



HEG LIMITED

CIN: L23109MP1972PLC008290

Registered Office: Mandideep (Near Bhopal) Distt. Raizen - 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: investor.complaints@hegltd.com; Website: www.hegltd.com

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of HEG LIMITED will be held on Saturday, the 30th August, 2014 at 1.30 P.M. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raizen – 462046, Madhya Pradesh to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at the 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Riju Jhunjunwala (holding DIN 00061060), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring auditors M/s S.S. Kothari Mehta & Co., Chartered Accountants (ICAI Registration No.000756N) and M/s Doogar & Associates, Chartered Accountants (ICAI Registration No.000561N), are, however eligible for re-appointment.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and such other necessary approval(s) if any, as may be required, approval be and is hereby accorded to alter Articles of Association of the Company by inserting the following new Article No. 125A after the existing Article 125:

Article No. 125A

Chairman and Managing Director and Chief Executive Officer or Whole- time Director

Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Stock Exchanges or any other competent authority and the applicable provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, which is laid down in this regard by any amendment in or re-enactment of the Companies Act, 2013 or by the rules, regulations etc. made there under or the Listing agreement with the Stock Exchanges, from time to time, an individual may be appointed or re-appointed as the Chairman of the Company as well as the Managing Director and Chief Executive Officer or Whole Time Director of the Company at the same time.”

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and corresponding applicable provisions of Companies Act, 1956 and applicable schedule(s) thereunder and subject to such sanctions and approvals as may be necessary, consent be and is hereby granted for the re-appointment of Shri Ravi Jhunjunwala (holding DIN 00060972) as Chairman, Managing Director and CEO for a further period of 5 years commencing from the 13th February, 2014.

RESOLVED FURTHER THAT, the remuneration payable to Shri Ravi Jhunjunwala (holding DIN 00060972), Chairman, Managing Director and CEO is hereby fixed for a period of one year, w.e.f. the 13th February, 2014 on the following terms:

Basic Salary :

₹ 10,00,000/- per month.

Commission :

Not more than 2.50% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013 and that of Companies Act, 1956.

Perquisites:

In addition to the salary and commission, Shri Ravi Jhunjunwala is entitled to the following perquisites:

Category ‘A’

i) Housing :

- a) The expenditure incurred by the Company on hiring unfurnished accommodation for him subject to a ceiling, namely (for residence in Delhi/outside Delhi), 60% of the basic salary or
- b) In case the accommodation is owned by the Company, 10% of the basic salary shall be deducted by the Company, or
- c) In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling of 60% of the basic salary.

- ii) The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income-tax Rules, 1962 and will be subject to a ceiling of 10% of the basic salary.

iii) Medical Reimbursement :

For self and family subject to a ceiling of one month's basic salary in a year or three month's basic salary over a period of three years.

iv) Leave Travel Concession :

For self and family once in a year incurred in accordance with the Rules specified by the Company.

v) Club Fees :

Fees, subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.

vi) Personal Accident Insurance :

Of an amount, the annual premium of which shall not exceed ₹ 10,000/-.

For the purpose of this category, "family" means the spouse, dependent children and dependent parents.

Category 'B'

i) Provident Fund :

Company's contribution to provident fund shall be as per the rules of the Company.

ii) Superannuation / Annuity Funds :

Company's contribution to superannuation/annuity fund shall be in accordance with the rules of the Company.

iii) Gratuity :

As per Rules of the Company, payable in accordance with the approved fund at the rate of half a month's basic salary for each completed year of service.

Category 'C'

i) Car :

Provision of car for use on company's business. A car for personal use would be provided by the Company and valuation of the perquisites of the same would be as per Income Tax Rules.

ii) Telephone :

Telephone at residence. Personal long distance calls shall be billed by the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Shri Ravi Jhunjhunwala (holding DIN 00060972) as Chairman, Managing Director and CEO, his remuneration shall be governed by the limits prescribed under Section II of Part II of the Schedule V of the Companies Act, 2013."

7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the Company with respect to the borrowing powers of the Board of Directors, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013, to the Board of Directors of the Company to borrow money(s) (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any time shall not exceed in the aggregate ₹ 2,000 Crores (Rupees Two thousand Crores only)."

