

HeidelbergCement India Limited

Minutes of the proceedings of the 52nd Annual General Meeting of the members of HeidelbergCement India Limited held at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana on Friday, the 10th June 2011 at 9.30 A.M.

Present :

Mr. Amitabha Ghosh in the Chair
Mr. S. Krishna Kumar Director
Mr. Pradeep V. Bhide Director
Mr. Ashish Guha Managing Director
Mr. Sushil Kumar Tiwari Wholetime Director

And

92 Members were present in person or through their authorised representatives pursuant to Section 187 of the Companies Act, 1956 and 59 Members were present through proxy as per the record of attendance at the meeting kept by the Company.

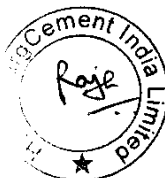
In attendance:

Mr. J.N. Cooper, Director - Sales & Marketing
Mr. Anil Kumar Sharma, Chief Financial Officer
Ms. Poonam Sharma, Director - Human Resources
Mr. Sudipto Pal, Director – IT & Administration
Mr. Avinash Joshi, Director – Procurement
Mr. Tilman Stock, Finance Controller
Mr. Rajesh Relan, Company Secretary
Ms. Surabhi Agarwal, General Manager - Legal
Mr. Subodh Modi, Representative of Statutory Auditors

1. Chairman of the Meeting : Since the Chairman of the Board of Directors, Mr. P.G. Mankad could not attend the meeting due to pre-occupation, Mr. R.P. Oberoi proposed Mr. Amitabha Ghosh as Chairman of the meeting, which was seconded by Mr. Parmod Jain.

Pursuant to Article 65 of the Articles of Association of the Company, the members unanimously chose Mr. Amitabha Ghosh, Director of the Company as Chairman of the Meeting.

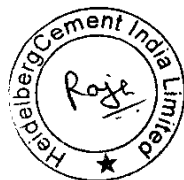
Mr. Ghosh took the Chair and thanked the members.



2. Quorum & Welcome : The requisite Quorum being present, the Chairman declared the meeting as properly constituted and extended a warm welcome to the Members of the Company to the 52nd Annual General Meeting. The Chairman introduced to the members, the executives sitting on the dais.
3. Register of Directors' shareholdings: Placing on the table the Register of Directors' Shareholdings maintained by the Company pursuant to Section 307 of the Companies Act 1956, the Chairman informed the Members present that the said Register would remain open and accessible during the continuance of the Meeting to every person having the right to attend the meeting.
4. Notice : Notice dated 29th April 2011, convening the 52nd Annual General Meeting was taken as read by general consent.
5. Auditors' Report : Report of M/s. S.R. Batliboi & Co., the Company's Auditors, dated 11th February 2011 on the Balance Sheet as at 31st December 2010 and the Profit and Loss Account of the Company for the financial year ended 31st December 2010 was read by Mr. Rajesh Relan.
6. Chairman's Speech : Chairman addressed the shareholders.
7. Directors' Report & Accounts : The Directors' Report to the Members, Auditors' Report and the Audited Accounts for the financial year ended 31st December 2010 having already been circulated to the Members, were taken as read by general consent. The Chairman invited the Members present to ask any questions, arising out of the Directors' Report and Accounts.

The members asked questions regarding the status of expansion project at Damoh and Jhansi units, possibility of payment of dividend, advertisement strategy for brand 'mycem' cement industry scenario and cement prices.

Managing Director replied to the questions of the members. The Chairman then requested the members to propose and second the resolution for adoption of Audited Accounts for the financial year ended 31st December 2010.



Proposed by : Mr. Parmod Kumar Jain.
Seconded by : Mr. Lokesh Gupta

“RESOLVED that the Audited Accounts of the Company for the financial year ended 31st December 2010 and the Reports of the Auditors’ and the Directors’ thereon, already circulated to the members and now submitted to this meeting be and are hereby received and adopted.”

The Chairman then put the motion to vote and the resolution was carried unanimously.

8. Interim Dividend on Preference Shares :

Proposed by : Mr. R.P. Oberoi
Seconded by : Mr. Om Parkash

“RESOLVED that Interim dividend paid @ 9% per annum on 13,49,336 9% Cumulative Redeemable Preference Shares of Rs. 100 each, for the period from 1st January 2010 till 11th May 2010 (date of redemption of preference shares) be and is hereby confirmed”.

