

# Corporate Governance Report

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and all its interactions with the stakeholders including shareholders, employees, customers, government, suppliers and lenders and to build the confidence of the society in general. The Company believes in adopting the philosophy of professionalism, transparency and accountability in all areas and is committed to pursue growth by adhering to the highest national and international standards of Corporate Governance.

## 2. BOARD OF DIRECTORS

### (i) Composition

The Board has an appropriate composition of Executive, Non-Executive and Independent Directors. The Independent Directors on the Board are experienced, competent and reputed names in their respective fields. The Independent Directors take active part at the Board and Committee Meetings, which adds value in the decision-making process of the Board of Directors. The details of composition of the Board, number of other Directorship, Chairmanship / Membership of Committee of each Director in other Companies, attendance of Directors at the Board Meetings and last Annual General Meeting are given below:

Name of Director	Category of Directorship	No. of other Directorships* in public Ltd Companies	Board Committees** in other Companies in which		No. of Board Meetings attended	Whether Attended the last AGM Yes/No
			Member	Chairman		
Shri Ravi Jhunjunwala	Chairman, Managing Director & CEO -Promoter Executive	8	3	1	4	No
Shri Dantuluri Satyanarayana Ravindra Raju#	Executive Director	-	-	-	2	N.A.
Shri Shekhar Agarwal	Vice-Chairman-Promoter Non-executive	5	3	0	3	No
Shri Dharmendar Nath Davar	Non-Executive and Independent	8	4	4	4	No
Dr. Kamal Gupta	Non-Executive and Independent	6	3	5	3	No
Shri Satyendra Nath Bhattacharya	Non-Executive	1	0	0	4	No
Dr. Om Parkash Bahl	Non-Executive and Independent	1	0	0	4	Yes
Smt. Vinita Singhania	Non-Executive and Independent	3	0	0	4	No
Shri Riju Jhunjunwala	Promoter Non-Executive	8	2	0	4	No
Shri Satish Chand Mehta##	Non-Executive and Independent	0	0	0	3	No

\* Excludes Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

\*\* Only Audit Committee and Stakeholders Relationship Committee have been considered in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# Shri Dantuluri Satyanarayana Ravindra Raju, who was appointed as an Additional Director and Executive Director of the Company at the Meeting of Board of Directors held on 27<sup>th</sup> May, 2016, has resigned from the Directorship and Executive Directorship of the Company w.e.f. 31<sup>st</sup> August, 2016.

## Shri Satish Chand Mehta was appointed as an Independent Director of the Company w.e.f. 23<sup>rd</sup> June, 2016.

**Note:** 1. Shri Ravi Jhunjunwala and Shri Riju Jhunjunwala are relatives.

2. Smt. Vinita Singhania is the Woman Director on the Board.

## (ii) Shareholding of Non-Executive Directors

The number of Equity Shares of the Company held by Non-Executive Directors of the Company are as under:

Name of Director	No. of Equity Shares Held
Shri Dharmendar Nath Davar	1,500
Dr. Kamal Gupta	200
Shri Riju Jhunjhunwala	2,33,290

## (iii) Board Meetings

The Board meets at least once in every quarter to review quarterly results and other items on agenda. Additional meetings are held when necessary. Four Board Meetings were held during the financial year ended 31<sup>st</sup> March, 2017. These were held on 27<sup>th</sup> May, 2016, 2<sup>nd</sup> August, 2016, 8<sup>th</sup> November, 2016 and 8<sup>th</sup> February, 2017. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution by circulation, as permitted by law which is noted and confirmed in the subsequent Board Meeting.

## 3. AUDIT COMMITTEE

### (i) Terms of Reference

1. The audit committee at its discretion shall invite the finance Director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committees;

Provided that occasionally the audit committee may meet without the presence of any executives of the Company.

2. The audit committee shall have the power to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it consider necessary;
3. The chairperson of the audit committee shall be an independent Director and shall be present at Annual general meeting to answer shareholders queries;
4. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
5. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
6. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
7. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. modified opinion(s) in the draft audit report.

8. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
9. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
10. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
11. Approval or any subsequent modification of transaction of the Company with related party;
12. Scrutiny of inter-corporate loans and investments;
13. Valuation of undertakings or assets of the Company, wherever it is necessary;

Where a valuation is required to be made in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets (herein referred to as the assets) or net worth of a company or its liabilities under the provision of the Companies Act, 2013, it shall be valued by a person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit committee or in its absence by the Board of Directors of that Company.

