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HEG/SECTT/AGM/2016/ 28th September, 2016

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 44th Annual General Meeting of the Company pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the requirement of Regulation 30(6) 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 44th Annual General Meeting of HEG Limited held today i.e. 28th September, 2016.

The above is for your information and records.

Thanking You,

Yours faithfully,
For **HEG LIMITED**

HEG LIMITED M.P. MANDIDEEP

(AshishSabharwal)
Company Secretary

ashish.sabharwal@lnjbhilwara.com

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SUMMARY OF PROCEEDINGS OF THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HEG LIMITED HELD ON 28TH SEPTEMBER, 2016

44th Annual General Meeting of the Company was held today i.e. Wednesday, the 28th September, 2016 at 11:30 a.m. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh.

Shri Om Parkash Bahl, Director chaired the proceedings of the Meeting. The requisite quorum being present, the meeting was called to order. With the consent of all the Members present, the Notice of AGM (alongwith Addendum thereto), the Directors' Report, Audited Annual Accounts were taken as read.

The Chairman informed the Shareholders that in compliance of Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), Secretarial Standard-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided to the Members the facility to exercise their right to vote at the 44thAnnual General Meeting by electronic means(e-voting) from Sunday, 25th September, 2016 (9:00 a.m.) till Tuesday, 27th September, 2016 (5:00 p.m.). Those members who could not exercise their vote through remote e-voting process, facility for voting through poll was available for such members.

The Chairman briefed the Shareholders about each item set out in the Notice calling the meeting dated the 10th August, 2016 (alongwith Addendum thereto dated the 24th August, 2016), of the 44thAnnual General Meeting.

The items discussed at the AGM were as under:

Sl. No.	Details of Resolutions	Resolution type
ORDINARY BUSINESS		
1	Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.	Ordinary
2	Re-appointment of Shri Riju Jhunjhunwala, who retires by rotation.	Ordinary
3	Appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants and M/s Doogar & Associates, Chartered Accountants, as Auditors and fixing their remuneration.	Ordinary

Plant & Regd. Office :
Mandideep (Near Bhopal)
Distt. Raisen - 462046
(Madhya Pradesh), India
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Fax : +91-7480-233522
Website : www.hegltd.com

ISO 9001
ISO 14001
OHSAS 18001
BUREAU VERITAS
Certification

CIN No. L23109MP1972PLC008290

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel.: +91-120-4390300 (EPABX)
Fax : +91-120-2531648, 2531745
Website : www.lnjbhilwara.com

SPECIAL BUSINESS		
4	Alteration to the Articles of Association by adoption of new set of Articles of Association of the Company.	Special
5	Approval of remuneration of Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO for a period of three year w.e.f. 13th February, 2016.	Special
6	Approval of appointment and remuneration of Shri Dantuluri Satyanarayan Ravindra Raju, as Executive Director for the period from 27th May, 2016 to 31st August, 2016.	Special
7	Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an aggregate amount not exceeding Rs.200 crores.	Special
8	Appointment of Shri Satish Chand Mehta, as an Independent Director of the Company for a period of five years i.e. upto 22nd June, 2021.	Ordinary
9	Approval of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the financial year 2016-17.	Ordinary
10	Approval of remuneration of Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO for the period 1stApril, 2015 to 12th February, 2016.	Special

Chairman informed to the Members that Shri Saket Sharma, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot in a fair and transparent manner.

It was further informed that the voting results on the above resolutions in terms of Regulation 44(3) of the SEBI (LODR) Regulations, 2015 will be communicated to the Stock Exchange(s) and NSDL within the prescribed time. The same shall also be placed on the Company's website.

The meeting concluded at 12.45 P.M.

(AshishSabharwal)
Company Secretary