



HEG/SECTI/AGM/2017/

22nd September, 2017

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, 5 th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. Scrip Code : HEG
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Dear Sir,

Sub: Proceedings of 45th Annual General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with Regulation 30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015, please find enclosed the proceedings of the 45th Annual General Meeting of HEG Limited held today i.e. 22nd September, 2017 as **Annexure-1**.

You are requested to kindly take above information on your records.

Thanking You,

Yours faithfully,
For **HEG LIMITED**


(Vivek Chaudhary)
Company Secretary

heg.investor@lnjbhilwara.com

HEG LIMITED

Plant & 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



CIN No. L23109MP1972PLC008290

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-2531648, 2531745
Website : www.lnjbhilwara.com



Annexure-1

PROCEEDINGS OF THE 45th ANNUAL GENERAL MEETING OF THE MEMBERS OF HEG LIMITED HELD ON 22nd SEPTEMBER, 2017

The 45th Annual General Meeting (AGM) of the Company was held today i.e. 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.

Shri Ravi Jhunjhunwala, Chairman, Managing Director & CEO of the Company was not present at the meeting due to his sickness.

Leave of absence was granted to the Statutory Auditors of the Company due to their prior engagements.

Dr. Om Parkash Bahl, Director chaired the Meeting. The requisite quorum being present, the meeting was called to order. With the consent of all the Members present, the Notice of AGM, the Board's Report, Audited Annual Accounts were taken as read. There were no qualifications in the Auditor's Report and the report of Secretarial Auditor of the Company.

The Chairman informed the Shareholders that in compliance of Section 108 of the Companies Act, 2013 ("Act"), read with Rules framed thereunder, Secretarial Standard-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 45th Annual General Meeting by electronic means (remote e-voting) from Tuesday, 19th September, 2017 (9:00 a.m.) till Thursday, 21st September, 2017 (5:00 p.m.). Those members who could not exercise their vote through remote e-voting process, facility for voting through poll (ballot paper) was available for such members who were present at the meeting. It was further informed that there would be no voting by show of hands.

The Chairman briefed the Shareholders about each item set out in the Notice calling the meeting dated 2nd August, 2017 of the 45th Annual General Meeting.

The Chairman then invited the members to give their suggestions and sought enquiries on the Company's accounts, businesses and on the resolutions as proposed in this AGM, which were duly responded by the Chairman.

The Chairman informed to the Members that Shri Saket Sharma, Practicing Company Secretary (Membership No. FCS 4229) was appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot paper in a fair and transparent manner.

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The items discussed and voted by members were as under:

Sl. No.	Details of Resolutions	Resolution type
ORDINARY BUSINESS		
1	Adoption of 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.	Ordinary
2	Re-appointment of Shri Shekhar Agarwal (holding DIN 00066113), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
3	Appointment of M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N), as Statutory Auditors and fixing their remuneration.	Ordinary
SPECIAL BUSINESS		
4	Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an aggregate amount not exceeding Rs.200 crores in one or more tranches.	Special
5	Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial year 2017-18.	Ordinary

The Chairman announced that the combined results of E-voting and voting through ballot paper will be announced/displayed through the website of the Company within 48 hours from the conclusion of the meeting and the results shall also be intimated to National Securities Depository Limited and Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company.

The meeting was concluded at 12.15 P.M. after the members cast their vote.



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