PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

LETTER OF APPOINTMENT OF INDEPENDENT DIRECTOR

[.] (Insert Date)
[.] (Insert Name of the Director)
[.] (Insert Address)

Dear [.],

Sub: Appointment as Non- Executive Independent Director under the Companies Act, 2013.

We are pleased to inform you that the shareholders of the Company at the 42nd Annual General Meeting held on the 30th August, 2014 have passed the resolution for your appointment as an Independent Director of the Company, pursuant to the provisions of the Companies Act, 2013. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

Appointment & Remuneration:

You are appointed as an Independent Director of the Company with effect from .... up to ...... .This tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

You will not be an employee of the Company and this letter shall not constitute a contract of employment.

You will be paid such remuneration by way of sitting fee for attending meetings of the Board and its Committees as may be decided by the Board from time to time. The sitting fee presently paid to Non-Executive Independent Director is as under:

S.no	Type of Meeting	Amount
1.	Board Meeting	Rs. 75000/- per meeting
2.	Audit Committee Meeting	Rs. 75000/- per meeting
3.	Other Board Committee(s)**	Rs. 20000/- per meeting

** No sitting fee is payable for Corporate Social Responsibility Committee Meeting.

Also, you will not be entitled to stock options under Company's Stock Option Plan. Again you will not be entitled to any compensation for loss of office.

In addition to above, you will also be entitled for reimbursement of the travel, hotel and other incidental expenses incurred by you in the performance of your role and duties.

Board Committees:

During the tenure of office, you may be requested to serve on one or more Committees of the Board and the event of acceptance of such request(s) you will be provided with the relevant Committee's terms of reference and specific responsibilities. You are currently nominated on the following Committees of the Board, whose terms of reference have been provided to you:

(To be modified as applicable)

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee
4. Board Committee for Shares
5. Corporate Social Responsibility Committee
6. Management and Finance Committee
7. Planning and Review Committee

The Board may reconstitute the composition of any/all Committees from time to time and any such change shall be promptly communicated to you.

Time Commitment:

As a Non-executive Director, you are expected to devote such time as may be necessary to perform your duties as an Independent Director. You are expected to attend the meetings of the Board/Committees of the Board and of the Shareholders and to devote such time to your duties, as be appropriate to discharge your role effectively.

Role and duties:

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, which shall include inter-alia:

1. To act in accordance with the Company's Articles of Association.

2. To act in good faith in order to promote the objects of the Company in the best interests of the Company, its employees, the Shareholders and the community.

3. To discharge your duties with due and reasonable care and diligence, skill and diligence and shall exercise independent judgment.

4. Not to involve yourself in a situation in which you have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

5. Not to achieve or attempt to achieve any undue gain or advantage either for yourself or for your relatives, partners or associates.

6. Not to assign your office as Director and such assignment, if occurs, shall be void.

Liability:

The liability that devolves pursuant to your appointment would be as per the applicable laws and Articles of Association of the Company.

Technology:

You may give your consent by advance notification to the Chairman or Company Secretary to participate in any meeting(s) of the Board or Committee of Directors, when necessary through video conferencing or other audio visual means, except for matters not to be so dealt with under the provisions of Companies Act, 2013.

Conflict of Interest:

During your term, you are required to promptly notify the any change in your Directorships, appointments and interest in any manner whatsoever. In the event that your circumstances seem likely to change and could give rise to a conflict of interest or, when applicable, circumstances that lead the Board to revise its judgment on your independence, you should promptly disclose the same to both the Chairman and the Company Secretary of the Company.

Evaluation Processes:

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of the Board as a whole and the other Directors on annual basis.

Code of Conduct:

During the appointment you are required to comply with the Code of Conduct for Independent Directors as provided in Schedule IV to the Companies Act, 2013, which is enclosed as Annexure 'A'. You are also requested to give a declaration that you meet the criteria of 'independence' at the first meeting of the Board in every financial year pursuant to the provisions of Section 149(7) of the Companies Act, 2013, in the format enclosed with the said Code of Conduct.

