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HEG/SECTT/2013/

10th October, 2013

Th. Courier Service

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201, Palika Plaza-II,
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BSE Ltd, Mumbai Fax No.022-22723121/3719/2039/2041/2061
25th Floor, P J Towers
Dalal Street
MUMBAI - 400 001

National Stock Exchange of India Ltd. (Fax No. 022-2659 8237/38) 26598347/48
Exchange Plaza, 5th Floor
Plot No.C/1, G Block, Bandra - Kurla Complex
Bandra (E), MUMBAI - 400 051

Dear Sir,

Enclosed please find a copy of the Minutes of the 41st Annual General Meeting of HEG Ltd held on 21st September, 2013.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **HEG Limited**

(Ashish Sabharwal)
Company Secretary

Encl: as above.

MINUTES OF THE 41ST ANNUAL GENERAL MEETING OF HEG LIMITED HELD ON SATURDAY, THE 21ST SEPTEMBER, 2013, AT 1.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MANDIDEEP, (NEAR BHOPAL), DISTT. RAISEN, MADHYA PRADESH - 462 046.

DIRECTORS :

Shri Ravi Jhunjhunwala	-	In the Chair
Dr. O. P. Bahl		

MEMBERS :

47 Members were present in person, 14 Members through representatives and 17 Members by proxy.

IN ATTENDANCE :

Shri K Vaidyanathan	-	Chief Operating Officer
Shri Raju Rustogi	-	Chief Financial Officer
Shri Ashish Sabharwal	-	Company Secretary

Shri Ravi Jhunjhunwala, Chairman & Managing Director of the Company was requested to take the Chair.

The Company Secretary welcomed the Shareholders and informed the Shareholders present, that Shri D.N. Davar, Director & Chairman of the Audit Committee of the Company being indisposed had expressed his inability to attend the Annual General Meeting. Accordingly, Shri D.N. Davar had nominated Dr. O.P. Bahl, Director & Member of the Audit Committee to take his place at the Meeting.

After ascertaining that the requisite quorum was present, the Chairman called the meeting to order and extended a warm welcome to the Members present.

Thereafter the Chairman addressed the Shareholders present at the meeting.

With the permission of members present, the Notice of the Meeting was taken as read. The Chairman asked the Company Secretary to read out the Auditors' Report.

The Company Secretary read out the Auditors' Report.

Agenda items, as contained in the Notice convening the 41st Annual General Meeting, were then taken up in seriatim.

ORDINARY BUSINESS

1. ADOPTION OF ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2012-2013.

Shri N.K. Jain proposed and Shri R.K. Shrivastava seconded the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2013 together with the Statement of Profit & Loss Account for the year ended on that date, and the Reports of the Directors and Auditors thereon, be and are hereby approved and adopted".

The Chairman invited queries on the annual accounts from the shareholders, there being no query, the Resolution was put to vote on show of hands and was adopted unanimously.

2. DIVIDEND ON EQUITY SHARES.

Shri Shaji Thomas proposed and Shri N.C. Das seconded the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Dividend for the financial year ended 31st March 2013 at the rate of Rs. 8.00 per Equity Share be and is hereby declared and that the dividend be paid to those shareholders whose names appear on the Company's Register of Members on the date of this Annual General Meeting ".

On being put to vote on show of hands the resolution was passed unanimously.

3. RE-APPOINTMENT OF SHRI D.N. DAVAR AS DIRECTOR.

Shri S.D. Kaushik proposed and Shri Balram Chandrakar seconded the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Shri D.N.Davar, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation".

On being put to vote on show of hands the resolution was passed unanimously.

4. RE-APPOINTMENT OF SHRI SHEKHAR AGARWAL AS DIRECTOR.

Ms. Lata Rani proposed and Shri N.K. Jain seconded the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Shri Shekhar Agarwal, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation".

On being put to vote on show of hands the resolution was passed unanimously.

5. **RE-APPOINTMENT OF DR. KAMAL GUPTA AS DIRECTOR.**

Shri N.C. Das proposed and Shri Rajendra Kumar Awasthi seconded the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Dr. Kamal Gupta, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation".

On being put to vote on show of hands the resolution was passed unanimously.

6. **RE-APPOINTMENT OF AUDITORS AND FIXATION OF THEIR REMUNERATION.**

Ms. Lata Rani proposed and Shri Kamal Babu Jain seconded the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of section 224-A and other applicable provisions of the Companies Act, 1956, M/s S. S. Kothari Mehta & Co., Chartered Accountants and M/s Doogar & Associates, Chartered Accountants, from whom certificates pursuant to Section 224 (1B) of the Companies Act, 1956 have been received, be and are hereby appointed as Joint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors plus out of pocket expenses that may be incurred by them in the course of audit".

