



Memorandum setting out the terms of Managing Director and Whole Time Director of the Company under Section 190 of the Companies Act, 2013.

A) SHRI RAVI JHUNJHUNWALA, CHAIRMAN, MANAGING DIRECTOR & CEO

Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO of the Company was re-appointed and terms of re-appointment including remuneration were approved in the 47th Annual General Meeting(AGM) held on 20th August, 2019 for a period of five years w.e.f 13th February, 2019 to 12th February, 2024, not liable to retire by rotation.

The members further in their 48th AGM held on 11th September, 2020 had approved the remuneration of Shri Ravi Jhunjhunwala, Chairman, Managing Director and CEO of the Company for a period of two years w.e.f. 1st April, 2020 to 31st March, 2022 under Schedule V of the Companies Act, 2013 ("Act").

The Board of Directors of the Company in their meeting held on 27th May, 2021 upon the recommendation of Nomination and Remuneration Committee has sought the fresh approval of the members of the Company at the ensuing Annual General Meeting of the Company for the payment of remuneration to Shri Ravi Jhunjhunwala (DIN: 00060972), Chairman, Managing Director & CEO of the Company, not liable to retire by rotation (who was re-appointed at the Annual General Meeting of the Company held on August 20, 2019 for a period of 5 years w.e.f. 13th February, 2019 upto 12th February, 2024), as enumerated below, as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the period commencing from 1st April, 2021 to 12th February, 2024, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act;

Basic Salary	Rs.10,00,000/- per month with an annual increase upto 15%.
Commission	Not more than 3.0% of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013.
Perquisites	In addition to the salary and commission, Shri Ravi Jhunjhunwala is entitled to the following perquisites:



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.injbhilwara.com

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



Corporate Identification No.: L23109MP1972PLC008290



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)	Gas, Electricity and Water	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 Allowance	For self and family subject to a ceiling of one month's basic salary in a year subject to payment of applicable tax as per Income Tax Rules.
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 Rs 10,000/-. For the purpose of this category, "family" means the spouse, dependent children and dependent parents.



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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.

The same is also placed at Resolution No.5 of the Notice read with its Explanatory Statement at item no.5, which is attached herewith.

B) SHRI MANISH GULATI, EXECUTIVE DIRECTOR

Members of the Company at their 48th Annual General Meeting held on 11th September, 2020, have approved the appointment of Shri Manish Gulati, as Whole Time Director (holding DIN: 08697512) designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 years with effect from 1st March, 2020 up to 28th February, 2025 and fixed his remuneration for a period of three years w.e.f. 1st March, 2020 up to 28th February, 2023.

The Board of Directors of the Company in their meeting held on 27th May, 2021 upon the recommendation of Nomination and Remuneration Committee has sought the fresh approval of the members of the Company at the ensuing Annual General Meeting of the Company for the payment of remuneration to Shri Manish Gulati (DIN: 08697512), Whole Time Director designated as Executive Director of the Company, liable to retire by rotation (who was appointed at the Annual General Meeting of the Company held on 11th September, 2020 for a period of 5 years w.e.f. 1st March, 2020 upto 28th February, 2025), as enumerated below.

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minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the period commencing from 1st April, 2021 to 31st March, 2024, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act;

Basic Salary	Rs. 2,94,028/- per month with an annual increase upto 15%.
Commission	0.5% of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 subject to the maximum limit of Rs. 1 Crore.
Other Allowances	Rs. 2,37,340/- per month with an annual increase upto 15%.
Perquisites	In addition to the salary, Shri Manish Gulati 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, 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)	Gas, Electricity and Water	The expenditure incurred by the Company on Gas, Electricity and Water shall be valued as per Income-tax Rules, 1962 and will be subject to a ceiling of 10% of basic salary.
III)	Leave Travel Assistance	Rs.4,000/- per month
IV)	Club Fees	Fees, subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.
V)	Personal Accident Insurance	Of an amount, the annual premium of which shall not exceed Rs. 10,000/-. For the purpose of this category, "family" means the spouse, dependent children and dependent parents.

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Category 'B'

i)	Provident Fund	Company's contribution to provident fund shall be as per the rules of the Company.
ii)	Superannuation	Company's contribution to superannuation fund shall be in accordance with the rules of the Company.
iii)	Gratuity	As per Rules of the Company.

Category 'C'

i)	Car	Provision of car for use on Company's business. Use of car for private purpose shall be billed by the company.
ii)	Telephone and Mobile	Reimbursement of Residential Telephone and Mobile usage expenses as per policy of the Company.
iii)	Furnishing and other Loans	Furnishing and other Loans as per the policy of the Company.

The same is also placed at Resolution No.6 of the Notice read with its explanatory statement at item no.6, which is attached herewith.

By order of the Board of Directors
For **HEG Limited**




(Vivek Chaudhary)
Company Secretary
ACS: 13263

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CIN: L23109MP1972PLC008290

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Corporate Office: Bhilwara Towers, A - 12, Sector - 1, Noida - 201 301 (U.P.), Phone: 0120-4390300 (EPABX), Fax: 0120-4277841

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NOTICE

NOTICE is hereby given that the 49th Annual General Meeting (AGM) of HEG LIMITED will be held on Wednesday, 28th July, 2021 at 11:00 A.M. through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without physical presence of members at the AGM venue to transact businesses as set out in this notice. The venue of the AGM shall be deemed to be the Registered Office of the Company at Mandideep (Near Bhopal,) Distt. Raissen – 462 046, Madhya Pradesh.

The following businesses will be transacted at the AGM:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021, 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, 2021 and the Report of Auditors thereon.
2. To declare a Final Dividend of ₹ 3 per Equity Share of the face value of ₹ 10 each, for the Financial Year 2020-21.
3. To appoint a Director in place of Shri Riju Jhunjunwala (holding DIN: 00061060), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Shekhar Agarwal (holding DIN: 00066113), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business:

5. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto read with the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the fresh approval of the members of the Company be and is hereby accorded for the payment of remuneration to Shri Ravi Jhunjunwala (DIN: 00060972), Chairman, Managing Director & CEO of the Company, not liable to retire by rotation (who was re-appointed at the Annual General Meeting of the Company held on August 20, 2019 for a period of 5 years w.e.f. 13th February, 2019 upto 12th February, 2024), as enumerated below, as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the period commencing from 1st April, 2021 to 12th February, 2024, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act;

Basic Salary	₹ 10,00,000/- per month with an annual increase upto 15%.
Commission	Not more than 3.0% of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013.
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)	Gas, Electricity and Water	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 Allowance	For self and family subject to a ceiling of one month's basic salary in a year subject to payment of applicable tax as per Income Tax Rules.
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 approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

6. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 2(51) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, the fresh approval of the members of the Company be and is hereby accorded for the payment of remuneration to Shri Manish Gulati (DIN: 08697512), Whole Time Director designated as Executive Director of the Company, liable to retire by rotation (who was appointed at the Annual General Meeting of the Company held on 11th September, 2020 for a period of 5 years w.e.f 1st March, 2020 upto 28th February, 2025), as enumerated below, as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during the period commencing from 1st April, 2021 to 31st March, 2024, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act;

Basic salary	₹ 2,94,028/- per month with an annual increase upto 15%.
Commission	0.5% of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 subject to the maximum limit of ₹ 1 Crore.
Other Allowances	₹ 2,37,340/- per month with an annual increase upto 15%.
Perquisites	In addition to the salary, Shri Manish Gulati 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, 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)	Gas, Electricity and Water	The expenditure incurred by the Company on Gas, Electricity and Water shall be valued as per Income-tax Rules, 1962 and will be subject to a ceiling of 10% of basic salary.
III)	Leave Travel Assistance	₹ 4,000/- per month.
IV)	Club Fees	Fees, subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.
V)	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	Company's contribution to superannuation fund shall be in accordance with the rules of the Company.
iii)	Gratuity	As per Rules of the Company.