You are also required to abide by

(a) Company's Code of Conduct for Directors and Senior Management (Annexure 'B').
(b) Company's Code of Conduct for Prevention of Insider Trading (Annexure 'C').

Confidentiality:

All information acquired during your appointment is confidential to the Company and shall not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairman, unless required by law or by the rules of any Sock Exchange or any regulatory body. On request, you shall surrender any document and other materials made available to you by the Company.

Independent Professional Advice:

There may be occasions when you consider that you need professional advice in furtherance of your duties as a Director and it will be appropriate for you to consult as far as possible jointly with other Independent Directors, should they also choose or otherwise even for your own, independent advisors at the Company's expense. The Company will reimburse the full cost of expenditure reasonable incurred in connection therewith.

Availability of Directors and Officers Liability Insurance:

The Company has Directors' and Officers' liability insurance and it is intended that it will maintain such insurance cover for the full term of your appointment.

Resignation or removal

The resignation or removal of an Independent Director shall be in the manner as provided under Sections 168 and 169 of the Companies Act, 2013.

General:

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be construed in accordance with, the laws of India, and the parties agree to submit to the exclusive jurisdiction of the courts in India.

Please confirm your agreement to the above by signing and returning the enclosed duplicate copy of this letter.

Thanking you,

Yours sincerely,
for **HEG Ltd.**

Chairman, Managing Director and CEO

I have read and agree and confirm the above terms regarding my appointment as an Independent Director of HEG Limited.

[.] (Insert Name of the Director)
[.] (Insert DIN)
[.] (Insert Date)

ANNEXURE - 'A'

SCHEDULE IV

[*See* section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

(1) uphold ethical standards of integrity and probity;

(2) act objectively and constructively while exercising his duties;

(3) exercise his responsibilities in a *bona fide* manner in the interest of the company;

(4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;

(5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

(6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(7) refrain from any action that would lead to loss of his independence;

(8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

(9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

(1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

(2) bring an objective view in the evaluation of the performance of board and management;

(3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

(4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

(5) safeguard the interests of all stakeholders, particularly the minority shareholders;

(6) balance the conflicting interest of the stakeholders;

(7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

(8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall—

(1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

(2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

(3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

(4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

(5) strive to attend the general meetings of the company;

(6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

(7) keep themselves well informed about the company and the external environment in which it operates;

(8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

(10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

(12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

(1) Appointment process of independent dir ectors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

(2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.

(3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

(4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :

(a) the term of appointment;

(b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

(c) the fiduciary duties that come with such an appointment along with accompanying liabilities;

(d) provision for Directors and Officers (D and O) insurance, if any;

(e) the Code of Business Ethics that the company expects its directors and employees to follow;

(f) the list of actions that a director should not do while functioning as such in the company; and

(g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

(5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.

(6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

(1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.

(2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.

(3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

(1) The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;

(2) All the independent directors of the company shall strive to be present at such meeting;

(3) The meeting shall:

(a) review the performance of non-independent directors and the Board as a whole;

(b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;

(c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

(1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

DECLARATION OF INDEPENDENCE

Under section 149 (7)

Date:______________

To
The Board of Directors,
HEG Limited

Dear Sir/Madam,

I do hereby affirm that upto the date of the present declaration, I ______________________ S/o / D/o__________________________________ is independent from the Company and have no material and pecuniary relationship with the Company, apart from drawing Director's sitting fees for attending the Board Meetings and other committee meetings of the Board of the Company.

I also hereby declare the following in respect of my independence from the Company:

- I am not and was not a promoter of the Company or its holding, subsidiary or associate company,
- I am not related to promoters or directors in the Company, its holding, subsidiary or associate Company.
- I never had any pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year except receiving of sitting fee for attending the meetings of Board/Committee of Directors/Shareholders and out of pocket expenses.
- None of my relatives have or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year.
- Neither I nor my relative(s):
  - ➢ hold / together two per cent or more of the total voting power of the Company.
  - ➢ am / is a Chief Executive or Director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company.

