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HEG LIMITED

CIN: L23109MP1972PLC008290

Registered Office: Mandideep (Near Bhopal), Distt. Raissen - 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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc. thereon]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, August 22, 2024 at 9:00 A.M. (IST)	Friday, September 20, 2024 at 5:00 P.M. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment thereof, for the time being in force) (“Rules”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter collectively referred to as the “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and all other applicable Laws and Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, to transact the special business as set out hereunder by passing the Proposed Resolutions by way of postal ballot only, by voting through electronic means (‘remote e-Voting’):

S. No.	Description of Resolution	Type of Resolution
1.	Appointment of Shri Nand Gopal Khaitan (DIN: 00020588) as an Independent Director of the Company.	Special Resolution
2.	Appointment of Shri Sandip Somany (DIN: 00053597) as an Independent Director of the Company.	Special Resolution
3.	Appointment of Shri Priya Shankar Dasgupta (DIN: 00012552) as an Independent Director of the Company.	Special Resolution
4.	Approval for splitting/sub-division of the Company’s equity shares of Rs 10/- each into 5 (Five) equity shares of face value Rs 2/- each.	Ordinary Resolution
5.	Approval to amend the Capital Clause in the Memorandum of Association of the Company.	Ordinary Resolution

An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with the Postal Ballot Notice for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, HEG Limited (“Company”) is sending this Postal Ballot Notice indicating, inter alia, the process and manner of remote e-voting. This notice is being sent only through electronic mode to the members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, August 16, 2024 (“cut-off date”) received from the Depositories and whose e-mail address are registered with the Company/ Depositories/ Registrar and Transfer Agent (“RTA”). Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The said Postal Ballot Notice is also available on the website of the Company at www.hegltd.com.



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In accordance with SS-2, issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e., Friday, September 20, 2024.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Friday, September 20, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors of the Company ("Board"), at its meeting held on August 13, 2024, has appointed Shri Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229), Partner, M/s. GSK & Associates as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Board. The result of postal ballot (through remote e-voting) shall be declared within 2 working days i.e., by Tuesday, September 24, 2024 from the conclusion of the e-voting. The result of postal ballot along with the Scrutinizer's report will be displayed at the Company's Registered Office & Corporate Office and shall be communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents of the Company. Additionally, the results will also be uploaded on the Company's website at www.heg ltd.com and on the website of NSDL at www.evoting.nsd.com.

SPECIAL BUSINESS:

RESOLUTION NO. 1 - APPOINTMENT OF SHRI NAND GOPAL KHAITAN (DIN: 00020588) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Nand Gopal Khaitan (DIN:00020588), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from August 13, 2024 who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of five consecutive years from August 13, 2024 till August 12, 2029 (both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of members be and is hereby also accorded for continuation of Shri Nand Gopal Khaitan as an Independent Director, who would be attaining the age of 75 (seventy five) years in the year 2026-2027, till the expiry of his first term i.e. upto August 12, 2029;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company."

RESOLUTION NO. 2 – APPOINTMENT OF SHRI SANDIP SOMANY (DIN: 00053597) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Sandip Somany (DIN: 00053597), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from August 13, 2024, who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of five consecutive years from August 13, 2024 till August 12, 2029 (both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect



to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company.”

RESOLUTION NO. 3 – APPOINTMENT OF SHRI PRIYA SHANKAR DASGUPTA (DIN: 00012552) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 25 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Priya Shankar Dasgupta (DIN: 00012552), who was appointed by the Board of Directors as an Additional Director (Non-Executive Independent Director) of the Company with effect from August 13, 2024, who meets the criteria of Independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 (1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for the first term of five consecutive years from August 13, 2024 till August 12, 2029 (both days inclusive) and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including but not limited to the power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company.”

RESOLUTION NO. 4 – APPROVAL FOR SPLITTING/SUB-DIVISION OF THE COMPANY’S EQUITY SHARES OF RS 10/- EACH INTO 5 (FIVE) EQUITY SHARES OF FACE VALUE RS 2/- EACH.