Category 'C'

i)	Car	Provision of car for use on Company's business. Use of car for private purpose shall be billed by the company.
ii)	Telephone and Mobile	Reimbursement of Residential Telephone and Mobile usage expenses as per policy of the Company.
iii)	Furnishing and other Loans	Furnishing and other Loans as per the policy of the Company.

RESOLVED FURTHER THAT in terms of provisions of Section 2 (51) of the Companies Act, 2013, Shri Manish Gulati, Executive Director shall also continue to act as KMP (Key Managerial Personnel) of the Company.

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

7. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. N.D. Birla & Co., Cost Accountants (Firm Registration Number 000028) who were appointed by the Board of Directors of the Company, to conduct the audit of the cost records for the financial year ending 31st March 2022, be paid the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit."

By order of the Board of Directors
For **HEG Limited**

Sd/
(Vivek Chaudhary)
Company Secretary
ACS: 13263

Place : Noida (U.P.)
Date: 27th May, 2021

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the special business to be transacted at the Annual General Meeting (AGM) is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5 to 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April 2020 and 5th May, 2020, respectively and by General Circular No. 02/2021 dated 13th January, 2021, allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 the validity of which has been extended till 31st December, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 49th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The Members can attend and participate in the AGM through VC/OAVM only. Further, the Company will be availing remote e-voting/ e-voting system for casting vote during AGM from National Securities Depository Limited (NSDL).
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 49th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 49th AGM through VC/OAVM Facility only. Therefore, attendance slip and route map are not annexed to this notice.
4. M/s SCV & Co LLP having (Firm Registration No. 000235N/N500089), Chartered Accountants, the Statutory Auditors of the Company will hold office until the conclusion of the 50th Annual General Meeting of the Company to be held in the year 2022. Pursuant to the notification dated 7th May, 2018, issued by Ministry of Corporate Affairs, the requirement for ratification of appointment of Statutory Auditors by the shareholders at every Annual General Meeting has been done away with. In view of the above, ratification by the members for continuance of their appointment in the ensuing Annual General Meeting is not being sought.
5. Institutional/Corporate members are requested to send at heg.investor@lnjbhilwara.com, a duly certified copy (PDF/JPEG format) of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Act.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 22nd July, 2021 to Wednesday, 28th July, 2021 (both days inclusive) for the purpose of the AGM.
7. The Company's Registrar and Transfer Agent (RTA) for its Share Registry Work (Physical and Electronic) is MCS Share Transfer Agent Limited, having its office at F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone: 011-41406149 – 52, Fax: 011-41709881, E-mail Id: helpdeskdelhi@mcsregistrars.com
8. Members are requested to note that under Section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. The Company had, accordingly, transferred the unpaid and unclaimed final dividend amounting to ₹ 39.73 Lakhs for financial year 2012-13 to the IEPF within the stipulated time period.

Information regarding unpaid and unclaimed dividend in respect of dividends declared up to the financial year 2019-20 reported/filed in Form No. IEPF-2 after the 48th AGM of the Company held on 11th September, 2020, has been uploaded on the Company's website: www.hegltd.com under 'Investors' section. The said information is also available on the website of IEPF Authority i.e. www.iepf.gov.in. Further, details of unpaid and unclaimed dividend lying with the Company can be accessed through the link <http://hegltd.com/unpaid-unclaimed-amounts/>.

The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Secretarial department at Corporate Office / RTA before the same becoming due for transfer to the Investor Education and Protection Fund.
9. Members are requested to note that, pursuant to the provision of Section 124(6) of the Companies Act 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund Authority ('IEPF Authority'). The Company has, during financial year 2020-21, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 22nd October, 2020. Details of shares so far transferred to the IEPF Authority are available on the website of the Company at <http://hegltd.com/transfer-of-shares-to-iepf/>.

The Members / claimants whose shares, unclaimed dividend, etc. have been transferred to the IEPF Authority may claim the shares/ unclaimed dividend by making an application to IEPF Authority in Web Form No IEPF 5 (available on iepf.gov.in) as per the procedure prescribed in the IEPF Rules.

10. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. (along with duly cancelled cheque leaf stating the said details) to their Depository Participant in case the shares are held by them in electronic form or to the Company's RTA in case the shares are held by them in physical form, which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard. Further, members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at their office address mentioned in **Note no. 7**. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held by them in electronic form and with Company's RTA in case the shares are held by them in physical form. This may be considered as an advance opportunity to the members to register their e-mail address and changes therein as required under Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA.
15. In terms of Section 152 of the Act, Shri Riju Jhunjunwala and Shri Shekhar Agarwal, Directors of the Company, are liable to retire by rotation at this Annual General Meeting and being eligible, offers themselves for re-appointment.
16. Details under Regulation 36(3) and 26(4) of the Listing Regulations and in terms of Secretarial Standard-2 in respect of the Directors seeking appointment/re-appointment at the 49th Annual General Meeting are annexed hereto as **Annexure II** to this Notice which forms part of the explanatory statement. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
17. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
19. 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 i.e. Wednesday, 21st July, 2021. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut off date should treat this notice for information purposes only.
20. Members of the Company who acquires shares after the sending of Notice by the Company and hold shares as on the cut-off date i.e. i.e. Wednesday, 21st July, 2021, shall follow the same procedure for e-Voting as mentioned at **point no 25**.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date only shall be entitled to avail the facility remote e-voting as well as voting at the AGM through VC/OAVM.
22. **AN ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ELECTRONIC ANNUAL REPORT:**
 - (i) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 02/2021 dated 13th January, 2021 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

- (ii) Members who do not have registered their E-mail ID and/or bank details are required to register their email addresses and/or bank details, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi, India. PIN-110 020 Tel.: 011- 41406149-52 Fax No.: 011- 41709881 E-mail: helpdeskdelhi@mcsregistrars.com by following due procedure, which is as under:

In case, Physical Holding	Send a duly signed request letter to the RTA of the Company i.e. MCS Share Transfer Agent Limited (Unit : HEG Limited), F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone no. 011-41406149 or scanned copy on e-mail at helpdeskdelhi@mcsregistrars.com and provide the following details/documents for registering email address: a) Folio No., b) Name of shareholder, c) Email ID, d) Copy of PAN card (self attested), e) Copy of Aadhar (self attested) f) Copy of share certificate (front and back) Following additional details/documents need to be provided in case of updating Bank Account detail: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number, d) MICR Code Number, and e) IFSC Code f) Copy of the cancelled cheque bearing the name of the first shareholder
In case, Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

- (iii) The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.hegltd.com. on the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

23. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection on the website of the Company till the date of this Annual General Meeting.
- During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system.

