

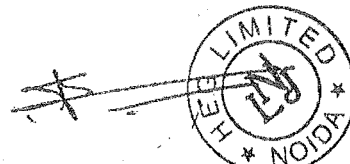
COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity
Quarter ending

HEG LIMITED
31st December, 2015

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 Jhunjunwala	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 Jhunjunwala	Non-Executive	30.04.2009	-	3	7	1
Mr.	Shekhar Agarwal	Non-Executive	15.07.1996	-	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	10	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 Singhanla	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	-	-



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, Chairman	Non-Executive -Independent	
	Mr. Shekhar Agarwal, Member	Non-Executive	
	Mr. Kamal Gupta, Member	Non-Executive -Independent	
	Mr. Om Parkash Bahl, Member	Non-Executive -Independent	
2 Nomination & Remuneration Committee	Mr. Dharmendar Nath Davar, Chairman	Non-Executive -Independent	
	Mr. Kamal Gupta, Member	Non-Executive -Independent	
	Mr. Om Parkash Bahl, Member	Non-Executive -Independent	
3 Risk Management Committee (if applicable)	Not Applicable		
4 Stakeholders Relationship Committee	Mr. Riju Jhunjunwala, Chairman	Non-Executive	
	Mr. Ravi Jhunjunwala, Member	Executive	
	Mr. Kamal Gupta, Member	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)	
29-07-2015	07-11-2015	101 Days	
IV. Meeting of Committees			
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: 07-11-2015	Yes - All members present	29.07.2015	101 Days
Stakeholders Relationship Committee: 07-11-2015	Yes - All members present	29.07.2015	-
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			
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.		
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) - 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.		
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.		
5	a) Compliance Report on Corporate Governance for the quarter ended 30th September, 2015 had been placed before the Board of Directors at its meeting held on 7th November, 2015. No comments/observations/advice were made by the Board of Directors. b) Compliance Report on Corporate Governance for the quarter ended 31st December, 2015 shall be placed before the Board of Directors at its ensuing meeting.		



For HEG LIMITED

ASHISH SABHARWAL
COMPANY SECRETARY

Date: 14th January, 2016