



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

HEG/SECTT/2014/

30th August, 2014

BSE Ltd.
25th Floor, P J Towers
Dalal Street
MUMBAI - 400 001

Fax No.022-22723121/3719/2039/2041/2061

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

Re: Compliance under Clause 35A of the Listing Agreement - 42nd Annual General Meeting of Equity Shareholders of HEG Limited

Dear Sir,

Details of voting results

| | | |
|----|---|-------------------------------|
| a. | Date of the AGM : | 30 th August, 2014 |
| b. | Total number of shareholders on record date : Cut-off date for e-voting: July 11, 2014 | 31396 |
| c. | No. of shareholders present in the meeting either in person or through proxy :- - Promoters and Promoter Group: - Public: | 15 39 |
| d. | No. of Shareholders attended the meeting through Video Conferencing :- - Promoters and Promoter Group: - Public: | Not arranged |

Agenda-wise

| Item No. | Details of the Agenda | Resolution required (Ordinary /Special) | Mode of voting (Show of hands/ Poll /Postal ballot/E-voting) | Result |
|----------|--|---|--|--------------------------------|
| 1. | Adoption of Audited Balance Sheet as at the 31 st 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. | Ordinary | E-voting and Poll | Passed with requisite majority |

Contd. 2/-

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, 4277842
Website : www.lnjbhilwara.com

Regd. Office :
Mandideep (Near Bhopal) Distt. Raisen - 462046
(Madhya Pradesh), India
Tel. : +91-7480-233524 to 233527
Fax : +91-7480-233522
Website : www.heg ltd.com



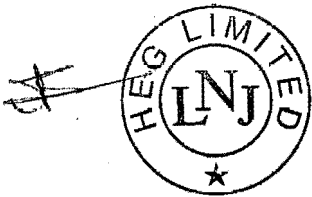
Corporate Identification No.: L23109MP1972PLC008290



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| | | | | |
|----|---|----------|-------------------|--------------------------------|
| 2. | Declaration of Dividend at the rate of ₹ 6.00 per share of the face value of ₹ 10/- each. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 3. | Re-appointment of Shri Riju Jhunjunwala, (DIN 00061060) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 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. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 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. | Special | E-voting and Poll | Passed with requisite majority |
| 6. | Re-appointment of Shri Ravi Jhunjunwala as Chairman, Managing Director and CEO (DIN 00060972) for a further period of 5 years commencing from the 13 th February, 2014 and also fixing his remuneration for a period of one year w.e.f. 13 th February, 2014. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 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. | Special | E-voting and Poll | Passed with requisite majority |

Contd. 3/-



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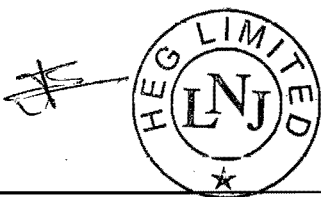
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| | | | | |
|-----|--|----------|-------------------|--------------------------------|
| 8. | To create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance upto an amount not exceeding ₹2,000 crores in the aggregate. | Special | E-voting and Poll | Passed with requisite majority |
| 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 46 th Annual General Meeting of the Company to be held in calendar year 2018. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 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. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 11. | Appointment of Dr. Kamal Gupta (DIN 00038490) as an Independent Director of the Company from August 30, 2014 up to August 29, 2019. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 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. | Ordinary | E-voting and Poll | Passed with requisite majority |
| 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. | Special | E-voting and Poll | Passed with requisite majority |
| 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). | Ordinary | E-voting and Poll | Passed with requisite majority |

Contd. 4/-



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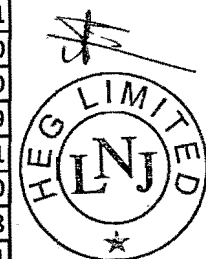
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Corporate Identification No. : L23109MP1972PLC008290

Details of reporting as per clause 35A of the listing agreement based on result of voting at the 42nd Annual General Meeting held on 30th August, 2014