24. DIVIDEND TDS COMMUNICATION:

- The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, 21st July, 2021, i.e. the date prior to the commencement of book closure, being the Record date, will be paid the Final Dividend for the financial year ended 31st March, 2021, as recommended by the Board, if approved at the AGM, within 30 days from the date of AGM.
- Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar & Transfer Agent cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
- Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to MCS Share Transfer Agent Ltd, Registrar and Share Transfer Agent or to the Company immediately by sending a request on e-mail at heg.investor@injbhilwara.com or contact RTA at helpdeskdelhi@mcsregistrars.com.
- Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company on or after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

A. RESIDENT SHAREHOLDERS:

A.1 Tax deductible at source for Resident Shareholders

(Other than resident individual shareholders receiving dividend not exceeding INR 5,000/- during the FY 2021-22)

S. No.	Particular	Withholding tax rate	Declaration / Documents required
1	Valid PAN updated with the Depository Participant in case shares are held in dematerialized form; or Registrar and Transfer Agent ('RTA') in case shares are held in physical form and no exemption sought by Shareholder	10%	No Documents Required
2	No / Invalid PAN with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form and no exemption sought by Shareholder	20%	-
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of the Act	Rate specified in Lower tax withholding certificate obtained from Income Tax Department	- Copy of PAN card - Copy of lower tax withholding certificate obtained from Income Tax Department
4	Self-declaration that income-tax returns for immediately preceding two financial years (i.e. FY 2018-19 and FY 2019-20) have been filed.	Rate would be as follows: - If Return filed – 10% - If Return not filed – 20%	Self-declaration (Please download the Link given as Annexure 1, at the end of this communication)

Note: Shareholders are requested to ensure that their Aadhaar number is linked with PAN, as per the timelines prescribed (currently 30th June, 2021). In case of failure of linking Aadhaar with PAN within the prescribed timelines, PAN shall be considered inoperative/invalid and, in such a scenario, tax shall be deducted at the higher rate of 20%.

Hence, the shareholders are advised to update their PAN with the Depository Participant, if shares are held in demat form, or with the Registrar and Share Transfer Agent of the Company, if shares are held in Physical form. The address of Registrar and Share Transfer Agent of the Company is as under:

M/s. MCS Share Transfer Agent Limited

Unit: HEG Limited

F-65, Okhla Industrial Area, Phase-I, New Delhi-110020

Phone: 011-41406149 – 52, Fax: 011-41709881

E-mail Id: helpdeskdelhi@mcsregistrars.com

No tax will be deducted on payment of dividend to the resident individual shareholder if the total dividend, paid during Financial year ('FY') 2021-22, does not exceed INR 5,000/-.

A.2 Nil Tax Deductible at Source on dividend payment to Resident Shareholders if the Shareholders submit documents mentioned in the below table with the Company/RTA on or before July 10, 2021.

S. No.	Particular	Declaration / documents required
1	An Individual furnishing Form 15G/ 15H	- Copy of PAN card - Declaration in Form No. 15G (applicable to an individual who is less than 60 years) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling prescribed conditions. (Please download the Link given as Annexure 2 and 3, at the end of this communication),
2	Shareholders to whom section 194 of the Act does not apply such as LIC, GIC, etc.	- Copy of PAN card - Self-declaration (Please download the Link given as Annexure 1, at the end of this communication), along with adequate documentary evidence (e.g, registration certificate), to the effect that the no tax withholding is required as per provisions of section 194 of the Act.
3	Shareholder covered u/s 196 of the Act such as Government, RBI, Mutual Funds specified u/s 10(23D), corporations established by Central Act and exempt from Income Tax.	- Copy of PAN card - Self-declaration (Please download the Link given as Annexure 1, at the end of this communication), along with adequate documentary evidence, substantiating applicability of 196 of the Act.

4	Category I and II Alternative Investment Fund (AIF)	• Copy of PAN card • Self-declaration (Please download the Link given as Annexure 1, at the end of this communication) that AIF's income is exempt under Section 10 (23FBA) of the Act and they are governed by SEBI regulations as applicable to Category I or Category II AIFs, along with copy of registration certificate.
5	Any other entity exempt from withholding tax under the provisions of section 197A of the Act (including those mentioned in Circular No. 18/2017 issued by CBDT)	• Copy of PAN card • Self-declaration (Please download the Link given as Annexure 1 and 4, at the end of this communication) along with adequate documentary evidence, substantiating the nature of the entity • Copy of the lower tax withholding certificate obtained from Income Tax Department(except those covered by Circular 18/2017)

B. NON-RESIDENT SHAREHOLDERS:

Tax deductible at source for non-resident shareholders shall be as per following table.

S. No.	Category	Withholding tax rate	Declaration / documents required
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	• Self-declaration (Please download the Link given as Annexure 5, at the end of this communication) along with adequate documentary evidence substantiating the nature of the entity. • To avail beneficial rate of tax treaty following tax documents would be required: 1. Copy of PAN card (if available) 2. Copy of Tax Residency certificate issued by revenue authority of country of residence of shareholder for the financial year 2021-22 (covering the period from April 1, 2021 to March 31, 2022) 3. Self-Declaration in Form 10F (Please download the Link given as Annexure 7, at the end of this communication) 4. Self-declaration for no permanent establishment / fixed base / business connection in India, place of effective management, beneficial ownership and eligibility to avail tax treaty benefit [on shareholder's letterhead] (Please download the Link given as Annexure 8, at the end of this communication). <i>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the shareholders. In case the documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty).</i>
2	Alternative Investment Fund – Category III located in International Financial Services Centre	10% (plus applicable surcharge and cess)	• Copy of PAN card (if available) • Self-declaration (Please download the Link given as Annexure 6, at the end of this communication) along with adequate documentary evidence substantiating the nature of the entity

S. No.	Category	Withholding tax rate	Declaration / documents required
3	Other Non-resident shareholders (except those who are tax residents of Notified Jurisdictional Area)	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: 1. Copy of PAN card (if available) 2. Copy of Tax Residency certificate issued by revenue authority of country of residence of shareholder for the financial year 2021-22 (covering the period from April 1, 2021 to March 31, 2022) 3. Self-Declaration in Form 10F (Please download the Link given as Annexure 7, at the end of this communication) 4. Self-declaration for no permanent establishment / fixed base / business connection in India, place of effective management, beneficial ownership and eligibility to avail tax treaty benefit [on shareholder's letterhead] (Please download the Link given as Annexure 8, at the end of this communication). <i>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholders. In case the documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty).</i>
4	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act	30%	NA
5	Sovereign Wealth funds and Pension funds notified by Central Government u/s 10(23FE) of the Act	NIL	• Copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India. • Self-Declaration (Please download the Link given as Annexure 9 and 10, at the end of this communication) that the conditions specified in section 10(23FE) have been complied with
6	Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed under section 10(23FE) of the Act	NIL	Self-Declaration (Please download the Link given as Annexure 11, at the end of this communication) substantiating the fulfillment of conditions prescribed under section 10(23FE) of the Act
7	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of the Act	Rate specified in Lower tax withholding certificate obtained from Income Tax Department	• Copy of PAN card • Copy of lower tax withholding certificate obtained from Income Tax Department

The above referred documents duly completed and signed are required to be sent to the Company through email at tds.fdiv30@lnjbhilwara.com by quoting your Name, Folio number / Demat Account No. (DP and Client ID both), Number of shares and PAN details **on or before 10th July, 2021** in order to enable the Company to determine and deduct appropriate TDS / withholding tax.

