



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

HEG/SECTT/AGM/2019/

20<sup>th</sup> August, 2019

1	<b>BSE Limited</b> 25 <sup>th</sup> Floor, P J Towers Dalal Street MUMBAI - 400 001. Scrip Code : 509631	2	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. Scrip Code : HEG
---	--	---	--

Dear Sirs,

**Sub: Proceedings of 47<sup>th</sup> 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 summary of the proceedings of the 47<sup>th</sup> Annual General Meeting of HEG Limited held today i.e. 20<sup>th</sup> August, 2019 as an **Annexure-1**.

The results of voting will be announced/ displayed through the website of the Company ([www.hegltd.com](http://www.hegltd.com)) and the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) within 48 hours from the conclusion of meeting and the results shall also be intimated to BSE Ltd and National Stock Exchange of India Ltd. It shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

Disclosure in terms of Regulation 30 of SEBI(LODR) Regulation, 2015 w.r.t. Directors seeking appointment/re-appointment is attached as an **Annexure-2**.

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

Thanking You,

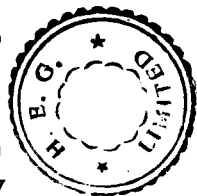
Yours faithfully,  
For HEG LIMITED

  
(Vivek Chaudhary)  
Company Secretary

M.No. A-13263

[heg.investor@lnjbhilwara.com](mailto:heg.investor@lnjbhilwara.com)

Encl: as above



## HEG LIMITED

**Plant & Regd. Office :**  
Mandideep (Near Bhopal)  
Distt. Raisen - 462 046,  
(Madhya Pradesh), India  
Tel.: +91-7480-233524-233527  
Fax : +91-7480-233522  
Website : [www.hegltd.com](http://www.hegltd.com)



CIN No. L23109MP1972PLC008290

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



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL  
**Annexure-1**

**PROCEEDINGS OF THE 47<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF HEG LIMITED HELD ON TUESDAY, 20<sup>th</sup> AUGUST, 2019.**

The 47<sup>th</sup> Annual General Meeting (AGM) of the Company was held today i.e. Tuesday, the 20<sup>th</sup> August, 2019 at 3:00 p.m. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen 462046, Madhya Pradesh.

Shri Ravi Jhunjunwala (DIN 00060972) and Dr Om Parkash Bahl (DIN 02643557), the Directors of the Company were present in the meeting. Statutory Auditors and Secretarial Auditors were present in the meeting through their authorized representatives.

Shri Ravi Jhunjunwala, Chairman, Managing Director & CEO chaired the proceedings of the AGM in accordance with the Articles of Association of the Company.

Dr Om Parkash Bahl, member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company is authorized by the Chairman of the respective committees to attend the AGM on their behalf.

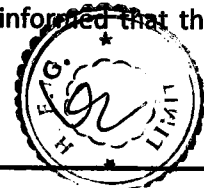
The requisite quorum being present, the Chairman called the meeting to order. The quorum was present throughout the meeting. The Chairman delivered his speech to the shareholders.

The Chairman introduced the Directors present at the AGM. He informed that the other Directors have conveyed their inability to attend the meeting due to their pre-occupation and send their greetings for the Shareholders of the Company.

With the consent of all the Members present, the Notice of AGM dated 16<sup>th</sup> July, 2019 with addendum dated 27<sup>th</sup> July, 2019 thereto, the Board's Report, Audited Annual Accounts and other related reports 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 47<sup>th</sup> Annual General Meeting by remote e-voting from Saturday, 17<sup>th</sup> August, 2019 (9:00 a.m.) till Monday, 19<sup>th</sup> August, 2019 (5:00 p.m.). The facility for voting through e-voting/poll (ballot paper) was available for such members who were present at the meeting but have not cast their votes by remote e-voting. It was further informed that there would be no voting by show of hands.

