

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - H.G. Infra Engineering Limited  
 2. Quarter ending - 31-Dec-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	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A (1)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	HARENDRA SINGH	0042453398	ABPN	C, ED	MD	21-Jan-2003				25-Jun-1967	No				Active	NA		1	0	2	0	AC, SC, RC	
Mr.	VIJENDRA SINGH	0168454152	ACUPSK	ED		21-Jan-2003				05-Jul-1965	No				Active	NA		1	0	1	0	SC, RC	
Mr.	DINESH KUMAR GOYAL	0257645376	ABIPGK	ED		23-May-2018				25-Dec-1953	No				Active	NA		1	0	0	0		
Mr.	ASHOK KUMAR THAKUR	0757326536	ABHPJT	ID		15-May-2017	15-May-2022		68	10-Aug-1954	No				Active	NA		3	3	4	4	AC,RC,NRC	
Mrs.	POOJA HEMANT	07811	AIRP	ID		15-May-2017	15-May-2022		68	27-Jul-1978	No				Active	NA		2	2	2	0	NRC	

	GOYAL	3296	G0214F																			
Mr.	MANJIT SINGH	02759940	ACEPSO679P	ID	13-May-2022	13-May-2022	8	16-Mar-1958	No				Active	NA		1	1	2	1		AC,SC,RC, NRC	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	ASHOK KUMAR THAKUR	ID	Chairperson	17-May-2017	
2	HARENDRA SINGH	C, ED	Member	17-May-2017	
3	MANJIT SINGH	ID	Member	13-May-2022	

Company Remarks	1. Mr. Sanjay Bafna (Sr. Vice President) ceased to be a member of the Risk Management Committee w.e.f. 15.12.2022.
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	MANJIT SINGH	ID	Chairperson	07-Sep-2022	
2	HARENDRA SINGH	C, ED	Member	11-Sep-2017	
3	VIJENDRA SINGH	ED	Member	11-Sep-2017	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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	MANJIT SINGH	ID	Member	13-May-2022	
5	SANJAY BAFNA	Sr. Vice President	Member	08-Nov-2021	15-Dec-2022
6	VINOD KUMAR GIRI	Sr. Vice President	Member	08-Nov-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	MANJIT SINGH	ID	Chairperson	13-May-2022	
2	ASHOK KUMAR THAKUR	ID	Member	17-May-2017	
3	POOJA HEMANT GOYAL	ID	Member	07-Sep-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

e. **Corporate Social Responsibility Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	VIJENDRA SINGH	ED	Chairperson	20-April-2014	
2	HARENDRA SINGH	ED	Member	20-April-2014	
3	DINESH KUMAR GOYAL	ED	Member	12-May-2021	
4	MANJIT SINGH	ID	Member	07-September-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
01-Aug-2022	Yes	6		
09-Nov-2022	Yes	6	6	3

Company Remarks	Please consider total number of directors as on date of meeting (previous quarter meeting i.e 01.08.2022) as 7 instead of 6 as the utility is not allowing to mentioned 7 number of directors due to technical error appearing as Please enter less than the No. of director mentioned in Annx 1 - Comp. of BOD.
Maximum gap between any two consecutives (in number of days)	99

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	01-Aug-2022	Yes	4	4	3	0
Audit Committee	09-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	08-Nov-2022	Yes	3	3	1	0
Risk Management Committee	08-Nov-2022	Yes	4	4	2	2
Corporate Social Responsibility Committee	09-Nov-2022	Yes	4	4	1	0

Company Remarks	
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	99

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	
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**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 1000 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**  
**Date** : **18-01-2023**  
**Place** ; **Jaipur**