HEIDELBERGCEMENT

HeidelbergCement India Limited
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4th September 2015

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

Scrip Code:500292

Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Scrip Code : Heidelberg

Dear Sir,

Re : Minutes of the proceedings of Annual General Meeting

Pursuant to Clause 31(d) of the Listing Agreement with the Stock Exchanges, we are enclosing a copy of the Minutes of the proceedings of the 56th Annual General Meeting of the Company held on 7th August 2015.

Thanking you,

Yours faithfully,
For HeidelbergCement India Limited

Rajesh Relan
Legal Head & Company Secretary

Encl : a.a.

HeidelbergCement India Limited

MINUTES OF THE PROCEEDINGS OF THE 56th ANNUAL GENERAL MEETING OF THE MEMBERS OF HEIDELBERGCEMENT INDIA LIMITED HELD AT EPICENTRE, APPAREL HOUSE, SECTOR 44, INSTITUTIONAL AREA, GURGAON, HARYANA ON FRIDAY, THE 7TH AUGUST 2015 FROM 9.30 A.M. TILL 10.15 A.M.

Directors Present :

Mr. P.G. Mankad	.....	Chairman
Mr. S. Krishna Kumar	.....	Chairman of the Audit Committee and CSR Committee
Mr. Pradeep V. Bhide	.....	Chairman of the Nomination & Remuneration Committee
Mr. Jamshed Naval Cooper	.....	CEO & Managing Director
Mr. Sushil Kumar Tiwari	.....	Wholetime Director

And

244 members (holding 20,209 Equity Shares) were present in person or through their authorized representatives pursuant to Section 113 of the Companies Act, 2013 and 35 members (holding 15,72,49,279 Equity Shares) were represented through their duly appointed proxies.

In attendance:

Mr. Anil Kumar Sharma, Chief Financial Officer
Ms. Poonam Sharma, HR Director
Mr. Avinash Joshi, Procurement Director
Mr. Rajesh Relan, Legal Head & Company Secretary
Mr. Sanjay Vij, Partner of S.R. Batliboi & Co. LLP, Statutory Auditors
Mr. Nityanand Singh, Secretarial Auditor

Mr. P.G. Mankad, Chairman requested the members to observe a minute silence as a mark of respect to the memory of Dr. A.P.J. Abdul Kalam, former President of India, who passed away on 27th July 2015.

1. Welcome: Mr. Rajesh Relan, Legal Head & Company Secretary welcomed all the Shareholders, Directors and Executives of HeidelbergCement India Limited to the 56th Annual General Meeting of the Company. Mr. Relan requested Mr. P.G. Mankad, Chairman of the Board of Directors to commence the proceedings of the meeting.

2. Quorum: The requisite Quorum being present in terms of Section 103 of the Companies Act, 2013, the Chairman declared the meeting as properly constituted and extended a warm welcome to the Members of the Company to the 56th Annual General Meeting. Quorum was also present throughout the meeting. Mr. Jamshed Naval Cooper, CEO & Managing Director introduced to the members, the Directors and executives sitting on the dais.

   Mr. Cooper informed that Dr. Albert Scheuer, Dr. Lorenz Naeger, Mr. Daniel R. Fritz and Ms. Soek Peng Sim, Directors of the Company could not attend the meeting due to pre-occupation.

Certified True Copy
For HeidelbergCement India Limited
Rajesh Relan
Legal Head & Company Secretary

3. Statutory Registers and Proxy Register	The following documents / registers maintained by the Company remained open and accessible for inspection during the continuance of the meeting: a) Notice convening the 56th AGM and draft Articles of Association proposed to be altered at the meeting; b) Board's Report along with Annexures thereto for the fifteen months period ended 31st March 2015; c) The Audited Accounts and Auditor's Report thereon for the fifteen months period ended 31st March 2015; d) The Proxy Register; e) The Register of Directors and Key Managerial Personnel and their shareholdings; f) The Register of Contracts or Arrangements in which Directors are interested;
4. Chairman's Speech	The Chairman addressed the shareholders. In his speech he spoke about the state of Indian Economy, demand growth for cement industry, achievements of the Company during 2014-15, occupational health and safety aspects, steps taken by the Company to check costs, divestment of Raigad Unit of the Company and setting up of Waste Heat Recovery Power Generation Project at Narsingarh unit. CSR initiatives of the Company were also highlighted. The meeting applauded the Chairman's Address.
5. Notice, Financial Statements, Board's Report and Auditor's Report	Notice of 56th Annual General Meeting, Financial Statements, Board's Report and Auditor's Report, were taken as read with the consent of the meeting. It was informed to the members that the Auditors' Report and Secretarial Audit Report do not contain any qualification, reservation or adverse remark.
6. Voting	The Chairman informed that pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended in 2015) and Clause 35B of the Listing Agreement, the Company had provided electronic voting facility to its members to enable them to exercise their right to vote on resolutions proposed to be considered at the 56th Annual General Meeting (AGM) by electronic means. The aforesaid facility was arranged by the Company through National Securities Depository Limited (NSDL). The e-voting period commenced on 4th August 2015 at 9:00 A.M. and ended on 6th August 2015 at 5:00 P.M. During this period members of the Company, holding shares as on the cut-off date of 31st July 2015, were allowed to cast their vote through remote e-voting facility. It was informed that pursuant to Rule 20 of the Companies (Management and Administration) Rules,

2014 it was obligatory for the Company to conduct a poll at the meeting, in respect of all the items of ordinary and special business contained in Notice of this AGM so that votes cast by the persons present at the meeting were in proportion to the shares held by them.

