



PROUD TO BE INDIAN  
PRIVILEGED TO BE GLOBAL

HEG/SECTT/AGM/2016

29<sup>th</sup> September, 2016

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
---	--	---	--

Re: Compliance under Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the details of the voting results at the Annual General Meeting of the Company attached as Annexure 1.

We would like to inform you that all the resolutions set out in the Notice dated 10<sup>th</sup> August, 2016 (alongwith Addendum thereto dated 24<sup>th</sup> August, 2016) were passed with requisite majority by the shareholders.

The consolidated scrutinizer's report is attached as Annexure 2.

You are requested to please take the same on record.

Thanking You,

Yours faithfully,  
For HEG LIMITED



(Ashish Sabharwal)  
Company Secretary  
ashish.sabharwal@lnjbhilwara.com

Encl:

- i) Details of voting results at the AGM of the Company - Annexure - 1
- ii) Consolidated scrutinizer's report - Annexure - 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. Raissen - 462046  
(Madhya Pradesh), India  
Tel. : +91-7480-233524 to 233527  
Fax : +91-7480-233522  
Website : www.heg ltd.com

ISO 9001  
BUREAU VERITAS  
Certification



ISO 9001  
BUREAU VERITAS  
Certification



Corporate Identification No.: L23109MP1972PLC008290

## Details of voting results

a) Date of the Annual General Meeting	: 28th September, 2016
b) Total number of shareholders on record date	: 30252
c) No. of shareholders present in the meeting either in person or through proxy	
- Promoters and Promoter Group	: 14
- Public	: 38
d) No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group	: Not arranged
- Public	

## AGENDA-WISE DISCLOSURE

## Resolution No. 1 Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resolution ? : No

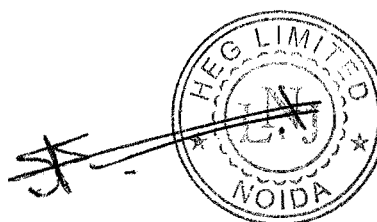
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23492750	13464180	57.31	13464180	0	100.000	0.00
	Poll		10028570	42.69	10028570	0	100.000	0.00
	Total		23492750	23492750	100.00	23492750	0	100.000
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.000	0.00
	Poll		0	0.00	0	0	0.000	0.00
	Total		4533445	3955892	87.26	3955892	0	100.000
Public - Non- Institutional Holders	E-Voting	11932947	7824	0.07	7824	0	100.000	0.00
	Poll		24400	0.20	24400	0	100.000	0.00
	Total		11932947	32224	0.27	32224	0	100.000
<b>Total</b>		<b>39959142</b>	<b>27480866</b>	<b>68.77</b>	<b>27480866</b>	<b>0</b>	<b>100.000</b>	<b>0.00</b>

## Resolution No. 2 : Re-appointment of Shri Riju Jhunjhunwala, who retires by rotation.

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resolution ? : Yes

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	12186592	51.87	12186592	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total		23492750	22215162	94.56	22215162	0	100.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4533445	3955892	87.26	3955892	0	100.00
Public - Non- Institutional Holders	E-Voting	11932947	7324	0.06	7169	155	97.88	2.12
	Poll		24400	0.20	24400	0	100.00	0.00
	Total		11932947	31724	0.27	31569	155	99.51
<b>Total</b>		<b>39959142</b>	<b>26202778</b>	<b>65.57</b>	<b>26202623</b>	<b>155</b>	<b>99.999</b>	<b>0.00</b>



**Resolution No. 3 : Appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants and M/s Doogar & Associates, Chartered Accountants, as Auditors and fixing their remuneration.**

**Resolution required : Ordinary**  
**Whether promoter / promoter Group are interested in the agenda / Resoluc: No**

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	13464180	57.31	13464180	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total		23492750	23492750	100.00	23492750	0	100.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4533445	3955892	87.26	3955892	0	100.00
Public - Non- Institutional Holders	E-Voting	11932947	7609	0.06	7584	25	99.67	0.33
	Poll		24400	0.20	24400	0	100.00	0.00
	Total		11932947	32009	0.27	31984	25	99.92
<b>Total</b>		<b>39959142</b>	<b>27480651</b>	<b>68.77</b>	<b>27480626</b>	<b>25</b>	<b>99.999</b>	<b>0.00</b>