14. Evaluation of internal financial controls and risk management systems;
15. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
16. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department,

staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audits;

17. Discussion with internal auditors of any significant findings and follow up there on;
18. Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
19. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. To review the functioning of the Whistle Blower mechanism;
22. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate; and
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
24. The Audit Committee of the Company shall mandatorily review the following information:
  - i. management discussion and analysis of financial condition and results of operations.
  - ii. statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - iii. management letters/ letters of internal control weaknesses issued by the statutory auditors;
  - iv. internal audit reports relating to internal control weaknesses; and
  - v. the appointment removal and terms of remuneration of the chief internal auditors shall be subject to review by the audit committee.
  - vi. statement of deviations:
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
    - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

25. The internal auditors may report directly to the audit committee.
26. The audit committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.
27. All related party transactions shall require approval of the audit committee and the Committee may make omnibus approval for related part transactions proposed to be entered into by the Company on yearly basis.
28. The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for making the omnibus approval.
29. The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given.

### (ii) Composition of the Committee

The composition of the Audit Committee is as under:

Sl. No.	Name of Director	Designation	Category
1.	Shri Dharmendar Nath Davar	Chairman	Non-Executive Independent Director
2.	Shri Shekhar Agarwal	Member	Non-Executive Promoter Director
3.	Dr. Kamal Gupta	Member	Non-Executive Independent Director
4.	Dr. Om Parkash Bahl	Member	Non-Executive Independent Director

All these Directors possess knowledge of corporate finance, accounts and corporate laws. The Statutory Auditors, Internal Auditors and Senior Executives of the Company are invited to attend the meetings of the Committee, whenever necessary. The Company Secretary acts as the Secretary of the Committee.

### (iii) Meetings and Attendance

During the financial year ended 31<sup>st</sup> March, 2017, four meetings were held on 27<sup>th</sup> May, 2016, 2<sup>nd</sup> August, 2016, 8<sup>th</sup> November, 2016 and 8<sup>th</sup> February, 2017.

The attendance at the above Meetings was as under:

Sl. No.	Name of Director	No. of Meetings Attended
1.	Shri Dharmendar Nath Davar	4
2.	Shri Shekhar Agarwal	3
3.	Dr. Kamal Gupta	3
4.	Dr. Om Parkash Bahl	4

#### 4. NOMINATION AND REMUNERATION COMMITTEE

##### (i) The terms of reference of the Committee as per the Nomination and Remuneration Policy of the Company inter-alia includes the following:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- to recommend to the Board the appointment and removal of Director or KMP or Senior Management Personnel;
- to carry out evaluation of Director's performance;
- assessing the independence of Independent Directors;
- to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- making recommendations to the Board on the remuneration/fee payable to the Directors/ KMPs/ Senior Officials so appointed/re-appointed;
- ensure that level and composition of remuneration of Directors, KMP's and Senior Management is reasonable and sufficient. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- to devise a policy on Board diversity;
- to develop a succession plan for the Board and Senior Management and to regularly review the plan; and

- such other key issues/matters as may be referred by the Board or as may be necessary in view of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and provision of the Companies Act, 2013 and Rules thereunder.

##### (ii) Composition of the Committee

The composition of the Nomination and Remuneration Committee is as under:-

Sl. No.	Name of Director	Designation	Category
1.	Shri Dharmendar Nath Davar	Chairman	Non-Executive Independent Director
2.	Dr. Kamal Gupta	Member	Non-Executive Independent Director
3.	Dr. Om Parkash Bahl	Member	Non-Executive Independent Director

The Company Secretary acts as Secretary of the Committee.

##### (iii) Meeting and Attendance

During the financial year ended 31<sup>st</sup> March, 2017, four meetings were held on 22<sup>nd</sup> April, 2016, 27<sup>th</sup> May, 2016, 29<sup>th</sup> August, 2016 and 8<sup>th</sup> February, 2017.

The attendance at the above Meetings was as under:

Sl. No.	Name of Director	No. of Meetings Attended
1.	Shri Dharmendar Nath Davar	4
2.	Dr. Kamal Gupta	4
3.	Dr. Om Parkash Bahl	4

##### (iv) Details of Remuneration to the Directors for the financial year ended 31<sup>st</sup> March, 2017.

(Amount in ₹)

Name of Director	Salary	Benefits	Commission	Sitting Fee	Total
Shri Ravi Jhunjunwala	2,07,40,000	26,10,775	-	-	2,33,50,775*
Shri Dantuluri Satyanarayana Ravindra Raju	32,91,871	2,65,206	-	-	35,57,077#
Shri Shekhar Agarwal	-	-	-	4,90,000	4,90,000
Shri Dharmendar Nath Davar	-	-	-	12,15,000	12,15,000
Dr. Kamal Gupta	-	-	-	11,25,000	11,25,000
Shri Satyendra Nath Bhattacharya	-	-	-	3,00,000	3,00,000
Dr. Om Parkash Bahl	-	-	-	10,75,000	10,75,000
Smt. Vinita Singhania	-	-	-	3,75,000	3,75,000
Shri Riju Jhunjunwala	-	-	-	4,20,000	4,20,000
Shri Satish Chand Mehta	-	-	-	3,00,000	3,00,000##

\* Worked out as per Section II of Part II of Schedule V of the Companies Act, 2013 as approved by the shareholders in their meeting held on 28<sup>th</sup> September, 2016.

