

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)

Promoters and Promoter Group : 1  
 Public : 388

No. of Shareholders attended meeting through Video Conferencing :

Promoters and Promoter Group : NIL  
 Public : NIL

Details of the Agenda:

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution No.: 1 - Adoption of Financial Statements for the year ended 31st December, 2013.</b>							
<b>Resolution required : (Ordinary)</b>							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0		0	0	0.00	0.00
Public - Institutional holders	27229144	5462257	20.06	5462257	0	100.00	0.00
Public- Others	42139279	17162	0.04	17162	0	100.00	0.00
<b>Total (A)</b>	<b>226613116</b>	<b>5479419</b>	<b>2.42</b>	<b>5479419</b>	<b>0</b>	<b>100.000000</b>	<b>0.000000</b>
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3080	0.01	3079	1	99.97	0.03
<b>Total (B)</b>	<b>226613116</b>	<b>157282773</b>	<b>69.41</b>	<b>157282772</b>	<b>1</b>	<b>99.999999</b>	<b>0.000001</b>
<b>Result (A+B)</b>	<b>226613116</b>	<b>162762192</b>	<b>71.82</b>	<b>162762191</b>	<b>1</b>	<b>99.999999</b>	<b>0.000001</b>



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 2 – Re-Appointment of Mr. Daniel Robert Fritz , director retiring by Rotation.</b>							
<b>Resolution required : (Ordinary)</b>							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	27229144	5348045	19.64	3782150	1565895	70.72	29.28
Public- Others	42139279	17162	0.04	17162	0	100.00	0.00
<b>Total (A)</b>	<b>226613116</b>	<b>5365207</b>	<b>2.37</b>	<b>3799312</b>	<b>1565895</b>	<b>70.8139</b>	<b>29.19</b>
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3060	0.01	3060	0	100.00	0.00
<b>Total (B)</b>	<b>226613116</b>	<b>157282753</b>	<b>69.41</b>	<b>157282753</b>	<b>0</b>	<b>100.00000</b>	<b>0.00000</b>
<b>Result (A+B)</b>	<b>226613116</b>	<b>162647960</b>	<b>71.77</b>	<b>161082065</b>	<b>1565895</b>	<b>99.03725</b>	<b>0.96275</b>

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 3 – Appointment of S.R. Batliboi &amp; Co. LLP, Chartered Accountants (Firm Registration No.: 301003E), as Auditors and fixing their Remuneration</b>							
<b>Resolution required : (Ordinary)</b>							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	27229144	5462257	20.06	5462257	0	100.00	0.00
Public- Others	42139279	17162	0.04	17162	0	100.00	0.00
<b>Total (A)</b>	<b>226613116</b>	<b>5479419</b>	<b>2.42</b>	<b>5479419</b>	<b>0</b>	<b>100.0000</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3081	0.01	3081	0	100.00	0.00
<b>Total (B)</b>	<b>226613116</b>	<b>157282774</b>	<b>69.41</b>	<b>157282774</b>	<b>0</b>	<b>100.0000</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>226613116</b>	<b>162762193</b>	<b>71.82</b>	<b>162762193</b>	<b>0</b>	<b>100.00000</b>	<b>0.00000</b>



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 4 – Re-Appointment of Mr. Pradeep V. Bhide (holding DIN 03304262) , Independent Director retiring by Rotation</b>							
<b>Resolution required : (Ordinary)</b>							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	27229144	5348045	19.64	5348045	0	100.00	0.00
Public- Others	42139279	16512	0.04	16487	25	99.85	0.15
<b>Total (A)</b>	<b>226613116</b>	<b>5364557</b>	<b>2.37</b>	<b>5364532</b>	<b>25</b>	<b>99.9995</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3079	0.01	3078	1	99.97	0.03
<b>Total (B)</b>	<b>226613116</b>	<b>157282772</b>	<b>69.41</b>	<b>157282771</b>	<b>1</b>	<b>99.999999</b>	<b>0.000001</b>
<b>Result (A+B)</b>	<b>226613116</b>	<b>162647329</b>	<b>71.77</b>	<b>162647303</b>	<b>26</b>	<b>99.99998</b>	<b>0.00002</b>

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 5 – Re-Appointment of Mr. P.G. Mankad (holding DIN 00005001) as Independent Director</b>							
<b>Resolution required : (Ordinary)</b>							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	27229144	5348045	19.64	5348045	0	100.00	0.00
Public- Others	42139279	17012	0.04	17012	0	100.00	0.00
<b>Total (A)</b>	<b>226613116</b>	<b>5365057</b>	<b>2.37</b>	<b>5365057</b>	<b>0</b>	<b>100.00000</b>	<b>0.000000</b>
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3069	0.01	3068	1	99.97	0.03
<b>Total (B)</b>	<b>226613116</b>	<b>157282762</b>	<b>69.41</b>	<b>157282761</b>	<b>1</b>	<b>99.999999</b>	<b>0.000001</b>
<b>Result (A+B)</b>	<b>226613116</b>	<b>162647819</b>	<b>71.77</b>	<b>162647818</b>	<b>1</b>	<b>99.999999</b>	<b>0.000001</b>



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes In FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 6 – Re-Appointment of Mr. S. Krishna Kumar (holding DIN 01785323) as: Independent Director</b> Resolution required : (Ordinary)							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	27229144	5348045	19.64	5348045	0	100.00	0.00
Public- Others	42139279	17012	0.04	16812	200	98.82	1.18
<b>Total (A)</b>	226613116	5365057	2.37	5364857	200	99.9963	0.0037
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3069	0.01	3068	1	99.97	0.03
<b>Total (B)</b>	226613116	157282762	69.41	157282761	1	99.999999	0.000001
<b>Result (A+B)</b>	226613116	162647819	71.77	162647618	201	99.999876	0.000124