**Resolution No. 4 : Alteration to the Articles of Association by adoption of new set of Articles of Association of the Company.**

**Resolution required : Special**  
**Whether promoter / promoter Group are interested in the agenda / Resoluc: No**

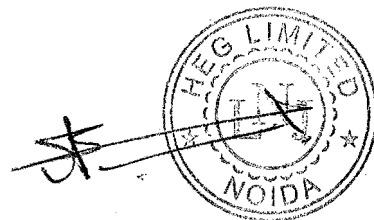
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled *	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23492750	13464180	57.31	13464180	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total		23492750	23492750	100.00	23492750	0	100.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4533445	3955892	87.26	3955892	0	100.00
Public - Non- Institutional Holders	E-Voting	11932947	7612	0.06	7557	55	99.28	0.72
	Poll		24400	0.20	24400	0	100.00	0.00
	Total		11932947	32012	0.27	31957	55	99.83
<b>Total</b>		<b>39959142</b>	<b>27480654</b>	<b>68.77</b>	<b>27480599</b>	<b>55</b>	<b>99.999</b>	<b>0.00</b>

**Resolution No. 5 : Approval of remuneration of Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO for a period of three year w.e.f. 13th February, 2016.**

**Resolution required : Special**  
**Whether promoter / promoter Group are interested in the agenda / Resoluc: Yes**

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	12186592	51.87	12186592	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total		23492750	22215162	94.56	22215162	0	100.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4533445	3955892	87.26	3955892	0	100.00
Public - Non- Institutional Holders	E-Voting	11932947	7624	0.06	7519	105	98.62	1.38
	Poll		24400	0.20	24400	0	100.00	0.00
	Total		11932947	32024	0.27	31919	105	99.67
<b>Total</b>		<b>39959142</b>	<b>26203078</b>	<b>65.57</b>	<b>26202973</b>	<b>105</b>	<b>99.999</b>	<b>0.00</b>

**Resolution No. 6 has been dropped as explained in the Addendum to the Notice dated 24th August, 2016.**



**Resolution No. 7 : Approval of appointment and remuneration of Shri Dantuluri Satyanarayana Ravindra Raju, as Executive Director for the period from 27th May, 2016 to 31st August, 2016.**

Resolution required : Special  
Whether promoter / promoter Group are interested in the agenda / Resoluton ? : No

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	13464180	57.31	13464180	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total		23492750	23492750	100.00	23492750	0	100.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3955892	87.26	3955892	0	100.00	0.00
Public - Non- Institutional Holders	E-Voting	11932947	7424	0.06	7399	25	99.66	0.34
	Poll		24400	0.20	24400	0	100.00	0.00
	Total		31824	0.27	31799	25	99.92	0.08
<b>Total</b>		<b>39959142</b>	<b>27480466</b>	<b>68.77</b>	<b>27480441</b>	<b>25</b>	<b>99.999</b>	<b>0.00</b>

**Resolution No. 8 : Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an aggregate amount not exceeding Rs. 200 crores.**

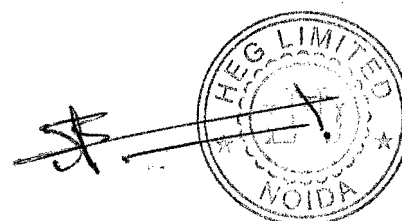
Resolution required : Special  
Whether promoter / promoter Group are interested in the agenda / Resoluton ? : No

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	13464180	57.31	13464180	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total		23492750	23492750	100.00	23492750	0	100.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3955892	87.26	3955892	0	100.00	0.00
Public - Non- Institutional Holders	E-Voting	11932947	7724	0.06	6468	1256	83.74	16.26
	Poll		24400	0.20	24400	0	100.00	0.00
	Total		32124	0.27	30868	1256	96.09	3.91
<b>Total</b>		<b>39959142</b>	<b>27480766</b>	<b>68.77</b>	<b>27479510</b>	<b>1256</b>	<b>99.995</b>	<b>0.00</b>

**Resolution No. 9 : Appointment of Shri Satish Chand Mehta, as an Independent Director of the Company for a period of five years i.e. upto 22nd June, 2021.**

Resolution required : Ordinary  
Whether promoter / promoter Group are interested in the agenda / Resoluton ? : No

