PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

HEG/SECTT/2018 24th July, 2018

1	**BSE Limited** 25th Floor, P J Towers Dalal Street MUMBAI - 400 001. **Scrip Code : 509631**	2	**National Stock Exchange of India Limited** 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 of the 46th Annual General Meeting of the Company held on 23rd July, 2018 attached as Annexure 1.

We would like to inform you that all the resolutions set out in the Notice dated 12th June, 2018 were passed with the 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**

HEG LIMITED LNJ

(Vivek Chaudhary)
Company Secretary

heg.investor@lnjbhilwara.com

Encl: as above

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
Website : www.lnjbhilwara.com

Regd. Office :
Mandideep (Near Bhopal) Distt. Raisen - 462046
(Madhya Pradesh), India
Tel. : +91-7480-405500, 233524 to 233527
Fax : +91-7480-233522
Website : www.hegltd.com

Corporate Identification No.: L23109MP1972PLC008290

Annexure - 1

Details of voting results

a) Date of the Annual General Meeting : 23rd July, 2018
b) Total number of shareholders on record date : As of cut-off date i.e. 16th July, 2018
48511

c) No. of shareholders present in the meeting either in person or through proxy
- Promoters and Promoter Group : 15
- Public : 34

d) No. of Shareholders attended the meeting through Video Conferencing
- Promoters and Promoter Group : Not arranged
- Public

AGENDA-WISE DISCLOSURE

Resolution No. 1: Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5550104	81.25	5550104	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5550104	81.25	5550104	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13354	0.15	13349	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17938	0.21	17933	5	99.97	0.03	
Total		**39959142**	**29936421**	74.92	**29936416**	**5**	100.00	0.00	**2309**

Resolution No. 2: Confirmation the payment of the Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and to declare a Final Dividend of Rs.50 per Equity Share of face value of Rs. 10 each for the financial year 2017-18

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13161	0.15	13156	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17745	0.20	17740	5	99.97	0.03	
Total		**39959142**	**30019028**	75.12	**30019023**	**5**	100.00	0.00	**2309**

Resolution No. 3: Re-appointment of Shri Satyendra Nath Bhattacharya (holding DIN 06758088), Director of the Company, who retires by rotation at this Annual general Meeting and being eligible offers himself for re-appointment.

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5414933	217971	96.13	3.87	
	Poll		0	0.00	0	0	0.00	0.00	2309

	Total	6830918	5632904	82.46	5414933	217971	96.13	3.87	
Public - Non- Institutional Holders	E-Voting	8738245	13324	0.15	13319	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17908	0.20	17903	5	99.97	0.03	
Total		**39959142**	**30019191**	75.12	**29801215**	**217976**	99.27	0.73	**2309**

Resolution No. 4 : Ratification of appointment of M/s SCV & Co LLP, (Firm No. 000235N/N500089) Chartered Accountants as Statutory Auditors and fixing their remuneration.

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13332	0.15	13322	10	99.92	0.08	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17916	0.21	17906	10	99.94	0.06	
Total		**39959142**	**30019199**	75.12	**30019189**	**10**	100.00	0.00	**2309**

Resolution No. 5 : Re-appointment of Smt. Vinita Singhania (holding DIN 00042983) as an Independent Director for a second term of 5 (five) consecutive years.

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5398495	234409	95.84	4.16	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5398495	234409	95.84	4.16	
Public - Non- Institutional Holders	E-Voting	8738245	13324	0.15	13309	15	99.89	0.11	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17908	0.20	17893	15	99.92	0.08	
Total		**39959142**	**30019191**	75.12	**29784767**	**234424**	99.22	0.78	**2309**

Resolution No. 6 : Approval for continuation of the Directorship of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	4764941	867963	84.59	15.41	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	4764941	867963	84.59	15.41	
Public - Non- Institutional Holders	E-Voting	8738245	13148	0.15	13143	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17732	0.20	17727	5	99.97	0.03	
Total		**39959142**	**30019015**	75.12	**29151047**	**867968**	97.11	2.89	**2309**

Resolution No. 7 : Approval for continuation of the Directorship of Dr. Om Parkash Bahl (holding DIN 02643557) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.

Resolution required : Special

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

HEG LIMITED

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5617461	15443	99.73	0.27	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5617461	15443	99.73	0.27	
Public - Non- Institutional Holders	E-Voting	8738245	13319	0.15	13314	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17903	0.20	17898	5	99.97	0.03	
Total		**39959142**	**30019186**	75.12	**30003738**	**15448**	99.95	0.05	**2309**

Resolution No. 8: Approval for payment of commission to the Non-Executive Directors (including Independent Directors), collectively, not exceeding 1 (one) per cent of the net profits of the Company of each year for the period of five years, starting from the financial year 2017-18.

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	12564824	51.52	12564824	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	23090791	94.67	23090791	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13304	0.15	12733	571	95.71	4.29	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17888	0.20	17317	571	96.81	3.19	
Total		**39959142**	**28741583**	71.93	**28741012**	**571**	100.00	0.00	**2309**

Resolution No. 9 : Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial year 2018-19.