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT the consent of the Members of the Company

be and is hereby granted in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, to create mortgage and / or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company ("Board") in its absolute discretion may deem fit, on the whole or substantially the whole of the Company's present or future properties, whether immovable or movable comprised in any undertaking of the Company, as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or trustees to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, as the Board may in its absolute discretion deem fit and upon such terms and conditions, as may be decided by the Board upto an aggregate amount of ₹ 2000 Crores, including any increase as a result of fluctuation in the rates of exchange, together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures / bonds / term loans /working capital facilities / other instrument(s) in terms of their issue.

RESOLVED FURTHER THAT the mortgage and/or charge to be created by the Company aforesaid may rank prior / pari passu/ subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders."

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Smt. Vinita Singhania (DIN 00042983), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 12th November, 2013 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the conclusion of the 46th Annual General Meeting of the Company to be held in the calendar year 2018."

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri D.N. Davar (DIN 00002008), a non-executive Director of

the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from August 30, 2014 up to August 29, 2019.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Dr. Kamal Gupta (DIN 00038490), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from August 30, 2014 up to August 29, 2019.”

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Dr. O.P. Bahl (DIN 02643557), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from August 30, 2014 up to August 29, 2019.”

13. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or reenactment thereof), and such other necessary approval(s) if any, as may be required, approval be and is hereby accorded to alter Articles of Association of the Company by deleting the existing Article Nos. 94(2) and 107 and inserting the new Articles 94(2) and 107 in place thereof:

Article No. 94(2)

Nominee Directors :

Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Stock Exchanges or any other competent authority and the applicable provisions of Section 161 and 152 of the Companies Act, 2013,

which are laid down in this regard or by any amendment in or re-enactment of the Companies Act, 2013 or by the rules, regulations etc. made there under or the Listing agreement with the Stock Exchanges, from time to time, if at any time the Company obtains any loans from any Financial or other Institutions or enters into under-writing arrangements with such Financial Institutions or other persons (hereafter referred to as “the Corporation”) and it is a term of such loan or of the underwriting arrangements that the Corporation shall have the right to appoint one or more Directors to the Board of the Company, then subject to the terms and conditions of such loans or underwriting arrangements, the Corporation shall be entitled to appoint one or more Directors as the case may be, to the Board of the Company and to remove from office any Director so appointed and to appoint another who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be signed by the Corporation or by any person duly authorized by it and shall be served at the office of the Company. The Director or Directors so appointed shall with the consent of the said Corporation be liable to retire by rotation in accordance with the provisions of these Articles and he/she or they shall not be required to hold any qualification shares. Such Director or Directors shall be referred to as “Nominee Director or Directors” for the purpose of these Articles.

Article No. 107

Rotation and Retirement of Directors

Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of applicable rules, regulations, circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Stock Exchanges or any other competent authority and the applicable provisions of Section 152 and Section 161 of the Companies Act, 2013, which are laid down in this regard or by any amendment in or re-enactment of the Companies Act, 2013 or by the rules, regulations etc. made there under or the Listing agreement with the Stock Exchanges, from time to time, at each Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. Nominee Director or Directors appointed by any Financial Institution under Article 94(2) hereof with the consent of the institution shall be liable to retire by rotation. An Additional Director appointed by the Board under Article 96 hereof shall not be liable to retire by rotation within the meaning of this Article.”

14. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and subject to the applicability of Cost Audit on the Company in terms of the Companies (cost records and audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. N.D. Birla & Co., Cost Accountants who were appointed by the Board of Directors of the Company, to

conduct the audit of the cost records of the Company (subject to applicability of Cost Audit on the Company) for the financial year ending March 31, 2015, be paid the remuneration of ₹ 2,00,000/- (Rupees Two Lac only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS
FOR HEG LIMITED

Place: Noida (U.P.)
Date : 10th July, 2014

(ASHISH SABHARWAL)
COMPANY SECRETARY

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/ authority, as applicable.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from the 20th August, 2014 to 30th August, 2014, both days inclusive.
4. The dividend on equity shares, if declared at the Annual General Meeting, shall be paid to those Members whose names appear in the Register of Members on the date of the Annual General Meeting and in case of shares held in electronic form appear as Beneficial Owners at the close of the business hours on Tuesday the 19th August, 2014.