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	13464180	57.31	13464180	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total		23492750	23492750	100.00	23492750	0	100.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3955892	87.26	3955892	0	100.00	0.00
Public - Non- Institutional Holders	E-Voting	11932947	7624	0.06	6299	1325	82.62	17.38
	Poll		24400	0.20	24400	0	100.00	0.00
	Total		32024	0.27	30699	1325	95.86	4.14
<b>Total</b>		<b>39959142</b>	<b>27480666</b>	<b>68.77</b>	<b>27479341</b>	<b>1325</b>	<b>99.995</b>	<b>0.00</b>



**Resolution No. 10 : Approval of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the financial year 2016-17.**

Resolution required

: Ordinary

Whether promoter / promoter Group are interested in the agenda /  
Resolution ?

: No

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	13464180	57.31	13464180	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total	23492750	23492750	100.00	23492750	0	100.00	0.00
Public - Institutional Holders	E-Voting	4533445	3955892	87.26	3955892	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	4533445	3955892	87.26	3955892	0	100.00	0.00
Public - Non- Institutional Holders	E-Voting	11932947	7824	0.07	7799	25	99.68	0.32
	Poll		24400	0.20	24400	0	100.00	0.00
	Total	11932947	32224	0.27	32199	25	99.92	0.08
<b>Total</b>		<b>39959142</b>	<b>27480866</b>	<b>68.77</b>	<b>27480841</b>	<b>25</b>	<b>99.999</b>	<b>0.00</b>

**Resolution No. 11 : Approval of remuneration of Shri Ravi Jhunjunwala, Chairman, Managing Director and CEO for the period 1st April, 2015 to 12th February, 2016.**

Resolution required

: Special

Whether promoter / promoter Group are interested in the agenda /  
Resolution ?

: Yes

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	23492750	12186592	51.87	12186592	0	100.00	0.00
	Poll		10028570	42.69	10028570	0	100.00	0.00
	Total	23492750	22215162	94.56	22215162	0	100.00	0.00
Public - Institutional Holders	E-Voting	4533445	219224	4.84	219224	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	4533445	219224	4.84	219224	0	100.00	0.00
Public - Non- Institutional Holders	E-Voting	11932947	7724	0.06	6407	1317	82.95	17.05
	Poll		24400	0.20	24400	0	100.00	0.00
	Total	11932947	32124	0.27	30807	1317	95.90	4.10
<b>Total</b>		<b>39959142</b>	<b>22466510</b>	<b>56.22</b>	<b>22465193</b>	<b>1317</b>	<b>99.994</b>	<b>0.01</b>

\* Figures have been rounded off

Yours faithfully,

For HEG Limited

(Ashish Sabharwal)

Company Secretary

ashish.sabharwal@lnibhilwara.com



**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of the 44<sup>th</sup> Annual General Meeting  
HEG Limited  
Mandideep (Near Bhopal)  
Distt. Raisen  
Madhya Pradesh-462046

Reg: 44<sup>th</sup> Annual General Meeting of the Equity Shareholders of HEG LIMITED held on Wednesday, 28<sup>th</sup> day of September, 2016 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 10th August, 2016 (including Addendum to the Notice) for Annual General Meeting of the Equity Shareholders of HEG Limited (hereinafter referred to as the Company), held on 28<sup>th</sup> day of September, 2016 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. 21<sup>st</sup> September, 2016 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1 to 3 and Special Business being Item Nos. 4 to 11 as set out in the Notice and Addendum to the Notice of 44<sup>th</sup> Annual General Meeting of the Company).
- (ii) The remote e-voting period remained open from 25<sup>th</sup> September, 2016 (09:00 A.M.) till 27<sup>th</sup> September, 2016 (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) After the conclusion of the Annual General Meeting, the locked ballot box was 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.

