

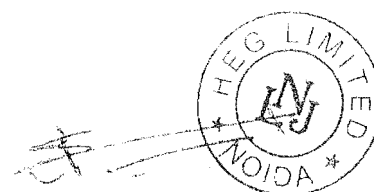
COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity
Quarter endingHEG LIMITED
31st March, 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	15.07.1996	-	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	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	-	-

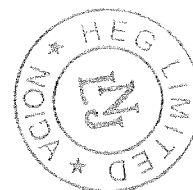
Directorship includes Directorship in all Listed entities (whether Independent or not).

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 Mr. Shekhar Agarwal Mr. Kamal Gupta Mr. Om Parkash Bahl	Chairperson-Non-Executive -Independent Non-Executive Non-Executive -Independent Non-Executive -Independent	
2 Nomination & Remuneration Committee	Mr. Dharmendar Nath Davar Mr. Kamal Gupta Mr. Om Parkash Bahl	Chairperson-Non-Executive -Independent Non-Executive -Independent Non-Executive -Independent	
3 Risk Management Committee (if applicable)		Not Applicable	
4 Stakeholders Relationship Committee	Mr. Riju Jhunjhunwala Mr. Ravi Jhunjhunwala Mr. Kamal Gupta	Chairperson-Non-Executive Executive 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)	
07.11.2015	27.01.2016	80 Days	
IV. Meeting of 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 : 27.01.2016	Yes - All members present	07.11.2015	80 Days
Stakeholders Relationship Committee : 27.01.2016	Yes - All members present	07.11.2015	80 Days
V. Related Party Transactions			
Subject	Compliance status (Yes / No / NA) refer note below		
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 & 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 31st December, 2015 had been placed before the Board of Directors at its meeting held on 27th January, 2016. No comments/observations/advice were made by the Board of Directors. b) Compliance Report on Corporate Governance for the quarter ended 31st March, 2016 shall be placed before the Board of Directors at its ensuing meeting.		

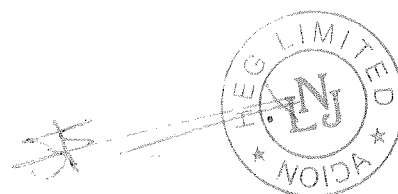
For HEG Limited



ASHISH SABHARWAL
COMPANY SECRETARY

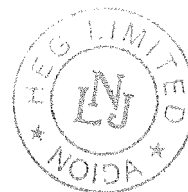
Date: 14th April, 2016

COMPLIANCE REPORT ON CORPORATE GOVERNANCE		
Name of Listed Entity	HEG LIMITED	
Year ending	31st March, 2016	
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) & (8)	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 Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note : Company does not have any material subsidiary.		
III Affirmations: The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.		

For HEG Limited



ASHISH SABHARWAL
COMPANY SECRETARY

Date: 14th April, 2016