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory/regulatory authority(ies) and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the approval of the Members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid into 5 (Five) Equity Shares of the Company of face value of Rs.2/- (Rupee Two Only) each fully paid up;

RESOLVED FURTHER THAT pursuant to the sub-division/ split of the Equity Shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs.2/- (Rupee Two Only) each ranking pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company from the record date (“Record Date”) as may be fixed by the Board of Directors of the Company (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) or such other person authorised by the Board in this behalf;

RESOLVED FURTHER that upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company and shall comply with the prevailing laws/ guidelines in this regard; and
- (b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s);

RESOLVED FURTHER THAT sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/ or the Chairman, Managing Director & CEO and/ or the Company Secretary of the Company be and are hereby severally authorised to take such steps as



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may be necessary, including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms, obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

RESOLUTION NO. 5- APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), notifications, circulars issued thereunder or re-enactments thereof, for the time being in force) and in accordance with the Articles of Association of the Company, and subject to such other approval(s)/ consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following clause:

- V. The Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crores) divided into:
- (a) 27,50,00,000 (Twenty Seven Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rs. Two) each, and
 - (b) 15,00,000 (Fifteen Lakhs) Preference Shares of Rs. 100/- (Rs. One Hundred) each.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or the Chairman, Managing Director & CEO and/ or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution(s), including but not limited to filing necessary e- forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By Order of the Board
For **HEG Limited**

Sd/-
Vivek Chaudhary
Company Secretary
ACS: 13263

Place: Noida (U.P)
Date: August 13, 2024

Registered Office

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

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) along with details in terms of Regulation 36(3) of the SEBI Listing Regulations stating all material facts and the reasons/ rationale for the proposal is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository



Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on Friday, August 16, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.

3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, August 16, 2024 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. Please note that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
6. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:
 - a) Members holding shares in physical form and whose KYC details including e-mail address are not registered/updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by sending the same to RTA of the Company i.e. MCS Share Transfer Agent Limited, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020, Phone No. 011-41406149 – 52, Email Id: helpdeskdelhi@mcsregistrars.com.
 - b) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
7. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, August 16, 2024, being the Cut-off Date fixed for the purpose.
8. The remote e-voting shall commence on Thursday, August 22, 2024, at 9:00 A.M. (IST) and shall end on Friday, September 20, 2024, at 5:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
9. The Scrutinizer will submit his report to the Chairman or any other person authorised by Chairman after the completion of scrutiny of e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting i.e. Tuesday, September 24, 2024 and will also be displayed on the Company website (www.heg ltd.com), on the website of NSDL (www.evoting.nsd.com) besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent. The result of postal ballot alongwith Scrutinizer’s report will be displayed at the registered office & corporate office of the Company.
10. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Friday, September 20, 2024 i.e., the last date specified for e-voting.
11. Members may download the Notice from the website of the Company at www.heg ltd.com or from the website of NSDL at www.evoting.nsd.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to heg.investor@Injubilwara.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the period Thursday, August 22, 2024 to Friday, September 20, 2024. The said documents are also available during remote e-voting period of Postal Ballot on the website of the Company i.e. www.heg ltd.com.
14. The Scrutinizer’s decision on the validity of the vote shall be final and binding.
15. Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:

Name: Shri N.K Jain; Email: heg.investor@Injubilwara.com



16. GENERAL INFORMATION AND INSTRUCTIONS FOR E-VOTING:

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
- b) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- c) Voting through electronic means.

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>



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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number (i.e. 129942) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 129942 then user ID is 129942001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to heg.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to heg.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com. If you are



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an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- c) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - d) In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaket.associates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com



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Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Item No. 1:

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors in its meeting held on August 13, 2024, appointed, Shri Nand Gopal Khaitan (DIN:00020588) as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act for the period of 5 Consecutive Years with effect from August 13, 2024 to August 12, 2029 subject to approval of the Shareholders through special resolution.

Members may also note that in view of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate justification for appointing such a person.