# Shri Dantuluri Satyanarayana Ravindra Raju, who was appointed as an Additional Director and Executive Director of the Company at the Meeting of Board of Directors held on 27<sup>th</sup> May, 2016, has resigned from the Directorship and Executive Directorship of the Company w.e.f. 31<sup>st</sup> August, 2016.

## Shri Satish Chand Mehta was appointed as an Independent Director of the Company w.e.f. 23<sup>rd</sup> June, 2016.

The appointment of Executive Directors, Key Managerial Personnel and other Employees is by virtue of their employment with the Company therefore, their terms of employment vis-a-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies at the relevant point in time.

#### (v) Criteria of making payments to Non-Executive Directors

The criteria of making payments to Non- Executive Directors is appearing on the website of the Company and the weblink of the same is as under:

[http://hegltd.com/pdf/criteria\\_of\\_making\\_payments\\_to\\_Non\\_Executive\\_Directors .pdf](http://hegltd.com/pdf/criteria_of_making_payments_to_Non_Executive_Directors.pdf)

#### 5. PERFORMANCE EVALUATION CRITERIA OF INDEPENDENT DIRECTORS

Pursuant to the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, evaluation of Independent Directors was carried out by entire Board. Only the Independent Director being evaluated did not participate in the said evaluation discussion.

The Evaluation criteria for Independent Directors forms part of Nomination and Remuneration Policy of the Company which is annexed in the Board's Report.

#### 6. FAMILIARIZATION PROGRAMME

The Familiarization Programmes imparted to Independent Directors of the Company has been disclosed on its website and a weblink thereto is as under:

<http://hegltd.com/pdf/Details-of-Familiarisation-Programmes-imparted-to-Independent-Directors.pdf>

#### 7. STAKEHOLDERS RELATIONSHIP COMMITTEE

##### (I) Broad Terms of Reference

The Stakeholders Relationship Committee shall consider and resolve the grievances of various security holders of the Company. It shall specifically look into the redressal of stakeholders/investors complaints in a timely and proper manner.

#### (ii) Composition of the Committee

The composition of the Committee is as under:

Sl. No.	Name of Director	Designation	Category
1.	Shri Riju Jhunhunwala	Chairman	Non-Executive Promoter Director
2.	Shri Ravi Jhunhunwala	Member	Executive Promoter Director
3.	Dr. Kamal Gupta	Member	Non-Executive Independent Director

Shri Vivek Chaudhary, a member of the Institute of Company Secretaries of India (Membership No. ACS 13263) has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 30<sup>th</sup> May, 2017.

#### (iii) Meetings and Attendance

During the financial year ended 31<sup>st</sup> March, 2017, Four meetings were held on 27<sup>th</sup> May, 2016, 2<sup>nd</sup> August, 2016, 8<sup>th</sup> November, 2016 and 8<sup>th</sup> February, 2017.

The attendance at the above Meetings was as under: -

Sl. No.	Name of Director	No. of Meetings attended
1.	Shri Riju Jhunhunwala	4
2.	Shri Ravi Jhunhunwala	4
3.	Dr. Kamal Gupta	3

The Company received 10 complaints during the year and all were resolved to the satisfaction of the shareholders. There was no valid request for transfer of shares pending as on 31<sup>st</sup> March, 2017.

## 8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

### (i) Broad Terms of Reference

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- Recommend and monitor the amount of expenditure to be incurred on the activities referred to in clause (a); and
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

### (ii) Composition of the Committee

The composition of the Corporate Social Responsibility Committee is as under:

Sl. No.	Name of Director	Designation	Category
1.	Shri Ravi Jhunjhunwala	Chairman	Executive Promoter Director
2.	Shri Dharmendar Nath Davar	Member	Non- Executive Independent Director
3.	Smt. Vinita Singhania	Member	Non- Executive Independent Director

## 10. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board on the recommendation of Audit Committee has adopted a Whistle Blower Policy. The details of the same is disclosed on the website of the Company and a weblink thereto is as under:

[http://heg ltd.com/pdf/Whistle\\_Blower\\_Policy\\_HEG.pdf](http://heg ltd.com/pdf/Whistle_Blower_Policy_HEG.pdf)

## 11. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as per detail below:

Date of AGM	Relevant financial year	Venue/Location where held	Time of Meeting	Whether any special resolution passed
30 <sup>th</sup> August, 2014	2013-2014	Mandideep, (Near Bhopal), Distt. Raisen, Madhya Pradesh – 462 046	1.30 P.M.	Yes
22 <sup>nd</sup> September, 2015	2014-2015	Mandideep, (Near Bhopal), Distt. Raisen, Madhya Pradesh – 462 046	11.30 A.M.	No
28 <sup>th</sup> September, 2016	2015-2016	Mandideep, (Near Bhopal), Distt. Raisen, Madhya Pradesh – 462 046	11.30 A.M.	Yes

No Extra-ordinary General Meeting took place during the financial year 2016-17.