Hence, to enable us to deduct TDS on Dividend at the rate lower than the prescribed rate, the above documents should be submitted **on or before 10th July, 2021**. No communication on the tax determination/ deduction shall be entertained in respect of the dividend declared after the above time limit.

All communications/queries in this respect shall be sent to tds.fdiv30@Injbhilwara.com only. Documents received by Post at the Corporate Office or from registered email ID will only be accepted.

In case of joint shareholders, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate. In case, the joint owners wish to get the credit of TDS on their name separately please provide declaration under Rule 37BA of Income Tax Rule 1961. ***(Please download the Link given as Annexure 12, at the end of this communication)***

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

UPDATION OF BANK ACCOUNT DETAILS:

In case your Bank details are not updated with records of Depository Participant, if shares are held in demat form, or with the Registrar and Share Transfer Agent of the Company, if shares are held in Physical form you are requested to kindly update the same in records of the Company to enable the Company to make timely credit of dividend in their bank accounts. We seek your cooperation in this regard.

Additional Notes:

1. The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / RTA post payment of the dividend. Shareholders will be able to download the tax credit statement from the Income Tax Department's website <https://incometax.gov.in> (refer to Form 26AS).
2. The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be sent on email i.e tds.fdiv30@Injbhilwara.com on or before July 10, 2021 to enable the Company to determine the appropriate withholding tax rate applicable. In case where copy of documents (such as, PAN card, Registration certificate, etc.) is provided, the copy should be self-attested by the Shareholder or its authorized signatory. Any communication in relation to tax rate determination/deduction received post 10th July, 2021 shall not be considered.
3. Shareholders holding shares under multiple accounts under different residential status / category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will be considered for their entire shareholding under different accounts.
4. In case of resident shareholders, if the income-tax returns for the immediately two preceding financial years are not filed within the time limit prescribed under Section 139(1) of the Income Tax Act, 1961 and the aggregate of the amount of tax deducted at source and tax collected at source in case of such shareholder is ₹ 50,000 or more in each of those two years, then the Company would withhold tax at higher of the following rates:
 - a. Twice the rate specified in the relevant provisions of the Income Tax Act, 1961
 - b. Twice the rate or rates in force
 - c. 5%
5. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.
6. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
7. In case of any discrepancy in documents submitted by the shareholder, the company will deduct tax at higher rate as applicable, without any further communication in this regard.
8. In terms of Rule 37BA of Income Tax Rules 1962 if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then deductee should file declaration with Company in manner prescribed by Rules. ***(Please download the Link given as Annexure 12, at the end of this communication)***

Link for Annexures as mentioned above:-

1. Annexure 1 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-1.pdf>
2. Annexure 2 : http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-2-Form_15G.pdf
3. Annexure 3 : http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-3-Form_15H.pdf
4. Annexure 4 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-4.pdf>
5. Annexure 5 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-5.pdf>
6. Annexure 6 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-6.pdf>

7. Annexure 7 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-7.pdf>
8. Annexure 8 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-8.pdf>
9. Annexure 9 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-9.pdf>
10. Annexure 10 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-10.pdf>
11. Annexure 11 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-11.pdf>
12. Annexure 12 : <http://hegltd.com/wp-content/uploads/2021/06/ANNEXURE-12.pdf>

The Company vide its separate e-mail communication dated **21st June, 2021** had informed the Members regarding this change in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.

25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:-

The remote e-voting period begins on **Saturday, 24th July, 2021 at 9:00 A.M.** and ends on **Tuesday, 27th July, 2021 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Wednesday, 21st July, 2021** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 21st July, 2021**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to heg.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to heg.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click? on "[Forgot User Details/Password](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - [Physical User Reset Password?](#)" (If b) you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaket.associates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. Members who are present in the meeting through video conferencing facility and have not cast their vote on the resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
6. Members who have cast their votes by remote e-voting prior to the AGM may also attend and participate in the AGM but they shall not be entitled to cast their vote again at the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at queries.agm49@Injbhilwara.com. The same will be replied by the company suitably.

26. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at queries.agm49@Injbhilwara.com on or before **21st July, 2021** to enable the management to keep information ready at the AGM. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio no., mobile number at queries.agm49@Injbhilwara.com on or before **21st July, 2021**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The other members desiring to seek information/clarification during the AGM may ask through the chat box facility provided by NSDL. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

27. DECLARATION OF RESULTS

1. Mr. Saket Sharma, a Practicing Company Secretary (Certificate of Practice No. 2565, Membership No. FCS 4229), Partner, M/s. GSK & Associates has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The results shall be declared not later than forty-eight hours from conclusion of the meeting by posting the same on the website of the Company (www.heg ltd.com), website of NSDL (www.evoting.nsdl.com) and by filing with the BSE Ltd. and National Stock Exchange of India Ltd. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company.
4. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. **28th July, 2021**.

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

ITEM NO. 5

Members of the Company may note that Shri Ravi Jhunjunwala, Chairman, Managing Director and CEO of the Company was re-appointed and terms of re-appointment including remuneration were approved in the 47th Annual General Meeting (AGM) held on 20th August, 2019 for a period of five years w.e.f 13th February, 2019 to 12th February, 2024, not liable to retire by rotation.

Members of the Company further note that the members in their 48th AGM held on 11th September, 2020 had approved the remuneration of Shri Ravi Jhunjunwala, Chairman, Managing Director and CEO of the Company for a period of two years w.e.f. 1st April, 2020 to 31st March, 2022 under Schedule V of the Companies Act, 2013 ("Act").

Members may also note that Shri Ravi Jhunjunwala held the position of Managing Director of the Company since 1989. As of now, he is the Chairman, Managing Director and CEO of the Company and has been entrusted with the responsibility to manage the affairs of the Company. He has been responsible for policy planning, vision and strategy and also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination.

Members may further note that remuneration of Shri Ravi Jhunjunwala shall be commensurate with his qualifications and experience, and with the remuneration levels in the industry and the responsibilities placed on him as Chairman, Managing Director and CEO of the Company. There were two components of remuneration of Shri Ravi Jhunjunwala, Chairman, and Managing Director & CEO of the Company:

- Salary & Perquisites and
- Commission

Therefore, taking into account Shri Ravi Jhunjunwala's qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him and in view of his contribution to the Company since his appointment, the Board of Directors and Nomination Remuneration Committee of the Company considered it to be in the best interests of the Company to recommend the revised Remuneration as set out in the Resolution No. 5 of this notice including increase in his Commission from 2.5 % to 3.0% of net profits of the Company, calculated in accordance with provisions of Section 198 of the Companies Act, 2013 ("Act") read with Schedule V of the Act for a period w.e.f. 1st April, 2021 to 12th February, 2024 subject to the approval of members of the Company.

