

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity HEG LIMITED
Quarter ending 30th September, 2016

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) #	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) ##	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ravi Jhunjhunwala	Chairperson-Executive	Original Date of Appointment as Director is 08.09.1979 and date of appointment in current tenure as Chairman, Managing Director & CEO is 13.02.2014	-	6	4	-
Mr.	Riju Jhunjhunwala	Non-Executive	30-04-2009	-	3	3	1
Mr.	Shekhar Agarwal	Non-Executive	15.07.1995	-	5	4	-
Mr.	Dharmendar Nath Davar	Non-Executive Independent	30.08.2014	30.08.2014 to 29.08.2019 for a period of 5 years	6	9	4
Mr.	Kamal Gupta	Non-Executive Independent	30.08.2014	30.08.2014 to 29.08.2019 for a period of 5 years	4	10	5
Mr.	Om Parkash Bahl	Non-Executive Independent	30.08.2014	30.08.2014 to 29.08.2019 for a period of 5 years	1	1	-
Ms.	Vinita Singhania	Non-Executive Independent	30.08.2014	30.08.2014 to the conclusion of the 46th Annual General Meeting of the Company to be held in the calendar year 2018.	4	-	-
Mr.	Satyendra Nath Bhattacharya	Non-Executive	22.09.2015	-	2	-	-
Mr.	Satish Chand Mehta	Non-Executive Independent	23.06.2016	23.06.2016 to 22.06.2021 for a period of 5 years	1	-	-

Directorship includes Directorship in all Listed entities (whether independent or not).

Membership includes Chairmanship in Committees

* During the quarter ended 30th September, 2016 Shri Dantuluri Satyanarayana Ravindra Raju has resigned from the Directorship of the Company, with his letter dated 24th August, 2016 and was relieved from the services of the Company w.e.f. 31st August, 2016.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1 Audit Committee	Mr. Dharmendar Nath Davar	Chairperson-Non-Executive-Independent
	Mr. Shekhar Agarwal	Non-Executive
	Mr. Kamal Gupta	Non-Executive -Independent
	Mr. Om Parkash Bahl	Non-Executive -Independent
2 Nomination and Remuneration Committee	Mr. Dharmendar Nath Davar	Chairperson-Non-Executive-Independent
	Mr. Kamal Gupta	Non-Executive -Independent
	Mr. Om Parkash Bahl	Non-Executive -Independent
3 Risk Management Committee (if applicable)	Not Applicable	
4 Stakeholders Relationship Committee	Mr. Riju Jhunjunwala	Chairperson-Non-Executive
	Mr. Ravi Jhunjunwala	Executive
	Mr. Kamal Gupta	Non-Executive - Independent

III. Meeting of Board of Directors

Date (s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
27-05-2016	02-08-2016	66 Days

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	02-08-2016	Yes - All members present	27-05-2016	66 Days
Nomination and Remuneration Committee	29-08-2016	Yes - All members present	27-05-2016	93 Days
Stakeholders Relationship Committee	02-08-2016	Yes - All members present	27-05-2016	66 Days

V. Related Party Transactions

Subject	Compliance status (Yes / No / NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES


VI. Affirmations

	Yes/No
1 The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2 The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management committee (applicable to the top 100 listed entities)	Yes Yes Yes Not Applicable
3 The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4 The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5 a) Compliance Report(s) on Corporate Governance for the quarter ended 30th June, 2016 had been placed before the Board of Directors at its meeting held on 2nd August, 2016. No comments/observations/advice were made by the Board of Directors. b) Compliance Report on Corporate Governance for the quarter ended 30th September, 2016 shall be placed before the Board of Directors at its ensuing meeting.	

For HEG LIMITED

ASHISH SABHARWAL
COMPANY SECRETARY

Date: 7th October, 2016

COMPLIANCE REPORT ON CORPORATE GOVERNANCE		
Name of Listed Entity		HEG LIMITED
Quarter ending		30th September, 2016
Affirmations		
Broad heading	Regulation Number	Compliance status (Yes / No /NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	No*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note		
<p>*Dr. Om Parkash Bahl who is a member of Audit Committee and also of the Nomination and Remuneration Committee was authorized to attend the Annual General Meeting of the Company by the respective Committees.</p>		
Date : 7 th October, 2016		 <p style="text-align: right;">For HEG Limited</p>  <p style="text-align: right;">Ashish Sabharwal Company Secretary</p>