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HEG/SECTT/2013/ 21st September, 2013

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

BSE Limited,
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 41st Annual General Meeting of the Company was held today i.e. **Saturday, the 21st September, 2013 at 1.30 P.M.** at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen, Madhya Pradesh-462046.

Shri Ravi Jhunjhunwala, Chairman and Managing Director of the Company, presided over 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 of the Company. Thereafter the agenda items were taken up in seriatim.

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

1. Balance-Sheet of the Company as at 31st March, 2013 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.

2. Dividend was declared @ Rs. 8/- per Equity Share of Rs.10/- each of the Company for the year ended 31st March, 2013.

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

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

5. Dr. Kamal Gupta, 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. 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 of the immovable and movable properties of the Company to secure the financial assistances granted by various Banks / lenders to the Company.

8. Articles of Association of the Company were amended by adding a new article no. 79A to allow the members of the Company to vote for certain businesses which were required to be passed by way of postal ballot and/or such other businesses which the board would resolve, through electronic mode.

9. Articles of Association of the Company were amended by adding a new article no. 115A to allow the Directors of the Company to take the option of participating in the meetings of the Board/Committee through any type of electronic mode like video conferencing etc.

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