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HEG/SECTT/2026 5th May, 2026

BSE Limited P J Towers Dalal Street MUMBAI - 400 001. **Scrip Code : 509631**	**National Stock Exchange of India Limited** Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. **Scrip Code : HEG**

Sub: Proceedings of the meetings of the Equity Shareholders of HEG Limited convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Indore Bench ("Tribunal")

Ref:

a. **Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

b. **Composite Scheme of Arrangement amongst HEG Limited and HEG Graphite Limited and Bhilwara Energy Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")**

Respected Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), we are attaching herewith **Annexure-A** as the proceedings of the meeting of Equity Shareholders of the Company convened on Tuesday, May 5, 2026 at 2:00 P.M. through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), pursuant to the order of Hon'ble National Company Law Tribunal, Indore Bench ("**NCLT**") dated March 26, 2026, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement amongst HEG Limited and HEG Graphite Limited and Bhilwara Energy Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**"), the details of which were given in the notice dated March 31, 2026.

The NCLT convened meeting concluded at 2:27 P.M. (including 15 minutes time allowed for e-voting post Meeting proceedings).

Details of voting results as required under Regulation 44(3) of the LODR Regulations along with the Scrutinizers Report will be submitted separately.

Kindly take a note of the same on your records.

Thanking you,

Yours faithfully,
For **HEG Limited**

VIVEK CHAUDHARY
Digitally signed by VIVEK CHAUDHARY
Date: 2026.05.05 19:10:08 +05'30'

Vivek Chaudhary
Company Secretary
A-13263
heg.investor@lnjbhilwara.com

Encl: As above

Annexure-A

Proceedings of the meeting of the Equity Shareholders of the Company convened on Tuesday, May 5, 2026 pursuant to the order of Hon'ble National Company Law Tribunal, Indore Bench

A. Date, time and venue of the Meeting

A Meeting of the Equity Shareholders of the Company was convened on Tuesday, May 5, 2026 at 2:00 P.M. through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), pursuant to the order of Hon'ble National Company Law Tribunal, Indore Bench ("**NCLT**") dated March 26, 2026. The venue of the meeting is deemed to be the Registered Office of the Company at Mandideep (Near Bhopal), Distt. Raisen - 462 046, Madhya Pradesh.

B. Proceedings in brief

Mr. Ritesh Kumar Sharma, Advocate, chaired the meeting ("**Chairperson**") of the Equity Shareholders of the Company. Mr. Vivek Chaudhary, Company Secretary of the Company assisted the Chairperson in conducting the said meeting.

The Chairperson introduced Directors, Auditors and other dignitaries present at the meeting and welcomed the Equity Shareholders. He informed the Equity Shareholders that the meeting was being held through VC/ OAVM, pursuant to the order passed by the Hon'ble NCLT and in compliance with the circulars issued by the Securities and Exchange Board of India.

The Chairperson also provided various details to the Equity Shareholders with respect to quorum, remote e-voting, e-voting at the meeting, etc. The Equity Shareholders were informed that pursuant to the order of the Hon'ble NCLT, Mr. S. Alam Khan, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the meeting.

Further, the requisite quorum being present, the Chairperson called the meeting to order. With the permission of the Equity Shareholders, notice of the meeting was taken as read.

The Chairperson addressed the Equity Shareholders present at the meeting and briefed them by providing background, rationale and salient features of the Composite Scheme of Arrangement amongst HEG Limited and HEG Graphite Limited and Bhilwara Energy Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

C. Voting by Equity Shareholders

In terms of the Notice dated March 31, 2026 the following item of business was transacted at the Meeting through remote e-voting prior to the meeting as well as during the Meeting:

Item No.	Details of the Resolution/Agenda Item	Resolution required
1.	Approval for Composite Scheme of Arrangement amongst HEG Limited and HEG Graphite Limited and Bhilwara Energy Limited	Special Resolution i.e. Requisite majority as prescribed under Section 230(6) of the Companies Act, 2013 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

The Company had provided remote e-voting facility to its Equity Shareholders to cast their votes electronically on the proposed resolution set out in the notice of the meeting from 9:00 a.m. (IST) on Friday, May 1, 2026 to 5:00 p.m. (IST) on Monday, May 4, 2026.

Further, the facility to vote on the resolution through e-voting at the meeting was also made available to the Equity Shareholders who participated in the meeting but had not cast their votes through remote e-voting.

D. Results of e-voting (remote e-voting and e-voting at the Meeting)

Details of voting results as required under Regulation 44(3) of the LODR Regulations along with the Scrutinizers Report will be submitted separately.

The meeting then concluded with a vote of thanks by the Chairperson.