PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

HEG/SECTT/2014/ 30th August, 2014

BSE Ltd. Fax No.022-22723121/3719/2039/2041/2061
25th Floor, P J Towers
Dalal Street
MUMBAI - 400 001

National Stock Exchange of India Ltd. Fax No. 022-2659 8237/38
Exchange Plaza, 5th Floor
Plot No.C/1, G Block, Bandra - Kurla Complex
Bandra (E), **MUMBAI - 400 051**

Madhya Pradesh Stock Exchange Ltd,
201, Palika Plaza-II,
MTH Compound,
INDORE-452001 Fax No. 0731 2432849

Dear Sir,

Sub: Proceedings of the Annual General Meeting – HEG Limited

This is to inform you that the 42nd Annual General Meeting of the Company was held today i.e. Saturday, **the 30th August, 2014 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, Managing Director & CEO of the Company could not attend the meeting due to urgent work exigencies. Thereafter, the shareholders elected Shri D N Davar, Director and Chairman of the Audit Committee as Chairman for the meeting. The Auditors were also present at the Meeting. After ascertaining the quorum in order, the Chairman declared the meeting as open. 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 Chairman ordered for a voting by poll for all the items mentioned in the Notice. He appointed Shri Saket Sharma, Company Secretary in practice (Membership No. FCS 4229) to act as Scrutinizer for the Poll. Thereafter, the poll was conducted. After the poll, the Scrutinizer submitted a consolidated report of e-voting and voting by poll to the Chairman. Thereafter, the Chairman informed the meeting, that the Members of the Company have by requisite majority approved the following items by way of e-voting and poll:-

1. Adoption of Audited Balance Sheet as at the 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

2. Declaration of Dividend at the rate of ₹ 6.00 per share of the face value of ₹ 10/- each.

3. Re-appointment of Shri Riju Jhunjhunwala, (DIN 00061060) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

4. Re-appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants (ICAI Registration No. 000756N) and M/s Doogar & Associates, Chartered Accountants, (ICAI Registration No. 000561N) as Auditors and fixation of their remuneration.

5. Alteration in the Articles of Association of the Company by inserting the new Article No. 125A after the existing Article 125 to appoint / re-appoint an individual as the Chairman of the Company as well as the Managing Director and Chief Executive Officer or Whole Time Director of the Company at the same time.

6. Re-appointment of Shri Ravi Jhunjhunwala as Chairman, Managing Director and CEO (DIN 00060972) for a further period of 5 years commencing from the 13th February, 2014 and also fixing his remuneration for a period of one year w.e.f. 13th February, 2014.

7. To borrow money over and above the aggregate of the paid- up share capital and free reserves of the Company, upto an aggregate sum of ₹ 2,000 crores.

8. To create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance upto an amount not exceeding ₹ 2,000 crores in the aggregate.

9. Appointment of Smt. Vinita Singhania (DIN 00042983) (who was appointed as Additional Director and who holds office upto the date of this Annual General Meeting) as an Independent Director of the Company to hold office up to the conclusion of the 46th Annual General Meeting of the Company to be held in calendar year 2018.

10. Appointment of Shri D.N.Davar (DIN 00002008) as an Independent Director of the Company from August 30, 2014 up to August 29, 2019.

11. Appointment of Dr. Kamal Gupta (DIN 00038490) as an Independent Director of the Company from August 30, 2014 up to August 29, 2019.

PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

12. Appointment of Dr. O.P Bahl (DIN 02643557) as an Independent Director of the Company from August 30, 2014 up to August 29, 2019.

13. Alteration in the Articles of Association of the Company by replacing the existing Article Nos. 94(2) and 107 that the nominee Director(s) of any financial institution(s) may be a director(s) liable to retire by rotation.

14. Approval of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditor of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company).

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