



LNJ Bhilwara Group Company



PROUD TO BE INDIAN
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Appendure - 11

To,

Date: 10th March 2025

National Stock Exchange of India
Limited
Exchange Plaza, 5th Floor
Plot No. C/1 G Block
Bandra -Kurla Complex Bandra (E)

Symbol: HEG

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed modified Composite Scheme of Arrangement amongst HEG Limited ("Company" or "Demerged Company" or "Transferee Company" or "Demerged/ Transferee Company") and HEG Graphite Limited ("Resulting Company") and Bhilwara Energy Limited ("Transferor Company") and their respective shareholders and creditors ("Modified Scheme")

Compliance Report

It is hereby certified that the modified draft Composite Scheme of Arrangement amongst HEG Limited ("Company" or "Demerged Company" or "Transferee Company" or "Demerged/ Transferee Company") and HEG Graphite Limited ("Resulting Company") and Bhilwara Energy Limited ("Transferor Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

S No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the valuation report is enclosed as part of this application.

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
GSTN No.: 09AAACH6184K2Z6
Website: www.lnjbhilwara.com

Regd. Office :

Mandideep (Near Bhopal) Distt. Raipur - 462046
(Madhya Pradesh), India
Tel.: +91-7480-405500, 233524 to 233527
Fax: +91-7480-233522
GSTN No.: 23AAACH6184K1ZH
Website: www.hegltd.com

ISO 9001
BUREAU VERITAS
Certification



ISO 14001
BUREAU VERITAS
Certification





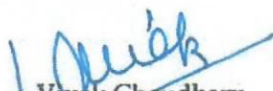
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(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Copy of the certificate issued by statutory auditor confirming that accounting treatment mentioned in the Modified Scheme is in compliance with Section 133 of the Companies Act, 2013.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e- voting.	The Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time.

For HEG Limited


Vivek Chaudhary
Company Secretary
M.No. A - 13263

For HEG Limited


Ravi Jhunjunwala
Chairman, Managing Director & CEO
DIN: 00060972

Certified that the transactions/ accounting treatment provided in the modified draft Composite Scheme of Arrangement amongst HEG Limited and HEG Graphite Limited and Bhilwara Energy Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For HEG Limited


Ravi Kant Tripathi
Chief Financial Officer
Membership No. 17534

For HEG Limited


Ravi Jhunjunwala
Chairman, Managing Director & CEO
DIN: 00060972

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E-mail: heg.investor@lnjbhilwara.com

Corporate Identification No.: L23109MP1972PLC008290