The Chairman then put the motion to vote and the resolution was carried unanimously.

9. Re-appointment of Director retiring by rotation :

Proposed by : Mr. Yash Pal Chopra
Seconded by : Mr. Manish Kapur

“RESOLVED that Dr. Bernd Scheifele be and is hereby re-appointed as Director of the Company liable to retire by rotation”.

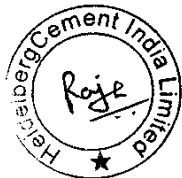
The Chairman then put the motion to vote and the resolution was carried unanimously.

10. Reappointment of Director retiring by rotation:

Proposed by : Mr. Balwant Singh Yadav
Seconded by : Mr. Manjit Singh

“RESOLVED that Dr. Lorenz Naeger be and is hereby re-appointed as Director of the Company liable to retire by rotation”.

The Chairman then put the motion to vote and the resolution was carried unanimously.



11. Appointment of Auditors: Proposed By : Mr. Baldev Krishan Malhotra
Seconded By : Mr. Manish Singhal

"RESOLVED that M/s. S.R. Batliboi & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of the 52nd Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to reimbursement of service tax and all out of pocket expenses in connection with Audit of the accounts of the Company".

The Chairman then put the motion to vote and the resolution was carried unanimously.

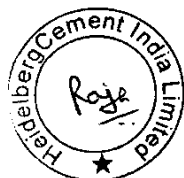
12. Re-appointment of Managing Director Proposed by : Mr. R.P. Oberoi
Seconded by : Mr. Manish Kapur

"RESOLVED that pursuant to the provisions of Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act 1956 or any statutory modification thereof, the appointment of Mr. Ashish Guha as "CEO and Managing Director" of the Company without any remuneration for a period of five years w.e.f. 23rd August 2011 be and is hereby approved."

The Chairman then put the motion to vote and the resolution was carried unanimously.

13. Appointment of Director not liable to retire by rotation Proposed by : Mr. M.P. Mehta
Seconded by : Mr. Surinder Nath Vohra

"RESOLVED that Mr. Sushil Kumar Tiwari who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 29th April 2011 and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director not liable to retire by rotation."



The Chairman then put the motion to vote and the resolution was carried unanimously.

14. Appointment
Wholetime
Director

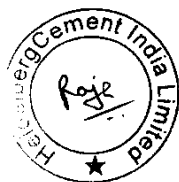
Proposed by : Mr. Raghav Gupta
Seconded by : Mr. Chaman Lal

“RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions if any, of the Companies Act, 1956 (the Act), read with Schedule XIII to the Act, including any statutory modification(s) or reenactment(s) thereof, for the time being in force and all other applicable guidelines relating to managerial remuneration issued by the Ministry of Corporate Affairs from time to time or any other law and subject to such other approvals, as may be necessary, and as are agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Sushil Kumar Tiwari as Wholetime Director of the Company for period of three years with effect from 29th April 2011 at the remuneration and upon the terms and conditions as are set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof and any person authorised by the Board in this behalf) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the appointment and remuneration from time to time as may be agreed to by the Board and Mr. Sushil Kumar Tiwari.”

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

“Mr. Sushil Kumar Tiwari, aged 55, is Engineer in Electrical as well as in Electronics and Communication from the Institute of Engineers,



Kolkata. In his career spanning over 32 years he has vast experience of more than 25 years in the Cement Sector. He has been associated with Raymond Limited (Cement Division) which was taken over by Lafarge India Private Limited in the year 2001.

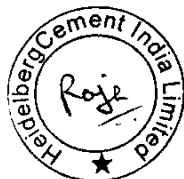
Mr. Tiwari has been associated with the Company for the past 4 years and undertaken multifarious assignments in the areas of production and has been leading the team as Technical Head. Mr. Tiwari joined the Company in April 2007 as Unit Head of our Ammasandra Plant. He has vast knowledge and experience in operation of cement plants and matters pertaining to the Cement Industry. In August 2008 he was appointed as Unit Head of the Company's Damoh and Jhansi units. In view of the valuable contribution of Mr. Tiwari, he was elevated to the position of Technical Head of the Company w.e.f. 1st September 2010.

