under:
- a) Resolution 1— Adoption of Financial Statements together with the Reports of the Board of Directors and Auditors' for the fifteen months period ended 31st March 2015.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
158	14951901	99.9993

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	100	0.0007

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- b) Resolution 2 Re-appointment of Dr. Albert Scheuer (holding DIN 02170574), as Director who retires by rotation.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
150	14940352	99.9239



Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	11382	0.0761

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- c) Resolution 3 Ratification of appointment of S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors from the conclusion of 56th AGM until conclusion of 57th AGM.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
157	14951095	99.9976

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	352	0.0024

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



- d) Resolution 4— Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as a Director by the members.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
157	14941465	99.9289

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
3	10637	0.0711

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- e) Resolution 5 Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as CEO & Managing Director.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
153	14948825	99.9933

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
3	1002	0.0067



(iii) Invalid votes:

	Total Number of Members whose votes were declared invalid	Total number of votes cast by them
1	NA	NA

- f) Resolution 6 Appointment of Ms. Soek Peng Sim (holding DIN 06958955) as Director.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
151	14939337	99.9299

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
3	10487	0.0701

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- g) Resolution 7 Special Resolution for re-appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director and approval of his terms of reappointment and Remuneration.
 - (i) Voted in favour of the resolution:

i		Nowahan of votos and	% of total number
ı	Number of Members voted	Number of votes cast	
ı	through electronic voting	in favour of the	of valid votes cast
	system	resolution	



450	14947554	00 0991
150	14947554	99.9881

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
6	1775	0.0119

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

h) Resolution 8 – Ratification of remuneration of Cost Auditors for the year 2015-16.

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
150	14949010	99.9917

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	1240	0.0083

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



- i) Resolution 9 Special Resolution to amend Articles of Association of the Company.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
156	14941134	99.9315

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
3	10242	0.0685

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of HeidelbergCement India Limited for safe keeping.

Thanking you,
Yours faithfully,
For Nityanand Singh & Co.
(Company Secretaries)

Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Place : New Delhi

Dated: 7th August, 2015

COMPANY SECRETARIES

MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
56th Annual General Meeting of the Equity shareholders
of HeidelbergCement India Limited
held on 7th day of August, 2015 at 9:30 A.M. at
Epicentre, Apparel House, Sector 44,
Institutional Area, Gurgaon, Haryana

Dear Sir,

I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., a Company Secretary Firm having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the 56th Annual General Meeting of the equity shareholders of HeidelbergCement India Limited held on 7th day of August, 2015 at 9:30 A.M. at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana, submit our report as under:

- 1. After the time fixed for closing of the poll by the Chairman, one ballot box was kept for polling was locked in my presence with due identification marks placed by me.
- 2. The locked ballot boxes were subsequently opened in the presence of both the scrutinisers, namely, Nityanand Singh and Yash Pal Chopra (appointed as scrutiniser from the shareholders present at the AGM) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the Poll is as under:
- a) Resolution 1-Adoption of Financial Statements together with the Reports of the Board of Directors and Auditors' for the fifteen months period ended 31st March 2015.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256776	100

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
250	-	8

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	06

- b) Resolution 2 Re-appointment of Dr. Albert Scheuer (holding DIN 02170574), as Director who retires by rotation.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256776	100



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them	
04	06	

- c) Resolution 3 Ratification of appointment of S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors from the conclusion of 56th AGM until conclusion of 57th AGM.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256776	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	•	-



(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	06

- d) Resolution 4— Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as a Director by the members.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256777	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
- P. C.	-	

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	06



- e) Resolution 5 Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as CEO & Managing Director.
- (i) Voted in favour of the resolution:

10	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	105	157256777	100

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
₩	3	-

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	06

- f) Resolution 6 Appointment of Ms. Soek Peng Sim (holding DIN 06958955) as Director.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256777	100



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
•	-	

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	. 06

- g) Resolution 7 Special Resolution for re-appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director and approval of his terms of re-appointment and Remuneration.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256776	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	ā

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	06



- h) Resolution 8 Ratification of remuneration of Cost Auditors for the year 2015-16.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256776	100

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
/E	-	-

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	06

- i) Resolution 9 Special Resolution to amend Articles of Association of the Company.
- (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
105	157256776	100



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
04	06

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you, Yours faithfully,

For Nityanand Singh & Co.

(Company Secretaries)

Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Place: New Delhi

Dated: 7th August, 2015

Yash Pal Chopra

(Appointed as Scrutiniser from the shareholders present at the AGM)