

HCIL: SECTL:SE:2024-25

26 April 2024

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: Declaration of result of e-voting through Postal Ballot Process and Scrutinizer's Report

This has reference to our letter dated 27 March 2024 submitting the Postal Ballot Notice sent to shareholders of the Company for seeking their approval on the Ordinary Resolution in respect of appointment of Mr. Roberto Callieri (holding DIN 05139888) as Non-Executive Director of the Company. We are pleased to inform you that the aforesaid Ordinary Resolution has been passed with requisite majority. The Ordinary Resolution is deemed to be passed on the last date of remote e-voting i.e., 26 April 2024.

The summary of the voting results in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the report of scrutinizer is enclosed.

The voting results along with the scrutinizer's report are also being made available on the Company's website at www.mycemco.com

This is for your information and records.

Thanking you,

Yours faithfully,
For HeidelbergCement India Ltd.

Rajesh Relan
Sr. Vice President- Corporate Affairs &
Company Secretary

Encl.: a.a.





Report of Scrutinizer

[Pursuant to sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To,

The Chairman/Authorised Person
HeidelbergCement India Limited
2nd Floor, Block-B, DLF Cyber Greens,
DLF Cyber City, Phase-III, DLF QE,
Gurgaon, Haryana, 122002

Subject: Scrutinizer's Report on Postal Ballot process conducted through remote e-voting pursuant to the provisions of the Companies Act, 2013 in respect of passing the resolution contained in the Postal Ballot Notice dated 08th March 2024.

Dear Sir,

I, Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretaries, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, has been appointed as the Scrutinizer by the Board of Directors of HeidelbergCement India Limited (the "Company") for the purpose of monitoring and scrutinizing the postal ballot remote e-voting process in a fair and transparent manner and ascertaining the results thereof pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with General Circular No. 14/2020 dated 08th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 08th December 2021, General Circular No. 3/2022 dated 05th May 2022, General Circular No. 11/2022 dated 28th December 2022, General Circular No. 09/2023 dated 25th September 2023, issued by the Ministry of Corporate Affairs, (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of the Ordinary Resolution as set out in the Notice of Postal Ballot dated 08th March 2024.



In above matter, I submit my Report as under:

- (i) The Company had on Wednesday, 27th March 2024 dispatched the Notice of Postal Ballot to its Members, whose names appeared in the Register of Members/List of Beneficial Owners as provided by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 22nd March, 2024 ("Cut-off date"). In compliance with the MCA Circulars, the Notice of Postal Ballot was sent through electronic mode to those Members whose e-mail addresses were registered with the Company/RTA/ Depository Participants. The Notice of Postal Ballot contained the following resolution:

S.No.	Type of Resolution	Description of the Resolution
1	Ordinary Resolution	Appointment of Mr. Roberto Callieri (holding DIN 05139888) as a Non-Executive Director of the Company, liable to retire by rotation.

- (ii) The Company had availed the e-voting facility offered by National Securities Depository Limited to facilitate remote e-voting by its members.
- (iii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL.
- (iv) The remote e-voting period commenced on Thursday, 28th March 2024, at 09.00 A.M. (IST) and ended on Friday, 26th April 2024, at 05.00 P.M. (IST).
- (v) The result of e-voting downloaded from the website of NSDL shall be handed over to the Company Secretary.
- (vi) The Company had hosted the Notice of Postal Ballot on its website www.mycemco.com, websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com. Advertisement with respect to the dispatch of Notice of the Postal Ballot, was published on Thursday, 28th March 2024 in Business Standard, English (all editions) and Business Standard, Hindi (Delhi edition).
- (vii) My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the Ordinary Resolution as mentioned in the postal ballot notice dated 08th March 2024. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, MCA Circulars, SS-2 and Listing



Regulations relating to remote e-voting on the Resolutions contained in the Notice of Postal Ballot.

- (viii) The remote e-voting system was unblocked at around 05.10 P.M. (IST) on Friday, 26th April 2024 in the presence of two witnesses namely Mr. Sunil Kumar, R/o House No. 6 E Block STD Road Qutub Vihar Sector-19 Dwarka New Delhi-110071 and Mr. Ramniwas, R/o 16A, B Block, Phase-1 Qutub Vihar, Goyla Dairy, New Delhi-110071, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Sunil Kumar)



(Ram Niwas)

- (ix) All votes cast through remote e-voting facility starting from Thursday, 28th March 2024, at 09.00 A.M. (IST) until Friday, 26th April 2024, at 05.00 P.M. (IST) were considered for my scrutiny.

Based on the scrutiny the summary of the result of remote e-voting is as under:-

1. Ordinary Resolution for Appointment of Mr. Roberto Callieri (holding DIN 05139888) as a Non-Executive Director of the Company, liable to retire by rotation.

A. Summary of votes cast through remote e-voting in favour and against the Ordinary Resolution is as under:

S. No.	Particulars	No. of members voted	No. of valid votes cast by them	% of total valid votes cast
1	Voted in favour of the Resolution	582	18,72,16,615	97.9690
2	Voted against the Resolution	68	38,81,133	2.0310
3	Invalid votes	-	-	-
	Total	650	19,10,97,748	100



- (x) Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Postal Ballot Notice dated 08 March 2024 has been passed with requisite majority. You may accordingly declare the result of Postal Ballot process.

Thanking you,

Yours truly
For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668
UDIN: F002668F000254700

Place: New Delhi
Date: 26.04.2024

Countersigned
For HeidelbergCement India Limited

A handwritten signature in blue ink, appearing to read 'Anil Kumar Sharma'.

Anil Kumar Sharma
(Chief Financial Officer)

HEIDELBERGCEMENT INDIA LIMITED
Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of declaration of the results of Postal Ballot	April 26, 2024
Total number of shareholders as on the Cut-Off date	89,466
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means: Promoters and Promoter Group: Public:	Not Applicable

Resolution 1: Appointment of Mr. Roberto Calleri (holding DIN 05139888) as a Non-Executive Director of the Company, liable to retire by rotation								
Resolution required :Ordinary Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution: No								
Category	Mode of Voting	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
Promoter and Promoter Group	Remote e-voting	15,72,44,693	15,72,44,693	100.0000	15,72,44,693	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		15,72,44,693	15,72,44,693	100.0000	15,72,44,693	-	100.0000
Public- Institutional holders	Remote e-voting	3,51,75,328	3,32,53,589	94.5367	2,93,83,104	38,70,485	88.3607	11.6393
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		3,51,75,328	3,32,53,589	94.5367	2,93,83,104	38,70,485	88.3607
Public- Others	Remote e-voting	3,41,93,095	5,99,466	1.7532	5,88,818	10,648	98.2238	1.7762
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		3,41,93,095	5,99,466	1.7532	5,88,818	10,648	98.2238
Grand Total		22,66,13,116	19,10,97,748	84.3278	18,72,16,615	38,81,133	97.9690	2.0310