Shri Nand Gopal Khaitan (DIN:00020588) (Presently Aged 73 years) will be attaining the age of 75 years in the year 2026-2027 and therefore for continuation as Independent Director from May 21, 2026 till August 12, 2029, approval of Shareholders by way of Special Resolution is also required in terms of Regulation 17 (1A) of SEBI Listing Regulations.

Shri Nand Gopal Khaitan has passed Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations. He has been awarded S. N. Banerjee Memorial Prize for standing first in the Preliminary Examination for admission of Attorneys, Greaves Prize and Sree Hirendra Prize for standing first in the Intermediate Examination for the admission of Attorneys, Sree Hirendra Prize for standing first in the Final Examination for the admission of Attorneys, Bell Chamber's Gold Medal for standing first in all the Law Examinations.

Shri Khaitan is Practicing as Attorney and Advocate in the Hon'ble Calcutta High Court and the Hon'ble Supreme Court of India. He is a Senior Partner of Khaitan & Co. which is one of the largest Attorney firms in India and rated as one amongst the top three Law Firms in India by Asian Legal Business Publication. He also holds senior positions at various professional bodies. He is also on the Board of several Public Limited Companies.

The proposed resolution seeks the approval of members for the appointment of Shri Nand Gopal Khaitan (DIN: 00020588) as a Non-Executive Independent Director for a term of 5 (five) consecutive years from August 13, 2024 to August 12, 2029 not liable to retire by rotation.

The Company has received consent from Shri Nand Gopal Khaitan to act as a Director and declarations to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, Regulation 16(1)(b) of the SEBI Listing Regulations and under Section 164 of the Act that he is not disqualified to be a Director.

The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Nand Gopal Khaitan for the office of Director (Independent) to be appointed under Section 149 of the Act.

The Board considers that appointment of Shri Nand Gopal Khaitan as an Independent Director will be of immense benefit to the Company and it is desirable to avail services of Shri Nand Gopal Khaitan as an Independent Director. He would bring with him decades of experience and expertise to the Company, which will help the Company in navigating the business challenges and providing strategic guidance. His deep understanding of industry trends and historical context can help the Company in making informed decisions.

In the opinion of the Board of Directors, Shri Nand Gopal Khaitan fulfils the conditions specified in the Act and the Rules made there under. He is a person of integrity, independent of the management and possesses appropriate skills, experience and knowledge. His appointment as an Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India order or any other such authority.

Shri Nand Gopal Khaitan would be entitled to sitting fees for attending meetings of the Board/ Committees, as approved by the Board of directors.

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in the attached Annexure-1.

A copy of the letter of appointment of Shri Nand Gopal Khaitan as an Independent Director setting out the terms and conditions is available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting i.e. Friday, September 20, 2024. The same is also available during the remote e-voting period of Postal Ballot on the website of the Company i.e. www.hegltd.com.



The Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Postal Ballot Notice, for approval by the Members by way of Special Resolution.

Except Shri Nand Gopal Khaitan and his relatives, none of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

Item No. 2:

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors in its meeting held on August 13, 2024, appointed, Shri Sandip Somany (DIN: 00053597) as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act for the period of 5 Consecutive Years with effect from August 13, 2024 to August 12, 2029 subject to approval of the Shareholders through special resolution.

The proposed resolution seeks the approval of members for the appointment of Shri Sandip Somany as a Non-Executive Independent Director for a term of 5 (five) consecutive years from August 13, 2024 upto August 12, 2029 not liable to retire by rotation.

The Company has received consent from Shri Sandip Somany to act as a Director and declarations to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, Regulation 16(1)(b) of the SEBI Listing Regulations and under Section 164 of the Act that he is not disqualified to be a Director.

Shri Sandip Somany is the Chairman of Somany Impresa Group, one of India's leading conglomerates. Under his visionary leadership, the Group has diversified its operations across various sectors, including building materials, packaging products and the consumer appliance segment, becoming a significant player in each domain. Shri Somany's remarkable ability to identify and seize opportunities has fostered the Group's expansion into new markets.

