



HEG/SECTT/2017

29th August, 2017

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|---|--|---|--|
| 1 | BSE Limited 25 th 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 |
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Sub: Notice of 45th Annual General Meeting to be held on 22nd September, 2017.

Dear Sir,

Enclosed please find soft copy of the Notice convening the 45th Annual General Meeting scheduled to be held on 22nd September, 2017. The same is being sent to the shareholders alongwith the Annual Report 2016-17.

We will submit the Annual Report, after being approved and adopted by the shareholders at the ensuing AGM.

Kindly upload the same on the Stock Exchange website and take the same on record.

Thanking you,

Yours faithfully,
For HEG LIMITED


Vivek Chaudhary
Company Secretary

heg.investor@lnjbhilwara.com
Encls: a.a.

HEG LIMITED

Corporate Office :

Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841
Website : www.lnjbhilwara.com

Regd. Office :

Mandideep (Near Bhopal) Distt. Raissen - 462046
(Madhya Pradesh), India
Tel. : +91-7480-405500, 233524 to 233527
Fax : +91-7480-233522
Website : www.hegltd.com





HEG LIMITED

CIN L23109MP1972PLC008290

Registered Office: Mandideep (Near Bhopal), Distt. Raisen - 462 046, (M.P.), Phone: 07480-233524, 233525, Fax: 07480-233522

Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301 (U.P.), Phone: 0120-4390300 (EPABX), Fax: 0120-4277841

E-mail: heg.investor@lnjbhilwara.com; **Website:** www.hegltd.com

NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of HEG LIMITED will be held on Friday, the 22nd September, 2017 at 11.30 A.M. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen - 462046, Madhya Pradesh to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, 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, 2017 and the Report of Auditors thereon.
2. To appoint a Director in place of Shri Shekhar Agarwal (holding DIN 00066113), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and also pursuant to the recommendation of the Audit Committee/Board of Directors, M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), to hold office for a consecutive period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 50th Annual General Meeting to be held in the year 2022 (subject to the ratification of their appointment at every subsequent Annual General Meeting of the Company) and that the

Board of Directors/Audit Committee be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018."

Special Business:

4. To consider and if thought fit, to pass, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable Regulations, including any amendment, modification, variation or re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted/ to be constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to Redeemable Non-Convertible Debentures ('NCDs') on private placement basis, in one or more tranches, such that the total amount does not exceed ₹200 Crores during a period of one year from the date of passing of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue, including the class of investors to whom the NCDs may be issued/ offered, time, type, number of NCDs, tranches, issue/ offer price, tenor, interest rates, premium/discount on redemption, listing and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard."

5. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. N.D. Birla & Co., Cost Accountants (Firm Registration No: 000028), who were appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid the remuneration of ₹2,00,000/- (Rupees Two lakhs only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit.”

Place: Noida (U.P.) By Order of the Board of Directors
Date : 2nd August, 2017 For HEG Limited

(Vivek Chaudhary)
Company Secretary
ACS: 13263

Registered Office

Mandideep (Near Bhopal)
Distt.Raisen - 462046, (M.P.)
CIN L23109MP1972PLC008290
Website: www.heg ltd.com
E-mail: heg.investor@lnjbhilwara.com
Phone: 07480-233524, 233525, Fax: 07480-233522

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/ authority, as applicable.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the Annual General Meeting is annexed hereto. Further, the additional information with respect to Item No.3 is also annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from the 16th September, 2017 to 22nd September, 2017, both days inclusive.

5. The Company's Registrar and Transfer Agent (RTA) for its Share Registry Work (Physical and Electronic) is M/s. MCS Share Transfer Agent Limited, having their office at F-65, Okhla Industrial Area, Phase-I, New Delhi- 110020.
6. Members are requested to note that under Section 124 of Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. The Company had, accordingly, transferred the unpaid and unclaimed dividend amounting to ₹26,68,731/- for financial year 2008-09 to the IEPF within the stipulated time period.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th September, 2016 (date of last Annual General Meeting) on the Company's website <http://heg ltd.com/unpaid.aspx> and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in/.

The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Secretarial department at corporate office/RTA before the same becoming due for transfer to the Investor Education and Protection Fund.

Attention of the members is also drawn to the provisions of Section 124(6) of the Act which require a Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the weblink http://heg ltd.com/pdf/List_of_Equity_Shareholders_whose_shares_are_due_for_transfer_to_IEPF_%20Suspense_Account.pdf to ascertain details of shares liable for transfer in the name of IEPF Authority.