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes In FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 7 – Re-Appointment of Mr. Sushil Kumar Tiwari as Whole-time Director</b> Resolution required : (Special)							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0	0
Public - Institutional holders	27229144	5348045	19.64	5348045	0	100.00	0.00
Public- Others	42139279	17012	0.04	16811	201	98.82	1.18
<b>Total (A)</b>	226613116	5365057	2.37	5364856	201	99.9963	0.0037
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3078	0.01	3077	1	99.97	0.03
<b>Total (B)</b>	226613116	157282771	69.41	157282770	1	99.999999	0.000001
<b>Result (A+B)</b>	226613116	162647828	71.77	162647626	202	99.999876	0.000124



Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 8 – Borrowing in excess of paid up capital &amp; free reserves</b>							
<b>Resolution required : (Special)</b>							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0.00	0.00
Public - Institutional holders	27229144	5462257	20.06	5462257	0	100.00	0.00
Public- Others	42139279	17162	0.04	15811	1351	92.13	7.87
<b>Total (A)</b>	<b>226613116</b>	<b>5479419</b>	<b>2.42</b>	<b>5478068</b>	<b>1351</b>	<b>99.9753</b>	<b>0.0247</b>
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3070	0.01	3069	1	99.97	0.03
<b>Total (B)</b>	<b>226613116</b>	<b>157282763</b>	<b>69.41</b>	<b>157282762</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>226613116</b>	<b>162762182</b>	<b>71.82</b>	<b>162760830</b>	<b>1352</b>	<b>99.999169</b>	<b>0.000831</b>

Promoter / Public	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in FAVOUR (4)	No. of Votes AGAINST (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes Against on Votes Polled (7)=[(5)/(2)]*100
<b>Resolution 9 – Power to Mortgage/Charge properties of Company</b>							
<b>Resolution required : (Special)</b>							
<b>Mode of Voting: (E-Voting)</b>							
Promoters and Promoter Group	157244693	0	0	0	0	0	0
Public - Institutional holders	27229144	5462257	20.06	5462257	0	100.00	0.00
Public- Others	42139279	17162	0.04	15811	1351	92.13	7.87
<b>Total (A)</b>	<b>226613116</b>	<b>5479419</b>	<b>2.42</b>	<b>5478068</b>	<b>1351</b>	<b>99.97534</b>	<b>0.02466</b>
<b>Mode of Voting: (Poll)</b>							
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.00	0.00
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3079	0.01	3078	1	99.97	0.03
<b>Total (B)</b>	<b>226613116</b>	<b>157282772</b>	<b>69.41</b>	<b>157282771</b>	<b>1</b>	<b>99.999999</b>	<b>0.000001</b>
<b>Result (A+B)</b>	<b>226613116</b>	<b>162762191</b>	<b>71.82</b>	<b>162760839</b>	<b>1352</b>	<b>99.999169</b>	<b>0.000831</b>



**NITYANAND SINGH & CO.**  
**COMPANY SECRETARIES**

**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  
55<sup>th</sup> Annual General Meeting of the Equity Shareholders  
Of HeidelbergCement India Limited to be  
Held on 19<sup>th</sup> 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., 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 on the below mentioned resolution(s), at the 55<sup>th</sup> Annual General Meeting of the Equity Shareholders of HeidelbergCement India Limited, to be held on 19<sup>th</sup> 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:

1. The E-voting period remained open from 14<sup>th</sup> June, 2014 (9.00 a.m.) to 16<sup>th</sup> June, 2014 (6.00 p.m.).
2. The Shareholders holding shares as on the "cut off" date i.e. 16<sup>th</sup> May 2014 were entitled to vote on the proposed resolutions (item no.1 to 9 as set out in the Notice dated 2<sup>nd</sup> May 2014 of the 55<sup>th</sup> Annual General Meeting of HeidelbergCement India Limited.
3. The votes were unblocked on 16<sup>th</sup> 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 Gupta



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 31<sup>st</sup> 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

(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
-	-	-

(iii) Invalid votes :

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



(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
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 55<sup>th</sup> AGM until conclusion of 58<sup>th</sup> 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
	-	-

(iii) Invalid votes :

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 31<sup>st</sup> 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

(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	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 31<sup>st</sup> 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
-	-	-



(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 31<sup>st</sup> 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
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

(iii) Invalid votes :

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



(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
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

(iii) Invalid votes :

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

(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

(iii) Invalid votes :

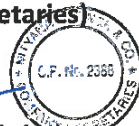
Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

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)**

*M Singh*



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

Place: *New Delhi*  
Dated: *17/06/2014*

**MGT-13**

**Report of Scrutinizer(s)**

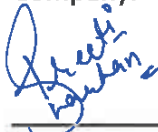
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**55<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of HeidelbergCement India Limited**  
Held on 19<sup>th</sup> 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 55<sup>th</sup> Annual General Meeting of the Equity Shareholders of HeidelbergCement India Limited, held on 19<sup>th</sup> day of June, 2014 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, 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 31<sup>st</sup> 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

(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

**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



(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
5	349

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

(iii) Invalid votes :

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 31<sup>st</sup> 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

(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

e) Resolution 5 – Re-appointment of Mr. P.G. Mankad (holding DIN 00005001) as an Independent Director for five years upto 31<sup>st</sup> 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 31<sup>st</sup> 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

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



(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

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	99.999999

(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

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: 19<sup>th</sup> June 2014