

## CORPORATE GOVERNANCE REPORT

### ANNEXURE I

1. Name of Listed Entity - H.G. Infra Engineering Limited  
 2. Quarter ending - 31-Mar-2022

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	HAREN DRA SINGH	00402458	ABPPS7339L	C,ED	MD	21-Jan-2003			25-Jun-1967	NA		1	0	2	0	AC,SC,RC	
Mr.	VIJENDRA SINGH	01688452	ACUPS5415K	ED		21-Jan-2003			05-Jul-1965	NA		1	0	1	0	SC,RC	
Mr.	DINESH KUMAR GOYAL	02576453	ABIPG2076K	ED		23-May-2018			25-Dec-1953	NA		1	0	0	0		
Mr.	ASHOK KUMAR THAKUR	07573726	ABHPT9653J	ID		15-May-2017	15-May-2017	59	10-Aug-1954	NA		3	3	4	4	AC,RC,NRC	
Ms.	POOJA HEMANT GOYAL	07813296	AIRPG0214F	ID		15-May-2017	15-May-2017	59	27-Jul-1978	NA		2	2	2	0	NRC	
Mr.	ONKAR SINGH	07853887	AEVPS4615N	ID		08-Sep-2017	08-Sep-2017	55	13-Jul-1956	NA		1	1	2	1	AC,SC,NRC	
Company Remarks																	
Whether Permanent chairperson appointed																	
Whether Chairperson is related to MD or CEO																	

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ASHOK KUMAR THAKUR	ID	Chairperson	17-May-2017	
2	HARENDRA SINGH	C,ED	Member	17-May-2017	
3	ONKAR SINGH	ID	Member	11-Sep-2017	

Company Remarks					
Whether Permanent chairperson appointed					

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ONKAR SINGH	ID	Chairperson	23-May-2018	
2	HARENDRA SINGH	C,ED	Member	11-Sep-2017	
3	VIJENDRA SINGH	ED	Member	11-Sep-2017	

Company Remarks					
Whether Permanent chairperson appointed					

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	HARENDRA SINGH	C,ED	Chairperson	24-Jun-2020	
2	VIJENDRA SINGH	ED	Member	24-Jun-2020	
3	ASHOK KUMAR THAKUR	ID	Member	12-May-2021	
4	SANJAY BAFNA	Member	Member	08-Nov-2021	
5	VINOD KUMAR GIRI	Member	Member	08-Nov-2021	

Company Remarks					
Whether Permanent chairperson appointed					

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	POOJA HEMANT GOYAL	ID	Chairperson	17-May-2017	
2	ASHOK KUMAR THAKUR	ID	Member	17-May-2017	
3	ONKAR SINGH	ID	Member	24-Jun-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**e. Corporate Social Responsibility Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	VIJENDRA SINGHJ	EXECUTIVE DIRECTOR	CHAIRPERSON	20-04-2014	
2	HARENDRA SINGH	EXECUTIVE DIRECTOR	MEMBER	20-04-2014	
3	ONKAR SINGH	NON-EXECUTIVE INDEPENDENT DIRECTOR	MEMBER	11-09-2017	
4	DINESH KUMAR GOYAL	EXECUTIVE DIRECTOR	MEMBER	12-05-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
08-Nov-2021	03-Feb-2022	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	86

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	08-Nov-2021		Yes	3	2
Audit Committee		03-Feb-2022	Yes	3	2
Risk Management Committee	08-Nov-2021		Yes	3	1
Risk Management Committee		03-Feb-2022	Yes	3	1
Stakeholders Relationship Committee	24-Dec-2021		Yes	3	1
Nomination & Remuneration Committee		14-Feb-2022	Yes	3	3
Corporate Social Responsibility Committee	08-Nov-2021		Yes	4	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) (Only for Audit Committee)	86

**v. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

**VI. Affirmations**

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 & remuneration committee - Yes
  - c. Stakeholders relationship committee - Yes
  - d. Risk management committee (applicable to the top 100 listed entities) - Yes
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Ankita Mehra  
Designation : Company Secretary & Compliance Officer

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.hginfra.com
Terms and conditions of appointment of independent directors	Yes		www.hginfra.com
Composition of various committees of board of directors	Yes		www.hginfra.com
Code of conduct of board of directors and senior management personnel	Yes		www.hginfra.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.hginfra.com
Criteria of making payments to non-executive directors	Yes		www.hginfra.com
Policy on dealing with related party transactions	Yes		www.hginfra.com
Policy for determining 'material' subsidiaries	Yes		www.hginfra.com
Details of familiarization programs imparted to independent directors	Yes		www.hginfra.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.hginfra.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes		www.hginfra.com
Financial results	Yes		www.hginfra.com
Shareholding pattern	Yes		www.hginfra.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.hginfra.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.hginfra.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.hginfra.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.hginfra.com

<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.hginfra.com
Materiality Policy as per Regulation 30	Yes		www.hginfra.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.hginfra.com
It is certified that these contents on the website of the listed entity are correct.	Yes		www.hginfra.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Not Applicable	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	

<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Yes	
<i>Meeting of stakeholder relationship committee</i>	<i>20(3A)</i>	Yes	
<i>Composition and role of risk management committee</i>	<i>21(1),(2),(3),(4)</i>	Yes	
<i>Meeting of Risk Management Committee</i>	<i>22</i>	Yes	
<i>Vigil Mechanism</i>	<i>22</i>	Yes	
<i>Policy for related party Transaction</i>	<i>23(1),(1A),(5),(6),(7) &amp; (8)</i>	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	<i>23(9)</i>	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) &amp; (6)</i>	Yes	
<i>Annual Secretarial Compliance Report</i>	<i>24(A)</i>	Yes	
<i>Alternate Director to Independent Director</i>	<i>25(1)</i>	Not Applicable	
<i>Maximum Tenure</i>	<i>25(2)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes	
<i>Declaration from Independent Director</i>	<i>25(8) &amp; (9)</i>	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	<i>25(10)</i>	Yes	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	<i>26(4)</i>	Not Applicable	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	Yes	

Other Information	
-------------------	--

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Other Information	
-------------------	--

Name : Anshu Mehra  
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months

Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

--

**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

**Company Remarks in case of non-compliant status**

--

Name: Rajeev Mishra  
 Designation: Chief Financial Officer  
 Place: Jaipur  
 Date: 19-Apr-2022

**Signatory Details**

<b>Name of Signatory</b>	Ankita Mehra
<b>Designation of Person</b>	Company Secretary & Compliance Officer
<b>Place</b>	Jaipur
<b>Date</b>	19-04-2022