Shri Somany actively advocates for the interests of Indian businesses and fosters collaboration within the industry. He is the Former President of the Federation of Indian Chambers of Commerce and Industry (FICCI), and Past-President of International Chamber of Commerce (Head Quarter in Paris) India Chapter. He has been the youngest President in the history of PHD Chamber of Commerce and Industry (PHDCCI) in 2012. He is the current Chairman of the Indian Council of Sanitaryware Manufacturers (INCOSAMA), and was also a member of the Governing Council of All India Glass Manufacturers Association. He is also a Member of the Delhi Chapter of Young Presidents Organisation (YPO) for over 23 years.

In addition to these roles, Shri Sandip Somany serves on the board of four large companies, further highlighting his extensive business acumen, expertise, and his contributions to the corporate landscape.

Shri Somany holds a Diploma in Engineering from the University of California, USA, and has a Bachelor's degree from Delhi University.

The Board considers that appointment of Shri Sandip Somany as an Independent Director will be of immense benefit to the Company and it is desirable to avail services of Shri Sandip Somany as an Independent Director. He would bring with him immense experience to the Company in the areas of administration, finance, to name a few.

The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Sandip Somany for the office of Director (Independent) to be appointed under Section 149 of the Act.

In the opinion of the Board of Directors, Shri Sandip Somany fulfils the conditions specified in the Act and the Rules made there under. He is a person of integrity, independent of the management and possesses appropriate skills, experience and knowledge. His appointment as an Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India order or any other such authority.

Shri Sandip Somany would be entitled to sitting fees for attending meetings of the Board/ Committees, as approved by the Board of directors.

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in the attached Annexure-1.

A copy of the letter of appointment of Shri Sandip Somany as an Independent Director setting out the terms and conditions is available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting i.e. Friday, September 20, 2024. The same is also available during the remote e-voting period of the Postal Ballot on the website of the Company i.e. www.heg ltd.com.

The Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Postal Ballot Notice, for approval by the Members by way of Special Resolution.



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Except Shri Sandip Somany and his relatives, none of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

Item No. 3:

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors in its meeting held on August 13, 2024, appointed, Shri Priya Shankar Dasgupta (DIN: 00012552) as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act for the period of 5 Consecutive Years with effect from August 13, 2024 to August 12, 2029 subject to approval of the Shareholders through special resolution.

The proposed resolution seeks the approval of members for the appointment of Shri Priya Shankar Dasgupta as a Non-Executive Independent Director for a term of 5 (five) consecutive years from August 13, 2024 upto August 12, 2029 not liable to retire by rotation.

The Company has received consent from Shri Priya Shankar Dasgupta to act as a Director and declarations to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, Regulation 16(1)(b) of the SEBI Listing Regulations and under Section 164 of the Act that he is not disqualified to be a Director.

Shri Priya Shankar Dasgupta has been engaged in the practice of Law since 1978. A vast knowledge and experience of Law gathered over the last over 42 years of legal practice places him at the very top position of the Indian legal landscape. He was trained directly under the notable legal luminary Late Mr. J B Dadachanji, a doyen of the Indian legal practice. Shri Dasgupta is known for his excellent counselling, deep legal and commercial insights and regularly consulted on strategic corporate and commercial issues and in particular on entry strategies, mergers & acquisitions, restructuring, shareholder disputes, consolidation and liquidation, finance, securities and capital markets, infrastructure, technology transfer, anti-dumping and real estate.

In 1992, he founded New Delhi Law Offices (commonly known as NDLO) and led the firm in building up an impressive practice and offering full spectrum legal services, with focus on corporate and commercial laws. Under his guidance and support, the firm came to be well equipped and positioned to provide highly specialized legal advisory services. The corporate and commercial practice is complemented by a skilled team of litigating lawyers experienced in handling matters both on the original and appellate side. As NDLO acquired a substantial global presence, it was repositioned and rechristened as Asia Law Offices (ALO), all under his able leadership and vision.

Shri Dasgupta specializes in structuring and negotiation of Joint Ventures, Mergers and Acquisitions transactions (both inbound and outbound), Private Equity, Foreign Collaborations & devising entry strategies. He routinely counsels on Corporate Laws, Foreign Exchange, Antitrust and Mercantile Laws, Project Contracts, Construction Contracts including Telecom and other Infrastructure Projects and Financing Contracts, Specialized Corporate Litigation, Domestic and International Arbitrations.

