

HeidelbergCement India Limited

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Registered Office

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HCIL:SECTL:SE:2022-23

08 September 2022

BSE Ltd.
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400001

National Stock Exchange of India Ltd.
Listing Department,
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 63rd 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 63rd AGM held on 08 September 2022.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
For HeidelbergCement India Ltd.

Rajesh Relan
Legal Head & Company Secretary

Encl.: as above



Gist of Proceedings of the 63rd Annual General Meeting of HeidelbergCement India Limited

1. Date, Time and Venue of the Meeting:

The 63rd Annual General Meeting of the members of HeidelbergCement India Limited ("the Company") was held on 08 September 2022 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI'). The meeting commenced at 11.00 a.m. and concluded at 12:21 p.m. on the same day.

2. Brief details of proceedings of the meeting:

- Mr. Ramakrishnan Ramamurthy, Chairman of the Board of Directors, chaired 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 introduced to the members the Directors and officials attending the meeting.
- The Chairman then delivered his speech. He *inter alia* highlighted the problems being faced by the global economy, high fuel cost, the achievements and operational & financial performance of the Company during FY22. He also highlighted the efforts of the Company towards occupational health and safety, maintaining consistent high quality of products and services, use of renewable energy and Alternative Fuels, environment conservation, adherence to corporate governance norms etc.
- With the concurrence of the members, the Notice of the 63rd 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 Obligations and Disclosure Requirements) Regulations, 2015 ('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 63rd AGM. The e-voting period had commenced at 9.00 AM on 05 September 2022 and ended at 5.00 PM on 07 September 2022. It was informed that members attending the AGM who had not casted their vote through remote e-voting may cast their vote at the meeting through e-voting.
- The following items of business as set out in the Notice calling the Meeting were placed for members' approval:

Ordinary Business:

- I. Consideration and adoption of Audited Financial Statements of the Company for the financial year ended 31 March 2022 and the Reports of the Board of Directors and the Auditors thereon.
- II. Declaration of Dividend on Equity Shares @ Rs. 9 per Equity Share.
- III. Reappointment of Mr. Kevin Gerard Gluskie (holding DIN 07413549), as a Director.

- IV. Reappointment of M/s. S.N. Dhawan & Co. LLP., Chartered Accountants as the Statutory Auditors of the Company for a further term of five years and fix their remuneration.

Special Business:

- V. Appointment of Mr. Vimal Kumar Jain (holding DIN 09561918) as a Director of the Company.
- VI. Appointment of Mr. Vimal Kumar Jain (holding DIN 09561918) as a Whole-time Director of the Company for a term of three years from 10 June 2022 till 09 June 2025.
- VII. Ratification of remuneration of Cost Auditors, M/s. R.J. Goel & Co., for the financial year 2022-23.
- The Chairman invited the members to ask any questions arising out of the Financial Statements, Board's Report or with respect to the Resolutions contained in the Notice of AGM. The Managing Director 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 remote e-voting process as well as for e-voting at the AGM.
 - The Chairman informed the members that the consolidated results of remote e-voting and e-voting at AGM 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 SEBI Listing Regulations, the Company had provided remote a-voting facility to its members to cast votes electronically, on all the resolutions set out in the notice.
- Further, the facility for casting votes at AGM through e-voting was made available to the members who were attending the meeting and had not casted their votes through e-voting. The Chairman requested the members attending the AGM through VC facility to exercise their right to vote using the icon available on the screen which will take them to NSDL's e-voting website.
- After completion of e-voting at AGM the scrutinizer downloaded the result of votes cast through remote e-voting and e-voting at AGM and furnished his report.
- On the basis of report of scrutinizer we wish to state that all the resolutions set out in the Notice calling the 63rd 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., 08 September 2022.

Notes:

1. The dividend of Rs. 9 per share 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