HEIDELBERGCEMENT

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301 Registered Office 9th Floor, Infinity Tower "C" DLF Cyber City, Phase II, Gurgaon, Haryana122002

> Phone +91-124-4503-700 Fax +91-124-4147-698 Website: www.mycemco.com

HCIL:SECTL:SE:2014

19th June 2014

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 55th Annual General Meeting through E-voting/Poll

This is to inform you that the 55th Annual General Meeting of the Company was held today wherein poll was conducted in accordance with provisions of Section 109 of Companies Act, 2013 read with Rule 21 of Companies (Management and Administration) Rules, 2014. It may be noted that the Company had also provided E-voting facility to its members.

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 Scritinizer has submitted his Report dated 17th June 2014 in connection with E-voting process and Report dated 19th June 2014 in connection with Poll conducted at today's AGM.

On the basis of the Report of the scrutinizer the result of the E-voting/Poll has been declared by Chairman.

We are pleased to inform you that all the Resolutions set out at Item no.1 to 9 of Notice of AGM dated 2nd May 2014 have been passed with overwhelming majority. The summary of the Result in the format prescribed under Clause 35A of the Listing Agreement together with Scrutinizer's Reports for E-voting and Poll are enclosed.

You are requested to take note of the same,

Thanking you,

Yours faithfully,

For HeidelbergCement India Ltd.

Rajesh Relan

Legal Head & Company Secretary

Encl.: as above

Date of AGM: 19th June, 2014

Total Number of Shareholders on Book Closure: 50,206

No. of Shareholders present in the Meeting either in person or through proxy*: 389 (*Based on shareholders registering attendance)

388 **Promoters and Promoter Group**

Public

No. of Shareholders attended meeeting through Video Conferencing:

¥ ₹ **Promoters and Promoter Group**

Public

Details of the Agenda:

Promoter / Public	No. of Shares	No. of Votes	% of Votes Polled on	No. of Votes in	No. of Votes	No. of Votes in No. of Votes % of Votes in favour	% of Votor Against	
	held	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	00 patter/(0)/(0)		
			77		(2)	001_[(7)/(+)]_(a)	(/)=(/s)/(s)]=(/)	
Resolution No.: 1 - Adoption of Financial Statements for the year ended 31st December. 2013.	icial Statements fo	r the year ended	31st December, 2013.					
Resolution required: (Ordinary)								
			Mode of Voting; (E-Voting)	ting)				
Promoters and Promoter Group	157244693	0				00.0		
Public - Institutional holders	27229144	5452257	20.06	5 5462257		00.00	0.00	
Public- Others	42139279	17162	0.04			100.00	0.00	
Total (A)	226613116	5479419	2.42	54		100 00000	00:00	
					•	2222222	U.UUUUU	

C.P. No. 2258	
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0.00 0.00 0.03

100.00 100.00 99.97

> 35000 3079

157244693

100 0.13

35000 157244693

3080 157282773

27229144 42139279 226613116

157244693

Promoters and Promoter Group

Public - Institutional holders

Public-Others

rotal (B)

Mode of Voting: (Poll)

0.000001

666666666

0.000001

99.999999

162762191

71.82

162762192

226613116

Result (A+B)

157282772

69.41

0.01

0.000000

Promoter / Dublic	No of Change	Min attached					
	NO. OI SHAPES	No. or votes	% of Votes Polled on	No. of Votes in	No. of Votes	% of Votes in favour	% of Votes Against
	held	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
Resolution 2 - Re-Appointment of Mr. Daniel Robert Fritz, dire	Ir. Daniel Robert Fr	itz, director retiri	ctor retiring by Rotation.				
Resolution required: (Ordinary)							
			Mode of Voting: (E-Voting)	ting)			
Promoters and Promoter Group	157244693	0		0	0	000	000
Public - Institutional holders	1777991111	ESABOAE	40.01			0000	0.00
	44TC77/7	2240042	19.64	3782150	1565895	70.72	29.28
Public- Others	42139279	17162	0.04	17162	0	100.00	000
Total (A)	226613116	5365207	2.37	3799312	1565895	70.8139	20 10
						00000	£1.52
			Mode of Voting (Poll)				
Dromotorro Den allocation			01.9	/1			
riomoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	000
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	000
Public- Others	42139279	3060	10.0	3060	0	100 001	00.0
Total (B)	226613116	157282753	69.41	157282753	0	100.0000	00:00