Members also note that in accordance with the Section II of Part II of the Schedule V, where in any financial year during the currency of tenure of managerial person, the Company has no profit or its profits are inadequate, the remuneration will be paid for the period not exceeding three years within the limits specified in Para 1(A) of Section II of Part II of the Schedule V, subject to the approval of members.

Members may note that pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act) and Schedule V thereto, if in any financial year, the Company has no profit or its profits are inadequate, the Company would pay managerial remuneration within the permissible limits prescribed under Section II of Part II of Schedule V based on effective capital of the Company. However the remuneration in excess of the limits prescribed under Section II of Part II of Schedule V will be paid if approved by shareholders by passing special resolution and giving the requisite disclosure as prescribed under section II of part II of schedule V.

Further the Company is not in default in payment of dues to any bank or public financial institution or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

Members may also note in accordance with Section V of Part II of Schedule V, a managerial person shall draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.

Since Shri Ravi Jhunjunwala, Chairman, Managing Director and CEO of the Company is also a Chairman and Managing Director of Malana Power Company Ltd, the remuneration drawn by Shri Ravi Jhunjunwala from both the Companies will be in accordance with the Schedule V of the Act.

Further for the financial year ended 31st March, 2021, the Company had net loss as computed in accordance with section 198 Companies Act, 2013, therefore for increasing the remuneration of Shri Ravi Jhunjunwala, Chairman, Managing Director & CEO, the provisions of Schedule V of the Act, become applicable. The details required under Section II of Part II of Schedule V are attached as an **Annexure I**.

Thus Board of Directors upon recommendation of Nomination and Remuneration Committee at its meeting held on 27th May, 2021 approved the remuneration of Shri Ravi Jhunjunwala, subject to the approval of members by way of Special Resolution, as mentioned in Resolution No. 5 of the Notice.

Members of the Company may note that their approval by way of Special Resolution is also required in terms of Regulation 17(6) (e) SEBI (LODR) Regulations, 2015, for paying remuneration to Shri Ravi Jhunjunwala for an amount exceeding ₹ 5 Crores per annum or 2.5 % of net profits of the Company, whichever is higher.

The Board is of opinion that Item No 5 is unavoidable and thus commends the resolutions for your approval as a Special Resolution.

Details of Shri Ravi Jhunjunwala pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is as under:

Name of Director	Shri Ravi Jhunjunwala
Category of Directorship	Chairman, Managing Director & CEO
DIN	00060972
Date of Birth	28.10.1955
Age	65
Date of Appointment on the Board	08.09.1979
Qualification	B.Com. (Hons). MBA

Experience	Shri Ravi Jhunjhunwala, age 65 years, is the Chairman, Managing Director and CEO of HEG Limited, which is one of the entities of LNJ Bhilwara Group. LNJ Bhilwara Group is a diversified conglomerate with interests in Textiles, Graphite Electrodes, Power and IT enabled services. Shri Ravi Jhunjhunwala holds a B.Com (Hons.) Degree (1976 batch) from Hindu College and Masters in Business Administration (Corp. Finance) from the Centre D'etudes Industrielles (CEI), Geneva (1980-81). He is Director on Board of various Companies, mostly listed entities. He is also Independent Director on Board of two listed entities outside the group. Shri Ravi Jhunjhunwala has been associated with the Company since 1979 when he was inducted in the Board of the Company. Shri Jhunjhunwala became the Managing Director of the Company in 1989 and took over as Chairman of the Company in 1996. He has taken Company to greater heights since his association with the Company.
No. of other Directorships in Public Limited Companies	8
Chairman/ Member of the Committees of the Board of Directors of the Company.#	Stakeholders Relationship Committee-Member
Chairman/ Member of the Committee of Directors of other Companies.#	
Audit Committee	Bhilwara Energy Limited- Chairman AD Hydro Power Limited- Chairman India Glycols Limited- Member JK Lakshmi Cement Limited- Member
Stakeholder Relationship Committee	BSL Limited- Member
No of Equity Shares held in the Company	5,98,719 Equity Shares as on 31 st March, 2021.
Number of Board Meetings attended during the year	3/4
Terms and conditions	Available on the website of the Company.
Remuneration sought to be paid and the remuneration last drawn	Details of remuneration sought to be paid is mentioned in Item No.5. Last Remuneration drawn 147.34 Lakhs
Relationship with Other Directors, Manager and Key Managerial Personnel	Shri Ravi Jhunjhunwala is relative of Shri Riju Jhunjhunwala, Vice Chairman of the Company.
Justification for choosing the Independent Director	Not Applicable

Only Audit Committee and Stakeholders Relationship Committee have been considered.

A copy of the Memorandum setting out the terms of Shri Ravi Jhunjhunwala under Section 190 of the Act is available on the website of the Company for inspection.

Shri Ravi Jhunjhunwala, is concerned or interested in the item no 5 of the accompanying notice. Shri Riju Jhunjhunwala, Vice Chairman being relative of Shri Ravi Jhunjhunwala, is also interested. Their relatives to the extent of their shareholding are concerned or interested in the said resolution.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested financially or otherwise in the aforesaid Resolution. This statement may also be regard as an appropriate disclosure under the Listing Regulations.

ITEM NO. 6

Members of the Company may note that in their 48th Annual General Meeting held on 11th September, 2020, they have approved the appointment of Shri Manish Gulati, as Whole Time Director (holding DIN: 08697512) designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 years with effect from 1st March, 2020 up to 28th February, 2025 and fixed his remuneration for a period of three years w.e.f. 1st March, 2020 up to 28th February, 2023.

Members further note that Shri Manish Gulati, Executive Director is also a "Occupier" of Factory(ies) of the Company located at Mandideep & Tawa as required under the Factories Act, 1948. Shri Manish Gulati, will continue to act as a Key Managerial Personnel of the Company in terms of Section 2(51) of the Act and rules thereto. Members also note that Shri Manish Gulati has been associated with the Company for more than 28 years since May, 1993 and started his career with sales and marketing in India. As the company grew in capacity, he started developing business in export markets and expanded the company's presence in more and more countries and became the Chief Marketing Officer in 2010. Meanwhile, he also started taking care of purchase of key raw materials, equipment, shipping and logistics etc. By then, already having spent 28 years with the company and having developed an in depth understanding of the customers, Product application, Quality, Customer service, Production planning etc, he was promoted to be the Chief Operating Officer and Chief Marketing Officer in Feb 2019 with the overall responsibility of Plant operations, Sales, Logistics, Customer service besides Marketing responsibility.