(Director)

Annexure - B

HEG

CODE OF CONDUCT
For
DIRECTORS AND SENIOR MANAGEMENT

HEG LIMITED (hereinafter referred to as "**HEG**") is committed to maintain sound standards of Business Conduct and Corporate Governance.

The Board of Directors (the "Board") and the senior management of HEG undertake to abide by following Code of Conduct adopted by the Board and affirm compliance with this Code on an Annual basis by acknowledging the same in the format as provided in the annexure.

The Code is named as Code of Conduct for The Board of Directors and Senior Management and is framed in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

APPLICABILITY

The Code is applicable to all the members of The Board of Directors and senior management of the Company.

Senior Management shall mean personnel of the Company who are members of its core management team excluding Board of Directors.

THE CODE

Conflicts of Interest: *The Directors and senior management should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, in the case of a senior management personnel, he/she should make full disclosure of all facts and circumstances thereof to the Managing Director and a prior written approval should be obtained. In case there is likely to be a conflict of interest in the case of Managing Director, he should make full disclosure of all facts and circumstances to the Chairman of the Board. The Chairman and any Director of the Board in like circumstances should make full disclosures to the Board.*

Honest and Ethical Conduct: *The Directors and senior management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct and use their powers of office, in good faith and in the best interests of the Company as a whole.*

Confidentiality: *The Directors and senior management shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or disclosure of which might be harmful to the Company or its associates. The use of confidential information for his/her own advantage or profit is also prohibited.*

Protection and Proper Use of Company's Assets: *The Directors and senior management should protect Company's assets and property. Company's assets should be used only for legitimate business purposes.*

Compliance with Laws, Rules, and Regulations: *The Directors and senior management shall endeavour to ensure compliance with all applicable laws, rules, and regulations applicable to the Company. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without complying with Code of Conduct for Prohibition of Insider Trading.*

COMPLIANCE WITH CODE OF CONDUCT

Each Director and senior management personnel shall adhere to this code of conduct and affirm compliance with the code as of 1st January, 2006 and thereafter on an annual basis. Violation of this Code will lead to appropriate action.

CODE OF CONDUCT FOR BOARD MEMBERS

AND

MEMBERS OF THE SENIOR MANAGEMENT

OF

HEG LIMITED

ANNUAL COMPLIANCE REPORT

I, ...do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended 31st March, ________.

Signature : ______________________________

Name : ______________________________

Designation : ______________________________

Address : ______________________________

Dated : ______________________________

Place : ______________________________

HEG LTD

Code of Conduct for Prevention of Insider Trading

As revised and approved by the Board of Directors on 28th October, 2010

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, has been amended from time to time (hereinafter referred to as the 'Regulations') in terms of which the Company is required to frame a Code of Conduct for prevention of insider trading by Directors/Employees of the Company, in relation to the securities of the Company.

In line with the said Regulations, a Code of Conduct on Insider Trading (hereinafter referred to as the '**Code**') was adopted by the Board of Directors of the Company at its meeting held on 30th October, 2002.

The Code, as revised with effect from 28th October, 2010, is given below:

This Code shall be applicable to the Directors and Designated Employees of the Company and their dependants.

For the purpose of the Code:

a. **'Securities'** shall include shares of the Company and related stock market derivatives.

b. **'Price Sensitive Information'** means any information which relates directly or indirectly to a Company and which if published is likely to materially effect the price of securities of Company and inter-alia includes –
   - (i) periodical financial results of the Company;
   - (ii) intended declaration of dividends (both interim and final);
   - (iii) issue of securities or buy-back of securities;
   - (iv) any major expansion plans or execution of new projects;
   - (v) amalgamation, mergers or takeovers;
   - (vi) disposal of the whole or substantial part of the undertaking;
   - (vii) and significant changes in policies, plans or operations of the company.

c. **'Compliance Officer'**: The Company Secretary shall be the Compliance Officer who shall report to the Chief Executive Officer of the Company. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, pre clearing of designated employees and their dependents' trades, monitoring of trades and implementation of the code of conduct under the overall supervision of the Board of the Company. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities Exchange

Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time and the Company's Code of Conduct.

d. **'Designated Employees'** shall cover the following:
    - Managers and above or its equivalent in all departments;
    - All employees in Secretarial, Finance and Accounts Department;
    - Such other employees as may be determined by the Committee Concerning Shares (committee which will monitor the implementation of the Code) and/or Compliance Officer.

e. **'Dependant'** mean dependant parents, dependant children, dependant spouse and any other person(s) dependant on the Designated Employee.