0.96275

99.03725

1565895

161082065

71.77

162647960

226613116

Result (A+B)

In the stand Promoter Group In the standard Group <th c<="" th=""><th>Resolution 3 - Appointment of S.R. E</th><th>Batliboi & Co. I.LP. Ch</th><th>artered Accountants (</th><th>Firm Registration No.</th><th>201003E) of Anditor</th><th></th><th></th></th>	<th>Resolution 3 - Appointment of S.R. E</th> <th>Batliboi & Co. I.LP. Ch</th> <th>artered Accountants (</th> <th>Firm Registration No.</th> <th>201003E) of Anditor</th> <th></th> <th></th>	Resolution 3 - Appointment of S.R. E	Batliboi & Co. I.LP. Ch	artered Accountants (Firm Registration No.	201003E) of Anditor		
Promoter Group 157244693 0 Mode of Voting: (E-Voting) 0 0 0 0.00 ional holders 27229144 5462257 20.06 5462257 0 100.00 226613116 5479419 2.42 5479419 0 100.00 Promoter Group 157244693 157244693 0 100.00 Ional holders 27229144 35000 0.13 3500 0 226613116 157282774 69.41 157282774 0 100.000 226613116 162762193 71.82 162762193 0 100.0000	Resolution required: (Ordinary)				SOTOSEJI BS MAUROL	s and Tixing their Kemuneration		
rs and Promoter Group Institutional holders 157244693 0 <			Mod	e of Voting: (E-Voting				
thers	Promoters and Promoter Group	157244693	<u>L</u>	0	0	000	000	
thers 42139279 17162 0.04 17162 0 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 100.00 157244593 157244593 157244693 0 100.00	Public - Institutional holders	27229144	5462257	20.06	5462257	00001	0.00	
rs and Promoter Group 157244593 157244693 0.01 100.000 100.0000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.0000 100.000 100.000 100.000 100.000 100.000 100.000 100.000 100.0000 100.000	Public- Others	42139279	17162	0.04	17162	10000	0.00	
re and Promoter Group 157244593 157244693 100.00 10	Total (A)	226613116	5479419	C V C	5470410	00.001	00:00	
Stand Promoter Group 157244693 Mode of Voting: (Poll) Is and Promoter Group 157244693 Mode of Voting: (Poll) 157244693 0 100.00 Institutional holders 27229144 35000 0.13 35000 0 100.00 Ithers 42139279 3081 0.01 3081 0 100.00 Ithers 226613116 162762193 71.82 162762193 0 100.0000				74.7	24/2413	00000000	0.00	
rs and Promoter Group 157244693 157244693 100.00 157244693 0 100.00 Institutional holders 27229144 35000 0.13 35000 0 100.00 thers 42139279 3081 0.01 3081 0 100.00 thers 226613116 157282774 69.41 157282774 0 100.0000 +B) 226613116 162762193 71.82 162762193 0 100.0000			W	ode of Voting: (Poll)				
s and Promoter Group 157244693 100 157244693 0 100.00 stitutional holders 27229144 35000 0.13 35000 0 100.00 thers 42139279 3081 0.01 3081 0 100.00 thers 226613116 157282774 69.41 157282774 0 100.000 +B) 226613116 162762193 71.82 162762193 0 100.0000 0.00	December and December Company			/				
thers 27229144 35000 0.13 35000 0 100.00 thers 42139279 3081 0.01 3081 0 100.00 there 226613116 157282774 69.41 157282774 0 100.0000 0 0.01 100.0000 0.00 there 226613116 162762193 71.82 162762193 0 100.00000 0.00 there 27229144 3500 0 0.00 0.00 0.00 0.00 0.00 0.00 0.	riomoters and Promoter Group	157244593	157244693	100	157244693	0 100.001	000	
thers 42139279 3081 0.01 3081 0 100.0	Public - Institutional holders	27229144	35000	0.13	35000	10000		
+8 226613116 157282774 69.41 157282774 0 100.0000 +8 226613116 162762193 71.82 162762193 0 100.0000	Public- Others	42139279	3081	0.01	3081	100 001	00:0	
226613116 162762193 71.82 162762193 0 100.00000	Total (B)	226613116	157282774	69.41	157282774	1000000	00:0	
226613116 162762193 71.82 162762193 0 100.00000						200000	00.00	
71.82 162762193 0 100.00000	Result (A+B)	326612116	1637631					
		240013110	162/02/33	/1.82	162762193	100,00000	0.0000	