Shri Dasgupta also served as a director on the board of various national & multinational clients doing business in India.

The Board considers that the appointment of Shri Priya Shankar Dasgupta as an Independent Director would be of immense benefit to the Company and it is desirable to avail services of Shri Dasgupta as an Independent Director.

The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Priya Shankar Dasgupta for the office of Director (Independent) to be appointed under Section 149 of the Act.

In the opinion of the Board of Directors, Shri Priya Shankar Dasgupta fulfils the conditions specified in the Act and the Rules made there under. He is a person of integrity, independent of the management and possesses appropriate skills, experience and knowledge. His appointment as an Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India order or any other such authority.

Shri Priya Shankar Dasgupta would be entitled to sitting fees for attending meetings of the Board/ Committees, as approved by the Board of directors.

The profile and specific areas of expertise and other relevant information as required under the SEBI Listing Regulations and SS-2 are provided in the attached Annexure-1.

A copy of the letter of appointment of Shri Priya Shankar Dasgupta as an Independent Director setting out the terms and conditions is available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting i.e. Friday, September 20, 2024. The same is also available during remote e-voting period of Postal Ballot on the website of the Company i.e. www.heg ltd.com.

The Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Postal Ballot Notice, for approval by the Members by way of Special Resolution.



Except Shri Priya Shankar Dasgupta and his relatives, none of the other Directors/ Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

Item No. 4 & 5

The Equity Shares of your Company are listed and traded on BSE Limited and National Stock Exchange of India Limited. The need was felt to appropriately sub-divide/split the equity shares of the Company into smaller denominations to encourage wider participation of small investors thereby enhancing liquidity of the equity shares of the Company in the Stock Market.

Accordingly, the Board of Directors of the Company at their meeting held on **August 13, 2024** considered and approved the proposal and recommended to sub-divide/ split the existing 1 (One) equity share of the Company of face value of Rs. 10/- each fully paid up into 5 (Five) equity shares of face value of Rs.2/- (Rupee Two Only) each fully paid, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date"), subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Further, the sub-division of shares as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company to reflect the change in face value of each Equity Share of the Company from existing Rs.10/- (Rupees Ten only) each to proposed Rs.2/- (Rupee Two Only) each. Hence, the Board in its Meeting held on **August 13, 2024** also considered and recommended for amendment in the existing Clause V of the MOA to reflect the change in proposed face value of each Equity Share of the Company. The proposed sub-division/ split of equity shares will not result in any change in the amount of authorized, issued, subscribed and paid-up share capital of the Company.

The authorized, issued, paid-up and subscribed share capital of the Company pre and post the proposed sub-division / split is given below:

Particulars	Pre Sub-division		Post Sub-division	
	No. of shares	Face Value (Rs.)	No. of shares	Face Value (Rs.)
Authorized Share Capital				
Equity Shares	5,50,00,000	10	27,50,00,000	2
Preference shares	15,00,000	100	Face value of preference shares is not getting split	
Issued Share Capital				
Equity Shares	3,85,95,506	10	19,29,77,530	2
Subscribed and Paid-up Share Capital				
Equity Shares	3,85,95,506	10	19,29,77,530	2

As per the provisions of Section 13 and Section 61 of the Companies Act, 2013, approval of the Members by passing Ordinary Resolution is required for sub-division/ split of equity shares and consequent amendment in the Memorandum of Association of the Company.

Hence, the Board recommends the resolution set out in item Nos. 4 & 5 of this Postal Ballot Notice for the approval of the Members of the Company by way of an Ordinary Resolutions.

Draft copy of the altered Memorandum of Association of the Company would be available for inspection in electronic form on request by the Members of the Company, upto the last date of the remote e-voting i.e. Friday, September 20, 2024. The same is also available during remote e-voting period of Postal Ballot on the website of the Company i.e. www.heg ltd.com.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at item nos. 4 & 5 of this Postal Ballot Notice except to the extent of their respective shareholding in the Company, if any.