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc.,

- to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard. Further, members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
 9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ('Act'), the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will also be available for inspection at the meeting.
 10. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided he has given to the Company a notice in writing of his intention to inspect not less than 3 (three) days before the commencement of the meeting.
 11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 12. Members are requested to:
 - Bring their copy of annual report and attendance slip at the venue of the meeting.
 - Quote their Folio/DP & Client ID No. and Email address in all correspondence with the Company/ RTA.
 - Note that members present in person or through registered proxy shall only be entertained.
 - Note that the attendance slip/proxy form should be signed as per the specimen signature registered with the RTA/ Depository Participant.
 13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at their office address mentioned in Note no. 5. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
 14. The Ministry of Corporate Affairs has undertaken a "Green Initiative in Corporate Governance" and allowed Companies to share documents with its members through an electronic mode. Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permit Companies to send soft copies of the Annual Report to all those members who have registered their e-mail addresses for the said purpose. Members are requested to support this Green Initiative by registering/ updating their e-mail addresses for receiving electronic communications.
 15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA.
 16. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.
 17. Members desiring to seek any information on the Annual Accounts are requested to write to the Company so that the query reaches to the Company at least one week in advance of the Annual General Meeting.
 18. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard- 2 in respect of the Director seeking re-appointment at the 45th Annual General Meeting are annexed hereto as Annexure to this Notice which forms part of the explanatory statement.
 19. All the documents referred to in the Notice and Explanatory statement, unless otherwise specifically stated will be available for inspection by the members at the Registered Office of the Company i.e. Mandideep (Near Bhopal), Distt. Raisen- 462046, (M.P.), between 11.00 A.M. to 3.00 P.M. on all working days from the date hereof upto the date of the Annual General Meeting.
 20. Electronic copy of the Notice of Annual General Meeting and Annual Report for the financial year 2016-17 are being sent to all the members whose E-mail ID's are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hardcopy of the same. Members may also note that the aforesaid documents are also available on the website of the Company i.e. www.heg ltd.com. For members who have not registered their email address, physical copy of aforesaid documents are being sent in the permitted mode.
 21. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 45th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 19th September, 2017 (9:00 A.M.) and ends on 21st September, 2017 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2017, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. At the end of the remote e-voting period, the facility shall forthwith be blocked.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

| | |
|------|---|
| (i) | Open email and open PDF file viz; "HEG remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. |
| (ii) | Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/ |

| | |
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| (iii) | Click on "Shareholder - Login". |
| (iv) | Put user ID and password as initial password/PIN noted in step (i) above. Click Login. |
| (v) | Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. |
| (vi) | Home page of "remote e-voting" opens. Click on remote e-Voting: Active Voting Cycles. |
| (vii) | Select "EVEN" of HEG Limited. |
| (viii) | Now you are ready for remote e-voting as "Cast Vote" page opens. |
| (ix) | Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. |
| (x) | Upon confirmation, the message "Vote cast successfully" will be displayed. |
| (xi) | Once you have voted on the resolution, you will not be allowed to change /modify your vote. |
| (xii) | Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to saketfcs@gmail.com with a copy marked to evoting@nsdl.co.in |

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting (physical copy)]:

| | | | | | | | |
|---------------------------------|---|---------------------------------|---------|------------------|-------|-------|-------|
| (i) | Initial password is provided in the attached sheet on the 'Process and manner for e-voting'. | | | | | | |
| | <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">EVEN (E-voting Event Number)</td> <td style="width: 33%; text-align: center;">USER ID</td> <td style="width: 33%; text-align: center;">PASSWORD/ PIN</td> </tr> <tr> <td style="text-align: center;">_____</td> <td style="text-align: center;">_____</td> <td style="text-align: center;">_____</td> </tr> </table> | EVEN (E-voting Event Number) | USER ID | PASSWORD/ PIN | _____ | _____ | _____ |
| EVEN (E-voting Event Number) | USER ID | PASSWORD/ PIN | | | | | |
| _____ | _____ | _____ | | | | | |
| (ii) | Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | | | | | | |

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot

User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. Shareholders can update their contact details (mobile number and e-mail address) and these user profile details shall be recorded by the e-voting system.
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 15th September, 2017. Members are eligible to cast vote only if they are holding shares as on that date.
- X. Members of the Company who acquires shares after the dispatch of the Notice and hold shares as on the cut-off date i.e. 15th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Saket Sharma, a Practicing Company Secretary (Membership No. FCS 4229), Partner, M/s. GSK & Associates has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results

declared along with the Scrutinizer's Report will be placed on the website of the Company at www.heg ltd.com and the website of NSDL: <https://www.evoting.nsdl.com> immediately after the result is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

- XVI. Route map and details of prominent landmark of the venue of meeting is annexed with this notice.
- XVII. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 22nd September, 2017.

