



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

HEG/SECTT/AGM/2015/

23rd September, 2015

BSE Ltd, Mumbai (Fax No.022-22723121/3719/2039/2041/2061)
25th Floor, P J Towers
Dalal Street
MUMBAI - 400 001

National Stock Exchange of India Ltd. (Fax No. 022-2659 8237/38)
Exchange Plaza, 5th Floor
Plot No.C/1, G Block, Bandra - Kurla Complex
Bandra (E), MUMBAI - 400 051

Madhya Pradesh Stock Exchange Ltd
201, Palika Plaza-II,
MTH Compound,
INDORE-452001
Fax No. # 0731 2432849

Dear Sir,

Sub: Results of Voting - Annual General Meeting dated 22nd September, 2015

Re: HEG LIMITED Script Code & ID: 509631/HEG

We are pleased to fax / email / send herewith the following:-

1. Report under Clause 35A of the Listing Agreement.
2. Consolidated Scrutinizer's Report

Kindly take the above on records.

Thanking You,

Yours faithfully
For HEG LIMITED

Ashish Sabharwal
Company Secretary

ashish.sabharwal@lnjbhilwara.com

HEG LIMITED

Corporate Office :

Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841, 4277842
Website : www.lnjbhilwara.com

Regd. Office :

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

Corporate Identification No.: L23109MP1972PLC008290





HEG/SECTT/2015/

23rd September, 2015



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

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

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

National Stock Exchange of India Ltd. (Fax No. 022-2659 8237/38)
Exchange Plaza, 5th Floor
Plot No.C/1, G Block, Bandra - Kurla Complex
Bandra (E), MUMBAI - 400 051

Madhya Pradesh Stock Exchange Ltd Fax No. # 0731 2432849
201, Palika Plaza-II,
MTH Compound,
INDORE-452001

Re: Compliance under Clause 35A of the Listing Agreement
43rd Annual General Meeting of Equity Shareholders of HEG Limited

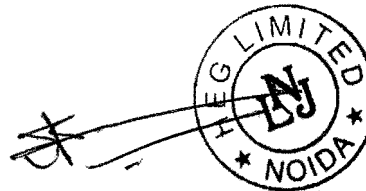
Dear Sir/Madam,

In terms of Clause 35 A of the Listing Agreement, please find below the details of the voting results at the Annual General Meeting of the Company:

Details of voting results

a)	Date of the AGM :	22 nd September, 2015
b)	Total number of shareholders on record date : Cut-off date for e-voting:	30735 15-09-2015
c)	No. of shareholders present in the meeting either in person or through proxy :- - Promoters and Promoter Group: - Public:	 15 36
d)	No. of Shareholders attended the meeting through Video Conferencing :- - Promoters and Promoter Group: - Public:	 Not arranged

Contd.. 2/-



HEG LIMITED

Corporate Office :

Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841, 4277842
Website : www.lnjbhilwara.com

Regd. Office :

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

Corporate Identification No.: L23109MP1972PLC008290





PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

: 2 :

Agenda-wise

Item No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/ Poll / Postal ballot / E-voting)	Result
1	Adoption of the Audited Financial Statements, Reports of the Board of Directors and Auditors.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
2	Declaration of Dividend on Equity Shares.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
3	Re-appointment of Shri Shekhar Agarwal, Director who retires by rotation.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
4	Appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants and M/s Doogar & Associates, Chartered Accountants, as Auditors and fixing their remuneration.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
5	Approval of remuneration of Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO for a period of one year w.e.f 13 th February, 2015.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
6	Appointment of Shri Satyendra Nath Bhattacharya, representative of Life Insurance Corporation of India, as a Director of the Company, liable to retire by rotation.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority
7	Approval of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial Year 2015-16.	Ordinary	E-voting and Poll	The Resolution was passed with requisite majority

Contd.. 3/-

HEG LIMITED

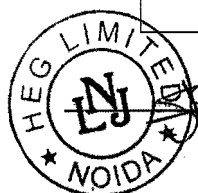
Corporate Office :

Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841, 4277842
Website : www.lnjbhilwara.com

Regd. Office :

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

Corporate Identification No.: L23109MP1972PLC008290



Details of reporting as per clause 35A of the listing agreement based on result of voting at the 43rd Annual General Meeting held on 22nd September, 2015

