

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity **HEG LIMITED**
 Quarter ending **31st December, 2016**

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	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	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	4	-
Mr.	Riju Jhunjhunwala	00061060	Non-Executive	30-04-2009	-	3	3	1
Mr.	Shekhar Agarwal	00066113	Non-Executive	15.07.1996	-	5	4	-
Mr.	Dharmendar Nath Davar	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	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	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	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	06758088	Non-Executive	22.09.2015	-	2	-	-
Mr.	Satish Chand Mehta	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		
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)		
02-08-2016	08-11-2016	97 Days		
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	08-11-2016	Yes, 2 out of 4 members (Independent Directors) present	02/08/2016	97 Days
Stakeholders Relationship Committee	08-11-2016	Yes, 2 out of 3 members present	02/08/2016	97 Days
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	NA			
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		Yes
	b.	Nomination and Remuneration Committee		Yes
	c.	Stakeholders Relationship Committee		Yes
	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.			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(s) on Corporate Governance for the quarter ended 30th September, 2016 had been placed before the Board of Directors at its meeting held on 8th November, 2016. No comments/observations/advice were made by the Board of Directors.			
	b) Compliance Report on Corporate Governance for the quarter ended 31st December, 2016 shall be placed before the Board of Directors at its ensuing meeting.			



For HEG LIMITED

Ravi Jhunjunwala

Ravi Jhunjunwala

Chairman, Managing Director & CEO

Date: 12th January, 2017