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HEG/SECTT/2011/ 11th March, 2011

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 Extra-Ordinary General Meeting.**

This is to inform you that the Extra-Ordinary General Meeting of the Company was held today i.e. **Friday, the 11th March, 2011 at 2.00 P.M.** at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen, Madhya Pradesh-462046. Shri D.N. Davar, Director as well as the 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. Thereafter the agenda items were taken up in seriatim.

The Members of the Company have unanimously approved the following:-

1. The commencement by the Company of new businesses, contained in Clause III (C) (Other Objects) at sub clause Nos.(3), (19), (26)(ii), (35, (39) and (46) of the Memorandum of Association of the Company (more particularly detailed in the copy annexed).

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2. Consent given to the Board of Directors 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 movable and immovable properties of the Company to secure financial assistance granted by The Hongkong & Shanghai Banking Corporation Ltd., DBS Bank Ltd. and State Bank of India.

3. Fixation of remuneration of Shri Ravi Jhunjhunwala, Chairman & Managing Director of the Company for the period of three years commencing from 13th February, 2011.

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**

(ASHISH SABHARWAL)
COMPANY SECRETARY

Encls: As above.

ANNEXURE

DETAILS OF COMMENCEMENT BY THE COMPANY OF NEW BUSINESS, CONTAINED IN CLAUSE III (C) (OTHER OBJECT) AT SUB-CLAUSE NO.(3), (19), (26)(II), (35), (39)AND 46 OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

(i) To carry on any business relating to the mining and working and preparation of ores, minerals and other products and other substances which may be usefully or conveniently combined with all / or any of the business aforesaid.

(ii) To carry on business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire line, drycell accumulators, lamps and work and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, automotive power, and for all other purposes for which electrical energy can be employed, and the manufacture, and deal in all apparatus and things connected with the generation, distribution, supply accumulations, and employment of electricity including the terms electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.

(iii) To carry on business as manufacturers, fabricators, processors, producers, makers, refiners, dealers, traders, importers, exporters, buyers, sellers, suppliers, stockists, distributors, agents and brokers and dealer in commodities of all or any one of the following kinds:

Coal, coke, charcoal, petroleum-coke, copper, iron ore, bauxite, kyanite, fire clay, china - clay, salt, sodium chloride, calcium phosphate, nickel, beryllium, uranium, Zinc, lead, asbestos, tin, aluminia, mercury, silicon, sulphur, graphite, brass, aluminium silica sand, bentonite, quartz, dextrine, magnestrie, dolomite, ferroalloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl and other precious, semi precious or commercial minerals, and stones and to act as metal founders manufactures, agents, and dealers of metals, sheets, wires, rods, squares, plates, metafoils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornaments, decorative and art jewellery made wholly or partly from any one or more of the metals and materials mentioned herein.

(iv) To carry on all kinds of exploration business and to commercially exploit and turn to account and advantage either in collaboration or otherwise and in particular to search for, prospect, examine, explore, develop petroleum and natural gas resources and other minerals and take on lease, purchase or otherwise acquire oil wells, oil fields, gas wells, and gas fields and mines onshore and offshore, river beds, ocean and sea beds and to search for and obtain information in regard to such oil wells, oil fields, gas wells, gas field and minerals.

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(v) To purchase, hold, acquire, mines, mining lease, mining licences, mining rights, mining claims, and metallifierous lands and to explore, search, work, exercise, develop, treat, find and to turn to account ores, all sorts of major and minor minerals, working deposits of all kinds of minerals and sub-soil minerals and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kinds and to carry on metallurgical operations in all its branches.

(vi) To act as contractors for design, supply, fabrication, lying, installing and supplying of electrical transmission and distribution systems, sub-stations, installation of electrical equipments and panels, and to undertake turnkey projects for power generation and distribution systems, and to act as contractors for design and installation of railway electrification systems and electrical installations, and to design and erect structures and towers, and undertake civil construction of buildings, bridges, tanks, pipelines for sewerage, water, oil and gas and to undertake erection of structures connected with oil and gas drilling."

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