

HeidelbergCement India Limited

CIN: L26942HR1958FLC042301

Registered Office

2nd Floor, Block B, DLF Cyber Greens,

DLF Cyber City, Phase-III,

Gurugram, Haryana 122002, India

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HCIL: SECTL:SE:2025-26

26 September 2025

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001
Scrip Code:500292

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
Trading Symbol: HEIDELBERG

Dear Sir/Madam,

Sub: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Voting results of 66th AGM held on 24 September 2025

This is to inform you that the 66th Annual General Meeting of the Company was held on 24 September 2025 through Video Conference (VC)/Other Audio-Visual Means (OAVM). At the said meeting facility to cast vote through electronic means was also given in compliance with Section 108 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 remote e-voting facility to its members in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations.

Mr. Deepak Kukreja (FCS No. 4140, CP No. 8265) partner of M/s. DMK Associates, Company Secretaries, scrutinizer for voting process has submitted his report dated 25 September 2025 with respect to the votes cast through remote e-voting and e-voting at the 66th Annual General Meeting.

Based on the report of scrutinizer we wish to state that all the resolutions set out in the Notice convening the 66th Annual General Meeting have been passed with requisite majority and the same are deemed to be passed on the date of the Annual General Meeting i.e., 24 September 2025.

The summary of the Result in the format prescribed under Regulation 44 of SEBI Listing Regulations together with the report of scrutinizer is enclosed.

You are requested to take the same on record.

Thanking you,

For HeidelbergCement India Ltd.

Ravi Arora
Vice President- Corporate Affairs &
Company Secretary

Encl.: a.a.



General information about company	
Scrip code	500292
NSE Symbol	HEIDELBERG
MSEI Symbol	NOTLISTED
ISIN	INE578A01017
Name of the company	HEIDELBERGCEMENT INDIA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-09-2025
Start time of the meeting	11:00 AM
End time of the meeting	11:36 AM

Scrutinizer Details	
Name of the Scrutinizer	DEEPAK KUKREJA
Firms Name	DMK ASSOCIATES COMPANY SECRETARIES
Qualification	CS
Membership Number	8265
Date of Board Meeting in which appointed	29-07-2025
Date of Issuance of Report to the company	25-09-2025

Voting results	
Record date	17-09-2025
Total number of shareholders on record date	83090
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	122
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements together with the Reports of the Board of Directors and Auditors' and other requisite documents for the financial year ended 31st March 2025				
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	E-Voting	157244693	157244693	100	157244693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	157244693	157244693	100	157244693	0	100	0
Public-Institutions	E-Voting	34995385	33723568	96.3658	33723568	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34995385	33723568	96.3658	33723568	0	100	0
Public- Non Institutions	E-Voting	34373038	2767192	8.0505	2635621	131571	95.2453	4.7547
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34373038	2767192	8.0505	2635621	131571	95.2453	4.7547
Total		226613116	193735453	85.4917	193603882	131571	99.9321	0.0679
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend of INR 7 per equity share of the face value of INR 10 each for the financial year 2024-2025.				
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	E-Voting	157244693	157244693	100	157244693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	157244693	157244693	100	157244693	0	100	0
Public-Institutions	E-Voting	34995385	33758633	96.466	33758633	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34995385	33758633	96.466	33758633	0	100	0
Public- Non Institutions	E-Voting	34373038	2767192	8.0505	2766301	891	99.9678	0.0322
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34373038	2767192	8.0505	2766301	891	99.9678	0.0322
Total		226613116	193770518	85.5072	193769627	891	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Roberto Callieri (DIN:05139888), who retires by rotation and being eligible has offered himself for reappointment.				
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	E-Voting	157244693	157244693	100	157244693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	157244693	157244693	100	157244693	0	100	0
Public-Institutions	E-Voting	34995385	33758633	96.466	31858037	1900596	94.37	5.63
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34995385	33758633	96.466	31858037	1900596	94.37	5.63
Public- Non Institutions	E-Voting	34373038	2767192	8.0505	2634027	133165	95.1877	4.8123
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34373038	2767192	8.0505	2634027	133165	95.1877	4.8123
Total		226613116	193770518	85.5072	191736757	2033761	98.9504	1.0496
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Joydeep Mukherjee as Managing Director of the Company for a further term of three years.				
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	E-Voting	157244693	157244693	100	157244693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	157244693	157244693	100	157244693	0	100	0
Public-Institutions	E-Voting	34995385	25664011	73.3354	18513775	7150236	72.1391	27.8609
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34995385	25664011	73.3354	18513775	7150236	72.1391	27.8609
Public- Non Institutions	E-Voting	34373038	2767192	8.0505	2634458	132734	95.2033	4.7967
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34373038	2767192	8.0505	2634458	132734	95.2033	4.7967
Total		226613116	185675896	81.9352	178392926	7282970	96.0776	3.9224
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s. DMK Associates, Companies Secretaries as Secretarial Auditors of the Company for a term of five years and fix their remuneration.				
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	E-Voting	157244693	157244693	100	157244693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	157244693	157244693	100	157244693	0	100	0
Public- Institutions	E-Voting	34995385	33758633	96.466	33514158	244475	99.2758	0.7242
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34995385	33758633	96.466	33514158	244475	99.2758	0.7242
Public- Non Institutions	E-Voting	34373038	2767192	8.0505	2635521	131671	95.2417	4.7583
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34373038	2767192	8.0505	2635521	131671	95.2417	4.7583
Total		226613116	193770518	85.5072	193394372	376146	99.8059	0.1941
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants as Cost Auditors of the Company for the financial year 2025-2026.				
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	E-Voting	157244693	157244693	100	157244693	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	157244693	157244693	100	157244693	0	100	0
Public-Institutions	E-Voting	34995385	33758633	96.466	33758633	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34995385	33758633	96.466	33758633	0	100	0
Public- Non Institutions	E-Voting	34373038	2767192	8.0505	2634501	132691	95.2049	4.7951
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	34373038	2767192	8.0505	2634501	132691	95.2049	4.7951
Total		226613116	193770518	85.5072	193637827	132691	99.9315	0.0685
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