Members holding Shares in physical form are requested to furnish their email ID by post or by emailing to heg.investor@lnjebilwara.com along with their Folio No. for sending necessary communication / information in future. The Annual Report of the Company will also be available on the website of the Company, www.heg ltd.com. The members holding shares in electronic form may get their email ID's updated with their respective Depository participants.

Additional Information

Item No. 3

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561N) and M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N) will complete their term as Statutory Auditors of the Company and will hold the office till the conclusion of the ensuing Annual General Meeting. The Audit Committee and the Board of Directors has recommended the appointment of M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N) as the Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 50th Annual General Meeting to be held in the year 2022. The Company has received the consent and declaration from M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No.000235N) and stating that they are not disqualified from acting as statutory auditors, if they are appointed by the members. The resolution is placed before the members for their approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the aforesaid resolution.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

Members of the Company, at the Forty-fourth Annual General Meeting held on September 28, 2016, had passed a special resolution authorising the Board of Directors of the Company and its Committee to offer or invite subscriptions for redeemable non-convertible debentures (“NCDs”), in one or more tranches, aggregating up to ₹200 Crores on private

placement basis. The said resolution is valid and effective for one year from September 28, 2016. Members may note that the Company has not made any private placement of redeemable non-convertible debentures pursuant to the said authorisation and the validity of above said resolution is also on the verge of expiring in September, 2017.

As per Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, a Company offering or making an invitation to subscribe to NCDs on private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The Board of Directors of the Company at its meeting held on 2nd August, 2017 has approved the issue of NCDs for an amount not exceeding ₹200 Crores, subject to the approval of the Members of the Company. It is also proposed to issue NCDs in one or more tranches within a period of 1 (One) year from the date of passing this Special Resolution.

The funds raised through this issue of NCDs will be utilised for various financing activities including repayment of existing liabilities or loans and towards the business operations including for capital expenditure and augmenting long term working capital requirements and general corporate purposes of the Company, after meeting the expenditures of and related to the issue.

Further, the issue amount of NCDs will be within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board commends the resolution at Item No. 4 for your approval as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the aforesaid resolution.

Item No. 5

The Board of Directors ("Board"), on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members.

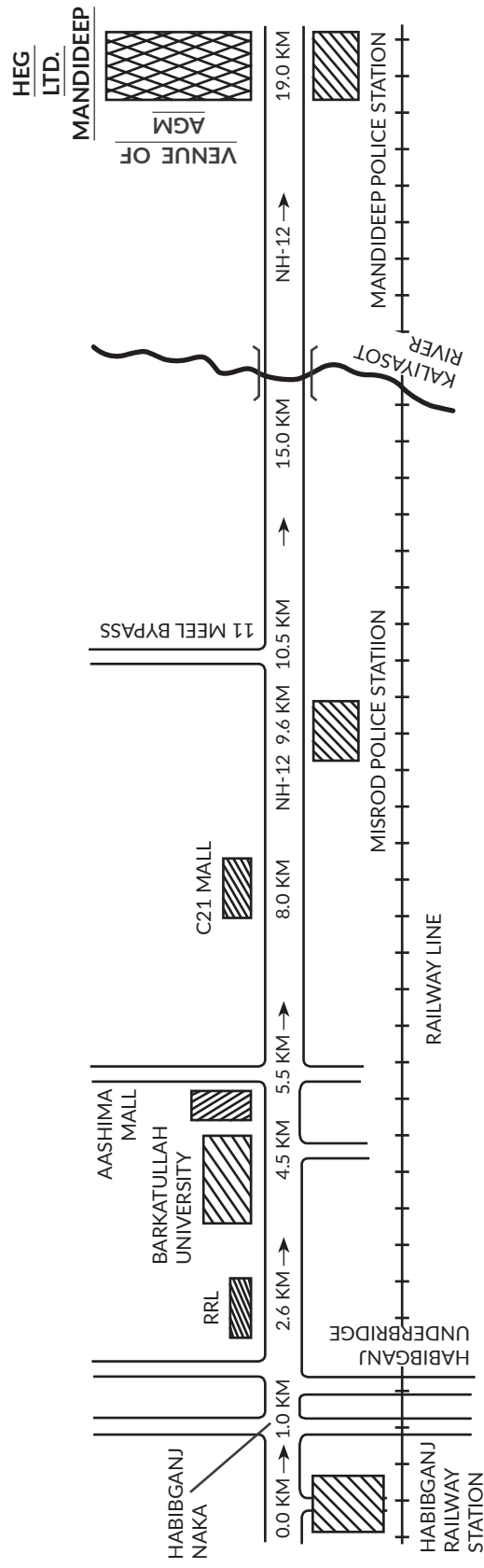
The Board commends the resolution at Item No. 5 for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their respective relatives are in any way concerned or interested in the proposed resolution.

