

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity HEG LIMITED  
Quarter ending 30th September, 2018

## 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	AAKPJ0739D & 00060972	Chairperson-Executive (Related to Promoter)	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	7	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	23.07.2018	Re-appointment for a second term of 5 years in the Annual General Meeting held on 23.07.2018.	5	-	-
Mr.	Satyendra Nath Bhattacharya	ACQPB4089E & 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	1	-

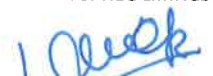
# Directorship includes Directorship in all Listed entities (whether Independent or not).

## Membership includes Chairmanship in Committees.


### Smt. Vinita Singhania has resigned w.e.f. 1st October, 2018 and requisite disclosures has been submitted to Stock Exchanges.

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. Satish Chand Mehta	Non-Executive -Independent		
	Mr. Dharmendar Nath Davar	Chairperson-Non-Executive-Independent		
	Mr. Kamal Gupta	Non-Executive -Independent		
3 Risk Management Committee (if applicable)	Not Applicable			
4 Stakeholders Relationship Committee	Mr. Om Parkash Bahl	Non-Executive -Independent		
	Mr. Riju Jhunjhunwala	Chairperson-Non-Executive		
	Mr. Ravi Jhunjhunwala	Executive		
5 Corporate Social Responsibility Committee	Mr. Kamal Gupta	Non-Executive - Independent		
	Mr. Ravi Jhunjhunwala	Chairperson-Executive		
	Mr. Dharmendar Nath Davar	Non-Executive - Independent		
	Ms. Vlnita Singhania	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)		
08/05/2018	01/08/2018	84		
31/05/2018		61		
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	01/08/2018	Yes, all members present	08-05-2018	84
Stakeholders Relationship Committee	01/08/2018	Yes, all members present	08-05-2018	84
Corporate Social Responsibility Committee	01/08/2018	Yes, all members present	08-05-2018	84
Nomination and Remuneration Committee	01/08/2018	Yes, all members present	08-05-2018	84
Nomination and Remuneration Committee			31/05/2018	22
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				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 Rquirements) 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 on Corporate Governance for the quarter ended 30th June, 2018 had been placed before the Board of Directors at its meeting held on 1st August, 2018. No comments/observations/advice were made by the Board of Directors.			
	b) Compliance Report on Corporate Governance for the quarter ended 30th September, 2018 shall be placed before the Board of Directors at its ensuing meeting.			

For HEG LIMITED

  
VIVER CHAUDHARY  
COMPANY SECRETARY

Date: 12th October, 2018

<b>COMPLIANCE REPORT ON CORPORATE GOVERNANCE</b>		
Name of Listed Entity		<b>HEG LIMITED</b>
Quarter ending		<b>30<sup>th</sup> September, 2018</b>
<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No* (Explanations given in notes)
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No* (Explanations given in notes)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Notes:</b>		
<p>1. * Dr. Om Parkash Bahl, Member of the Audit Committee had attended the Annual General Meeting of the Company. He was authorized on behalf of Chairman of Audit Committee to attend the Annual General Meeting.</p> <p>2. * Dr. Om Parkash Bahl, Member of the Nomination and Remuneration Committee had attended the Annual General Meeting of the Company. He was authorized on behalf of Chairman of Nomination and Remuneration Committee to attend the Annual General Meeting.</p>		
<p>For HEG Limited</p>  <p>Vivek Chaudhary Company Secretary</p>		

12<sup>th</sup> October, 2018