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

Public

278

No of Shareholders attended meeeting through Video Conferencing:

i N **Promoters and Promoter Group**

Public

Ä.

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

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)

			Mode of Voting: (E-Voting)	2			
Promoters and Promoter Group	157244693	0	0	0	0	000	0
Public - Institutional holders	34026286	14866216	43.69	14865216		0.00	0.00
Public- Others	353/10127	00,700		1100011	2	0.00	0.00
T-4-1 (A)	/CT2+CCC	00/00	0.24	85685	100	99.88	0.12
IOTAI (A)	226613116	14952001	09.9	14951901	100	99,999331	ט טטטכנט
						1	0.00000
			Mode of Voting: (Ball)				
Dromotom and Draw and			יייסתר סו אסרווופי (ניסוו)				
riollocers alla Promoter Group	15/244693	157244693	100	157244693	0	100 001	000
Public - Institutional holders	34026286	-	000		1	0000	0.00
Dublic Others			0.00	0	0	0.00	00:00
rubiic- Others	35342137	12083	0.03	12083	c	100 00	
Total (B)	226613116	157256776	00 30	167766776		100:00	0.00
			55.50	0//967/61	n	100.000000	0.00000
Result (A+B)	226613116	172208777	75 99	1772086771	100	22 2000	
			70.0	1,4500011	TOOT	へ D T T T T T T T T T T T T T T T T T T	



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
0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0							
Resolution required : (Ordinary)	Albert Scheuer (h	olding DIN 02170	574), as Director who ret	ires by rotation.			
	ğ		Mode of Voting: (E-Voting)	(ing)		7	
Promoters and Promoter Group	157244693	0	0	0	-	000	
Public - Institutional holders	34026286	14866216	43.69	14856229	9987	00.00	0.00
Public- Others	35342137	85518	0.24		1305	CC.CC	0.07
Total (A)	226613116	14951734	9	140	44.00	76.37	T.63
			20:0		11382	99,9239	0.08
			Mode of Voting: (Boll)				
Promotore and Dramater Crare	6110000			,		30	
popular individual and promote	15/244693	157244693	100	157244693	0	100,00	00.00
Public - Institutional holders	34026286	0	0.00	0	0	C	
Public- Others	35342137	12083	0.03	12083	0	100 001	
Total (B)	226613116	157256776	69.39	157256776	0	100 0000	00000
						2000000	0.00000
Result (A+B)	226613116	172208510	75.99	172197128	11382	99 99339	0 00064
						000000	TOOOD'S

Resolution 3 – Ratification of appointment of S.R. Batlib	itment of S.R. Batlibo	oi & Co. LLP, Charte	301 & Co. LLP, Chartered Accountants, as Statutory Auditors from the conclusion of East, Academic 1.	utory Auditors from	he conclusion	Cob Act and Lines	
Resolution required: (Ordinary)						or Seth Asivi Until conciu	sion of 57th AG
			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	c	0		,		
Dublic . Inctitutional haldans				D	Б	00.00	0.00
TOTAL TITLE CONTROL TO I CONTRO	34026286	14866216	43.69	14866216	С	100 00	000
Public- Others	35342137	85231	0.24	84879	35.7	00.00	0.00
Total (A)	226613116	14051447	000		300	90,00	0.41
	DITCTOOS	14321447	09.9	14951095	352	99.9976	00'0
			Mode of Voting (Ball)				
The second secon			וויסקב כו אסתוופי (בסוו)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.001	000
Public - Institutional holders	34026286	0	0.00	C	-		00.0
Public- Others	35342137	12083	0.03	12083)	100 00	0 00
Total (B)	226613116	157256766	60 30	157056776		700.00	0.00
		2010	66.50	9//907/07	0	100,000	0.00
Bosnik (A. D)							
Count (ATD)	7526013116	172208213	75.99	172207871	352	0800000	00000
						2000000	0.00020