With his extensive industry experience, he has brought lot of value and perspectives in all key management decisions. Over some past years, he have been spending more and more time at the plant and has accumulated tremendous knowledge of operations, technical processes, power plant, HR, R&D etc besides his core strength of marketing and commercial etc. He was thereafter appointed as an Executive Director of Company, liable to retire by rotation with effect from 1st March, 2020

Members further note that the Board of Directors of the Company are fully satisfied with performance of Shri Manish Gulati as Executive Director of the Company. Therefore, the Board of Directors and Nomination and Remuneration Committee of the Company subject to approval of Members, have recommended that Shri Manish Gulati shall be entitled for Commission of 0.5% of net profits of the Company subject to a limit of ₹ 1 Crore, calculated in accordance with provisions of Section 198 of the Companies Act, 2013 ("Act") read with Schedule V of the Act, including the revision in the Remuneration as set out in the Resolution No.6 of the notice, for a period w.e.f. 1st April, 2021 to March 31, 2024.

Members also note that in accordance with the Section II of Part II of the Schedule V, where in any financial year during the currency of tenure of managerial person, the Company has no profit or its profits are inadequate the remuneration will be paid for the period not exceeding three years within the limits specified in Para 1(A) of Section II of Part II of the Schedule V, subject to the approval of shareholders.

Members may note that pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act) and Schedule V thereto, if in any financial year, the Company has no profit or its profits are inadequate, the Company would pay managerial remuneration within the permissible limits prescribed under Section II of Part II of Schedule V based on effective capital of the Company. However the remuneration in excess of the limits prescribed under Section II of Part II of Schedule V will be paid if approved by shareholders by passing special resolution and giving the requisite disclosure as prescribed under section II of part II of schedule V.

Further the Company is not in default in payment of dues to any bank or public financial institution or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

Further for the financial year ended 31st March, 2021, the Company had net loss as computed in accordance with section 198 Companies Act, 2013, therefore for increasing the remuneration of Shri Manish Gulati, Executive Director, the provisions of Schedule V of the Act, become applicable. The details required under Section II of Part II of Schedule V are attached as an **Annexure I**.

Thus, Board of Directors upon recommendation of Nomination and Remuneration Committee at its meeting held on 27th May, 2021 approved the remuneration of Shri Manish Gulati, subject to the approval of members by way of Special Resolution, as mentioned in Resolution No. 6 of the Notice.

The Board is of the opinion that Item No. 6 is unavoidable and thus commends the resolution for your approval as a Special Resolution.

Details of Shri Manish Gulati pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is as under:

Name of Director	Shri Manish Gulati
Category of Directorship	Executive
DIN	08697512
Date of Birth	29.07.1969
Age	52
Date of Appointment on the Board	01.03.2020
Qualification	BSc (Statistics), BE (Electronics), and MBA (Marketing and Finance).
Experience	Shri Manish Gulati, age 52 years is a BSc (Statistics) Agra University, BE Electronics, Pune University and MBA (Marketing and Finance), FMS Delhi University having professional experience of more than 29 years. He has been associated with the Company for more than 28 years. Starting his career from marketing, he developed an in-depth understanding of the customers, Product application, Quality, Customer service, Production planning etc. Over some past years, he has been spending more and more time at the plant and has accumulated tremendous knowledge of operations, technical processes, projects, power plant, HR, R&D etc besides his core strength of marketing and commercial. Prior to elevation on Board, he was Chief Operating Officer and Chief Marketing Officer of the Company With his extensive industry experience, he has brought lot of value and perspectives in all key management decisions.
No. of other Directorships in Public Limited Companies	NIL
Chairman/ Member of the Committees of the Board of Directors of the Company.#	NIL

Chairman/ Member of the Committee of Directors of other Companies.#	
Audit Committee	NIL
Stakeholder Relationship Committee	NIL
No of Equity Shares held in the Company	NIL
Number of Board Meetings attended during the year	4/4
Terms and conditions	Available on the website of the Company.
Remuneration sought to be paid and the remuneration last drawn	Details of remuneration sought to be paid is mentioned in Item No. 6 Last Remuneration drawn 95.28 Lakhs
Relationship with Other Directors, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel.
Justification for choosing the Independent Director	Not Applicable

Only Audit Committee and Stakeholders Relationship Committee have been considered.

A copy of the Memorandum setting out the terms of Shri Manish Gulati under Section 190 of the Act is available on the website of the Company for inspection.

Shri Manish Gulati, is concerned or interested in the Item no. 6 of the accompanying notice.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested financially or otherwise in the aforesaid Resolution. This statement may also be regard as an appropriate disclosure under the Listing Regulations.

ITEM NO. 7

Upon the recommendation of the Audit Committee, the Board of Directors at their meeting held on 27th May, 2021 has approved the appointment of M/s. N.D. Birla & Co., Cost Accountants (Firm Registration Number 000028) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, at a remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor has to be ratified by the members.

The Board is of opinion that item no. 7 relating to ratification of remuneration of Cost Auditors, being a Special Business in this Notice is unavoidable and thus commends the resolution for your approval as an Ordinary Resolution.

None of the Directors & Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid Resolution.

By order of the Board of Directors
For **HEG Limited**

Sd/
(Vivek Chaudhary)
Company Secretary
ACS: 13263

Place : Noida (U.P.)

Date: 27th May, 2021

Registered Office

Mandideep (Near Bhopal)

Distt.Raisen - 462046, (M.P.)

CIN L23109MP1972PLC008290

E-mail: heg.investor@lnjbhilwara.com

Website: www.hegltd.com

Phone: 07480-233524, 233525, Fax: 07480-233522

ANNEXURE - I

(A) Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder.

I. General information:

a.	Nature of Industry	The Company is in the business of manufacturing of Graphite Electrodes.		
b.	Date or expected date of commencement of Commercial Production	The Company commenced its business on 30 th June, 1973 (certificate of commencement)		
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
d.	Financial performance based on given indicators: (₹ in Crores)			
	Particulars	2020-21	2019-20	2018-19
	Revenue from Operations (gross)	1,256.23	2,149.02	6,592.83
	Profit/(loss) before Tax	(30.76)	29.29	4,677.08
	Profit/(loss) after tax	(25.30)	53.37	3,050.43
	Paid-up Capital	38.60	38.60	38.60
	EPS (₹)	(6.56)	13.83	763.60
e.	Foreign investments or collaborators, if any:	At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.		

