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### Quarterly Compliance Report on Corporate Governance

Name of the Company : HEG LIMITED

Quarter ending on : 31<sup>st</sup> December, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	Yes, whenever applicable.
(E) Remuneration of Directors	49 (IV E)	Yes	Forms part of Annual Report.
(F) Management	49 (IV F)	Yes	Forms part of Annual Report.
(G) Shareholders	49 (IV G)	Yes	Forms part of Annual Report.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Forms part of Annual Report.
<b>VII. Compliance</b>	49 (VII)	Yes	Forms part of Annual Report.

For HEG LIMITED

(ASHISH SABHARWAL)  
COMPANY SECRETARY

Date: 3<sup>rd</sup> January, 2012

### HEG LIMITED

**Corporate Office :**

Bhilwara Towers, A-12, Sector-1  
Noida - 201 301 (NCR-Delhi), India  
Tel. : +91-120-4390000 (EPABX)  
Fax : +91-120-4277841  
Website : www.lnjbhilwara.com

**Registered Office :**

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(Madhya Pradesh), India  
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Website : www.hegltd.com

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