By Order of the Board
For **HEG Limited**

Sd/-
Vivek Chaudhary
Company Secretary
ACS: 13263

Place: Noida (U.P)
Date: August 13, 2024

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



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ANNEXURE – 1

Details of Directors eligible for appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2.

Name of Director	Shri Nand Gopal Khaitan	Shri Sandip Somany	Shri Priya Shankar Dasgupta
DIN	00020588	00053597	00012552
Category of Directorship	Independent	Independent	Independent
Date of Birth	21-05-1951	16-12-1963	30-06-1955
Age	73	60	69
Date of First Appointment on the Board	August 13, 2024	August 13, 2024	August 13, 2024
Qualification	<p>Attorney-At-Law, Advocate & Notary Public, Graduate from St. Xavier's College, Kolkata.</p> <p>Passed Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations.</p>	<p>Diploma in Engineering from the University of California, USA, and has a Bachelor's degree from Delhi University.</p>	<p>B.A. (Hons.), LLB, Post Graduate Diploma-Corporate Laws & Labour Laws.</p>
Experience	<p>Shri Nand Gopal Khaitan Practicing as Attorney and Advocate in the Hon'ble Calcutta High Court and the Hon'ble Supreme Court of India.</p> <p>He is the Senior Partner of Khaitan & Co., Kolkata, Mumbai and New Delhi. KHAITAN & CO is one of the largest Attorney firms in India and rated as one amongst the top three Law Firms in India by Asian Legal Business Publication.</p> <p>He has vast experience in Legal profession and also expertise in Board Procedure and Corporate Governance.</p>	<p>Shri Sandip Somany is the Chairman of Somany Impresa Group, one of India's leading conglomerates.</p> <p>He is the Former President of the Federation of Indian Chambers of Commerce and Industry (FICCI), and Past-President of International Chamber of Commerce (Head Quarter in Paris) India Chapter. He has been the youngest President in the history of PHD Chamber of Commerce and Industry (PHDCCI) in 2012.</p> <p>He is the current Chairman of the Indian Council of Sanitaryware, Manufacturers (INCOSAMA), and was also a member of the Governing Council of All India Glass Manufacturers Association. He is also a Member of the Delhi Chapter of Young Presidents Organisation (YPO) for over 23 years.</p>	<p>Shri Priya Shankar Dasgupta specializes in structuring and negotiation of Joint Ventures, Mergers and Acquisitions transactions (both inbound and outbound), Private Equity, Foreign Collaborations & devising entry strategies. He routinely counsels on Corporate Laws, Foreign Exchange, Antitrust and Mercantile Laws, Project Contracts, Construction Contracts including Telecom and other Infrastructure Projects and Financing Contracts, Specialized Corporate Litigation, Domestic and International Arbitrations.</p> <p>He, along with his Partner, has also forayed into the education sector through DPS Jodhpur and based on its success brought the DPS brand into UAE as DPS Sharjah and DPS Dubai. All the three schools, today in aggregate have more than 15,000 students and are running very successfully.</p> <p>He also serves as a director on the board of various national & multinational clients doing business in India viz., Timken India Limited, Cummins India Limited, Snap-on Tools Pvt. Ltd., Bhilwara Technical Textiles Limited, RSWM Limited etc. He takes up both legal and business advisory role across various industries like Cement, Renewable energy, HealthCare, Automobiles, Manufacturing, Textile, UAVs, Engine, Bearings etc.</p>



