

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity  
Quarter endingHEG LIMITED  
31st December, 2018

## I. Composition of Board of Directors

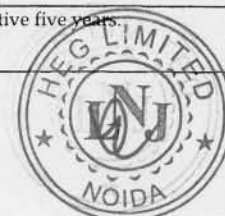
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) #	Number 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 Jhunjunwala	AAGPJ0739D & 00060972	Chairperson-Executive (Related to Promoter)	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 Jhunjunwala	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	8	3
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	31.10.2018	-	5	-	-
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	1	-
Ms.	Ramni Nirula	AAJPB9085B & 00015330	Non-Executive - Independent	31.10.2018	Appointed as an Additional Director (Independent) on 31.10.2018 for a first term of consecutive five years	7	8	1

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

## Membership includes Chairmanship in Committees.

### Smt. Vinita Singhania has resigned w.e.f. 1st October, 2018 as an Independent Director. She has been appointed as an Additional Director (Non-Executive) liable to retire by rotation on 31.10.2018.

#### Smt. Ramni Nirula has been appointed as an Additional Director (Independent) on 31st October, 2018 for a first term of consecutive five years.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive /
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
	Mr. Satish Chand Mehta	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 *	Mr. Ravi Jhunjunwala	Chairperson-Executive
	Mr. Kamal Gupta	Non-Executive - Independent
	Mr. Dharmendar Nath Davar	Non-Executive - Independent
	Ms. Ramni Nirula	Non-Executive - Independent
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

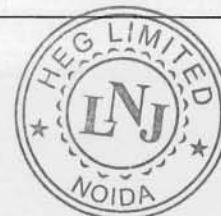
\* Risk Management Committee is not applicable.

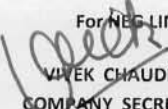
III. Meeting of Board of Directors		
Date (s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive
01/08/2018	31/10/2018	90
	26/11/2018	25

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	31/10/2018	Yes, all members present	01-08-2018	90
Audit Committee	26/11/2018	Yes, all members present	01-08-2018	25
Stakeholders Relationship Committee	31/10/2018	Yes, all members present	01-08-2018	90
Corporate Social Responsibility Committee	31/10/2018	Yes, all members present	01-08-2018	90
Nomination and Remuneration Committee	31/10/2018	Yes, all members present	01-08-2018	90

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 Rquirements) 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 30th September, 2018 had been placed before the Board of Directors at its meeting held on 31st October, 2018. No comments/observations/advice were made by the Board of Directors. b) Compliance Report on Corporate Governance for the quarter ended 31st December, 2018 shall be placed before the Board of Directors at its ensuing meeting.	



For HEG LIMITED  
  
 VIVEK CHAUDHARY  
 COMPANY SECRETARY

Date: 11th January, 2019