*Shanu Srivastava*

Signature:

Name: Shanu Srivastava

Address: 106/140 Gandhi Nagar,  
P. Road, Kanpur – 208012

*Tanisha Srivastava*

Signature:

Name: Tanisha Srivastava

Address: 104A/55 Ram Bagh,  
Kanpur – 208012

- (iv) The votes cast by remote e-voting were unblocked on 28<sup>th</sup> September, 2016 at 12:58 p.m. in presence of 2 witnesses, Ms. Shanu Srivastava & Ms. Tanisha Srivastava, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

*Shanu Srivastava*

Signature:

Name: Shanu Srivastava

Address: 106/140 Gandhi Nagar,  
P. Road, Kanpur – 208012

*Tanisha Srivastava*

Signature:

Name: Tanisha Srivastava

Address: 104A/55 Ram Bagh,  
Kanpur - 208012

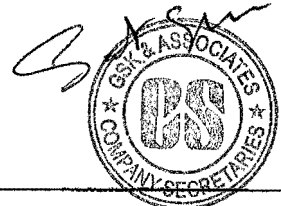
Below is provided the consolidated summary of results of remote e-voting and voting at Annual General Meeting through poll:

#### ORDINARY BUSINESS

##### Resolution No.1 (Ordinary)

Receive, Consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016, Reports of the Board of Directors and Auditors.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17427896	0	0	-
Ballot	10052970	0	0	-
Total	27480866	0	0	100



**Resolution No.2 (Ordinary)**

Re-appointment of Shri Riju Jhunjunwala, who retires by rotation.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	16149653	155	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>26202623</b>	<b>155</b>	<b>0</b>	<b>99.99</b>

**Resolution No.3 (Ordinary)**

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

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17427656	25	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>27480626</b>	<b>25</b>	<b>0</b>	<b>99.99</b>

**SPECIAL BUSINESS**

**Resolution No.4 (Special)**

Adoption of new set of Articles of Association containing regulations in conformity with the Companies Act, 2013

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17427629	55	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>27480599</b>	<b>55</b>	<b>0</b>	<b>99.99</b>



#### **Resolution No. 5 (Special)**

Approval of remuneration of Shri Ravi Jhunjunwala, Chairman, Managing Director and CEO for a period of three year w.e.f. 13<sup>th</sup> February, 2016.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	16150003	105	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>26202973</b>	<b>105</b>	<b>0</b>	<b>99.99</b>

#### **Resolution No.6**

Appointment of Shri Dantuluri Satyanarayana Ravindra Raju, as a Director of the Company, retiring by rotation.\*

\*This item was dropped due to subsequent events.

#### **Resolution No. 7 (Special)**

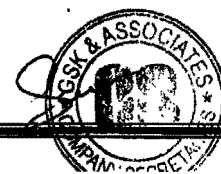
Approval of appointment and remuneration of Shri Dantuluri Satyanarayana Ravindra Raju, as Executive Director for the period from 27<sup>th</sup> May, 2016 to 31<sup>st</sup> August, 2016.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17427471	25	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>27480441</b>	<b>25</b>	<b>0</b>	<b>99.99</b>

#### **Resolution No.8 (Special)**

Approval of the issue of Redeemable Non-Convertible Debentures on private placement basis for an aggregate amount not exceeding Rs. 200 crores.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17426540	1256	0	-



Ballot	10052970	0	0	-
<b>Total</b>	<b>27479510</b>	<b>1256</b>	<b>0</b>	<b>99.99</b>

**Resolution No. 9 (Ordinary)**

Appointment of Shri Satish Chand Mehta, as an Independent Director of the Company for a period of five years i.e. upto 22<sup>nd</sup> June, 2021.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17426371	1325	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>27479341</b>	<b>1325</b>	<b>0</b>	<b>99.99</b>

**Resolution No. 10 (Ordinary)**

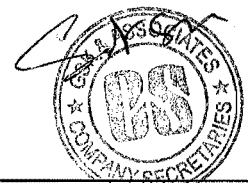
Approval of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the financial year 2016-17.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	17427871	25	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>27480841</b>	<b>25</b>	<b>0</b>	<b>99.99</b>

**Resolution No. 11 (Special)**

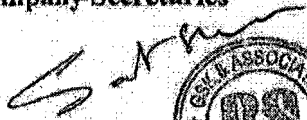
Approval of remuneration of Shri Ravi Jhunjunwala, Chairman, Managing Director and CEO for the period 1<sup>st</sup> April, 2015 to 12<sup>th</sup> February, 2016.

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	12412223	1317	0	-
Ballot	10052970	0	0	-
<b>Total</b>	<b>22465193</b>	<b>1317</b>	<b>0</b>	<b>99.99</b>



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: September 29, 2016  
Place: Noida

For HEG Limited

  
Director 29.9.2016