Dividend shall be paid / dispatched to the shareholders between 10th September, 2014 and 13th September, 2014.
5. In order to avoid fraudulent encashment of Dividend Warrant(s), members are advised to inform any change in their Bank A/c No., name and address of the Bank etc. to their Depository Participant (in case of holding in electronic form) and to the Registrar & Transfer Agent of the Company (in case of holding in physical form) for incorporating the same on Dividend Warrants.
6. Members are requested to bring their copies of the Annual Report, as the same will not be distributed again at the Meeting.
7. Members, who hold shares in Physical/Dematerialised Form, are requested to bring their Folio No. / Depository Account Number and Client Id Number for identification.

8. Members desiring to seek any information on the Annual Accounts are requested to write to the Company so that the query reaches to the Company at least one week in advance of the Annual General Meeting.
9. The information required to be provided as per the Listing Agreement entered into with Stock Exchanges, for the Directors who are proposed to be appointed / re-appointed is annexed hereto.
10. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2013-14 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 42nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 42nd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i)	Open email and open PDF file viz; “HEG e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
(ii)	Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
(iii)	Click on “Shareholder – Login”.
(iv)	Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
(v)	Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi)	Home page of “e-voting” opens. Click on e-Voting: Active Voting Cycles.
(vii)	Select “EVEN” of HEG Limited.
(viii)	Now you are ready for e-voting as “Cast Vote” page opens.
(ix)	Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
(x)	Upon confirmation, the message “Vote cast successfully” will be displayed.
(xi)	Once you have voted on the resolution, you will not be allowed to change/modify your vote.
(xii)	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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to saketfcs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i)	Initial password is provided in the attached sheet on the ‘Process and manner for e-voting’.		
	EVEN (E Voting Event Number) -----	USER ID -----	PASSWORD/ PIN -----
(ii)	Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		

- II. 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 Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 20th August, 2014 (9:00 am) and ends on 22nd August, 2014 (6:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 11th July, 2014.

VII. Mr. Saket Sharma, Company Secretary in practice (Membership No. FCS 4229) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.heg ltd.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Ltd., National Stock Exchange of India Ltd. and Madhya Pradesh Stock Exchange Ltd.

Members holding Shares in physical form are requested to furnish their email id by post or by emailing to narendar.jain@Injibhilwara.com along with their Folio No. for sending necessary communication / information in future. The Annual Report of the Company will also be available on the website of the Company, www.heg ltd.com. The members holding shares in electronic form may get their email Id’s updated with their respective Depository participants.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Ministry of Corporate Affairs (MCA) vide its Notification No. S.O. 902 (E) dated 26th March, 2014 has notified Section 203 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, which has made it mandatory that an individual shall not be appointed or reappointed as the Chairperson of the Company, in pursuance of the Articles of the Company, as well as the Managing Director and Chief Executive Officer of the Company at the same time after the date of Commencement of this Act unless the Articles of such a Company provide otherwise; or the Company does not carry multiple businesses.

The Board seeks your approval, so that the same person can act as Chairperson as well as the Managing Director and Chief Executive Officer of the Company.

Accordingly, it is proposed to insert a new Article No. 125A in the existing Articles of Association of the Company.

The Board commends the resolution at Item No. 5 for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed Resolution except, Shri Ravi Jhunjunwala, Shri Shekhar Agarwal and Shri Riju Jhunjunwala.

ITEM NO. 6

The term of Shri Ravi Jhunjhunwala as the Chairman, Managing Director and CEO of the Company ended on the 12th February, 2014. The terms of re-appointment have been recommended by the Remuneration Committee at its meeting held on 4th February, 2014. The Board of Directors ("the Board") at its meeting held on 4th February, 2014 had considered and approved his re-appointment for a period of further 5 years w.e.f the 13th February, 2014. The Board at the said meeting also fixed his remuneration, as recommended by the Remuneration Committee at its meeting held on 4th February, 2014, for a period of one year w.e.f the 13th February, 2014.

His appointment and remuneration is in accordance with and within the permissible limits of Schedule XIII and applicable provisions of the Companies Act, 1956 and corresponding provisions under Schedule V and applicable provisions of the Companies Act, 2013 and it will therefore, require the approval of the shareholders.