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
			Outstallullik Silares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
							202 1/2/1/2/1 (2)
Resolution 4 – Appointment of Mr. Jamshed Naval Cooper (holding DIN 01527371) as a Director by the members. Resolution required : (Ordinary)	amshed Naval Coo	per (holding DIN (01527371) as a Director by	y the members.			
			Mode of Voting: (E-Voting)	ing)			
Promoters and Promoter Group	157244693	0			2		
Public - Institutional holders	34026286	14866216	43 69	1/055230	0000	0.00	0.00
Public- Others	FC104010		2000		7966	99.93	0.07
Total (a)	22247T2/		0.24	85236	650	99.24	0.76
(A)	226613116	14952102	9.90	14941465	10637	99.9289	0.07
			Mode of Voting: (Poll)	=			
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100 001	000
Public - Institutional holders	34026286	0	0.00	0	C		00:0
Public- Others	35342137	12084	0.03	12084		100.001	0 0
Total (B)	226613116	157256777	69.39	1572	C	100 000	0.00
					5	1000000	0.00000
Result (A+B)	226613116	070007671	00 42				
	711000000000000000000000000000000000000	I	66.67	172198242	10637	99.99382	0.00618

Recolution 5 - Appointment of se-							
Resolution required : (Ordinary)	Jamsned Naval Coop	er (nolding DIN 01.52	pper (holding DIN 01.527371) as CEO & Managing Director.	ng Director.			
		2	Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	0	6	000	
Public - Institutional holders	34026286	14866216	43.69	14866216	0 0	0.00	0.00
Public- Others	35342137	83611	0.24	82609	, cont	00.00	0.00
Total (A)	226613116	14949827	09'9	14948875	1002	00.00	07.1
					7007	0000000	0.006/02
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	2	00 001	
Public - Institutional holders	34026286	0	0.00		5 6	TOOTO	0.00
Public- Others	35342137	12084	0.03	12084		100 00	0
Total (B)	226613116	157256777	69.39	157256777	0 0	100.000	0.00
					2	10000000	0.00000
Result (A+B)	22554246	40000000					
6	770013110	1/2206604	75.99	172205602	1001	00 000 10	0.00000
(1001	OT+CCC.CC	0.000582



Promoter / Public	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
Resolution 6 – Appointment of Ms. Soek Peng Sim (hole Resolution required : (Ordinary)	oek Peng Sim (hol	Iding DIN 06958955) as Director.	5) as Director.				
			Mode of Voting: (E-Voting)	ing			
Promoters and Promoter Group	157244693	0	0	0	C	000	
Public - Institutional holders	34026286	14866216	43.69	14856229	0000	00.00	0.00
Public- Others	35342137	83608	0.24		1000	99.93	0.07
Total (A)	226613116	14949824	6.60	149	10407	99.40	0.60
					10407	6676.66	0.0701
			Mode of Voting: (Poll)	-			
Promoters and Promoter Group	157244693	157244693	1001				
Public - Institutional holders	24076306	l	TOOT	T2/244093	0	100.00	0.00
D:- P[34020200	n	0.00	0	0	C	
rubiic- Others	35342137	12084	0.03	12084	C	100.001	0 00
lotal (B)	226613116	157256777	69.39	1572		100 00000	00'0
					7	TOOOOOO	0.000000
Result (A+B)	226613116	172206601	COL	L			
	2422	ł	15.99	172196114	10487	99,993910	0.006090

nesolution 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)	r. Sushil Kumar Tiwa	ıri (holding DIN 0	3265246) as Wholetime Dir	rector and approval of hi	s terms of re	e-appointment and Rem	uneration.
			Mode of Voting: (E-Voting)				
Promoters and Promoter Groun	167244602	ť	1.0	9/			
מחסום בוסחום בוסחום	15/244693	0	0	0	0	c	(
Public - Institutional holders	34026286	14866216	43.69	14866216		70000	
Public- Others	35342137	83113	AC 0	2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		100.00	0.00
Total (A)	335543445	000000	0.24	01338	1//5	97.86	2.14
6.4	220013110	14949329	09.9	14947554	1775	00 0001	0.440
						700000	O.UITS
			Mode of Voting: (Boll)				
Promoters and Dromoter Groun	1000		(10.1)				
The state of the s	15/244693	157244693	100	157244693	-	100 001	6
Public - Institutional holders	34026286	0	0.00	0	0 0	100.00	0.00
Public- Others	35342137	12083	0 03	0 000	5 (Э	0
Total (B)	226612416	10000	60.0	12083	0	100.00	0.00
	071510022	15/256//6	69.39	157256776	0	100.000000	0.000000
Result (A+B)	226613116	172206105	75.99	1722004330	1775	2000000	
				174504330	1//2	99.998969	0.001031



