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HEG/SECTT/AGM/2018/ 23rd July, 2018

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**

Dear Sir,

Sub: Proceedings of 46th Annual General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with Regulation 30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015, please find enclosed the summary of the proceedings of the 46th Annual General Meeting of HEG Limited held today i.e. 23rd July, 2018 as an **Annexure.**

You are requested to kindly take above information on your records.

Thanking You,

Yours faithfully,
For **HEG LIMITED**

(Vivek Chaudhary)
Company Secretary

heg.investor@lnjbhilwara.com

Annexure

PROCEEDINGS OF THE 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HEG LIMITED HELD ON 23RD JULY, 2018

The 46th Annual General Meeting (AGM) of the Company was held today i.e. Monday, the 23rd July, 2018 at 11:30 a.m. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh.

Shri Ravi Jhunjhunwala, Chairman, Managing Director & CEO of the Company was not present at the meeting due to his personal exigencies.

Dr. O.P. Bahl Director of the Company was present in the meeting. Statutory Auditors and Secretarial Auditors were present in the meeting though their authorized representatives.

Dr. O.P. Bahl, Director, who is also a Member of the Audit Committee and Nomination and Remuneration Committee of the Company chaired the proceedings of the Meeting in accordance with the Articles of the Company. He informed that the other Directors have conveyed their inability to attend the meeting due to their pre-occupation and send their greetings for the Shareholders of the Company. The requisite quorum being present, the meeting was called to order. With the consent of all the Members present, the Notice of AGM, the Board's Report, Audited Annual Accounts and other related reports were taken as read. There were no qualifications in the Auditor's Report and the report of Secretarial Auditor of the Company.

The Chairman informed the Shareholders that in compliance of Section 108 of the Companies Act, 2013 ("Act"), read with Rules framed thereunder, Secretarial Standard-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 46th Annual General Meeting by electronic means(remote e-voting) from Friday, 20th July, 2018 (9:00 a.m.) till Sunday, 22nd July, 2018 (5:00 p.m.). Those members who could not exercise their vote through remote e-voting process, facility for voting through poll(ballot paper) was available for such members who were present at the meeting. It was further informed that there would be no voting by show of hands.

The Chairman briefed the Shareholders about each item set out in the Notice calling the meeting dated 12th June, 2018 of the 46th Annual General Meeting.

The Chairman then invited the members to give their suggestions and sought enquiries on the Company's accounts, businesses and on the resolutions as proposed in this AGM, which were duly responded by the Chairman.

The Chairman informed to the Members that Shri Saket Sharma, Practicing Company Secretary (Membership No. FCS 4229) was appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot paper in a fair and transparent manner.

The Chairman stated that since he himself was interested in the item No.7 and 8 of the notice, therefore he requested that for item no. 7 and 8, any member present should Chair the meeting and conduct the proceedings for these items.

With the consent of all members present Shri Man Mohan Damani (DPID-CLID 1203330000182773) was elected as Chairman of the meeting for the item no. 7 and 8.

The items discussed and voted by members were as under:

Sl. No.	Details of Resolutions	Resolution type
ORDINARY BUSINESS		
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, 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, 2018 and the Report of Auditors thereon.	Ordinary
2	Confirmation of the payment of the Interim Dividend of Rs. 30/- per Equity Share of face value of Rs. 10/- each and declaration of a Final Dividend of Rs.50/- per Equity Share of face value of Rs. 10/- each for the financial year 2017-18.	Ordinary
3	Re-appointment of Shri Satyendra Nath Bhattacharya (holding DIN 06758088), Director of the Company, who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary
4	Ratification of appointment of Statutory Auditors (M/s SCV & Co LLP, (Firm No. 000235N/N500089) Chartered Accountants) and fixing their remuneration.	Ordinary
SPECIAL BUSINESS		
5	Reappointment of Smt. Vinita Singhania (DIN 00042983) as an Independent Director for a second term of 5 (five) consecutive years.	Special
6	Continuation of the Directorship of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.	Special

7	Continuation of the Directorship of Dr. Om, Parkash Bahl (holding DIN 02643557) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.	Special
8	Approval for payment of commission to the Non-Executive Directors (including Independent Directors), collectively, not exceeding 1(one) per cent of the net profits of the Company of each year for the period of 5 (five) years, starting from the financial year 2017-18.	Special
9	Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial year 2018-19.	Ordinary

The Chairman announced that the combined results of E-voting and voting through ballot paper will be announced/displayed through the website of the Company within 48 hours from the conclusion of the meeting and the results shall also be intimated to National Securities Depository Limited and Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company.

The meeting was concluded at 12.25 P.M. after the members cast their vote.

For **HEG LIMITED**

(Vivek Chaudhary)
Company Secretary
heg.investor@lnjbhilwara.com