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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13324	0.15	13284	40	99.70	0.30	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17908	0.20	17868	40	99.78	0.22	
Total		**39959142**	**30019191**	75.12	**30019151**	**40**	100.00	0.00	**2309**

* Figures have been rounded off

Yours faithfully,

For **HEG Limited**

(Vivek Chaudhary)
Company Secretary
heg.investor@lnjbhilwara.com

Annexure - 2

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
HEG Limited
Mandideep (Near Bhopal)
Distt.Raisen
Madhya Pradesh-462046

Reg: 46th Annual General Meeting of HEG LIMITED held on Monday, 23rd day of July, 2018 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 12th June, 2018 for Annual General Meeting of HEG Limited (hereinafter referred to as the Company), held on Monday, 23rd day of July, 2018 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. 16th July, 2018 were entitled to vote on the resolutions (Ordinary Businesses being Item Nos. 1 to 4 and Special Businesses being Item Nos. 5 and 9 as set out in the Notice of 46th Annual General Meeting of the Company).

(ii) The remote e-voting period remained open from 20th July, 2018 (09:00 A.M.) upto 22nd July, 2018 (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.

Signature: Pooja

Name: Pooja Kakrania

Address: Geeta Bhawan, 128/50, Y Block Kidwai Nagar, Kanpur – 208011

Signature: Shabeena

Name: Shabeena Noor

Address: 90/183 Iftikhara Bad, Kanpur – 208001

(iv) The votes cast by remote e-voting were unblocked on 23rd July, 2018 at 12:41 p.m. in presence of 2 witnesses who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: Neetika

Name: Neetika Gupta

Address: 61/43 Sita Ram Mohal, Kanpur – 208001

Signature: Monika

Name: Monika Agarwal

Address: r/o 30/71, Etawah Bazar Kanpur-208001

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

GSK & ASSOCIATES * COMPANY SECRETARIES

ORDINARY BUSINESSES

Resolution No. 1 (Ordinary)

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	19405865	5	0	----
Ballot	10530551	0	2309	----
Total	**29936416**	**5**	**2309**	**99.999**

Resolution No. 2 (Ordinary)

To confirm the payment of Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and to declare a Final Dividend of Rs. 50 per Equity Share of face value of Rs. 10 for the financial year 2017-18.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	19488472	5	0	----
Ballot	10530551	0	2309	----
Total	**30019023**	**5**	**2309**	**99.999**

Resolution No. 3 (Ordinary)

Re-appointment of Shri S.N. Bhattacharya, who retires by rotation and being eligible, offers himself for re-appointment.

GSK & ASSOCIATES * CS * COMPANY SECRETARIES

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	19270664	217976	0	----
Ballot	10530551	0	2309	----
Total	**29801215**	**217976**	**2309**	**99.274**

Resolution No. 4 (Ordinary)

Ratification of appointment of M/s SCV & Co. LLP., Chartered Accountants, as Statutory Auditors and fixing their remuneration.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	19488638	10	0	----
Ballot	10530551	0	2309	----
Total	**30019189**	**10**	**2309**	**99.999**

SPECIAL BUSINESSES

Resolution No. 5 (Special)

Re-appointment of Smt.Vinita Singhania as an Independent Director of the Company for a second term of five consecutive years.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	19254216	234424	0	----
Ballot	10530551	0	2309	----
Total	**29784767**	**234424**	**2309**	**99.219**

GSK & ASSOCIATES ★ COMPANY SECRETARIES ★ CS

Resolution No. 6 (Special)

Approval of continuation of Shri Dharmendar Nath Davar as an Independent Director, from 1st April, 2019 till his present term expiring on 29th August, 2019.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	18620496	867968	0	----
Ballot	10530551	0	2309	----
Total	**29151047**	**867968**	**2309**	**97.109**

Resolution No. 7 (Special)

Approval of continuation of Dr. Om Parkash Bahl as an Independent Director, from 1st April, 2019 till his present term expiring on 29th August, 2019.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	19473187	15448	0	----
Ballot	10530551	0	2309	----
Total	**30003738**	**15448**	**2309**	**99.949**

Resolution No. 8 (Special)

Approval for payment of commission to Non-Executive Directors, (including Independent Directors) collectively, not exceeding 1 per cent of the net profits of the Company of each year for the period of 5 years, starting from the financial year 2017-18.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	18210461	571	0	---
Ballot	10530551	0	2309	----
Total	**28741012**	**571**	**2309**	**99.998**

Resolution No. 9 (Ordinary)

Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial Year 2018-19.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
E-voting	19488600	40	0	-
Ballot	10530551	0	2309	-
Total	**30019151**	**40**	**2309**	**99.999**

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

For HEG Limited
Director
Chairman of the Meeting

Saket Sharma
(Partner)
M. No.: F4229
C. P. No.: 2565

Date: 24.07.2018
Place: Mandideep