There was no resolution passed by the shareholders through postal ballot, in the financial year 2016-17.

No special resolution requiring postal ballot is being proposed for the ensuing Annual General Meeting.

### (iii) Meetings and Attendance

During the financial year ended 31<sup>st</sup> March, 2017, Four meetings were held on 27<sup>th</sup> May, 2016, 2<sup>nd</sup> August, 2016, 8<sup>th</sup> November, 2016 and 8<sup>th</sup> February, 2017.

The attendance at the above Meetings was as under: -

Sl. No.	Name of Director	No. of Meetings attended
1.	Shri Ravi Jhunjhunwala	4
2.	Shri Dharmendar Nath Davar	4
3.	Smt. Vinita Singhania	4

## 9. INDEPENDENT DIRECTORS' MEETING

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and also as per the Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 8<sup>th</sup> February, 2017 to review the performance of Non-independent Directors (including the Chairman, Managing Director & CEO) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

## 12. DISCLOSURES

- a) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest. Suitable disclosure as required by the applicable Accounting Standard, has been made in the Annual Report.

A web link for policy on dealing with related party transactions is as under:

[http://hegltd.com/pdf/Policy\\_on\\_Related\\_Party\\_Transactions-HEG-Limited.pdf](http://hegltd.com/pdf/Policy_on_Related_Party_Transactions-HEG-Limited.pdf)

- b) There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company that have a potential conflict with the interests of the Company.
- c) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during last three years.
- d) The Company has complied with the requirements of the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) Disclosure of Commodity Price Risks and Commodity hedging activities: In the recent times sale and purchase of Graphite Electrodes have more or less Commoditized, with customers preferring price as a key driver. The key raw material for the same is petroleum based by product. There is a clear relationship in the Price movement of both, though with a small lead and lag effect. Both sourcing and sale contracts are short term these days and therefore offer ample opportunities for matching the Price movement on either side.
- g) The Company has a Policy for Determining Material Subsidiaries and the same is available on the Company's website and a weblink thereto is as under:

[http://hegltd.com/pdf/Policy\\_for\\_Determining\\_Material\\_Subsiary.pdf](http://hegltd.com/pdf/Policy_for_Determining_Material_Subsiary.pdf)

- h) No personnel have been denied any access to the Audit Committee of the Company.
- i) The Company has complied with all the applicable Accounting Standards.
- j) The Chairman, Managing Director & CEO and Chief Financial officer have certified to the Board, inter-alia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31<sup>st</sup> March, 2017. The annual Certificate given by the Chairman, Managing Director & CEO and the Chief Financial Officer is published in this report.
- k) The Internal Auditor directly reports to the Audit Committee.
- l) The Audit Report contains unmodified audit opinion.

## 13. CODE OF CONDUCT

There is a Code of Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Directors and members of the Senior Management. A copy of the Code has been put on the Company's website [www.hegltd.com](http://www.hegltd.com).

The Code has been circulated to all the Members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration signed by the Chairman & Managing Director & CEO in this regard is given below:

"I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2016-17."

## 14. MEANS OF COMMUNICATION

The Company publishes its quarterly results in leading national newspapers such as Business Standard in English language (all editions) and Nav Bharat in Hindi (Bhopal edition).

These results are displayed on the website of the Company along with other news releases and presentations, if any, made to institutional investors or to analysts among others. All other vital information is also placed on the website of the Company. The results are not sent individually to shareholders.

## 15. DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTOR

Name of Director	Shri Shekhar Agarwal
Date of Birth	09.10.1952
Date of Appointment	15.07.1996
Qualification	B. Tech (Mech), IIT Kanpur, Master of Science Degree in Industrial & Systems Engineering from Illinois Institute of Technology, Chicago, USA.
Experience & Expertise in specific functional areas	Industrialist with 40 years of rich business experience and well-known name in Textile Industry.
List of other Public Ltd. Companies in which directorships held.	1. Bhilwara Technical Textiles Ltd. 2. BSL Ltd. 3. Essay Marketing Company. Ltd. 4. Maral Overseas Ltd. 5. RSWM Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company.	Audit Committee - Member
Chairman/Member of the Committee of Directors of other Companies.	
a) Audit Committee	BSL Ltd. - Member
b) Stakeholders Relationship Committee	1. RSWM Ltd. - Member 2. Maral Overseas Ltd- Member
No. of Equity Shares held in the Company	-