On being put to vote on show of hands the resolution was passed unanimously.

AS SPECIAL BUSINESS

7. **CONSENT FOR CREATION OF MORTGAGE TO SECURE FINANCIAL ASSISTANCE(S) GIVEN TO THE COMPANY BY THE VARIOUS BANKS / LENDERS.**

Shri N.K. Jain proposed and Shri Arvind Kumar seconded the following Resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, for mortgaging and / or charging of all the immovable and movable properties of the Company

wheresoever situate, present and future, and the whole of the undertaking of the Company in favour of the following to secure the financial assistance, lent / agreed to be lent and advanced to the Company to the extent set out below:

A) On First Charge basis:

i) Term Loan of ₹50 Crore by Development Credit Bank Ltd
ii) Term Loan of ₹50 Crore by Aditya Birla Finance Ltd
iii) Term Loan of ₹25 Crore by Yes Bank Ltd

B) On Second Charge basis:

State Bank of India (SBI) in the capacity of Leader of Consortium of Banks for the working capital limits i.e. Fund Based ₹1000 Crore, Non Fund Based ₹350 Crore and Credit Exposure Limit ₹60 Crore aggregating to ₹1410 Crore;

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, guarantee commission, costs, charges, expenses and other monies payable by the Company to, Development Credit Bank Ltd, Aditya Birla Finance Ltd, Yes Bank Ltd and State Bank of India, under the Loan Agreements / Letters of Sanction / Memorandum of terms and conditions entered into / to be entered into by the Company in respect of the said financial assistance(s).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize with the Development Credit Bank Ltd, Aditya Birla Finance Ltd, Yes Bank Ltd and State Bank of India the documents for creating the aforesaid mortgages and / or the charges and to do all such acts and things as may be necessary for giving effect to this Resolution.

RESOLVED FURTHER THAT the mortgages / charges created / to be created / or all agreements / documents executed / to be executed and all acts done in terms of this Resolution by and with the authority of the Board of Directors are hereby approved, confirmed and ratified."

On being put to vote on show of hands the resolution was passed unanimously.

8. **INSERTION OF CLAUSE 79A IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.**

Shri Shaji Thomas proposed and Shri Kamlesh Kumar Shrivastava seconded the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof), and such other necessary approval(s) if any, as may be required, approval be and is hereby accorded to alter Articles of Association of the Company by adding the following new Article No. 79A after the existing Article 79:

Article No. 79A

Voting of Members through Electronic Mode

Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Stock Exchanges or any other competent authority and the applicable provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, which is laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations etc. made there under or the Listing Agreement with the Stock Exchanges, from time to time, allow the member(s) of the Company to vote for certain businesses which are required to be passed by way of Postal Ballot and/or such other businesses which the Board may resolve, through Electronic Mode and the members so voting shall be deemed to be counted in such businesses for the purposes of the quorum, recording of minutes and all other relevant provisions in this regard. For the purpose of Voting of Members through Electronic Mode for Postal Ballot, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc. issued/to be issued from time to time by the Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority(ies) in this regard."

On being put to vote on show of hands the resolution was passed unanimously.

9. INSERTION OF CLAUSE 115A IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Shri N.C. Das proposed and Shri S.D. Kaushik seconded the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof), and such other necessary approval(s) if any, as may be required, approval be and is hereby accorded to alter Articles of Association of the Company by adding the following new Article No. 115A after the existing Article 115:

Article No.115A

Meetings of the Board/Committee through Electronic Mode

Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Stock Exchanges or any other competent authority and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations etc. made there under or the Listing Agreement with Stock Exchanges, from time to time, the Director(s) may participate in the meeting(s) of the Board or any Committee thereof through any type of electronic mode like video conferencing etc. and the Director(s) so participating shall be deemed to be present in the meeting for the purpose of the quorum, voting, recording of minutes and all other relevant provisions in this regard. For conducting the said meetings through electronic mode, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc. issued/to be issued from time to time by the Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority(ies) in this regard."

On being put to vote on show of hands the resolution was passed unanimously.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

Sd/-

CHAIRMAN

04-10-2013

Certified True Copy
For HEG LIMITED
ASHISH SABHARWAL
Company Secretary