



HEG/SECTT/AGM/2017

23rd September, 2017

1	BSE Limited 25th Floor, P J Towers Dalal Street MUMBAI - 400 001. Scrip Code : 509631	2	National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. Scrip Code : HEG
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Re: Compliance under Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results at the Annual General Meeting of the Company attached as Annexure 1.

We would like to inform you that all the resolutions set out in the Notice dated 2nd August, 2017 were passed with requisite majority by the shareholders.

The consolidated scrutinizer's report is attached as Annexure 2.

In the AGM held on 22nd September 2017, M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N), was appointed as Statutory Auditors of the Company for a consecutive period of 5 years. A brief profile is annexed as Annexure-3.

You are requested to please take the same on record.

Thanking You,

Yours faithfully,
For HEG LIMITED


(Vivek Chaudhary)
Company Secretary

heg.investor@lnjbhilwara.com

Encl:

- Details of voting results at the AGM of the Company - Annexure - 1
- Consolidated scrutinizer's report - Annexure - 2
- Brief Profile - Annexure - 3

HEG LIMITED

Plant & Regd. Office :
Mandideep (Near Bhopal)
Distt. Raisen - 462046
(Madhya Pradesh), India
Tel. : +91-7480-233524 to 233527
Fax : +91-7480-233522
Website : www.heg ltd.com



CIN No. L23109MP1972PLC008290

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-2531648, 2531745
Website : www.lnjbhilwara.com

Annexure - 1

Details of voting results

- a) Date of the Annual General Meeting : 22nd September, 2017
- b) Total number of shareholders on record date : As of cut-off date i.e. September 15, 2017
28267
- c) No. of shareholders present in the meeting either in person or through proxy
- Promoters and Promoter Group : 15
- Public : 30
- d) No. of Shareholders attended the meeting through Video Conferencing
- Promoters and Promoter Group : Not arranged
- Public



AGENDA-WISE DISCLOSURE

Resolution No. 1 Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of Auditors thereon.

Resolution required : Ordinary
Whether promoter / promoter Group are interested in the agenda / Resolution ? : No

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24387479	13842412	56.76	13842412	0	100.00	0.00	0
	Poll		10525967	43.16	10525967	0	100.00	0.00	0
	Total	24387479	24368379	99.92	24368379	0	100.00	0.00	0
Public - Institutional Holders	E-Voting	5534723	4118417	74.41	4118417	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Total	5534723	4118417	74.41	4118417	0	100.00	0.00	0
Public - Non- Institutional Holders	E-Voting	10036940	10508	0.10	10508	0	100.00	0.00	0
	Poll		25136	0.25	25136	0	100.00	0.00	0
	Total	10036940	35644	0.36	35644	0	100.00	0.00	0
Total		39959142	28522440	71.38	28522440	0	100.00	0.00	0

Resolution No. 2 Re-appointment of Shri Shekhar Agarwal (holding DIN 00066113), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required : Ordinary
Whether promoter / promoter Group are interested in the agenda / Resolution ? : No

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24387479	12564824	51.52	12564824	0	100.00	0.00	0
	Poll		10525967	43.16	10525967	0	100.00	0.00	0
	Total	24387479	23090791	94.68	23090791	0	100.00	0.00	0
Public - Institutional Holders	E-Voting	5534723	4212687	76.11	4212687	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Total	5534723	4212687	76.11	4212687	0	100.00	0.00	0
Public - Non- Institutional Holders	E-Voting	10036940	10608	0.11	10468	140	98.68	1.32	0
	Poll		25136	0.25	25136	0	100.00	0.00	0
	Total	10036940	35744	0.36	35604	140	99.61	0.39	0
Total		39959142	27339222	68.42	27339082	140	100.00	0.00	0

Resolution No. 3 : Appointment of M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N), as Statutory Auditors and fixing their remuneration.

Resolution required : Ordinary
Whether promoter / promoter Group are interested in the agenda / Resolution ? : No

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24387479	13842412	56.76	13842412	0	100.00	0.00	0
	Poll		10525967	43.16	10525967	0	100.00	0.00	0
	Total	24387479	24368379	99.92	24368379	0	100.00	0.00	0
Public - Institutional Holders	E-Voting	5534723	4212687	76.11	4212687	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0

	Total	5534723	4212687	76.11	4212687	0	100.00	0.00	0
Public - Non- Institutional Holders	E-Voting		10308	0.10	10018	290	97.19	2.81	0
	Poll	10036940	25136	0.25	25136	0	100.00	0.00	0
	Total	10036940	35444	0.35	35154	290	99.18	0.82	0
Total		39959142	28616510	71.61	28616220	290	100.00	0.00	0

Resolution No. 4 : Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an aggregate amount not exceeding Rs.200 crores in one or more tranches.

Resolution required : Special

Whether promoter / promoter Group are interested in the agenda /

Resolution ? : No

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24387479	13842412	56.76	13842412	0	100.00	0.00	0
	Poll		10525967	43.16	10525967	0	100.00	0.00	0
	Total	24387479	24368379	99.92	24368379	0	100.00	0.00	0
Public - Institutional Holders	E-Voting	5534723	4212687	76.11	4212687	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Total	5534723	4212687	76.11	4212687	0	100.00	0.00	0
Public - Non- Institutional Holders	E-Voting	10036940	10608	0.11	10608	0	100.00	0.00	0
	Poll		25136	0.25	25136	0	100.00	0.00	0
	Total	10036940	35744	0.36	35744	0	100.00	0.00	0
Total		39959142	28616810	71.62	28616810	0	100.00	0.00	0

Resolution No. 5 : Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial year 2017-18.