CONSOLIDATED SCRUTINIZER'S REPORT
HEIDELBERGCEMENT INDIA LIMITED

To,
The Chairperson/Managing Director,
HEIDELBERGCEMENT INDIA LIMITED
CIN- L26942HR1958FLC042301
Regd. Off.: 2nd Floor, Block-B, DLF Cyber Greens,
Phase-III, DLF QE, Gurugram 122002.

Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the 66th Annual General Meeting of HeidelbergCement India Limited held on Wednesday, 24th September, 2025 at 11:00 A.M. (IST) through Video Conferencing/Other Audio Visual Means.

Dear Sir,

- 1) The Board of Directors of HeidelbergCement India Limited (hereinafter referred as "**the Company**") at its meeting held on July 29, 2025 has appointed us as the scrutinizer pursuant to section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other provision as applicable, to scrutinize the remote e-voting and e-voting conducted at Company's 66th Annual General Meeting ("**AGM**") in fair and transparent manner.
- 2) In view of the Ministry of Corporate Affairs ("**MCA**") Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2024 dated September 19, 2024 ("**MCA Circulars**") and other relevant circulars issued from time to time, the AGM was convened through Video Conferencing and the physical attendance of the Members to the AGM venue was not required.
- 3) The Company has engaged National Securities Depository Limited ("**NSDL**") as the service provider, for extending the facility of electronic voting (remote e-voting and e-voting facility provided during the AGM) to the shareholders of the Company.
- 4) The remote e-voting process had started on Sunday, September 21, 2025 at 09:00 A.M. and ended on Tuesday, September 23, 2025 at 5.00 P.M.
- 5) As on September 17, 2025 i.e. the **cut-off date**, there were 83,090 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval

of the shareholders through remote e-voting as well as e- voting facility provided at the AGM of the Company.

- 6) On completion of e-voting during the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by us in the presence of two witnesses who were not in the employment of the Company. We have downloaded the e-voting report from the website of NSDL in respect of members, who voted through e-voting and votes were counted.
- 7) We have scrutinized and reviewed the remote e-voting and e-voting facility provided to shareholders during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
- 8) The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and Rules made thereunder; (ii) MCA Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the AGM.
- 9) Our responsibility as Scrutinizer for e-voting process (remote e-voting and e-voting facility provided during the AGM) is restricted to making consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by NSDL.
- 10) We now submit our consolidated Report as under on the result of the remote e-voting and e-voting done during the AGM in respect of the said resolutions.

ORDINARY BUSINESS

RESOLUTION NO.1- ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
391	19,36,03,882	99.9321

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
39	1,31,571	0.0679

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO.2 -ORDINARY RESOLUTION

TO DECLARE A DIVIDEND OF INR 7 PER EQUITY SHARE OF INR 10 EACH (I.E., 70%) FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
397	193769627	99.9999

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
34	891	0.0001

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO- 3 ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. ROBERTO CALLIERI, WHO RETIRES BY ROTATION AND BEING ELIGIBLE HAS OFFERED HIMSELF FOR REAPPOINTMENT

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
362	191736757	98.9504

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
69	2033761	1.0496

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 4 – ORDINARY RESOLUTION

**TO RE-APPOINT MR. JOYDEEP MUKHERJEE AS MANAGING DIRECTOR OF THE
COMPANY FOR A FURTHER TERM OF THREE YEARS**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
357	17,83,92,926	96.0776

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
73	72,82,970	3.9224

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO. 5 –ORDINARY RESOLUTION

**TO APPOINT M/S. DMK ASSOCIATES, COMPANIES SECRETARIES AS
SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS
AND FIX THEIR REMUNERATION**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
386	19,33,94,372	99.8059

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
45	3,76,146	0.1941

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

RESOLUTION NO. 6 –ORDINARY RESOLUTION

**TO RATIFY THE REMUNERATION PAYABLE TO M/S. R.J. GOEL & CO., COST
ACCOUNTANTS AS COST AUDITORS**

(I) VOTED IN FAVOUR OF THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
390	19,36,37,827	99.9315

(II) VOTED AGAINST THE RESOLUTION:

Number of Members voted	Number of valid votes Cast	% of total number of valid votes cast
41	1,32,691	0.0685

*

(III) INVALID VOTES OF THE RESOLUTION:

Number of Members whose votes were declared as invalid	No. of invalid votes Cast by them
0	0

RESULT

As the number of votes cast in favor of the resolution were more than number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

- 11) The electronic data and other relevant records relating to remote e-voting & e-voting during the AGM are under our safe custody until the chairperson considers, approves and sign the minutes of AGM and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Date: 25.09.2025
Place : New Delhi
UDIN No.: F004140G001337197

**FOR DMK ASSOCIATES
COMPANY SECRETARIES**

DEEPAK
KUKREJA Digitally signed by
DEEPAK KUKREJA
Date: 2025.09.25
10:49:25 +05'30'

(DEEPAK KUKREJA)
PARTNER
FCS, LLB., ACIS (UK), IP.
CP No. 8265
FCS No. 4140
Peer Review No. 6896/2025