| Particulars | Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of votes against | % of votes in favour on votes polled * | % of votes against on votes polled |
|---------------|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|------------------------------------|
| | | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Resolution 1. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4075773 | 0 | 100.00 | 0.00 |
| | Public Others | 11803937 | 421577 | 3.57 | 421569 | 8 | 100.00 | 0.00 |
| | Total | 39959142 | 27806069 | 69.59 | 27806061 | 8 | 100.00 | 0.00 |
| Resolution 2. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4075773 | 0 | 100.00 | 0.00 |
| | Public Others | 11803937 | 421578 | 3.57 | 421570 | 8 | 100.00 | 0.00 |
| | Total | 39959142 | 27806070 | 69.59 | 27806062 | 8 | 100.00 | 0.00 |
| Resolution 3. | Promoter and Promoter Group | 23488459 | 23075429 | 98.24 | 23075429 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 3782588 | 293185 | 92.81 | 7.19 |
| | Public Others | 11803937 | 421577 | 3.57 | 419464 | 2113 | 99.50 | 0.50 |
| | Total | 39959142 | 27572779 | 69.00 | 27277481 | 295298 | 98.93 | 1.07 |
| Resolution 4. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4075773 | 0 | 100.00 | 0.00 |
| | Public Others | 11803937 | 421577 | 3.57 | 421364 | 213 | 99.95 | 0.05 |
| | Total | 39959142 | 27806069 | 69.59 | 27805856 | 213 | 100.00 | 0.00 |
| Resolution 5. | Promoter and Promoter Group | 23488459 | 22957949 | 97.74 | 22957949 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4064456 | 11317 | 99.72 | 0.28 |
| | Public Others | 11803937 | 421577 | 3.57 | 419517 | 2060 | 99.51 | 0.49 |
| | Total | 39959142 | 27455299 | 68.71 | 27441922 | 13377 | 99.95 | 0.05 |
| Resolution 6. | Promoter and Promoter Group | 23488459 | 22957949 | 97.74 | 22957949 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4064456 | 11317 | 99.72 | 0.28 |
| | Public Others | 11803937 | 421677 | 3.57 | 419493 | 2184 | 99.48 | 0.52 |
| | Total | 39959142 | 27455399 | 68.71 | 27441898 | 13501 | 99.95 | 0.05 |
| Resolution 7. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4075773 | 0 | 100.00 | 0.00 |
| | Public Others | 11803937 | 421527 | 3.57 | 419443 | 2084 | 99.51 | 0.49 |
| | Total | 39959142 | 27806019 | 69.59 | 27803935 | 2084 | 99.99 | 0.01 |
| Resolution 8. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4075773 | 0 | 100.00 | 0.00 |
| | Public Others | 11803937 | 421577 | 3.57 | 419495 | 2082 | 99.51 | 0.49 |
| | Total | 39959142 | 27806069 | 69.59 | 27803987 | 2082 | 99.99 | 0.01 |
| Resolution 9. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4064456 | 11317 | 99.72 | 0.28 |
| | Public Others | 11803937 | 421677 | 3.57 | 421514 | 163 | 99.96 | 0.04 |
| | Total | 39959142 | 27806169 | 69.59 | 27794689 | 11480 | 99.96 | 0.04 |



| Particulars | Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of votes against | % of votes in favour on votes polled * | % of votes against on votes polled |
|----------------|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|------------------------------------|
| | | (1) | (2) | (3) = [(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Resolution 10. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4064456 | 11317 | 99.72 | 0.28 |
| | Public Others | 11803937 | 420077 | 3.56 | 419843 | 234 | 99.94 | 0.06 |
| | Total | 39959142 | 27804569 | 69.58 | 27793018 | 11551 | 99.96 | 0.04 |
| Resolution 11. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4064456 | 11317 | 99.72 | 0.28 |
| | Public Others | 11803937 | 421527 | 3.57 | 421250 | 277 | 99.93 | 0.07 |
| | Total | 39959142 | 27806019 | 69.59 | 27794425 | 11594 | 99.96 | 0.04 |
| Resolution 12. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4075773 | 0 | 100.00 | 0.00 |
| | Public Others | 11803937 | 421577 | 3.57 | 421298 | 279 | 99.93 | 0.07 |
| | Total | 39959142 | 27806069 | 69.59 | 27805790 | 279 | 100.00 | 0.00 |
| Resolution 13. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4064456 | 11317 | 99.72 | 0.28 |
| | Public Others | 11803937 | 421477 | 3.57 | 421317 | 160 | 99.96 | 0.04 |
| | Total | 39959142 | 27805969 | 69.59 | 27794492 | 11477 | 99.96 | 0.04 |
| Resolution 14. | Promoter and Promoter Group | 23488459 | 23308719 | 99.23 | 23308719 | 0 | 100.00 | 0.00 |
| | Public - Institutional Holders | 4666746 | 4075773 | 87.34 | 4075773 | 0 | 100.00 | 0.00 |
| | Public Others | 11803937 | 421577 | 3.57 | 421469 | 108 | 99.97 | 0.03 |
| | Total | 39959142 | 27806069 | 69.59 | 27805961 | 108 | 100.00 | 0.00 |

* Figures have been rounded off

Please take the above on record.

Thanking you,

Yours faithfully,
For HEG Limited


(Ashish Sabharwal)
Company Secretary