**HEG LIMITED**



**Plant & Regd. Office :**  
Mandideep (Near Bhopal)  
Distt. Raisen - 462 046,  
(Madhya Pradesh), India  
Tel.: +91-7480-233524-233527  
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 : +91-120-4277841  
Website : www.lnjbhilwara.com



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

The Chairman briefed the Shareholders about each item set out in the Notice dated 16<sup>th</sup> July, 2019 and addendum dated 27<sup>th</sup> July, 2019 thereto calling the 47<sup>th</sup> Annual General Meeting. The Chairman further briefed that item no 10 of the notice has been dropped off after resignation of Shri Dharmendar Nath Davar (DIN: 00002008) vide his letter dated 24<sup>th</sup> July, 2019 due to health reasons.

The Chairman stated that since he was interested in item no-3 & item no-5 of the Notice which are as under:

- i. To appoint a Director in place of Shri Riju Jhunjunwala (holding DIN: 00061060), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment. **(Item No.3)**
- ii. To Re-appoint and fix the remuneration of Shri Ravi Jhunjunwala (holding DIN 00060972) as the Managing Director of the Company, not liable to retire by rotation with effect from 13th February, 2019 upto 12<sup>th</sup> February, 2024. **(Item No.5)**

Therefore, he requested that for item no. 3 & 5 of the notice, Dr. Om Parkash Bahl, to Chair the meeting and conduct the proceedings. With the consent of all members present, Dr. Om Parkash Bahl was elected as Chairman of the meeting for the item no. 3 & 5.

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, a Practicing Company Secretary (FCS 4229) (C.P. No 2565), M/s GSK & Associates was appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at AGM in a fair and transparent manner.

No member exercised his/her vote at AGM through ballot paper, the items discussed and voted by members through e-voting facility provided by the CDSL were as under:

Sl. No	Details of Resolution	Resolution Type
<b>ORDINARY BUSINESS</b>		
1	Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019, 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, 2019 and the Report of Auditors thereon.	Ordinary
2	Confirmation of payment of the Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and to declare a Final Dividend of Rs. 50 Per Equity Share of the face value of Rs.10 each, for the financial year 2018-19.	Ordinary
3	Re-appointment of Shri Riju Jhunjunwala, (DIN 00061060) who	Ordinary

**HEG LIMITED**

**Plant & Regd. Office :**  
Mandideep (Near Bhopal)  
Distt. Raisen - 462 046,  
(Madhya Pradesh), India  
Tel.: +91-7480-233524-233527  
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 : +91-120-4277841  
Website : www.lnjbhilwara.com



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

	retires by rotation and being eligible, offers himself for re-appointment.	
4	Re-appointment of Shri Shekhar Agarwal, (DIN 00066113) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
<b>SPECIAL BUSINESS</b>		
5	Re-appointment and fixation of remuneration of Shri Ravi Jhunjhunwala (DIN 00060972) as the Managing Director of the Company, not liable to retire by rotation with effect from 13th February, 2019 upto 12 <sup>th</sup> February, 2024.	Special
6	Appointment of Smt Ramni Nirula (DIN 00015330) as an Independent Director of the Company for a first term of five consecutive years from 30 <sup>th</sup> October, 2018 upto 29 <sup>th</sup> October, 2023.	Ordinary
7	Appointment of Smt. Vinita Singhania (DIN 00042983) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.	Ordinary
8	Re-appointment of Dr Kamal Gupta (DIN 00038490) as an Independent Director of the Company for a second term of five consecutive years from 30 <sup>th</sup> August, 2019 upto 29 <sup>th</sup> August, 2024.	Special
9	Re-appointment of Dr. Om Parkash Bahl (DIN 02643557) as an Independent Director of the Company for a second term of two consecutive years from 30 <sup>th</sup> August, 2019 upto 29 <sup>th</sup> August, 2021.	Special
10	This item with its explanatory statement is being dropped due to resignation of Shri Dharmendar Nath Davar vide its letter dated 24 <sup>th</sup> July, 2019.	Dropped off
11	Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors (FRN: 000028) of the Company for the Financial Year 2019-20.	Ordinary

The Chairman announced that the combined results of e-voting and voting at the AGM venue will be announced/ displayed through the website of the Company ([www.hegltd.com](http://www.hegltd.com)) and the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) within 48 hours from the conclusion of meeting and the results shall also be intimated to BSE Ltd and National Stock Exchange of India Ltd. It shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

The meeting concluded at 4.10 P.M.