% of Votes Against on Votes Polled	(7)=[(5)/(5)]+100
% of Votes in favour on Votes Polled	(6)=[(4)/(2)]*100
No. of Votes AGAINST	(2)
No. of Votes in FAVOUR	(4)
% of Votes Polled on Outstanding Shares No. of Votes in No. of Votes in Shares No. of Votes Polled No. of Votes Against	(3)=[(2)/(1)]*100
No. of Votes polled	(2)
No. of Shares held	(1)
Promoter / Public	

Resolution 4 - Re-Appointment of Mr. Pradeep V. Bhide (holding DIN 03304262), Independent Director retiring by Rotation Resolution required: (Ordinary)

			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	0	0	000	000
Public - Institutional holders	27229144	5348045	19.64	5348045		100.00	00:00
Public- Others	42139279	16512	0.04	16487	25	00.001	0.00
Total (A)	226613116	5364557	2.37	5364532	25	00 000	0.00
					2	0505.60	0.00
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244:693	157244693	100	157244693	0	100.001	000
Public - Institutional holders	27229144	35000	0.70	00000	,	200	00.00
		2000	0.13	32000	ō	100,001	00.0
Public- Others	42139279	3079	0.01	3078	1	99 97	000
Total (B)	226613116	157282772	69.41	157282771	1	000000	0.03
				777777	7	20.00000	0.000001
Dec. 12 (8.0)							
Nesult (A+b)	226613116	162647329	71.77	162647303	26	80000000	00000
						2222	-70000°C

Resolution 5 - Re-Appointment of Mr. P.G. Mankad (holding DIN 60005001) as Independent Director Resolution required: (Ordinary)

			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	10		c	00.00	
Public - Institutional holders	27229144	52AROAE	2007		2 1	0.00	0.00
	1	CHOOLE	13.64	5348045	0	100.00	00.00
Public- Others	42139279	17012	0.04	17012	С	100.00	000
Total (A)	226613116	5365057	2.37	5365057		100 000	0.00
					2	100.0000	0.00000
			And the second s				
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.001	000
Public - Institutional holders	27229144	35000	0.13	35000		100.00	0.00
Public- Others	42139279	3060	5000		0 ,	TOO:DO	0.00
T-4-1 (0)		COOC	0.01	3068	1	99.97	0.03
lotal (b)	226613116	157282762	69.41	157282761	1	666666666666666666666666666666666666666	0 00001
							100000
Result (A+B)	226642446	OPOCATORS.					
	οττετοργγ	16264/819	71.77	162647818		666666666	0.00001



% of Votes Against on Votes Polled	(7)=[(5)/(5)]*100
% of Votes in favour on Votes Polled	(6)=[(4)/(2)]*100
No. of Votes AGAINST	(5)
No. of Votes in FAVOUR	(4)
% of Votes Polled on Outstanding Shares No. of Votes In Outstanding Shares	(3)=[(5)/(1)]*100
No. of Vates polled	(2)
No. of Shares held	(1)
Promoter / Public	

Resolution 6 - Re-Appointment of Mr. S. Krishna Kumar (holding DIN 01785323) as Independent Director Resolution required: (Ordinary)

			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	C		000	000
Public - Institutional holders	27229144	5348045	19 64	53/80/5	0 0	0000	0.00
Public- Others	DZ 202120	17012		Ctoot	3	100,00	0.00
T-4-1 (A)	017007	1/012	0.04	16812	200	98,82	C
lotal (A)	226613116	5365057	2.37	5364857	200	00 00	0000
					200	במבכיכב	0.003/
			Mode of Voting: (Poll)				
Dromotorr and Duomotor			/III. 1				
rightorers and Promoter Group	15/244693	157244693	100	157244693	0	100 001	000
Public - Institutional holders	27229144	35000	0 13	25000		20004	0.00
Public Othors			CTIO	nnnee	n	100.00	00.00
	42139279	3069	0.01	3068	ਜ ਜ	49 97	0 0
lotal (B)	226613116	157282762	69,41	157282761	-	000000	5000
				*> 100 : 10	7	בההההיהה	0.00001
Barrie (8.9)		T.					
Result (A+B)	226613116	162647819	71.77	162647618	201	25,000,00	700000
					TOT	10/00000	

Resolution 7 – Re-Appointment of Mr. Sushil Kumar Tiwari as Whole-time Director

Resolution required: (Special)