Promoter / Public	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 Polied	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]=100
Resolution 8 – Ratification of remuneration of Cost Aud Resolution required : (Ordinary)	ration of Cost Auc	iltors for the year 2015-16.	. 2015-16.				
			Mode of Voting: (E. Voting)	mai			
Promoters and Promoter Group	157244693	0		9			
Public - Institutional holders	34026286	14866216	43.69	1400001	0	0.00	0.00
Public- Others	35342137	PANSA	Coret	14	O	100.00	0.00
Total (A)	276612416	40000	0.24	82794	1240	98.52	1 //8
	OTTCTOOT	14930230	09.9	14949010	1240	99.9917	0.0083
Promoters and Bromoter			Mode of Voting: (Poll)				
public reasons and rionilocer group	157244693	157244693	100	157244693	0	20.007	
Fublic - Institutional holders	34026286	0	00.0	0	0	T00.00	0
Public- Others	35342137	12083	0.03	12002	5 0	0	0
Total (B)	226613116	157256776	00.00	CONT	٦	100.00	00'0
			65.50	15/256/76	0	100.00	0.00
Result (A+B)	226613116	170200001				N.	
		172201020	75.99	172205786	1240	99.999280	0.00070
							210000

			Mode of Voting: (E. Voting)				
Promoters and Promoter Group	157344503		יייבר כו יסוויפי ור-יסוווו	5)			
- 11-12-12-13-13-13-13-13-13-13-13-13-13-13-13-13-	13/244093	0	0	c	c		
Public - Institutional holders	34026286	14866216	42.50	4 401-500	2	0	0
Public- Others	75242427	00000	SO:CF	14650229	9987	99,93	200
T-4-1 (A)	22347137	85160	0.24	84905	255		0.0
(A)	226613116	1/05/1276		COCLO	233	99.70	0.30
	24.00	In/CTCC+T	6.60	14941134	10242	00 00 00	
						DCTCC-CC	0.06850
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244502	457744600					
Bulblic Lantitum, 11	550447767	13/244093	100	157244693	c	40000	
rublic - Institutional holders	34026286	Č		200	0	100.00	00:00
Purhlic- Othors	20101	2	0.00	0	-		
Collers Officers	35342137	12083	60.0	0000	,	O	0
Total (B)	2255446	0 1 1 1 0 1 0 1	0.00	12083	0	100,00	000
	011610022	9//907/07	68.39	157256776	c	***************************************	00:0
				2112	2	T00.00000	0.00000
Result (A+B)	100000000						
	770013110	1/2208152	75.99	172197910	10343		
Comon				0701070	70747	99.994053	0,005947

Resolution 9 – Amendment of Articles of Association of the Company. Resolution required: (Special)

NITYANAND SINGH & CO.

COMPANY SECRETARIES

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 t	he 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	of resolution	Votes against t	he 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

NITYANAND SINGH & CO.

COMPANY SECRETARIES

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 7thday 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 4thAugust, 2015 (9.00 A.M.) to 6th August, 2015 (5:00 P.M.).
- 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 25thMay, 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

14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi - 110029; Tel: 011-26713700 Telefax: 011-26714700 E-mail: officenns@gmail.com, info@nnsandco.com; Web: www.nnsandco.com

- 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

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

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



Number of Members of through electronic vo		% 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
Ī	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 Member through electroni 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

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

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

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 reappointment and Remuneration.
 - (i) Voted in favour of the resolution:

	N	0/ of total number
Number of Members voted	Number of votes cast	% of total number
through electronic voting	in favour of the	of valid votes cast
system	resolution	



150	14947554	99.9881

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 vere declared invalid	rotes 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

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

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25g	-	8

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



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
(A)	-	IIX

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
₩ ₩	2	-

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



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

(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
-	•	ā

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
75	-	-

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



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

Place: New Delhi

Dated: 7th August, 2015

Yash Pal Chopra

(Appointed as Scrutiniser from the shareholders present at the AGM)