

Consolidated Scrutinizer's Report

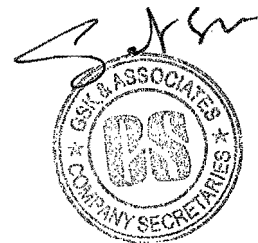
[Pursuant to Section 108 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
HEG Limited
Mandideep (Near Bhopal),
Distt. Raisen,
Madhya Pradesh-462046

Reg:43rd Annual General Meeting of the Equity Shareholders of HEG LIMITED held on Tuesday, 22nd day of September, 2015 at 11:30 A.M. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh

I, **Saket Sharma**, Partner - GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting and voting at the Annual General Meeting on resolutions contained in the Notice dated 30th July, 2015 for Annual General Meeting of the Equity Shareholders of HEG Limited (hereinafter referred to as the Company), held on 22nd day of September, 2015 at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh, submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 15th September, 2015 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1 to 4 And Special Business being Item Nos. 5 to 7 as set out in the Notice of 43rd AGM of the Company).
- (ii) The remote e-voting period remained open from 19th September, 2015 (09:00 A.M.) upto 21st September, 2015 (05:00 P.M.). Further, the company provided the facility of voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.



(iii) The locked ballot box were subsequently opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence.

Khushboo

Signature:

Name: Khushboo Gupta

Address: F-11, Shanti Nagar, Kanpur

Ekta Thawani

Signature:

Name: Ekta Thawani

Address: 109/185 B, Jawahar Nagar, Kanpur

(iv) The votes cast by remote e-voting were unblocked on 22nd September, 2015 at around 2:30 p.m. in presence of 2 witnesses, Khushboo Gupta & Ekta Thawani, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Khushboo

Signature:

Name: Khushboo Gupta

Address: F-11, Shanti Nagar, Kanpur

Ekta Thawani

Signature:

Name: Ekta Thawani

Address: 109/185 B, Jawahar Nagar, Kanpur

Below is provided the consolidated summary of results of remote e-voting and voting at annual general meeting through poll:

ORDINARY BUSINESS

Resolution No.1

Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
108	27702601	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	90	0.00



(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.2

Declaration of dividend on Equity Shares.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
108	27702601	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	90	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.3

Re-appointment of Shri Shekhar Agarwal, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
104	27691235	99.96



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	11456	0.04

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.4

Appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants and M/s Doogar & Associates, Chartered Accountants, as Auditors and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
106	27702421	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	270	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

SPECIAL BUSINESS

Resolution No.5

Approval of remuneration of Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO for a period of one year w.e.f 13th February, 2015.



(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
96	26423468	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1535	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.6

Appointment of Shri Satyendra Nath Bhattacharya, representative of Life Insurance Corporation of India, as a Director of the Company, liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
104	27690945	99.96

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	11446	0.04

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-



Resolution No.7

Approval of the remuneration payable to M/s N.D. Birla & Co., Cost Auditors of the Company for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
106	27701957	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	734	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

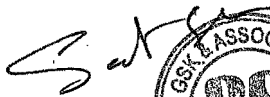

I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You,

Yours' Faithfully

For GSK & Associates,

Company Secretaries

Saket Sharma

(Partner)

M. No.: F4229

C. P. No.: 2565

Date: 23.09.2015

Place: NOIDA

For HEG Limited


Director