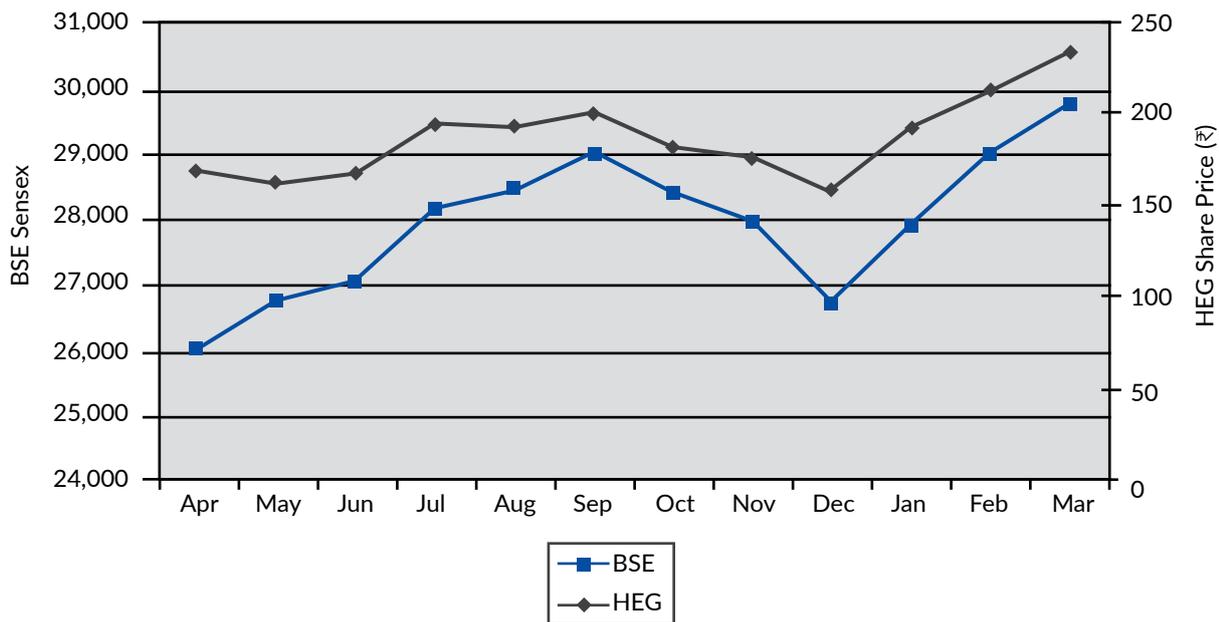
## 16. SHAREHOLDERS INFORMATION

a) Annual General Meeting: Date, Time & Venue	22 <sup>nd</sup> September, 2017 at 11.30 A.M. at the registered office of the Company at Mandideep, Near Bhopal, Distt. Raissen, Madhya Pradesh - 462 046.	
b) Financial Calendar:	Financial Year: 1 <sup>st</sup> April, 2017 - 31 <sup>st</sup> March, 2018. Reporting:	
	a) First quarter results	Within 45 days of end of the 1 <sup>st</sup> Qtr
	b) Second Quarter Results	Within 45 days of end of the 2 <sup>nd</sup> Qtr
	c) Third Quarter Results	Within 45 days of end of the 3 <sup>rd</sup> Qtr
	d) Results for Fourth Quarter & the FY	Within 60 days of end of the FY
c) Date of Book Closure	16 <sup>th</sup> September, 2017 to 22 <sup>nd</sup> September, 2017 (both days inclusive)	
d) Dividend payment date:	N.A.	
e) Listing of Shares on Stock Exchanges	1. BSE Limited BSE- Corporate Office Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 Phones : (022) 22721233/4, (022) 66545695 (Hunting) Fax : (022) 22721919 2. National Stock Exchange of India Limited NSE - Corporate Office Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Tel No: (022) 26598100 - 8114 Fax No: (022) 26598120	
f) Payment of Listing Fees	Annual Listing fees as applicable have been duly paid.	
g) Stock Code / ISIN	Equity Shares : BSE : 509631 NSE : HEG ISIN : INE545A01016	

