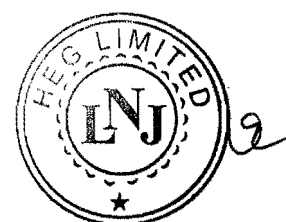


**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

COMPLIANCE REPORT ON CORPORATE GOVERNANCE								
Name of Listed Entity		HEG LIMITED						
Quarter ending		30th June, 2017						
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 Jhunjhunwala	AAGPJ0739D & 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	5	-
Mr.	Riju Jhunjhunwala	AAKPJ4377M & 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	9	4
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	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	ACQPJ4089E & 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	-	-

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

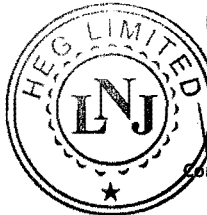
## Membership includes Chairmanship in Committees.



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	
5 Corporate Social Responsibility Committee	Mr. Ravi Jhunjunwala		Chairperson-Executive	
	Mr. Dharmendar Nath Davar		Non-Executive - Independent	
	Ms. Vinita Singhanla		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)	
08.02.2017	30.05.2017		110 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	30-05-2017	Yes, all members present	08-02-2017	110 Days
Stakeholders Relationship Committee	30-05-2017	Yes, all members present	08-02-2017	110 Days
Nomination and Remuneration Committee	30-05-2017	Yes, all members present	08-02-2017	110 Days
Corporate Social Responsibility Committee	30-05-2017	Yes, all members present	08-02-2017	110 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), 2015.			Yes
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements), 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 31st March, 2017 had been placed before the Board of Directors at its meeting held on 30th May, 2017. No comments/observations/advice were made by the Board of Directors.			
	b) Compliance Report on Corporate Governance for the quarter ended 30th June, 2017 shall be placed before the Board of Directors at its ensuing meeting.			

Date: 13th July, 2017

For HEG LIMITED



Vivek Chaudhary  
Company Secretary