			Mode of Voting: (F-Voting)	100			
Promoters and Promoter Group	157244693	0	0	0	-		
Public - Institutional holders	27229144	5348045	19.64	5348045		100 00	0 0
Public- Others	42139279	17012	0.04	16811	201	100,001	0.00
Total (A)	226613116	5365057	7.37	5364856	102	30.00	1.18
				OCCUPACION	707	99.9963	0.0037
			Mode of Matines (Dall)				
Dromotom and Grant to		72	WORLD VOLING (FOIL)				
rionoters and Promoter Group	15/244593	157244693	100	157244693	С	100 001	000
Public - Institutional holders	27229144	35000	0.13	35000		00.001	0.00
Public- Others	42139279	2070	200		2	100.00	0.00
T-+-1 (D)	CIPCTIP	- 1	0.01	3077	⊣	26'66	0.03
lotal (b)	226613116	157282771	69.41	157282770	-	00000000	200000
						ceece:ce	U.UUUUUI
Reenth (ALB)	0770700						
result (ATB)	226613116	162647828	71.77	162647626	202	94 999876	AC1000 0
						THE PERSON NAMED IN COLUMN TWO IS NOT THE OWNER.	



Promoter / Public	No. of Shares	No. of Votes	% of Votes Polled on	No. of Votes in	No. of Votes	% of Votes in favour	% of Votes Against
	held	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
Resolution 8 - Borrowing in excess of paid up capital & free reserves	of paid up capital &	free reserves					
Resolution required: (Special)							
			Mode of Voting: (E-Voting)	ting)			
Promoters and Promoter Group	157244693	0	0	0		000	
Public - Institutional holders	27229144	5462257	20.06	5462257		100.00	0.00
Public- Others	42139279	17162	0.04		1351	92 13	7 0,00
Total (A)	226613116	5479419	2.42	54	1351	99 9753	78.7
							0.024
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.001	
Public - Institutional holders	27229144	35000	0.13	35000	0	100.001	
Public- Others	42139279	3070	0.01	3069	1	99.97	0.03
Total (B)	226613116	157282763	69.41	157282762	1	100.00	000
Result (A+B)	226613116	162762182	71.82	162760830	1352	99.999169	0.000831
							100000

Resolution 9 – Power to Mortgage/Charge properties of Company	Charge properties of	Company				•	
Resolution required : (Special)							
			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	0	0	C	
Public - Institutional holders	27229144	5462257	20.06	5462257		100 001	
Public- Others	42139279	17162	0.04	15811	1351	92 13	0.00
Total (A)	226613116	5479419	2.42	5478068	1351	00 07534	234500
						1001000	0.02400
		į	Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244602	300	COURT CT 1			
Double to the second of the se	2001	CC0+47/CT	OOT	15/244693	0	100.00	0.00
Public - Institutional holders	27229144	32000	0.13	35000	0	100.00	000
Public- Others	42139279	3079	0.01	3078	-	79 99	0.03
Total (B)	226613116	157282772	69.41	157282771	1 -	000000	0000
						ccccccc	TOOOOO'O
Rosult (A4B)	220000	7.00.000					
(a.c.) mean	770013110	162/62191	71.82	162760839	1352	99,999169	0.000831
							1777777





Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi)of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

55thAnnual General Meeting of the EquityShareholders
Of HeidelbergCement India Limited to be
Held on 19thDay of June, 2014 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., 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 (Managementand Administration) Rules, 2014 on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of HeidelbergCement India Limited, to be heid on 19th Day of June, 2014 at 9.30 A.M. at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana. We submit our report as under:

- The E-voting period remained open from 14th June, 2014 (9.00 a.m.) to 16th June, 2014 (6.00 p.m.).
- The Shareholders holding shares as on the "cut off" date i.e.16th May 2014 were entitled to vote on the proposed resolutions (item no.1 to 9 as set out in the Notice dated 2nd May 2014 of the 55th Annual General Meeting of HeidelbergCement India Limited.
- 3. The votes were unblocked on 16th June, 2014 around 6.05 p.m. in the presence of two witnesses, Ms. Preeti Chauhan R/o. A-25, Street no-1, Yadav Enclave, Vikas Nagar, New Delhi-110059 and Ms. Shitu Gupta R/o.519C/8, Jacobpura, Gurgaon, Haryana-122001 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Preeti Chauhan