Particulars	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 1.	Promoter and Promoter Group	23492750	23492750	100.00	23492750	0	100.00	0.00
	Public - Institutional Holders	4771397	4176540	87.53	4176540	0	100.00	0.00
	Public Others	11694995	33401	0.29	33311	90	99.73	0.27
	Total	39959142	27702691	69.33	27702601	90	100.00	0.00
Resolution 2.	Promoter and Promoter Group	23492750	23492750	100.00	23492750	0	100.00	0.00
	Public - Institutional Holders	4771397	4176540	87.53	4176540	0	100.00	0.00
	Public Others	11694995	33401	0.29	33311	90	99.73	0.27
	Total	39959142	27702691	69.33	27702601	90	100.00	0.00
Resolution 3.	Promoter and Promoter Group	23492750	23492750	100.00	23492750	0	100.00	0.00
	Public - Institutional Holders	4771397	4176540	87.53	4165223	11317	99.73	0.27
	Public Others	11694995	33401	0.29	33262	139	99.58	0.42
	Total	39959142	27702691	69.33	27691235	11456	99.96	0.04
Resolution 4.	Promoter and Promoter Group	23492750	23492750	100.00	23492750	0	100.00	0.00
	Public - Institutional Holders	4771397	4176540	87.53	4176540	0	100.00	0.00
	Public Others	11694995	33401	0.29	33131	270	99.19	0.81
	Total	39959142	27702691	69.33	27702421	270	100.00	0.00
Resolution 5.	Promoter and Promoter Group	23492750	22215162	94.56	22215162	0	100.00	0.00
	Public - Institutional Holders	4771397	4176540	87.53	4176540	0	100.00	0.00
	Public Others	11694995	33301	0.28	31766	1535	95.39	4.61
	Total	39959142	26425003	66.13	26423468	1535	99.99	0.01
Resolution 6.	Promoter and Promoter Group	23492750	23492750	100.00	23492750	0	100.00	0.00
	Public - Institutional Holders	4771397	4176540	87.53	4165223	11317	99.73	0.27
	Public Others	11694995	33101	0.28	32972	129	99.61	0.39
	Total	39959142	27702391	69.33	27690945	11446	99.96	0.04
Resolution 7.	Promoter and Promoter Group	23492750	23492750	100.00	23492750	0	100.00	0.00
	Public - Institutional Holders	4771397	4176540	87.53	4176540	0	100.00	0.00
	Public Others	11694995	33401	0.29	32667	734	97.80	2.20
	Total	39959142	27702691	69.33	27701957	734	100.00	0.00

* Figures have been rounded off

Yours faithfully,
For HEG Limited

(Ashish Sabharwal)

Company Secretary

ashish.sabharwal@lnjbhilwara.com



Consolidated Scrutinizer's Report

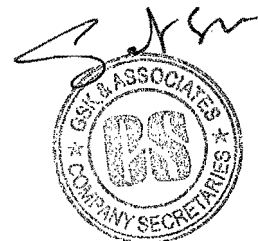
[Pursuant to Section 108 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
HEG Limited
Mandideep (Near Bhopal),
Distt. Raisen,
Madhya Pradesh-462046

Reg:43rd Annual General Meeting of the Equity Shareholders of HEG LIMITED held on Tuesday, 22nd day of September, 2015 at 11:30 A.M. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh

I, **Saket Sharma**, Partner - GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting and voting at the Annual General Meeting on resolutions contained in the Notice dated 30th July, 2015 for Annual General Meeting of the Equity Shareholders of HEG Limited (hereinafter referred to as the Company), held on 22nd day of September, 2015 at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen-462046, Madhya Pradesh, submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 15th September, 2015 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1 to 4 And Special Business being Item Nos. 5 to 7 as set out in the Notice of 43rd AGM of the Company).
- (ii) The remote e-voting period remained open from 19th September, 2015 (09:00 A.M.) upto 21st September, 2015 (05:00 P.M.). Further, the company provided the facility of voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.



- (iii) The locked ballot box were subsequently opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence.

Khushboo

Signature:

Name: Khushboo Gupta

Address: F-11, Shanti Nagar, Kanpur

Ekta Thawani

Signature:

Name: Ekta Thawani

Address: 109/185 B, Jawahar Nagar, Kanpur

- (iv) The votes cast by remote e-voting were unblocked on 22nd September, 2015 at around 2:30 p.m. in presence of 2 witnesses, Khushboo Gupta & Ekta Thawani, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Khushboo

Signature:

Name: Khushboo Gupta

Address: F-11, Shanti Nagar, Kanpur

Ekta Thawani

Signature:

Name: Ekta Thawani

Address: 109/185 B, Jawahar Nagar, Kanpur

Below is provided the consolidated summary of results of remote e-voting and voting at annual general meeting through poll:

ORDINARY BUSINESS

Resolution No.1

Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
108	27702601	100.00(Rounded Off)

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	90	0.00



(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.2

Declaration of dividend on Equity Shares.

(i) **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
108	27702601	100.00(Rounded Off)

(ii) **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	90	0.00

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.3

Re-appointment of Shri Shekhar Agarwal, who retires by rotation.

(i) **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
104	27691235	99.96



- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	11456	0.04

- (iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.4

Appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants and M/s Doogar & Associates, Chartered Accountants, as Auditors and fixing their remuneration.

- (i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
106	27702421	100.00(Rounded Off)

- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	270	0.00

- (iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

SPECIAL BUSINESS

Resolution No.5

Approval of remuneration of Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO for a period of one year w.e.f 13th February, 2015.



- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
96	26423468	99.99

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1535	0.01

- (iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

Resolution No.6

Appointment of Shri Satyendra Nath Bhattacharya, representative of Life Insurance Corporation of India, as a Director of the Company, liable to retire by rotation.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
104	27690945	99.96

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	11446	0.04

- (iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-



Resolution No.7

Approval of the remuneration payable to M/s N.D. Birla & Co., Cost Auditors of the Company for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
106	27701957	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	734	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	-

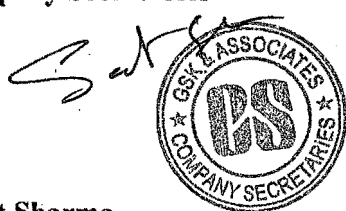
I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You,

Yours' Faithfully

For GSK & Associates,

Company Secretaries



Saket Sharma

(Partner)

M. No.: F4229

C. P. No.: 2565

Date: 23.09.2015

Place: NOIDA

For HEG Limited

Director