**HEG LIMITED**

**Plant & Regd. Office :**  
Mandideep (Near Bhopal)  
Distt. Raisen - 462 046,  
(Madhya Pradesh), India  
Tel.: +91-7480-233524-233527  
Fax : +91-7480-233522  
Website : [www.hegltd.com](http://www.hegltd.com)



**CIN No. L23109MP1972PLC008290**

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

Name of Director	Ravi Jhunjhunwala	Riju Jhunjhunwala	Vinita Singhania*	Kamal Gupta	Om Parkash Bahl	Ramni Nirula**	Shekhar Agarwal
Category of Directorship	Chairman, Managing Director & CEO	Promoter Non-Executive	Non-Executive	Independent	Independent	Independent	Promoter Non-Executive
Date of Appointment on the Board	08.09.1979	30.04.2009	31.10.2018	10.11.1994	30.04.2009	31.10.2018	15.07.1996
Reason for change	Re-appointment	Re-appointment	Appointment	Re-appointment	Re-appointment	Appointment	Re-appointment
Term of Appointment	13 <sup>th</sup> February, 2019 to 12 <sup>th</sup> February, 2024	Liabile to retire by rotation	Liabile to retire by rotation	30 <sup>th</sup> August, 2019 to 29 <sup>th</sup> August 2024 (second term)	30 <sup>th</sup> August, 2019 to 29 <sup>th</sup> August 2021 (second term)	31 <sup>st</sup> October, 2018 to 30 <sup>th</sup> October, 2023 (first term)	Liabile to retire by rotation
Qualification	B.Com. (Hons). MBA	Degree in Business Management studies	Graduate in Arts.	FCA, FICWA, Ph.D.in Business Management.	M.Sc. and Ph.D.	B. Com(H), MBA	B.Tech (Mech), IIT Kanpur, Master of Science Degree in Industrial & Systems Engineering from Illinois Institute of Technology, Chicago, USA
Brief Profile	Shri Ravi Jhunjhunwala, age 63 years, is the Chairman, Managing Director and CEO of HEG Limited, which is one of the entities of LNJ Bhilwara Group. LNJ Bhilwara Group is a diversified conglomerate	Shri Riju Jhunjhunwala is an Industrialist with diversified business experience. He is the	Smt Vinita Singhania is an Industrialist with diversified business experience. She is the Vice Chairman	Dr. Kamal Gupta was earlier Technical Director of Institute Chartered Accountants of India, and was instrumental	After finishing Post graduation and PhD (in the area of CARBON) from Gujarat in the year 1966, Dr. Bahl undertook Post	Smt Ramni Nirula, retired as Senior General Manager of ICICI Bank Limited. She had more than 20 years of experience in	Shri. Shekhar Agarwal is the Group Vice Chairman of the LNJ Bhilwara Group, Industrial conglomerate with 70 per cent concentration in