1) PROHIBITION TO BUY / SELL SECURITIES OF THE COMPANY BY DIRECTORS AND EMPLOYEES

Directors and Employees, when in possession of any unpublished price sensitive information, as defined in the Regulations, pertaining to the Company, shall not:

- Buy / sell securities of the Company, either on their own behalf or on behalf of any other person.
- Communicate, counsel or procure any unpublished price sensitive information to / from any person.

2) RESTRICTION TO BUY / SELL SECURITIES BY DIRECTORS/DESIGNATED EMPLOYEES AND / OR THEIR DEPENDANTS

2.1 **Directors /Designated Employees shall not** enter into derivative transaction(s) at any time with respect to the securities of the Company.

2.2 **Directors /Designated Employees shall not** buy / sell securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited.

Trading Window shall be closed during the following periods:

a) 15 days prior and 48 hours after communication of the financial results to the Stock Exchanges where the Company's securities are listed for the first quarter, second quarter & half year, third quarter and fourth quarter & annual;
b) From the date of circulation of the agenda for the meeting of the Board of Directors, in which any material, price sensitive and unpublished event, including the following, are proposed:

- Proposal in respect of interim / final dividend;
- Proposal in respect of issue of securities by way of public/ rights/ bonus etc.;
- Proposal in respect of significant expansion plans or execution of new large projects;
- Proposal in respect of amalgamation, mergers, takeovers;
- Buy back of shares or other securities;
- Proposal in respect of disposal of whole or substantially the whole of the undertaking;

- Any significant changes in policies, plans or operations of the Company.

The Trading Window shall open 48 hours after communication of the decision of the Board of Directors in respect of the above events to the Stock Exchanges where the Company's securities are listed.

The closure of the Trading Window for these events will be advised by the Compliance Officer appointed by the Board of Directors for the purpose of this Code.

2.3 **Directors/Designated Employees** shall require prior clearance from the Compliance Officer in respect of purchase/sale of securities of the Company, where the deal is above a minimum threshold limit of **300 shares** in a month (either in one transaction or in a series of transactions). Such purchase/sale of securities by the Compliance Officer shall require prior clearance from the Chairman. An undertaking in the prescribed format shall also be executed.**(Annexure-I)**

2.4 **Directors/Designated Employees** who buy or sell any number of shares of the Company **shall not enter into an opposite transaction** i.e. sell or buy any number of shares **within 6 months following a prior transaction.**

2.5 In case of subscription in the primary market (public offers), the **Directors/Designated Employees** shall hold their investments for **a minimum period of 30 days.** Holding period would commence when the securities are actually allotted.

2.6 In case of sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. In respect of the Compliance Officer, prior clearance is required to be taken from the Chairman of the Company.

2.7 Purchase / sale transactions for which prior clearance has been obtained by Directors/Designated Employees shall be executed **within seven days** of such clearance, failing which fresh sanction will be required to be taken.

3. DISCLOSURES

Directors/Designated Employees shall make the following disclosures of shares and other securities held in the Company by them and their Dependants, to the Compliance Officer:

3.1 Annual disclosure of number of shares and other securities held as on 31st March each year, including details of purchase / sale of shares and other securities during the financial year. This disclosure shall be made within 30 days from the close of each financial year in the format as per **Annexure II.**

3.2 Changes in shareholding of Directors/Designated employees and their Dependants, when such change exceeds Rs. 5 lakhs in value or 25,000 shares or 1% of the total shareholding of the Company or voting rights, whichever is lower, or such other limit as may be prescribed under the Regulations from time to time. Such disclosure shall be made within 2 working days of such change to the Company and to the Stock Exchanges where the Company's securities are listed. **(Annexure III)**

3.3 Disclosure shall be required to be made to the Company by persons upon becoming Directors/Designated Employees within 2 working days in respect of–

- their shareholding in the Company and that of their Dependants
- their own and their Dependants' position in derivatives with respect to the securities of the Company.