A copy of memorandum containing terms of appointment of Shri Ravi Jhunjhunwala as the Chairman, Managing Director and CEO of the Company shall be open to inspection by any member of the Company without payment of any fee at the registered office of the Company.

The Board commends the resolution at Item No. 6 for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed Resolution except, Shri Ravi Jhunjhunwala, Shri Shekhar Agarwal and Shri Riju Jhunjhunwala.

ITEM NO. 7

The Company at its Extra Ordinary General Meeting held on 7th May, 2010 (EGM), had authorized the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow moneys (apart from temporary loans from time to time obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed ₹ 1500 Crores.

However, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the 'Act'), since notified, the Board can exercise such borrowing powers only with the approval of Members of the Company by way of Special Resolution. Further, in view of the increasing business operations and future growth plans of the Company, it is proposed to increase the said limit upto ₹ 2000 Crores (Rupees Two Thousand Crores) in aggregate at any point of time.

The Board commends the resolution at Item No. 7 for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed Resolution.

ITEM NO. 8

The Company has borrowed/shall borrow funds from time to time to meet its requirements for project based capital expenditure, normal capital expenditure, general corporate purposes and working capital etc., within the borrowing powers of the Board of Directors as delegated by the Shareholders.

However pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the 'Act'), since notified, the Board can exercise such power to create mortgage and/or charge on the immovable and movable properties of the Company, only with the approval of members of the Company by way of Special Resolution.

The Board commends the resolution at Item No. 8 for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed Resolution.

ITEM NO. 9

The Board of Directors of the Company appointed, Smt. Vinita Singhania as an Additional Director (Independent) of the Company with effect from 12th November, 2013.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') Smt. Vinita Singhania would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount proposing the candidature of Smt. Vinita Singhania for the office of Director of the Company.

Smt. Vinita Singhania is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Smt. Vinita Singhania that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Smt. Vinita Singhania fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Smt. Vinita Singhania is independent of the management.

The resolution seeks the approval of members for appointment of Smt. Vinita Singhania as Independent Director pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder to hold office up to the conclusion of the 46th Annual General Meeting of the Company to be held in the calendar year 2018.

Copy of the draft letter for appointment of Smt. Vinita Singhania as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board commends the resolution at Item No. 9 for your approval as an Ordinary Resolution.

Except Smt. Vinita Singhania and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed Resolution.

ITEM NOS. 10, 11 and 12

The Company had, pursuant to the provisions of clause – 49 of the Listing Agreement entered with the Stock Exchanges, appointed Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl as Independent Directors at various times, in compliance with the requirements of the clause. All these Directors have held the position as such for more than five years in the Company.

Pursuant to the provisions of Section 149 of the Act, every listed Company is required to have atleast one-third of total number of Directors as Independent Directors, who are not liable to retire by rotation.

The resolutions seeks the approval of members for appointment of Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl as Independent Directors pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder to hold office from August 30, 2014 up to August 29, 2019.

Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount proposing the candidatures of each of Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl for the office of Directors of the Company.

The Company has also received declarations from Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl are independent of the management.

Copy of the draft letters for respective appointments of Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board commends the resolutions at Item Nos. 10, 11 and 12 for your approval as Ordinary Resolutions.

Except Shri D.N. Davar, Dr. Kamal Gupta and Dr. O.P. Bahl and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed Resolutions.

ITEM NO. 13

The Ministry of Corporate Affairs (MCA) vide its Notifications dated 12th September, 2013 and 26th March, 2014 has notified Section 161 (except sub-section 2) and Section 152 of the Companies Act, 2013 and the Securities and Exchange Board of India (SEBI) vide its circular no CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 has clarified that a Nominee Director nominated by any Financial Institution on the Board of the Company shall not be considered as an Independent Director.

It is proposed that the Nominee Director(s) of any Financial Institution(s) may with the consent of the Financial Institution(s) be treated as a Director(s) liable to retire by rotation.

Accordingly, it is proposed to replace Article Nos. 94(2) and 107.

The Board commends the resolution at Item No. 14 for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed Resolution.