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda /

Resolution ? : No

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24387479	13842412	56.76	13842412	0	100.00	0.00	0
	Poll		10525967	43.16	10525967	0	100.00	0.00	0
	Total	24387479	24368379	99.92	24368379	0	100.00	0.00	0
Public - Institutional Holders	E-Voting	5534723	4212687	76.11	4212687	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Total	5534723	4212687	76.11	4212687	0	100.00	0.00	0
Public - Non- Institutional Holders	E-Voting	10036940	10608	0.11	10061	547	94.84	5.16	0
	Poll		25136	0.25	25136	0	100.00	0.00	0
	Total	10036940	35744	0.36	35197	547	98.47	1.53	0
Total		39959142	28616810	71.62	28616263	547	100.00	0.00	0

* Figures have been rounded off

Yours faithfully,

For HEG Limited

(Navek Chaudhary)

Company Secretary

heg.investor@injbhilwara.com



Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
HEG Limited
Mandideep (Near Bhopal)
Distt. Raisen
Madhya Pradesh-462046

Reg: 45th Annual General Meeting of HEG LIMITED held on Friday, 22nd day of September, 2017 at 11:30 A.M. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh

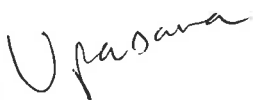
I, **Saket Sharma**, Partner - GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting and voting at the Annual General Meeting on resolutions contained in the Notice dated 2nd August, 2017 for Annual General Meeting of HEG Limited (hereinafter referred to as the Company), held on Friday, 22nd day of September, 2017 at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh, submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 15th September, 2017 were entitled to vote on the resolutions (Ordinary Businesses being Item Nos. 1 to 3 and Special Businesses being Item Nos. 4 and 5 as set out in the Notice of 45th Annual General Meeting of the Company).
- (ii) The remote e-voting period remained open from 19th September, 2017 (09:00 A.M.) upto 21st September, 2017 (05:00 P.M.). Further, the company provided the facility of voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.



- (iii) After the conclusion of the Annual General Meeting, the locked ballot box was subsequently opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence.

Signature:



Name: Upasana Bajpai

Address: 14/H/12 Dabouli,

Kanpur – 208022

Signature:



Name: Sneha Bajpai

Address: 119/545 Gumti No. 5

Kanpur – 208012

- (iv) The votes cast by remote e-voting were unblocked on 22nd September, 2017 at 12:36 p.m. in presence of 2 witnesses who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:



Name: Ekta Thawani

Address: 109/185 B Jawahar Nagar

Kanpur-208012

Signature:



Name: Monika Agarwal

Address: 30/71 Etawah Bazar, Kamla Tower

Kanpur – 208001

Below is provided the consolidated summary of results of remote e-voting and voting at Annual General Meeting through poll:

ORDINARY BUSINESSES

Resolution No.1 (Ordinary)

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of Auditors thereon.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17971337	0	0	---
Ballot	10551103	0	0	---
Total	28522440	0	0	100



Resolution No.2 (Ordinary)

Re-appointment of Shri Shekhar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	16787979	140	0	---
Ballot	10551103	0	0	---
Total	27339082	140	0	99.999

Resolution No.3 (Ordinary)

Appointment of M/s S.C. Vasudeva & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	18065117	290	0	---
Ballot	10551103	0	0	---
Total	28616220	290	0	99.999

SPECIAL BUSINESSES**Resolution No.4 (Special)**

To consider and approve the issue of Redeemable Non- Convertible Debentures on private placement basis for an amount not exceeding Rs. 200 Crores in one or more tranches.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	18065707	0	0	---
Ballot	10551103	0	0	---
Total	28616810	0	0	100



Resolution No. 5 (Ordinary)

Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial Year 2017-18.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	18065160	547	0	---
Ballot	10551103	0	0	---
Total	28616263	547	0	99.999

I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You

Yours' Faithfully

For GSK & Associates

Company Secretaries



Saket Sharma

(Partner)

M. No.: F4229

C. P. No.: 2565

Date: 23.09.2017

Place: Mandideep

For HEG Limited


Director

[Chairman - AGM]

Brief Profile of M/s. S.C. Vasudeva & Co., Chartered Accountants

M/s. S.C. Vasudeva & Co., is a well known firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration No. FRN 000235N. The firm has presence in India with six offices across India and is also a member of Morison KSi. KSi is a global association of 165 independent member firms of accountants, auditors, tax advisers, business consultant and lawyers established to meet the cross-border needs of clients. The firm apart from conducting audits provides services related to assurance, tax advisory, risk advisory, corporate advisory and outsourcing etc. The firm has 8 partners and strong team of over 200 members.

The firm is headed by Shri S.C. Vasudeva, who has an experience of over 5 decades in the profession.