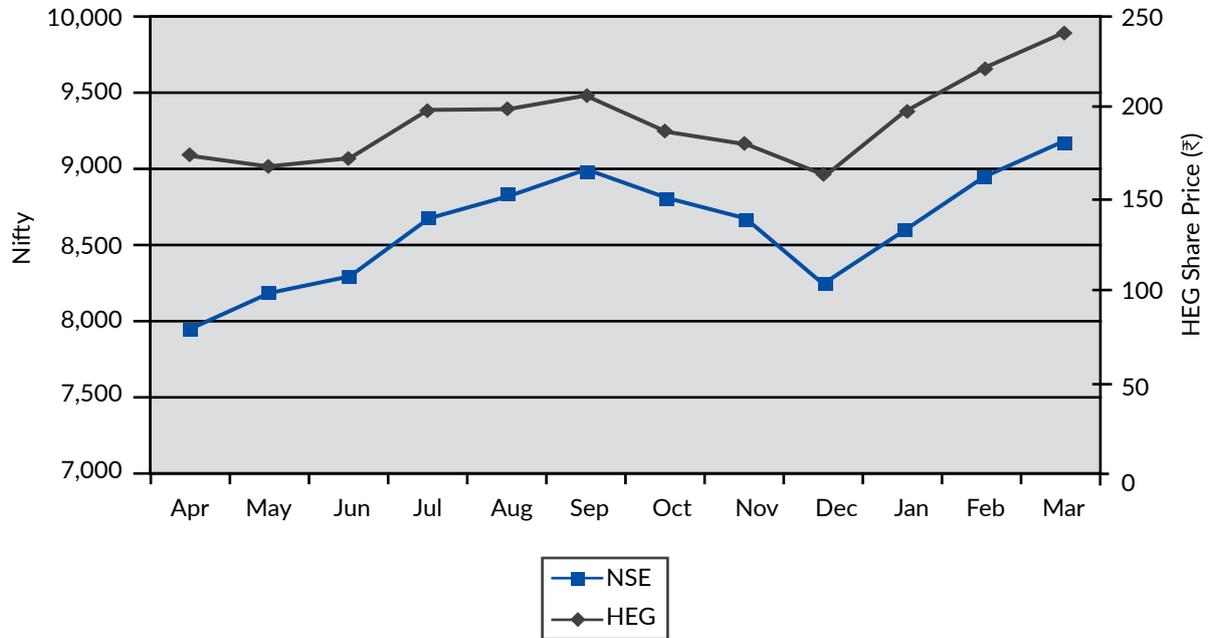
h. i) Market Price Data: Monthly High Low values (in ₹) at NSE & BSE and comparison with BSE Sensex and Nifty.

Month	NSE		BSE		BSE SENSEX		NIFTY	
	High	Low	High	Low	High	Low	High	Low
April, 2016	172.40	138.20	172.00	138.10	26,100.54	24,523.20	7,992.00	7,516.85
May, 2016	166.80	144.00	165.80	145.00	26,837.20	25,057.93	8,213.60	7,678.35
June, 2016	170.70	147.35	170.35	148.20	27,105.41	25,911.33	8,308.15	7,927.05
July, 2016	195.45	158.55	195.45	158.75	28,240.20	27,034.14	8,674.70	8,287.55
August, 2016	196.00	156.20	195.00	157.50	28,532.25	27,627.97	8,819.20	8,518.15
September, 2016	203.20	165.95	203.00	166.80	29,077.28	27,716.78	8,968.70	8,555.20
October, 2016	184.85	168.50	185.00	168.00	28,477.65	27,488.30	8,806.95	8,506.15
November, 2016	178.70	144.45	178.50	144.10	28,029.80	25,717.93	8,669.60	7,916.40
December, 2016	162.00	146.35	162.00	146.20	26,803.76	25,753.74	8,274.95	7,893.80
January, 2017	195.00	147.05	194.00	150.95	27,980.39	26,447.06	8,672.70	8,133.80
February, 2017	216.60	174.00	216.00	175.00	29,065.31	27,590.10	8,982.15	8,537.50
March, 2017	235.40	201.10	236.25	201.00	29,824.62	28,716.21	9,218.40	8,860.10

ii) Comparative chart of Company's share price movement vis-à-vis the movement of BSE Sensex during FY 2016-17:



iii) Comparative chart of Company's share price movement vis-à-vis the movement of Nifty during FY 2016-17:



i) Registrar and Transfer Agent	M/s. MCS Share Transfer Agent Limited F-65, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone : 011-41406149 - 52 Fax : 011-41709881 E-mail Id : helpdeskdelhi@mcsregistrars.com
j) Share Transfer System:	Share Transfers are attended and registered within the prescribed time limit. The Company obtains from practicing Company Secretary a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of same to stock exchanges.

k) Distribution of shareholding as on 31<sup>st</sup> March, 2017.

No. of Equity Shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1-500	27,511	94.68	29,29,386	7.33
501-1000	794	2.73	6,15,264	1.54
1001-2000	347	1.19	5,03,860	1.26
2001-3000	127	0.44	3,15,475	0.79
3001-4000	66	0.23	2,35,908	0.59
4001-5000	37	0.13	1,74,166	0.44
5001-10000	71	0.24	5,18,891	1.30
10001 and above	105	0.36	3,46,66,192	86.75
<b>Total</b>	<b>29,058</b>	<b>100.00</b>	<b>3,99,59,142</b>	<b>100.00</b>