II. Information about the appointee to whom the remuneration is payable (s):

Name of Directors	Shri Ravi Jhunjunwala	Shri Manish Gulati
Background details	Shri Ravi Jhunjunwala, age 65 years, is the Chairman, Managing Director and CEO of HEG Limited, which is one of the entities of LNJ Bhilwara Group. LNJ Bhilwara Group is a diversified conglomerate with interests in Textiles, Graphite Electrodes, Power and IT enabled services. Shri Ravi Jhunjunwala holds a B.Com (Hons.) Degree (1976 batch) from Hindu College and Masters in Business Administration (Corp. Finance) from the Centre D'etudes Industrielles (CEI), Geneva (1980-81). He is Director on Board of various Companies, mostly listed entities. He is also Independent Director on Board of two listed entities outside the group. Shri Ravi Jhunjunwala has been associated with the Company since 1979 when he was inducted in the Board of the Company. Shri Jhunjunwala became the Managing Director of the Company in 1989 and took over as Chairman of the Company in 1996. He has taken Company to greater heights since his association with the Company.	Shri Manish Gulati, age 52 years is a BSC (Statistics) Agra University, BE Electronics, Pune University and MBA (Marketing and Finance), FMS Delhi University having professional experience of more than 29 years. He has been associated with our Company (HEG Limited) for more than 28 years. Starting his career from marketing, he developed an in-depth understanding of the customers, Product application, Quality, Customer service, Production planning etc. Over some past years, he has been spending more and more time at the plant and has accumulated tremendous knowledge of operations, technical processes, projects, power plant, HR , R&D etc besides his core strength of marketing and commercial. Prior to elevation on Board, he was Chief Operating Officer and Chief Marketing Officer of the Company.
Past remuneration	₹ 147.34 Lakhs	₹ 95.28 Lakhs
Recognition or awards	Shri Ravi Jhunjunwala is active on number of National Management/Industry Forums and is associated with various Trade/Industry bodies including CII and FICCI, where is part of its National Executive Committee. He is also an active member of an exclusive club of worldwide entrepreneurs and CEOs called YPO.	Shri Manish Gulati is representing HEG with Industry bodies like CII, FICCI, FIEO, CAPEXIL etc. He is honorary member of advisory board of Amity International business school Amity University, Noida.

Name of Directors	Shri Ravi Jhunjunwala	Shri Manish Gulati
Job profile and his suitability	Shri Ravi Jhunjunwala is the Managing Director of the Company since 1989. As of now, he is the Chairman, Managing Director and CEO of the Company and has been entrusted with the responsibility to manage the affairs of the Company. He has been responsible for policy planning, vision and strategy and also involved in long term development activities of the Company, besides Corporate Governance and Board co-ordination.	Shri Manish Gulati has been associated with the company for more than 28 years since May, 1993 and started his career with sales and marketing in India. By then, already having spent 28 years with the company and having developed an indepth understanding of the customers, Product application, Quality, Customer service, Production planning etc, he was promoted to be the Chief Operating Officer and Chief Marketing Officer in Feb 2019 with the overall responsibility of Plant operations, Sales, Logistics, Customer service besides Marketing responsibility. He has also accumulated tremendous knowledge of all the technical processes, purchases, HR activities etc besides his core strength of marketing and purchases etc.
Remuneration proposed	As mentioned in Resolution No.5	As mentioned in Resolution No.6
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration of Shri Ravi Jhunjunwala commensurate with his qualifications and experience, and with the remuneration levels in the industry and the responsibilities placed on him as Chairman, Managing Director and CEO of the Company.	Taking into consideration the size of the Company, the responsibilities shouldered on him (including as an Occupier under Factory Act, 1948) and the industry benchmarks, the remuneration of Shri Manish Gulati commensurate with the remuneration packages paid to similar senior levels in other Companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving remuneration Shri Ravi Jhunjunwala does not has any other pecuniary relationship with the Company. Shri Ravi Jhunjunwala is Promoter of the Company. Shri Riju Jhunjunwala, Vice Chairman is relative to him.	Apart from receiving remuneration, Shri Manish Gulati does not has any other pecuniary relationship with the Company. Shri Manish Gulati does not has any relationship with any managerial personnel of the Company.

III Other Information:

1. Reasons for loss or inadequate profits:

As you are aware that FY21 started on a dismal note as India stepped into a lockdown. But soon India bounced back with considerable momentum. Steel demand witnessed traction as did steel prices which shot up in the second half of the year. India ended on a high note which was considerably heartwarming. This year was challenging for your Company, as the abruptness in the operating ecosystem caught every player in the industry off-guard. Your Company has affected with the following:

- reduced demand owing to a slowdown in economic activity across the world.
- Graphite electrode prices dropped sharply even as most graphite electrode manufacturers remained saddled with high cost raw material inventory created in anticipation of healthy demand for graphite electrode.

As a result of above, during the year under review, EBITDA stood at ₹ 54 Crores in FY'21 as compared to ₹ 138 Crores in FY'20 & reported a net loss of ₹ 25 crores in FY'21 as against net profit of ₹ 53 Crores in FY'20. Despite above, there was highest capacity utilization which suggests that the Company have sustained competitive edge in the global marketplace leading to a growing acceptance of Company's graphite electrodes.

2. Steps taken or proposed to be taken for improvement:

The Company continued to strengthen relations with the existing customers. It has also worked on establishing its credentials among new buyers to widen its customer base. This should augur well for maintaining sales volumes in the prevailing ecosystem.

Further, continuous efforts have been made towards qualitative improvement and cost optimization across all operational and commercial areas which is expected to result in improvement in performances.

HEG stresses on people-to-people interactions and their 'will do' attitude enable the Company to surge ahead against all challenges. This has increased the operational productivity and engagement leading to a remarkable rise in effective man-hour utilisation and net scrap improvement. Also the Company has reviewed and realigned roles/responsibilities of its personnel to achieve cost efficiency.

3. Expected increase in productivity and profits in measurable terms:

The Company hopes for FY22 appears to be positive. The reasons are:

- strong uptick in the fortunes of the steel industry (demand and prices upped) towards the close of FY21. It should cascade into increased graphite electrode volumes and improved realisation in FY22.
- the graphite electrode industry generally lags demand recovery in the steel industry due to its position in the steel producers supply chain.
- The Company had exhausted high-cost needle coke inventory in FY21, which would improve business profitability.
- HEG, being the largest single-location unit, provides significant economies of scale which helps optimise its cost structure which gives the company an edge over its competitors.
- Diversification in terms of markets and customers across geographies further makes the prospects brighter.
- Healthy cash pool to overcome adversities.
- additional brownfield capacity of 20,000 TPA will be commissioned by early 2023.
- With the operational graphite electrode capacity delicately balanced between demand and supply, the additional demand should improve the prospects of the graphite electrode industry in FY'22.

Further, the Company has implemented stringent cost control measures across the organization to conserve cash.

These factors have and will continue to have a positive impact on the Company's profitability.

IV Disclosure:

The information and disclosures of the remuneration of the managerial personnel have been mentioned under the heading Remuneration of Directors in the Corporate Governance Report forms part of the Annual Report for the year ended 31st March, 2021.

(B) Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1) Financial and operating performance of the Company during the three preceding financial years:

Details provided in para A (I) (d) above.

2) Remuneration or commission drawn by individual concerned in any other capacity from the Company:

No Managerial Personnel has drawn remuneration or commission in any other capacity from the Company.

3) Remuneration or Commission drawn by Managerial Personnel from any other company

Name of Managerial Personnel	Company	Designation	Remuneration for FY 2020-21
Shri Ravi Jhunjunwala	Malana Power Company Ltd.	Chairman and Managing Director	₹ 219.11 Lakhs
Shri Manish Gulati	Not applicable	Not applicable	Not applicable

4) Professional qualification and experience

Details provided in para A (II) above.

