

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:2019-20

24th May 2019

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,

Sub. : **Annual Secretarial Compliance Report**

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 please find attached Annual Secretarial Compliance Report for the financial year ended 31st March 2019, issued by M/s. Nityanand Singh & Co., Practicing Company Secretaries.

Please take the same on record.

Thanking you,

Yours faithfully,
For HeidelbergCement India Ltd.



Rajesh Relan
Legal Head & Company Secretary

Encl.: as above



**Secretarial Compliance Report of HeidelbergCement India Limited
for the year ended 31st March, 2019**

We, **Nityanand Singh & Co.** have examined:

- (a) all the documents and records made available to us and explanation provided by **HeidelbergCement India Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2019** in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, to the extent applicable to the Company, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 with regard to dealing with the Company;

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirements	Deviations	Observations/Remarks of the PCS
	Not Applicable	Not Applicable	Not Applicable

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

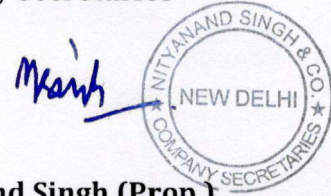
Sr. No.	Action taken By	Details of Violations	Details of action taken i.e. Fines/warning letter/debarment etc.	Observations/Remarks by PCS
	Not Applicable	Not Applicable	Not Applicable	Not Applicable



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the PCS in the Previous Reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March 2019	Actions taken by the Listed Entity	Comments of the PCS on the Action taken by the Listed Entity
	Not Applicable	Not Applicable	Not Applicable	Not Applicable

For Nityanand Singh & Co.
Company Secretaries



Date: 24th May, 2019
Place: New Delhi

Nityanand Singh (Prop.)
C. P. No. 2388
FCS: 2668