## l) Category of Shareholders

Category	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
Promoters and Promoter Group	22	0.08	2,34,92,750	58.79
Mutual Funds / UTI	8	0.03	15,951	0.04
Financial Institutions / Banks	10	0.03	3,49,170	0.87
Insurance Companies	3	0.01	38,26,475	9.58
Foreign Institutional Investors	15	0.05	2,59,460	0.65
Bodies Corporate	549	1.89	31,62,905	7.92
Individuals	28,139	96.84	57,69,511	14.44
Others:				
I) Trusts	3	0.01	13,052	0.03
II) Foreign Corporate Bodies	1	0.00	28,93,888	7.24
III) NRI Individuals	306	1.05	1,68,433	0.42
IV) NBFC's Registered with RBI	2	0.01	7,547	0.02
<b>Total</b>	<b>29,058</b>	<b>100.00</b>	<b>3,99,59,142</b>	<b>100.00</b>

m) Dematerialization of shares and liquidity.	3,89,83,434 shares were dematerialized till 31 <sup>st</sup> March, 2017 which was 97.56.% of the total paid-up Equity Share Capital of the Company on that date. Trading in shares of the Company is permitted in dematerialized form only.
n) Commodity price risk or foreign exchange risk and hedging activities	Please refer corporate apprehensions under the head Managing Business Uncertainties, which forms part of Management Discussion and Analysis.
o) Outstanding GDRs/ADRs/warrants or any Convertible instruments, conversion date and likely impact equity.	There are no such instruments outstanding as on 31 <sup>st</sup> March, 2017.
p) Plant Locations	a) Mandideep (Near Bhopal), Distt. Raisen- 462046, Madhya Pradesh. b) Village Ranipur, Tawa Nagar, Distt. Hoshangabad - 461001 Madhya Pradesh.
q) Address for correspondence	HEG Limited, Secretarial Department Bhilwara Towers, A-12, Sector -1, Noida - 201301 Phone : 0120-4390300, 4390000 Fax : 0120- 4277841 E-mail: heg.investor@Injbhilwara.com

# CEO/CFO Certificate

Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Board of Directors  
**HEG Limited**

- (a) We have reviewed financial statements and the cash flow statement for the Financial Year ended 31<sup>st</sup> March, 2017 and that to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting in the Company and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- i) Significant changes in internal control over financial reporting during the financial year;
  - ii) Significant changes in accounting policies during the financial year and the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Ravi Jhunjunwala**  
*Chairman, Managing Director & CEO*

Noida (U.P.)  
30<sup>th</sup> May, 2017

**Raju Rustogi**  
*Chief Financial Officer and  
Chief Operating Officer*

# Compliance Certificate

To  
The Members of  
**HEG Limited**

We have examined the compliance of conditions of Corporate Governance by HEG Limited ('the Company') for the financial year ended 31<sup>st</sup> March, 2017 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S. S. KOTHARI MEHTA & CO.**  
*Chartered Accountants*  
Firm Regn. No. 000756N

**SUNIL WAHAL**  
*PARTNER*  
Membership No. 087294

Place: Noida (U.P.)  
Date: 30<sup>th</sup> May, 2017

For **DOOGAR & ASSOCIATES**  
*Chartered Accountants*  
Firm Regn. No. 000561N

**MUKESH GOYAL**  
*PARTNER*  
Membership No. 081810

# Standalone Financial Statements



## Independent Auditors' Report

To the *Members* of HEG Limited

### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of HEG Limited ("the Company") which comprise the balance sheet as at 31<sup>st</sup> March, 2017, the statement of profit and loss (including other comprehensive Income), the statement of cash flows and the statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rule, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation, and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted audit of standalone financial statements in

accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017 its loss including the other comprehensive losses, its cash flows and changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section 143(11) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order;
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The balance sheet, statement of profit and loss including statement of other comprehensive Income, the statement of cash flow and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid standalone IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2017, from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B" to this report; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements- Refer Note 38 to the standalone Ind AS financial statements;
- ii) As explained to us, the company did not have any long term contracts, therefore the Company was not required to make including derivative contracts for which there were any provision for material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
- iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 55 to the standalone Ind AS financial statements.

**For S. S. Kothari Mehta & Co.**  
Chartered Accountants  
Firm Regn. No. 000756N

**For Doogar & Associates**  
Chartered Accountants  
Firm Regn. No. 000561N

**Sunil Wahal**  
PARTNER  
Membership No. 087294

**Mukesh Goyal**  
PARTNER  
Membership No. 081810

Place: Noida (U.P.)  
Date: 30<sup>th</sup> May, 2017

**ANNEXURE “A”** to the Independent Auditors’ Report to the members of HEG Limited, dated May 30, 2017

Report on the matters specified in paragraph 3 of the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (“the Act”) as referred to in paragraph 1 of ‘Report on Other Legal and Regulatory Requirements’ section.