ITEM NO. 14

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, subject to the applicability of Cost Audit on the Company in terms of rules framed in this regard by the Ministry of Corporate Affairs.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be approved by the shareholders.

The Board commends the resolution at Item No. 13 for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed Resolution.

(Annexure to Notice dated 10th July, 2014)
Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Shri Riju Jhunjhunwala	Smt. Vinita Singhania	Shri D.N.Davar	Dr. Kamal Gupta	Dr. O.P. Bahl
Date of Birth	13.01.1979	12.03.1952	08.08.1934	12.02.1946	05.10.1939
Date of Appointment	30.04.2009	12.11.2013	10.11.1994	10.11.1994	30.04.2009
Qualification	Degree in Business Management studies.	Graduate in Arts.	B.COM (Hons.), M.A. (Eco), CAIIB and Fellow of the Economic Development Institute of the World Bank.	FCA, FICWA, Ph.D.	M.Sc. and Ph.D.
Expertise in specific functional areas	He is an Industrialist with diversified business experience. He is the Managing Director of Bhilwara Energy Ltd. and Joint Managing Director of RSWM Ltd.	She is an Industrialist with diversified business experience. She was the First Woman President of Cement Manufacturers' Association (CMA) as well as National Council for Cement and Building Materials (NCBM). She was elected unanimously as the President of CMA in October 2009. She is also the Vice Chairman and Managing Director of JK Lakshmi Cement Ltd.	Shri D.N. Davar worked in senior managerial positions with Punjab National Bank from 1958-68 and with IFCI from 1968-1992. He took retirement from IFCI in 1992 as Executive Chairman, a position he held for eight years. Presently, besides Directorship in many well-known Companies, he is a part time Consultant to the World Bank, UNIDO and Kreditanstalt fur Weideraufbau (KfW) and also associated with professional and social organisations in various capacities.	Consultant in the areas of Finance, Accounting and Corporate Laws. He is former Technical Director of the Institute of Chartered Accountants of India. He is renowned author of various books on Auditing and other subjects.	Retired from National Physical Laboratory, New Delhi as Director Grade Scientist in 1999. He has expertise in Carbon Technology.
List of other Public Ltd. Companies in which directorships held.	1. Bhilwara Energy Ltd. 2. RSWM Ltd. 3. Bhilwara Infotechnology Ltd. 4. Bhilwara Technical Textiles Ltd. 5. Cheslind Textiles Ltd. 6. Bhilwara Green Energy Ltd. 7. NJC Hydro Power Ltd. 8. Chango Yangthang Hydro Power Ltd. 9. LNJ Power Ventures Ltd.	1. JK Lakshmi Cement Ltd. 2. JK Paper Ltd. 3. Bengal & Assam Company Ltd.	1. Sandhar Technologies Ltd. 2. Maral Overseas Ltd. 3. RSWM Ltd. 4. OCL India Ltd. 5. Mansingh Hotels & Resorts Ltd. 6. Ansal Properties & Infrastructure Ltd. 7. Hero Fincorp Ltd. 8. Adayar Gate Hotels Ltd. 9. Titagarh Wagons Ltd. 10. Cimmco Ltd. 11. Landmark Property Development Co. Ltd. 12. Titagarh Marine Ltd.	1. RSWM Ltd. 2. Maral Overseas Ltd. 3. Malana Power Company Ltd. 4. PNB Gilts Ltd. 5. AD Hydro Power Ltd. 6. Bhilwara Energy Ltd.	1. HEG Graphite Products and Services Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company.	1. Stakeholders' Relationship Committee - Chairman		1. Audit Committee - Chairman 2. Nomination & Remuneration Committee - Chairman	1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member 3. Nomination and Remuneration Committee - Member	1. Audit Committee - Member 2. Nomination and Remuneration Committee - Member
Chairman/Member of the Committee of Directors of other Companies.					
a) Audit Committee	1. Cheslind Textiles Ltd. - Member 2. Bhilwara Technical Textiles Ltd. - Member 3. NJC Hydro Power Ltd. - Member 4. Chango Yangthang Hydro Power Ltd. - Member 5. Bhilwara Green Energy Ltd. - Member		1. Hero Fincorp Ltd. - Chairman 2. Titagarh Wagons Ltd. - Chairman 3. OCL India Ltd. - Chairman 4. Ansal Properties & Infrastructure Ltd. - Chairman 5. Maral Overseas Ltd. - Member 6. Cimmco Ltd. - Member 7. RSWM Ltd. - Member	1. Maral Overseas Ltd. - Chairman 2. PNB Gilts Ltd. - Chairman 3. RSWM Ltd. - Chairman 4. AD Hydro Power Ltd. - Member 5. Malana Power Company Ltd. - Member	
b) Shareholders Grievance/ Stakeholders Relationship Committee	1. Bhilwara Technical Textiles Limited - Member		1. RSWM Ltd. - Member 2. Maral Overseas Ltd. - Member	1. Maral Overseas Ltd. - Chairman 2. RSWM Ltd. - Chairman 3. PNB Gilts Ltd. - Member	
No of Equity Shares held in the Company	2,33,290	Nil	1,500	200	Nil