The disclosure shall be in format as per **Annexure IV.**

3.4 The Compliance Officer shall maintain records of all the declarations/undertakings/forms as mentioned in this Code as received from time to time for a period of three years.

3.5 The Compliance Officer shall place before the Chairman and Managing Director, on a monthly basis, all the details of the dealing in the securities by Designated Employees/Directors of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in this Code.

4. PENALTIES FOR CONTRAVENTION

Violation of this Code will invite severe disciplinary action. Such disciplinary action will be irrespective of action that may be taken by SEBI under the Regulations.

5. GENERAL

A copy of the Regulations is enclosed. Employees are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein. Clarification /assistance as necessary may be sought from the Compliance Officer.

By order of the Board

Date : 28/10/2010
Place: Noida

Ashish Sabharwal
Compliance Officer

ANNEXURE-I

APPLICATION FOR PRE-CLEARANCE OF SALE/PURCHASE OF SECURITIES

The Compliance Officer,
HEG LIMITED
Bhilwara Towers, A-12,
Sector 1, NOIDA-201301.

I am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my dependent family member (write name of family member and relationship) and seek your approval to acquire/ purchase/ sell them.

No. of Equity Shares	Market Price	Mode of acquisition Purchase / Sale – Physical / Demat	Date by which trade is proposed to be executed	Folio No. / DP ID No. / Client ID No. alongwith the name of depository	Present Holding (No. of Shares)	
					Physical	Demat

In relation to the above Acquisition/ Purchase/ Sale, I undertake that:

a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information" upto the time of signing this undertaking.

b) In case, I get access to or receive any "Price Sensitive Information" after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from dealing in Shares till such information is made public.

c) I have not contravened the Company's Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

d) I have made full and true disclosure in this application.

Date: Signature of Applicant____________________________

Place: Name of Director/Designated Employee__________________

Designation in full____________________________________

ANNEXURE-II

The Compliance Officer
HEG LIMITED
Bhilwara Towers, A-12,
Sector 1, NOIDA-201301.

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDINGS OF DIRECTORS / DESIGNATED EMPLOYEES IN THE COMPANY

Name	Designation	Department	No. of Shares held on 01/04/20__	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31/03/20__	Folio No./DP ID Client ID

II DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS

Name	Relation- ship	No. of Shares held on 01/04/20__	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31/03/20__	Folio No./DP ID Client ID

I/We declare that the above disclosure is true and correct.
I/We declare that during the Financial Year ended 31st March, 20__, I have not entered in any opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.
I/We have complied with the all the clauses of Insider Trading Code of the Company during the year.

Date:

Place:

Signature of Applicant________________________________

Name of Director/Designated Employee____________________

Designation in full__________________________________

ANNEXURE-III

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Details of change in shareholding by Director or Officer of a listed Company and his dependents

Name, PAN No. & Address of Director / Officer	No. & % of shares/voting rights held by the Director/Officer	Date of receipt of allotment advice / acquisition / sale of shares / voting rights	Date of intimation to Company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	No. & % of shares / post acquisition / voting rights sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy Value	Sell Quantity	Sell Value

Date:

Signature ______________________________

ANNEXURE-IV

FORM FOR INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY DIRECTORS/DESIGNATED EMPLOYEES

The Compliance Officer
HEG LIMITED
Bhilwara Towers, A-12,
Sector 1, NOIDA-201301.

1. DETAILS OF SHAREHOLDING OF DIRECTORS/DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME

Name	Designation	No. of shares held	Folio No./DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDANTS

Name of Dependant	Relationship	No. of shares held	Folio No./DP ID/Client ID

III. DETAILS OF ANY OUTSTANDING DERIVATIVE CONTRACT IN SCRIP OF THE COMPANY

Date: Signature of Applicant________________________________

Place: Name of Director/Designated Employee______________________

Designation in full________________________________