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Physical verification of fixed assets is being conducted by the management based on a program designed to cover all assets over a period of three years which, in our opinion, is reasonable having regard to the size of the company and nature of its business. Discrepancies noticed on such verification as compared to book records were not material and have been properly adjusted in the books of account.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties are held in the name of the company.
- (ii) The inventories have been physically verified by the management during the year at all its locations, except stocks located outside India, lying with third parties and in transit which have been verified with reference to correspondence of third parties or subsequent receipt of goods. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at year end and no material discrepancies were noticed in respect of such confirmations.
- (iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has given a guarantee jointly with another company to a financial institution for loan taken by others from the financial institution, which are covered under the provisions of section 185 and 186 of the Act, the terms and conditions of which are not, prima facie, prejudicial to the interest of the company. .
- (v) The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Act and hence the rules framed thereunder are not applicable.
- (vi) We have broadly reviewed the books of account relating to materials, labour and other items of cost records maintained by the Company as specified by the Central Government of India under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees’ state insurance, income tax, sales tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Custom Duty, and Cess which have not been deposited on account of any dispute, except the following in respect of Income

Tax, Excise Duty, Service Tax and Sales Tax which have not been deposited on account of any dispute, are as follows:-

S.No	Name of the Statute	Nature of Dues	Amount (₹ in Lacs)	Period to which the amount relates	Forum where the dispute is pending
1	Central Excise Act, 1944	Excise Duty	276.22	2002-03, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08, 2014	CESTAT, New Delhi
			1.42	2004-05	Hon'ble High Court, Jabalpur
			2.15	2013-14	Commissioner (Appeal), Bhopal
2	Income Tax Act,1961	Income Tax	1064.75	Assessment year 2008-09, 2012-13, 2013-14, 2014-15	CIT (Appeals), Bhopal
			516.00	Assessment year 2003-04, 2004-05	Hon'ble High Court, Jabalpur
		Income Tax Penalty	140.00	Assessment year 2000-01, 2010-11, 2011-12	CIT (Appeals), Bhopal
		Income Tax	106.82	Assessment year 2015-16	CIT (Appeals), Ahmedabad
3	Finance Act, 1994	Service Tax and penalty	1503.11	2006-07, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14	CESTAT, New Delhi
		Service Tax and penalty	109.64	2012-13	Commissioner of Excise and Customs, Bhopal
4	Central Sales Tax Act, 1956	Central Sales Tax	21.30	2003-04	Hon'ble High Court, Jabalpur
5	Madhya Pradesh Parvesh Kar Adhiniyam,1976	Entry Tax	2.35	2014-15	Commissioner (Appeals), Bhopal
			382.27	2007-08, 2008-09, 2009-10, 2010-11, 2012-13	Appellate Tribunal, Bhopal
			20.11	1997-98, 2003-04	Hon'ble High Court, Jabalpur
6	Chhattisgarh Commercial Tax	VAT	3.03	2006-07	Commissioner (Appeals) Raipur
			1.51	1992-93	Appellate Tribunal, Raipur
		Entry Tax	9.79	2005-06	Appellate Tribunal, Raipur
		Entry Tax	12.00	2006-07	Commissioner (Appeals) , Raipur

- (viii) According to the records of the Company examined by us and the information and explanations given to us, in our opinion, the Company has not defaulted in repayment of its dues to Governments, banks and financial institutions. The Company has not taken any loans from debenture holders.
- (ix) Based on our audit procedures and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer / further public offer. Further, based on our audit procedures and according to the information and explanations given to us and on an overall examination of the balance sheet, we report that monies raised by way of term loans were applied for the purposes for which those were raised.
- (x) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company by its officers or employees noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) Based on our audit and according to the information and explanations given to us, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Act where applicable and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) Based on our audit procedures and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Act.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **S. S. Kothari Mehta & Co.**  
Chartered Accountants  
Firm Regn. No. 000756N

For **Doogar & Associates**  
Chartered Accountants  
Firm Regn. No. 000561N

**Sunil Wahal**  
PARTNER  
Membership No. 087294

**Mukesh Goyal**  
PARTNER  
Membership No. 081810

Place: Noida (U.P.)  
Date: 30<sup>th</sup> May, 2017

**Annexure 'B'** to the Independent Auditors' Report of even date on the standalone financial statements of HEG Limited dated May 30, 2017.

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section.**

We have audited the internal financial controls over financial reporting of HEG Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and

maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control systems over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's

internal financial control system over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S. S. Kothari Mehta & Co.**  
Chartered Accountants  
Firm Regn. No. 000756N

For **Doogar & Associates**  
Chartered Accountants  
Firm Regn. No. 000561N

**Sunil Wahal**  
PARTNER  
Membership No. 087294

**Mukesh Goyal**  
PARTNER  
Membership No. 081810

Place: Noida (U.P.)  
Date: 30<sup>th</sup> May, 2017