<p>with interests in Textiles, Graphite Electrodes, Power and IT enabled services. Shri Ravi Jhunjhunwala holds a B.Com (Hons.) Degree (1976 batch) from Hindu College and Masters in Business Administration (Corp. Finance) from the Centre D'etudes Industrielles (CEI), Geneva (1980-81). He is Director on Board of various Companies, mostly listed entities. He is also Independent Director on Board of two listed entities outside the group. Shri Ravi Jhunjhunwala has been associated with the Company since 1979 when he was inducted in the Board of the Company. Shri Jhunjhunwala became the Managing Director of the Company in 1989 and took over as Chairman of the Company in 1996. He has taken Company to greater heights since his association with the Company.</p>	<p>Managing Director of RSWM Limited and Bhilwara Energy Ltd. He is also active in industry and social associations. He has been the past president of Entrepreneurs Organization (Delhi Chapter) among some others. He is an avid reader of history and biographies and has a keen interest in general affairs and politics.</p>	<p>and Managing Director of JK Lakshmi Cement Limited and has a very long experience of managing Cement business in particular. She was the First Woman President of Manufacturers' Association (CMA) as well as National Council for Cement and Building Materials (NCBM).</p>	<p>in introducing and Auditing Standards in India. He has also represented India on various International professional bodies. He has expertise in the areas of Finance, Accounting and Corporate Laws and is at present a freelance consultant in these areas. He is also the renowned author of various books on Auditing and other subjects.</p>	<p>Doctoral studies in the area of Carbon under a fellowship from Ministry Of Aviation U.K, in North Wales. Dr. Bahl began his distinguished career from the National Physical Lab; New Delhi where he took up the challenge of developing Technologies required desperately by the Ministry of Defence in particular and the Society in general. Dr. Bahl's outstanding work in the development of Advanced/Strategic Carbon Products has been instrumental in making India self reliant in the defence sector particularly. Superannuated as Director Grade</p>	<p>decades of experience in the financial services sector, beginning her career with the erstwhile ICI Limited in the project appraisal division. Since then she had held various leadership positions in the areas of Project Financing, Strategy, Planning &amp; Resources and Corporate Banking.</p>	<p>textiles. The textiles operations are very diversified with spinning, weaving, knitting, processing and garments manufacturing in different fabrics. More than 50% of the manufactured goods are exported to more than 40 countries. He worked as a Senior Industrial &amp; System Engineer with Rego Co., Chicago from December 1976 to May 1980, having trained &amp; practiced MOST, the Maynard operations Sequencing Technique for manufacturing high quality valves &amp; regulators for the LPG &amp; Compressed gas industries. Formerly, he was the President of the Northern India Textile Mills Association.</p>
---	---	---	---	---	---	--



				<p>Scientist from NPL in the year 1999 and thereafter worked as an EMIRATUS SCIENTIST of CSIR till 2004. In between, Dr. Bahl worked as U.N. Chief Technical Adviser (for Carbon Fibre Project) in Brazil in addition to being UNIDO Consultant to Poland, Romania. Dr. Bahl is an established Carbon Expert in the country, having published more than 150 original Research papers in International journals of repute in addition to 12 Patents, developed and transferred to Industry 10 Carbon related</p>		<p>Presently he is on the National Committee on Textiles of the Confederation of Indian Industry (CII), and past Chairman of the Confederation of Indian Textile Industry (formerly ICMF).</p>
--	--	--	--	---	--	--



					<p>Technologies etc. Rightly, Dr. Bahl has been named as "CARBON MAN OF INDIA" by a leading national publication. Dr, Bahl has won numerous National as well as International Awards. Dr. Bahl, a passionate, innovative and forward thinking scientist in the area of Science and Technology of Carbon Materials, is a Fellow of the National Academy of Sciences and President of the Indian Carbon Society.</p>		
--	--	--	--	--	--	--	--





Relationship with Other Directors, Manager and Key Managerial Personnel	Shri Ravi Jhunjhunwala is relative of Shri Riju Jhunjhunwala.	Shri Riju Jhunjhunwala is relative of Shri Ravi Jhunjhunwala.	No relationship with Director, Manager and Key Managerial Personnel.	No relationship with Director, Manager and Key Managerial Personnel.	No relationship with Director, Manager and Key Managerial Personnel.	No relationship with Director, Manager and Key Managerial Personnel.	No relationship with other Director, Manager and Key Managerial Personnel.
Whether debarred from holding the office of Director pursuant to any SEBI order or any other such authority	No	No	No	No	No	No	No

Notes-

\*Smt. Vinita Singhania was an Independent Director till 30<sup>th</sup> September, 2018 since her joining. She was appointed as an Additional Non-Executive Director, liable to retire by rotation on the Board of the Company w.e.f. 31<sup>st</sup> October, 2018, subject to the approval of shareholders.

\*\*Smt. Ramni Nirula was appointed as an Additional Independent Director on the Board of the Company w.e.f. 31<sup>st</sup> October, 2018 for the first term of five consecutive years subject to the approval of shareholders.

