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HEG/SECTT/2010/ 20th September, 2010

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.**

This is to inform you that the 38th Annual General Meeting of the Company was held today i.e. **Monday, the 20th September, 2010 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. The Auditors Report was read out by the Company Secretary. Thereafter the agenda items were taken up in seriatim.

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

1. Balance-Sheet of the Company as on 31st March, 2010 together with Profit & Loss Account for the year ended on that date and reports of the Directors and Auditors thereon were adopted.

2. Dividend was declared @ Rs. 10/- per Equity Share of Rs.10/- each of the Company for the year ended 31st March, 2010.

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3. Shri D.N. Davar was re-appointed as director of the Company, liable to retire by rotation.

4. Shri K.N. Memani was re-appointed as director of the Company, liable to retire by rotation.

5. Shri Shekhar Agarwal was re-appointed as director of the Company, liable to retire by rotation.

6. 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.

7. Approval of remuneration paid to Shri Riju Jhunjhunwala for the period 1st May,2010 to 27th July,2010.

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