ANNEXURE TO THE NOTICE DATED 2ND AUGUST, 2017

Details of Director retiring by rotation and eligible for re-appointment pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are as under:

| | |
|--|---|
| Name of Director | Shekhar Agarwal |
| Date of Birth | 09.10.1952 |
| Age | 64 Years |
| Date of Appointment on the Board | 15.07.1996 |
| Qualification | B. Tech (Mech), IIT Kanpur, Master of Science Degree in Industrial & Systems Engineering from Illinois Institute of Technology, Chicago, USA. |
| Experience & Expertise in specific functional areas | Industrialist with 40 years of rich business experience and well-known name in Textile Industry. |
| List of other Public Ltd. Companies in which directorships held. | 1. Bhilwara Technical Textiles Ltd. 2. BSL Ltd. 3. Essay Marketing Company. Ltd. 4. Maral Overseas Ltd. 5. RSWM Ltd. |
| Chairman/Member of the Committees of the Board of Directors of the Company. | Audit Committee – Member |
| Chairman/Member of the Committee of Directors of other Companies. | |
| a) Audit Committee | BSL Ltd- Member |
| b) Stakeholders Relationship Committee | 1. RSWM Ltd- Member 2. Maral Overseas Ltd- Member |
| No of Equity Shares held in the Company | - |
| Number of Board Meetings attended during the year | 3/4 |
| Terms and conditions of appointment / re-appointment along with remuneration sought to be paid | N.A. (As sitting fee is paid to Non-Executive Directors of the Company). |
| The remuneration last drawn | |
| Relationship with Other Directors, Manager and Key Managerial Personnel | No relationship with other Director, Manager and Key Managerial Personnel. |



ROUTE MAP - HABIBGANJ, BHOPAL TO HEG LTD., MANDIDEEP

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HEG LIMITED

CIN L23109MP1972PLC008290

Registered Office: Mandideep (Near Bhopal), Distt. Raisen - 462 046, (M.P.), Phone: 07480-233524, 233525, Fax: 07480-233522

Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301 (U.P.), Phone: 0120-4390300 (EPABX), Fax: 0120-4277841

E-mail: heg.investor@lnjbhilwara.com; **Website:** www.heg ltd.com

ATTENDANCE SLIP

Folio No / DP-ID-CLID No. of Shares held

Full name of shareholder

Full name of Proxy / Representative

I/We hereby record my/our presence at the 45th Annual General Meeting of the Company to be held on Friday, the 22nd September, 2017 at 11.30 A.M. at the Registered Office of the Company at Mandideep (Near Bhopal), District Raisen - 462046 (Madhya Pradesh).

Signature of the shareholder / proxy / representative*

Note: Please fill in this attendance slip and hand over at the entrance of the Meeting hall.

**Strike out whichever is not applicable*

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HEG LIMITED

CIN L23109MP1972PLC008290

Registered Office: Mandideep (Near Bhopal), Distt. Raisen - 462 046, (M.P.), Phone: 07480-233524, 233525, Fax: 07480-233522

Corporate Office: Bhilwara Towers, A-12, Sector - 1, Noida - 201 301 (U.P.), Phone: 0120-4390300 (EPABX), Fax: 0120-4277841

E-mail: heg.investor@lnjbhilwara.com; **Website:** www.heg ltd.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered address :

Email Id:

Folio No/DP ID-Client ID:

I/We, being the member (s) of Shares of the above named Company, hereby appoint:

1. Name : Address :

E-mail Id : Signature, or failing him / her

2. Name : Address :

E-mail Id : Signature, or failing him / her

3. Name : Address :

E-mail Id : Signature,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Friday, the 22nd September, 2017 at 11.30 A.M. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen - 462046, Madhya Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

(*Optional)

| Resolution No. | Resolution | For | Against |
|----------------|--|-----|---------|
| 1. | To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2017, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2017 and the Report of Auditors thereon. | | |
| 2. | Re-appointment of Shri Shekhar Agarwal, who retires by rotation and being eligible offers himself for re-appointment. | | |
| 3. | Appointment of M/s. S.C. Vasudeva & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration. | | |
| 4. | To consider and approve the issue of Redeemable Non-Convertible Debentures on private placement basis for an amount not exceeding ₹200 crores in one or more tranches. | | |
| 5. | Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial Year 2017-18. | | |

Signed this..... day of 2017.

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 45th Annual General Meeting.

3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.