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HEG/SECTT/2012/ 21st September, 2012

Madhya Pradesh Stock Exchange Limited,
201, Palika Plaza-II,
MTH Compound,
INDORE-452001. **FAX: 0731-2432849**

Bombay Stock Exchange Ltd.,
25th Floor, P.J.Towers,
Dalal Street,
MUMBAI-400001. **FAX: 022- 22723121/3719/2037/2039/2041/2061**

National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
MUMBAI-400051. **FAX: 022-26598237/38**

Dear Sir,

Sub: **Proceedings of the Annual General Meeting – HEG Limited**

This is to inform you that the 40th Annual General Meeting of the Company was held today i.e. **Friday, the 21st September, 2012 at 1.30 P.M.** at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen, Madhya Pradesh-462046.

Shri D.N. Davar, Director and Chairman of the Audit Committee of the Company was elected as Chairman of the Meeting. After ascertaining the quorum in order, the Chairman asked the Company Secretary to proceed with the Meeting. The Notice of the Meeting was taken as read with the permission of the Members. The Auditor's Report was read out by the Company Secretary of the Company. Thereafter the agenda items were taken up in seriatim.

The Members of the Company unanimously approved the following by way of show of hands:-

1. Balance-Sheet of the Company as at 31st March, 2012 and the Statement of Profit & Loss Account for the year ended on that date together with reports of the Directors and Auditors thereon were adopted.

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2. Final Dividend was declared @ Rs. 5/- per Equity Share of Rs.10/- each of the Company for the year ended 31st March, 2012.

3. Shri Riju Jhunjhunwala was re-appointed as director of the Company, liable to retire by rotation.

4. Dr. O.P. Bahl was re-appointed as director of the Company, liable to retire by rotation.

5. M/s. S.S. Kothari Mehta & Company, Chartered Accountants and M/s. Doogar & Associates, Chartered Accountants were re-appointed as Joint Auditors of the Company to hold the office from conclusion of this Annual General Meeting till conclusion of the next Annual General Meeting.

6. Consent/Ratification of the Company in terms of Section 293(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, for mortgaging and / or charging all the immovable and movable properties of the Company to secure financial assistance granted by various Financial Institutions/Banks to the Company.

7. Consent of the Members in term of Section 293(1)(a) of the Companies Act, 1956 to create mortgage and / or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's present or future properties, whether immovable or movable, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other lenders and /or trustees to secure the borrowings.

Thereafter, the meeting ended with a vote of thanks to the Chairman of the meeting.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **HEG Limited**

HEG LIMITED M.P. MANDIDEEP

(Ashish Sabharwal)
Company Secretary