

HEIDELBERGCEMENT

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301
Registered Office
8th Floor, Infinity Tower "C"
DLF Cyber City, Phase II, Gurgaon, Haryana 122002
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.


Rajesh 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 : 1
Public : 278

No of Shareholders attended meeting through Video Conferencing :

Promoters and Promoter Group : NIL
Public : NIL

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	34026286	14866216	43.69	14866216	0	0.00	0.00
Public- Others	35342137	85785	0.24	85685	100	99.88	0.12
Total (A)	226613116	14952001	6.60	14951901	100	99.999331	0.000669
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0.00	0.00
Public- Others	35342137	12083	0.03	12083	0	100.00	0.00
Total (B)	226613116	157256776	69.39	157256776	0	100.000000	0.000000
Result (A+B)	226613116	172208777	75.99	172208677	100	99.999942	0.000058

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)



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Resolution 2 – Re-appointment of Dr. Albert Scheuer (holding DIN 02170574), as Director who retires by rotation. Resolution required : (Ordinary)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	34026286	14866216	43.69	14856229	9987	99.93	0.07
Public- Others	35342137	85518	0.24	84123	1395	98.37	1.63
Total (A)	226613116	14951734	6.60	14940352	11382	99.9239	0.08
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12083	0.03	12083	0	100.00	0.00
Total (B)	226613116	157256776	69.39	157256776	0	100.00000	0.00000
Result (A+B)	226613116	172208510	75.99	172197128	11382	99.99339	0.00661

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 AG Resolution required : (Ordinary)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	34026286	14866216	43.69	14866216	0	100.00	0.00
Public- Others	35342137	85231	0.24	84879	352	99.59	0.41
Total (A)	226613116	14951447	6.60	14951095	352	99.9976	0.00
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12083	0.03	12083	0	100.00	0.00
Total (B)	226613116	157256766	69.39	157256776	0	100.0000	0.00
Result (A+B)	226613116	172208213	75.99	172207871	352	99.99980	0.00020



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Resolution 4 – Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as a Director by the members. Resolution required : (Ordinary)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	34026286	14866216	43.69	14856229	9987	99.93	0.07
Public- Others	35342137	85886	0.24	85236	650	99.24	0.76
Total (A)	226613116	14952102	6.60	14941465	10637	99.9289	0.07
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12084	0.03	12084	0	100.00	0.00
Total (B)	226613116	157256777	69.39	157256777	0	100.000000	0.000000
Result (A+B)	226613116	172208879	75.99	172198242	10637	99.99382	0.00618

Resolution 5 – Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as CEO & Managing Director. Resolution required : (Ordinary)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	34026286	14866216	43.69	14866216	0	100.00	0.00
Public- Others	35342137	83611	0.24	82609	1002	98.80	1.20
Total (A)	226613116	14949827	6.60	14948825	1002	99.99330	0.006702
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12084	0.03	12084	0	100.00	0.00
Total (B)	226613116	157256777	69.39	157256777	0	100.000000	0.000000
Result (A+B)	226613116	172206604	75.99	172205602	1002	99.999418	0.000582



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Resolution 6 – Appointment of Ms. Soek Peng Sim (holding DIN 06958955) as Director. Resolution required : (Ordinary)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	34026286	14866216	43.69	14856229	9987	99.93	0.07
Public- Others	35342137	83608	0.24	83108	500	99.40	0.60
Total (A)	226613116	14949824	6.60	14939337	10487	99.9299	0.0701
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12084	0.03	12084	0	100.00	0.00
Total (B)	226613116	157256777	69.39	157256777	0	100.000000	0.000000
Result (A+B)	226613116	172206601	75.99	172196114	10487	99.993910	0.006090

Resolution 7 – Re-appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director and approval of his terms of re-appointment and Remuneration. Resolution required : (Special)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0	0
Public - Institutional holders	34026286	14866216	43.69	14866216	0	100.00	0.00
Public- Others	35342137	83113	0.24	81338	1775	97.86	2.14
Total (A)	226613116	14949329	6.60	14947554	1775	99.9881	0.0119
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12083	0.03	12083	0	100.00	0.00
Total (B)	226613116	157256776	69.39	157256776	0	100.000000	0.000000
Result (A+B)	226613116	172206105	75.99	172204330	1775	99.998969	0.001031



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
Resolution 8 – Ratification of remuneration of Cost Auditors for the year 2015-16.							
Resolution required : (Ordinary)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	34026286	14866216	43.69	14866216	0	100.00	0.00
Public- Others	35342137	84034	0.24	82794	1240	98.52	1.48
Total (A)	226613116	14950250	6.60	14949010	1240	99.9917	0.0083
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12083	0.03	12083	0	100.00	0.00
Total (B)	226613116	157256776	69.39	157256776	0	100.00	0.00
Result (A+B)	226613116	172207026	75.99	172205786	1240	99.99280	0.000720

Resolution 9 – Amendment of Articles of Association of the Company.							
Resolution required : (Special)							
Mode of Voting: (E-Voting)							
Promoters and Promoter Group	157244693	0	0	0	0	0	0
Public - Institutional holders	34026286	14866216	43.69	14856229	9987	99.93	0.07
Public- Others	35342137	85160	0.24	84905	255	99.70	0.30
Total (A)	226613116	14951376	6.60	14941134	10242	99.93150	0.06850
Mode of Voting: (Poll)							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	34026286	0	0.00	0	0	0	0
Public- Others	35342137	12083	0.03	12083	0	100.00	0.00
Total (B)	226613116	157256776	69.39	157256776	0	100.000000	0.000000
Result (A+B)	226613116	172208152	75.99	172197910	10242	99.994053	0.005947



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 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.
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 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.
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 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.
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 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.
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 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.
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

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 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 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 4th August, 2015 (9.00 A.M.) to 6th August, 2015 (5:00 P.M.).
2. 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 25th May, 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

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

(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	100	0.0007

(iii) Invalid votes :

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



(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
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

(iii) Invalid votes :

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

(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	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
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

(iii) Invalid votes :

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 re-appointment and Remuneration.

(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
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150	14947554	99.9881
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(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
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

(iii) Invalid votes :

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

(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	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

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

(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

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



(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

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
-	-	-

(iii) **Invalid votes :**

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:

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
-	-	-

- (iii) Invalid votes :

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



(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

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
-	-	-

(iii) Invalid votes :

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

(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

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



(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

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

Yash Pal Chopra
(Appointed as Scrutiniser from the
shareholders present at the AGM)

Place: New Delhi
Dated: 7th August, 2015