Shitu Gunta



- 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 for the year ended 31st December, 2013
 - (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
41	5479419	100

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
55	-	

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- b) Resolution 2 Re-Appointment of Mr. Daniel Robert Fritz, as director retiring 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
32	3799312	70.8



Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
8	1565895	29.2

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- c) Resolution 3 Appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E), as Auditors from conclusion of 55th AGM until conclusion of 58th 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
41	5479419	100

(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
	-	34

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



- d) Resolution 4– Re-Appointment of Mr. Pradeep V. Bhide (holding DIN 03304262), as an Independent Director for five years upto 31st March 2019.
 - (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
37	5364532	99.99

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- e) Resolution 5 Re-Appointment of Mr. P.G. Mankad (holding DIN 00005001) as an Independent Director for five years upto 31st March 2019.
 - (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
39	5365057	100

(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
<u></u>	-	-



(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- f) Resolution 6 Re-Appointment of Mr. S. Krishna Kumar (holding DIN 01785323) as an Independent Director for five years upto 31stMarch 2019.
 - (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
38	5364857	99.99

(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	200	0.01

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- g) Resolution 7 (Special Resolution) Re-Appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director and approval of his terms of 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
37	5364856	99.99



Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	201	0.01

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- h) Resolution 8 (Special Resolution) Borrowing money up to Rs. 20,000 million i.e, in excess of paid up capital & free reserves [section 180(1)(c) of Companies Act, 2013].
 - (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
37	5478068	99.97

(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
4	1351	0.03

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



- i) Resolution 9(Special Resolution) Power to Mortgage/create Charge on the properties of Company to secure the borrowings upto Rs 20,000 million [section 180(1)(a) of Companies Act, 2013].
 - (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
37	5478068	99.97

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	1351	0.03

(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 Achi Dated: 17/06/2014

NITYANAND SINGH & CO COMPANY SECRETARIES

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

55th Annual General Meeting of the Equity Shareholders
of HeidelbergCement India Limited
Held on 19th day of June, 2014 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 Secretaries Firm having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of HeidelbergCement India Limited, held on 19th day of June, 2014 at 9.30 A.M. at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana, submit our report as under:

- After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked and sealed in my presence with due identification mark placed by me.
- 2. The locked and sealed ballot box was subsequently opened by me in presence of under mentioned persons, The 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.

Preeti Chauhan

R/o A-25, Street No-1, Yadav Enclave, Vikas Nagar, New Delhi Pawan Kumar

R/o 22/35, West Patel Nagar, New Delhi

- 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 for the year ended 31st December, 2013
 - (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
119	157282772	99.999999

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- b) Resolution 2 Re-appointment of Mr. Daniel Robert Fritz, as director retiring 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
120	157282753	100



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
खर	-	(4)

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- c) Resolution 3 Appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E), as Auditors from conclusion of 55th AGM until conclusion of 58th 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
120	157282774	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
-	-	-

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349



- d) Resolution 4 Re-appointment of Mr. Pradeep V. Bhide (holding DIN 03304262), as an Independent Director for five years upto 31st March 2019.
 - (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
119	157282771	99.999999

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- e) Resolution 5 Re-appointment of Mr. P.G. Mankad (holding DIN 00005001) as an Independent Director for five years upto 31st March 2019.
 - (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
119	157282761	99.999999

(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
1	01	0.000001



(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them	
5	349	

- f) Resolution 6 Re-appointment of Mr. S. Krishna Kumar (holding DIN 01785323) as an Independent Director for five years upto 31st March 2019.
 - (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
119	157282761	99.999999

(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
1	01	0.000001

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- g) Resolution 7 (Special Resolution) Re-appointment of Mr. Sushil Kumar Tiwari as Whole-time Director and approval of his terms of 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
119	157282770	99.999999



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them	
5	349	

- h) Resolution 8 (Special Resolution) Borrowing money up to Rs. 20,000 million i.e, in excess of paid up capital & free reserves [section 180(1)(c) of Companies Act, 2013].
 - (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
119	157282762	99.999999

(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
1	01	0.000001

(iii) invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them	
5	349	

i) Resolution 9 (Special Resolution) – Power to Mortgage/ create Charge on the properties of Company to secure the borrowings upto Rs 20,000 million [section 180(1)(a) of Companies Act, 2013].



(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
119	157282771	99.99999

(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
1	01	0.00001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- 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

Place: Gurgaon

Dated: 19th June 2014