Mr. Sushil Kumar Tiwari was appointed as an Additional Director and Wholetime Director of the Company with effect from 29th April 2011. A notice pursuant to Section 257 of the Companies Act, 1956 ("the Act"), has been received from a member signifying his intention to propose the appointment of Mr. Tiwari as Director of the Company not liable to retire by rotation.

The main terms and conditions of Mr. Tiwari's appointment are as under:

1. The appointment shall be for a period of 3 years commencing from 29th April 2011 as Wholetime Director.
2. As Wholetime Director, Mr. Tiwari shall perform such duties and exercise such powers as are entrusted to him from time to time by the Managing Director and/or the Board of Directors.
3. In consideration of the performance of his duties to the Company, Mr. Tiwari shall be entitled to the following remuneration:

i) Basic Salary : Rs.37,15,000 per annum. The annual increment will be



effective from January 1, each year and shall be decided by the Board of Directors based on the merits and taking into account the Company's performance and market parity.

ii) House Rent Allowance : 40% of the basic salary.

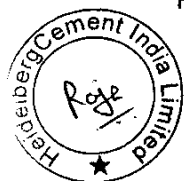
iii) Performance Incentive : Such remuneration by way of Performance Incentive payment at an amount equivalent to Rs.21,46,200 @100 % achievement of the Company's and individual targets. Performance Incentive can vary between 0% to 200% based on the individual and company performance. The annual increment in performance incentive will also be effective from January 1, each year.

iv) Car Allowance : Rs. 6,12,000 per annum.

v) Perquisites & Allowances : In addition to the salary, allowances and performance incentive as outlined above, Mr. Tiwari shall also be entitled to perquisites and allowances like Medical reimbursement, Mediclaim premium, Special Allowance and Leave Travel Allowance etc., in accordance with the Rules of the Company or as may be agreed to between the Board of Directors and Mr. Tiwari.

Perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the remuneration.

vi) Provident Fund, Superannuation / Annuity Fund : Company's contribution to Provident Fund, Superannuation Fund or



Annuity Fund as per the Company's policy. Gratuity to be paid in accordance with the Payment of Gratuity Act, 1972 and encashment of leave at the end of the tenure. All these payments / contributions shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

4. Minimum Remuneration: Notwithstanding anything herein, contained where in any financial year during the currency of the tenure of office of the Wholetime Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals being obtained.

5. Within the overall ceiling on managerial remuneration prescribed under the Companies Act, 1956, or any statutory modification or re-enactment thereof the Board shall be entitled to add to, alter or vary any of the foregoing terms of remuneration, benefits or perquisites to which Mr. Tiwari may be entitled as aforesaid.

The Explanatory Statement together with the accompanying notice may also be regarded as an abstract of the terms of appointment of Mr. Tiwari, Wholetime Director of the Company and Memorandum of interest of Director pursuant to section 302 of the Companies Act, 1956.

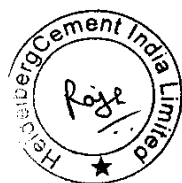
Mr. Tiwari is a Director of Cochin Cements Limited. He does not hold any Equity Shares in the Company.

The Board recommends the appointment of Mr. Tiwari as Wholetime Director of the Company. None of the Directors, except Mr. Tiwari is concerned or interested in the resolutions at Item Nos. 9 & 10 of the accompanying Notice".

The Chairman then put the motion to vote and the resolution was carried unanimously.

15. Appointment of Director liable to

Proposed by : Mr. Tika Ram Sharma
Seconded by : Mr. Manish Narang



retire
by rotation

“RESOLVED that Mr. Pradeep V. Bhide, who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 29th April 2011 and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director liable to retire by rotation.”

The Chairman then put the motion to vote and the resolution was carried unanimously.

16. Appointment
of Director
liable to
retire
by rotation

Proposed by : Mr. Pravin Sood
Seconded by : Mr. Sushil Gupta

“RESOLVED that Mr. Daniel Robert Fritz, who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 29th April 2011 and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director liable to retire by rotation.”

The Chairman then put the motion to vote and the resolution was carried unanimously.

17. Meeting
Concluded

Chairman thanked the members for their participation in the meeting and declared that the meeting is concluded.

18. Vote of
thanks
to the Chair

On behalf of the Members, Mr. Yash Pal Chopra thanked the Chairman.

CHAIRMAN