The members were briefed about the nine resolutions as set out in the Notice of AGM, which were taken as read by general consent. The resolutions were proposed and seconded by the members present at the meeting. The resolutions were as under:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements for the fifteen months period ended 31st March 2015

"RESOLVED that the Audited Accounts of the Company consisting of Balance Sheet as at 31st March 2015 and Profit and Loss Account for the fifteen months period ended on that date including notes thereto together with the Reports of the Board of Directors and Auditors thereon, already circulated to the members and now submitted to this meeting be and are hereby received and adopted."

Item No. 2. Re-appointment of Dr. Albert Scheuer as a Director

"RESOLVED that Dr. Albert Scheuer (holding DIN 02170574) who retires in accordance with the provisions of the Companies Act, 2013 and has offered himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Item No. 3. Ratification of appointment of Statutory Auditors

"RESOLVED that pursuant to Section 139 and other applicable provisions of Companies Act, 2013 and the Rules made thereunder the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E), who were appointed as Auditors of the Company at the 55th Annual General Meeting held on 19th June 2014, to hold office from conclusion of 55th Annual General Meeting until conclusion of 58th Annual General Meeting be and is hereby ratified and confirmed from the conclusion of 56th AGM till the conclusion of 57th AGM on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to applicable taxes, reasonable out of pocket expenses and reimbursement of travelling expenses incurred by them in connection with Audit of the accounts of the Company."

SPECIAL BUSINESS:

Item No. 4. Appointment of Mr. Jamshed Naval Cooper as Director.

"RESOLVED that Mr. Jamshed Naval Cooper (holding DIN 01527371) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 1st July 2014 and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a

Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director not liable to retire by rotation."

Item No. 5. Appointment of Mr. Jamshed Naval Cooper as CEO & Managing Director

"RESOLVED that pursuant to the provisions of Sections 196,197,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) and/ or re-enactment thereof, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as CEO & Managing Director of the Company without any remuneration for a period of three years with effect from 1st July 2014 to 30th June 2017."

Item No. 6. Appointment of Ms. Soek Peng Sim as a Director

"RESOLVED that Ms. Soek Peng Sim (holding DIN 06958955) who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 16th September 2014 and who holds office up to the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of the Director, be and is hereby appointed as a Director liable to retire by rotation."

Item No. 7. Special Resolution for re-appointment of Mr. Sushil Kumar Tiwari as Wholetime Director and approval of his terms of re-appointment and Remuneration.

"RESOLVED that pursuant to the provisions of Sections 196,197,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder including any statutory modification(s) and/or reenactment thereof, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director of the Company from 10th June 2015 till 9th June 2017, on the terms and conditions as detailed in Statement pursuant to Section 102 of the Act annexed hereto.

RESOLVED FURTHER that pursuant to the provisions of Sections 196,197,203, Schedule V and other applicable provisions, if any, of the Act and the Rules made thereunder including any statutory modification(s) and/or re-enactment thereof, the terms of remuneration of Mr. Sushil Kumar Tiwari effective from 1st January 2015 as set out in the Statement pursuant to Section 102 of the Act be and are hereby approved.

RESOLVED FURTHER that pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the remuneration as detailed in the Statement pursuant to Section 102 of the Act annexed hereto as minimum remuneration to Mr. Tiwari in any financial year, in which the Company has no profit or the profit is inadequate.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any person authorised by the Board in this behalf) shall, in accordance with the statutory limits/approvals as may

be applicable for the time being in force, be at full liberty to revise and/or change the terms and conditions of the appointment and remuneration from time to time as may be deemed appropriate."

Item No. 8. Ratification of remuneration of Cost Auditors

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants (Firm Registration No. 000026) appointed by the Board of Directors of the Company to conduct the audit of the cost accounting records of the Company for the financial year 2015-16, amounting to Rs. 2,25,000 (Rupees Two Lacs Twenty Five Thousand only) plus applicable taxes, reasonable out of pocket expenses and reimbursement of travelling expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

Item No. 9. Special Resolution to amend Articles of Association

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Participation of members	The objectives and implications of the resolutions being self-explanatory, the Chairman invited the Members to express their views and ask questions. The members asked questions regarding the Company's future prospects, payment of dividend, advertisement strategy, reduction in interest costs and CSR activities. The Chairman and CEO & Managing Director answered the queries of the members. They also acknowledged the suggestions given by the members.
8. Casting of votes through ballot	Thereafter the Chairman ordered a poll on all the Resolutions set out at Item Nos. 1 to 9 of Notice of AGM. All the members and proxy holders, who had not casted their vote through remote e-voting facility, were requested to participate in the poll by filling the ballot papers distributed to them by the Scrutiniser and putting the same in the ballot box. The Chairman stated that Mr. Nityanand Singh was appointed as Scrutinizer for the Poll process also. Mr. Yash Pal Chopra, a shareholder of the Company present at the Annual General Meeting was appointed

as second scrutinizer. The Chairman informed that the scrutinisers' shall first of all count the votes casted through ballot and thereafter unblock the votes casted through remote e-voting facility. The scrutinizers shall add the votes cast on a resolution through poll to the corresponding votes cast through E-voting, in order to determine whether a resolution has been passed or not and prepare a consolidated Scrutinisers' Report.