**HEG LIMITED****CIN: L23109MP1972PLC008290****Registered Office:** Mandideep (Near Bhopal) Distt. Raisen - 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: investor.complaints@hegltd.com; Website: www.hegltd.com

ATTENDANCE SLIP

DP ID/CL ID/Folio No..... No. of Shares held

Full name of shareholder

Full name of Proxy / Representative

I hereby record my presence at the 42nd Annual General Meeting of the Company to be held on Saturday the 30th August, 2014 at 1.30 P.M. at the Registered Office of the Company at Mandideep (Near Bhopal), District Raisen – 462046 (Madhya Pradesh).

Signature of the shareholder / proxy / representative*

Note: Please fill in this attendance slip and hand over at the entrance of the Meeting hall.

*Strike out whichever is not applicable

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered address :

Email Id :

Folio No/ DP ID-Client ID No.

I/We, being the member (s) of..... Shares of the above named Company, hereby appoint

1. Name :Address :

..... E-mail Id :

Signature , or failing him / her

2. Name :Address :

..... E-mail Id :

Signature , or failing him / her

3. Name :Address :

..... E-mail Id :

Signature ,

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on Saturday the 30th August, 2014 at 1.30 P.M. at the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen – 462046, Madhya Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution Number	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited Balance Sheet as at the 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2.	To declare Dividend on Equity Shares.		
3.	To appoint a Director in place of Shri Riju Jhunjhunwala, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
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.		
Special Business			
5.	Special Resolution for Alteration in the Articles of Association of the Company by inserting the new Article No. 125A after the existing Article 125 to appoint / re-appoint an individual as the Chairman of the Company as well as the Managing Director and Chief Executive Officer or Whole Time Director of the Company at the same time.		
6.	Approval for the re-appointment of Shri Ravi Jhunjhunwala as Chairman, Managing Director and CEO for a further period of 5 years commencing from the 13th February, 2014 and also fixing his remuneration for a period of one year w.e.f. 13th February, 2014.		
7.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money over and above the aggregate of the paid-up share capital and free reserves of the Company, upto an aggregate sum of ₹ 2,000 crores.		
8.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance upto an amount not exceeding ₹ 2,000 crores in the aggregate.		
9.	Appointment of Smt. Vinita Singhania (who was appointed as Additional Director and who holds office upto the date of this Annual General Meeting) as an Independent Director of the Company to hold office up to the conclusion of the 46th Annual General Meeting of the Company to be held in calendar year 2018.		
10.	Appointment of Shri D.N.Davar as an Independent Director of the Company from August 30, 2014 up to August 29, 2019.		
11.	Appointment of Dr. Kamal Gupta as an Independent Director of the Company from August 30, 2014 up to August 29, 2019.		
12.	Appointment of Dr. O.P.Bahl as an Independent Director of the Company from August 30, 2014 up to August 29, 2019.		
13.	Special Resolution for Alteration in the Articles of Association of the Company by replacing the existing Article Nos. 94(2) and 107 that the nominee Director(s) of any financial institution(s) may be a director(s) liable to retire by rotation.		
14.	Approval of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditor of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company).		

Signed this.....day of.....2014.

.....

Signature of shareholder

.....

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- **It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 42nd Annual General Meeting.