

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity
Quarter ending

HEG LIMITED
31st March, 2018

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN & DIN	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	AAKJP0739D & 00060972	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	5	-
Mr.	Riju Jhunjhunwala	AAKJP4377M & 00061060	Non-Executive	30-04-2009	-	3	3	1
Mr.	Shekhar Agarwal	AAEPA6590M & 00066113	Non-Executive	15.07.1996	-	5	4	-
Mr.	Dharmendar Nath Davar	AAAPD0015E & 00002008	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	AAHPG1101F & 00038490	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	AAAPB0987D & 02643557	Non-Executive - Independent	30.08.2014	30.08.2014 to 29.08.2019 for a period of 5 years	1	1	-
Ms.	Vinita Singhania	AJWPS3242B & 00042983	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	ACQPB4089E & 06758088	Non-Executive	22.09.2015	-	2	-	-
Mr.	Satish Chand Mehta	AAOPM7409D & 02460558	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.



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	
5 Corporate Social Responsibility Committee	Mr. Ravi Jhunjunwala		Chairperson-Executive	
	Mr. Dharmendar Nath Davar		Non-Executive - Independent	
	Ms. Vinita Singhania		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 meetings (in number of days)	
02-11-2017	31-01-2018		89	
	08-02-2018		7	
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 meetings (in number of days)
Audit Committee	31-01-2018	Yes, 3 out of 4 members present	02-11-2017	89
Stakeholders Relationship Committee	31-01-2018	Yes, all members present	02-11-2017	89
Corporate Social Responsibility Committee	31-01-2018	Yes, 2 out of 3 members present	02-11-2017	89
Nomination and Remuneration Committee	31-01-2018	Yes, all members present	-	-
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 on Corporate Governance for the quarter ended 31st December, 2017 had been placed before the Board of Directors at its meeting held on 31st January, 2018. No comments/observations/advice were made by the Board of Directors. b) Compliance Report on Corporate Governance for the quarter ended 31st March, 2018 shall be placed before the Board of Directors at its ensuing meeting.			

Date: 13th April, 2018



For HEG LIMITED

IIVEK CHAUDHARY
COMPANY SECRETARY

Annexure-II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE		
Name of Listed Entity	HEG LIMITED	
Year ending	31st March, 2018	
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes



Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by NonExecutive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note:		
1	Company does not have any material subsidiary.	
2	HEG Graphite Products and Services Ltd, a wholly owned Subsidiary of the Company ("WOS"), had filed the application to ROC, Gwalior under Section 248(2) of the Companies Act, 2013 & rules thereto for striking off its name from Register of Companies. ROC Gwalior vide its approval letter dated 21st December, 2017, upon the request of WOS, had struck off the name of the WOS from Register of Companies under Section 248(5) of the Companies Act, 2013 & rules thereto.	
III Affirmations:		
The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.		

Date: 13th April, 2018



Vivek Chaudhary
VIVEK CHAUDHARY
COMPANY SECRETARY