Mr. Nityanand Singh showed empty ballot box to the members and also locked and sealed the ballot box in their presence. Members filled their ballot papers and dropped the same in ballot box. After obtaining confirmation from the members and the scrutinisers that everyone has exercised the ballot, the Chairman declared the poll as complete and scrutinisers took the Ballot Box in their safe custody.

The Chairman informed that on receipt of the Scrutinisers Report, the results shall be declared at the Registered Office of the Company within the prescribed timeline and shall also be sent to stock exchanges and uploaded on the Company's website www.mycemco.com, along with Scrutinizer's Report.

9. Meeting Concluded	The Chairman thanked the members for their keen interest and participation in the meeting.
10. Vote of thanks to the Chairman	On behalf of the Members, Mr. Toni Bhatia thanked the Chairman.

Result of remote E-voting and Poll conducted on the items of Ordinary and Special Business at the Annual General Meeting of the Company held on Friday, 7th August 2015

On the basis of the consolidated Scrutinizers' Report for remote E-voting and the Poll conducted at Annual General Meeting held on 7th August 2015, Mr. Jamshed Naval Cooper, CEO & Managing Director, who was duly authorized by the Chairman to declare the results, announced the results of voting on 8th August 2015 at the Registered Office of the Company. It was declared by Mr. Cooper that all the resolutions as set out at Item Nos. 1 to 9 of the Notice of 56th Annual General Meeting of the Company have been duly passed by the members with overwhelming majority. The summary of the result of E-voting and Poll was as under:-

HeidelbergCement India Limited

Resolution as given in the Notice of 56th Annual General Meeting	Particulars of votes cast							Result Declared
		Electronic Voting		Poll		Voting Result		
		Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%	
Ordinary Business								
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 cast in favour Votes cast against Invalid Votes	14951901 100 -	99.999331 0.000669 -	157256776 - 6	100.000000 - -	172208677 100 -	99.999942 0.000058 -	Approved by overwhelming majority
2 Re-appointment of Dr. Albert Scheuer (holding DIN 02170574), as Director who retires by rotation.	Votes cast in favour Votes cast against Invalid Votes	14940352 11382 -	99.9239 0.08 -	157256776 - 6	100.000000 - -	172197128 11382 -	99.99339 0.00661 -	Approved by overwhelming majority
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 cast in favour Votes cast against Invalid Votes	14951095 352 -	99.9976 0.00235 -	157256776 - 6	100.000000 - -	172207871 352 -	99.99980 0.00020 -	Approved by overwhelming majority
Special Business								
4 Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as Director.	Votes cast in favour Votes cast against Invalid Votes	14941465 10637 -	99.9289 0.07 -	157256777 - 6	100.000000 - -	172198242 10637 -	99.99382 0.00618 -	Approved by overwhelming majority
5 Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as CEO & Managing Director.	Votes cast in favour Votes cast against Invalid Votes	14948825 1002 -	99.99330 0.006702 -	157256777 - 6	100.000000 - -	172205602 1002 -	99.999418 0.000582 -	Approved by overwhelming majority
6 Appointment of Ms. Soek Peng Sim (holding DIN 06958955) as Director.	Votes cast in favour Votes cast against Invalid Votes	14939337 10487 -	99.9299 0.0701 -	157256777 - 6	100.000000 - -	172196114 10487 -	99.993910 0.006090 -	Approved by overwhelming majority
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 cast in favour Votes cast against Invalid Votes	14947554 1775 -	99.9881 0.0119 -	157256776 - 6	100.000000 - -	172204330 1775 -	99.998969 0.001031 -	Approved by overwhelming majority
8 Ratification of remuneration of Cost Auditors for the year 2015-16.	Votes cast in favour Votes cast against Invalid Votes	14949010 1240 -	99.9917 0.0083 -	157256776 - 6	100.000000 - -	172205786 1240 -	99.999280 0.000720 -	Approved by overwhelming majority
9 Special Resolution to amend Articles of Association of the Company.	Votes cast in favour Votes cast against Invalid Votes	14941134 10242 -	99.93150 0.06850 -	157256776 - 6	100.000000 - -	172197910 10242 -	99.994053 0.005947 -	Approved by overwhelming majority

P.G. Mankad
Chairman

Certified True Copy

For HeidelbergCement India Limited

Rajeshelan 4/9/2015

Legal Head & Company Secretary