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No. of other Directorships in Public Limited Companies	<ol style="list-style-type: none"> 1. AGI Greenpac Limited (formerly known as HSIL Limited) 2. JK Lakshmi Cement Limited 3. Mangalam Cement Limited 4. Reliance Chemotex Industries Limited 5. Hindware Home Innovation Limited (formerly known as Somany Home Innovation Limited) 6. Shyam Metals and Energy Limited 	<ol style="list-style-type: none"> 1. AGI Greenpac Limited 2. Hindware Limited 3. Somany Impresa Limited 4. Indian Council of Sanitaryware Manufactures (Section 8 Company) 5. AGI Glasspack Limited 6. JK Paper Limited 7. Hindware Home Innovation Limited 8. Truflo Pipes Limited 9. National Skill Development Corporation (Section 8 Company) 10. Indraprastha Medical Corporation Limited 	<ol style="list-style-type: none"> 1. Maral Overseas Ltd. 2. Vindhya Telelinks Ltd. 3. Interstar Financial Services Ltd.
Chairman/Member of the Committees of the Board of Directors of the Companies. #			
Audit Committee	Member	-	-
Stakeholders Relationship Committee	-	Member	-
Chairman/Member of the Committees of the Board of Directors of the other Companies. #			
Audit Committee	<ol style="list-style-type: none"> 1. JK Lakshmi Cement Limited - Chairman 2. AGI Greenpac Limited (formerly known as HSIL Limited) – Member 3. Reliance Chemotex Industries Limited – Member 4. Mangalam Cement Limited - Chairman 5. Hindware Home Innovation Limited (formerly known as Somany Home Innovation Limited) – Member 	<ol style="list-style-type: none"> 1. Hindware Home Innovation Limited - Member 2. Hindware Limited - Member 3. JK Papers Limited- Member 	<ol style="list-style-type: none"> 1. Vindhya Telelinks Limited – Member 2. Maral Overseas Limited – Member
Stakeholders Relationship Committee	<ol style="list-style-type: none"> 1. JK Lakshmi Cement Limited - Member 2. AGI Greenpac Limited (formerly known as HSIL Limited) – Chairman 3. Hindware Home Innovation Limited (formerly known as Somany Home Innovation Limited) – Member 	NIL	NIL



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Listed Entities from which the Director has resigned in the past three years	1. India Power Corporation Limited 2. Chase Bright Steel Limited 3. Malika Embroider Limited 4. Malika Embroider and Textile India Limited	-	1. Cummins India Limited 2. Timken India Limited 3. Ester Industries Limited 4. RSWM Limited 5. Bhilwara Technical Textiles Limited
No of Equity Shares held in the Company.	Nil	23,950 (along with his relatives)	Nil
Number of Board Meetings attended/held during the year	NA	NA	NA
Terms and conditions of appointment/ re-appointment	Independent Director, not liable to retire by rotation.	Independent Director, not liable to retire by rotation.	Independent Director, not liable to retire by rotation.
Remuneration sought to be paid and the remuneration last Drawn	See Note Given Below	See Note Given Below	See Note Given Below
Relationship with other Directors, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel.	No relationship with other Director, Manager and Key Managerial Personnel.	No relationship with other Director, Manager and Key Managerial Personnel.
Justification for choosing the Independent Director	As per Explanatory Statement of Postal Ballot Notice	As per Explanatory Statement of Postal Ballot Notice	As per Explanatory Statement of Postal Ballot Notice
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Knowledge of Company business, mission, vision and values, behaviour skills, advising on regulatory compliance, and in corporate and arbitration matter, commercial and civil litigations, merger, acquisition & joint venture. Also his expertise in corporate governance makes him a trusted advisor to corporate boards and management on issues related to compliance, ethics, and best practices	Knowledge of Company business, mission, vision and values, behaviour skills, forex management, administrative and marketing skills, industry advocacy and leadership, business leadership and management, global expansion. His ability to manage the financial aspects of the business, including cost control, profitability, and investment decisions. Also his expertise in corporate governance makes him a trusted advisor to corporate boards and management on issues related to compliance, ethics, and best practices	Knowledge of Company business, mission, vision and values, behaviour skills, deep understanding of banking and financial regulations and advisory on various financing transactions, including, structured finance, and debt restructuring, policy advisory on public & regulatory affairs, experience in corporate laws, foreign exchange and specialized in corporate litigation. His expertise in corporate governance makes him a trusted advisor to corporate boards and management on issues related to compliance, ethics, and best practices

#Audit Committee and Stakeholders Relationship Committee have been considered.

Note: The Non-Executive Directors (including Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors etc. in accordance with Nomination and Remuneration Policy of the Company.