5) Relationship between remuneration and performance

Shri Ravi Jhunjunwala is the Chairman, Managing Director & CEO of the Company. He has been entrusted with the responsibility to manage the affairs of the Company. The Company has made tremendous progress in the last three decades. The Company has made major capacity expansions under his leadership. The Company has one of the largest integrated Graphite Electrode Plant in the World, processing sophisticated UHP (Ultra High Power) Electrodes. Further, for financial year 2020-21, Shri Ravi Jhunjunwala has taken voluntary 50% cut in his basic pay.

Taking into account Shri Ravi Jhunjunwala's qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him as Chairman, Managing Director & CEO of the Company, and in view of his contribution to the Company since his appointment, the Board considers the above remuneration package to be in the best interests of the Company. The Board is confident that Shri Ravi Jhunjunwala's management capabilities will enable the Company to progress further.

Shri Manish Gulati is the Executive Director of the Company. He devotes whole-time attention to the management of the affairs of the Company and exercises powers under the supervision of the Board of the Company. Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Shri Manish Gulati as Executive Director in the Company and the responsibilities shouldered by him (including as an Occupier under Factory Act, 1948), the aforesaid remuneration package is commensurate with the remuneration package paid to similar managerial position in other Companies.

For details, please also refer item no. 5 and 6 of Explanatory statement to the notice for Shri Ravi Jhunjunwala, Chairman, Managing Director & CEO and Shri Manish Gulati, Executive Director respectively.

6) The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.

The Company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and increase in compensation and reward by way of variable bonus is linked to the evaluation of individual's performance. The Remuneration of Managing Director, Executive Director, Non-Executive Directors (Including Independent Directors), KMPs and Senior Management Personnel is governed by the Board-approved Nomination & Remuneration Policy. Additionally, industry benchmarks are also used to determine the appropriate level of remuneration, from time to time.

7) Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference

The Company has a clearly laid out Board-approved Nomination and Remuneration Policy for the following:

- I. Managing Director & Whole-time Director
- II. Non-Executive Directors
- III. Independent Directors
- IV. Key Managerial Personnel
- V. Senior Management Personnel

The evaluation of performance of KMPs & Senior Management Personnel is done by Nomination & Remuneration Committee on annual basis. The detailed Nomination & Remuneration policy is attached as an Annexure - III to the Board's Report.

For other employees, the Company has robust appraisal system (which include mechanism of Bell curve) which goes beyond the Company and the Industry, especially in terms of benchmarks. The performance of employees is measured against KRAs and the variable bonus is linked to the evaluation of individual's performance.

8) Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

- i. Shri Ravi Jhunjunwala - 5,98,719 (1.55%) Equity Shares held as on 31st March, 2021.
- ii. Shri Manish Gulati - Nil

By order of the Board of Directors
For **HEG Limited**

Sd/
(Vivek Chaudhary)
Company Secretary
ACS: 13263

Place: Noida (U.P.)

Date : 27th May, 2021

Registered Office

Mandideep (Near Bhopal)

Distt. Raisen - 462046, (M.P.)

CIN L23109MP1972PLC008290

E-mail: heg.investor@lnjbhilwara.com

Website: www.hegltd.com

Phone: 07480-233524, 233525, Fax: 07480-233522

ANNEXURE- II

Details of Directors eligible for appointment/re-appointment pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2.

Name of Director	Shri Riju Jhunjunwala	Shri Shekhar Agarwal
DIN	00061060	00066113
Category of Directorship	Promoter Non-Executive	Promoter Non-Executive
Date of Birth	13.01.1979	09.10.1952
Age	42 years	68 years
Date of Appointment on the Board	30.04.2009	15.07.1996
Qualification	Graduate in Business Management Studies from University of Bradford, UK	B.Tech (Mech), IIT Kanpur, Master of Science Degree in Industrial & Systems Engineering from Illinois Institute of Technology, Chicago, USA
Experience	Shri Riju Jhunjunwala is an Industrialist with diversified business experience in Textile, Power, IT, Skill Development and Graphite Electrodes He is the Chairman, Managing Director of RSWM Limited and Managing Director of Bhilwara Energy Limited He is also active in industry and social associations. He has been the past president of the Entrepreneurs Organization (Delhi Chapter) among some others. He is an avid reader of history and biographies and has a keen interest in general affairs and politics.	Shri Shekhar Agarwal, with nearly 40 years' experience in the textiles industry, is the Chairman and Managing Director of Maral Overseas Ltd. and Bhilwara Technical Textiles Ltd. He is also the Chairman of BMD Private Limited. Mr. Agarwal obtained his B.Tech. (Mechanical Engineering) from IIT, Kanpur in 1975 and went on to get his Master of Science Degree in Industrial & Systems Engineering in 1976 from Illinois Institute of Technology, Chicago, USA. He worked as a Senior Industrial & System Engineer with Rego Co., Chicago from December 1976 to May 1980, having trained & practiced MOST, the Maynard Operations Sequencing Technique for manufacturing high quality valves & regulators for the LPG & Compressed gas industries. He is a former Chairman of the Confederation of Indian Textile Industry (CITI) (formerly ICMF), the apex body for the total textile industry in India and former President of Northern India Textile Mills Association (NITMA).
No. of other Directorships in Public Limited Companies	Bhilwara Energy Limited RSWM Limited Bhilwara Infotechnology Limited Bhilwara Technical Textiles Limited NJC Hydro Power Limited Chango Yangthang Hydro Power Limited	RSWM Limited Maral Overseas Limited BSL Limited Bhilwara Technical Textiles Limited
Chairman/Member of the Committees of the Board of Directors of the Company.#		
Audit Committee	-	Member
Stakeholders Relationship Committee	Chairman	-
Chairman/Member of the Committees of the Board of Directors of the other Companies.#		
Audit Committee	-	BSL Limited- Member
Stakeholders Relationship Committee	Bhilwara Technical Textiles Limited- Member	RSWM Limited- Member Maral Overseas Limited- Member
No of Equity Shares held in the Company as on 31 st March, 2021	2,20,356	-
Number of Board Meetings attended during the year	3/4	4/4
Terms and conditions of appointment/ re-appointment	Non-Executive Director, liable to retire by rotation.	Non-Executive Director, liable to retire by rotation.
Remuneration sought to be paid	See Note given below.	See Note given below
The remuneration last drawn	₹ 2.65 Lakhs in the Financial Year (2020-2021)	₹ 6.00 Lakhs in the Financial Year (2020-2021)
Relationship with other Directors, Manager and Key Managerial Personnel	Shri Riju Jhunjunwala is relative of Shri Ravi Jhunjunwala.	No relationship with other Director, Manager and Key Managerial Personnel.
Justification for choosing the Independent Director	Not Applicable	Not Applicable

#Audit Committee and Stakeholders Relationship Committee have been considered.

Note: The Non-Executive Directors (including Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors. Shareholders at 46th Annual General Meeting have given approval to pay commission to the Non-Executive Directors (including Independent Directors), collectively, not exceeding 1 per cent of the net profits of the Company, calculated in accordance with the provisions of Section 198 read with Section 197 of the Companies Act, 2013 and distributed among Non-Executive Directors (including Independent Directors) of the Company or some or any of them such amount or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payment may be made in respect of each year, for a period of five financial years starting from FY 2017-18, in addition to the sitting fee for attending the meeting of the Board of Directors/Committee thereof.