

CORPORATE GOVERNANCE REPORT AS ON SEPTEMBER 30, 2024

General information about company	
Scrip code	541019
NSE Symbol	HGINFRA
MSEI Symbol	NOTLISTED
ISIN	INE926X01010
Name of the entity	H.G. Infra Engineering Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I						
Annexure I to be submitted by listed entity on quarterly basis						
I. Composition of Board of Directors						
Disclosure of notes on composition of board of directors explanatory						
Whether the listed entity has a Regular Chairperson						Yes
Whether Chairperson is related to MD or CEO						Yes
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors
1	Mr	Harendra Singh	00402458	Executive Director	Chairperson related to Promoter	MD
2	Mr	Vijendra Singh	01688452	Executive Director	Not Applicable	
3	Mr	Dinesh Kumar Goyal	02576453	Executive Director	Not Applicable	
4	Mr	Ashok Kumar Thakur	07573726	Non-Executive - Independent Director	Not Applicable	
5	Ms	Pooja Hemant Goyal	07813296	Non-Executive - Independent Director	Not Applicable	
6	Mr	Manjit Singh	02759940	Non-Executive - Independent Director	Not Applicable	
7	Ms	Monica Widhani	07674403	Non-Executive - Independent Director	Not Applicable	
8	Ms	Sharada Sunder	07599164	Non-Executive - Independent Director	Not Applicable	

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		21-01-2003				1	0	2	0			
2	NA		21-01-2003				1	0	1	0			
3	NA		23-05-2018				1	0	0	0			
4	NA		15-05-2017	15-05-2022		88.16	3	3	4	4			
5	NA		15-05-2017	15-05-2022		88.16	2	2	2	0			
6	NA		13-05-2022	13-05-2022		28.18	1	1	1	1			
7	NA		08-02-2023	08-02-2023		19.23	5	5	7	2			
8	NA		08-02-2023	08-02-2023		19.23	2	2	1	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07573726	Ashok Kumar Thakur	Non-Executive - Independent Director	Chairperson	17-05-2017		
2	00402458	Harendra Singh	Executive Director	Member	17-05-2017		
3	07599164	Sharada Sunder	Non-Executive - Independent Director	Member	07-11-2023		
4	07674403	Monica Widhani	Non-Executive - Independent Director	Member	08-02-2023		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02759940	Manjit Singh	Non-Executive - Independent Director	Chairperson	13-05-2022		
2	07573726	Ashok Kumar Thakur	Non-Executive - Independent Director	Member	17-05-2017		
3	07599164	Sharada Sunder	Non-Executive - Independent Director	Member	08-02-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02759940	Manjit Singh	Non-Executive - Independent Director	Chairperson	07-09-2022		
2	00402458	Harendra Singh	Executive Director	Member	11-09-2017		
3	01688452	Vijendra Singh	Executive Director	Member	11-09-2017		
4	07674403	Monica Widhani	Non-Executive - Independent Director	Member	08-02-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00402458	Harendra Singh	Executive Director	Chairperson	24-06-2020		
2	07573726	Ashok Kumar Thakur	Non-Executive - Independent Director	Member	12-05-2021		
3	02759940	Manjit Singh	Non-Executive - Independent Director	Member	13-05-2022		
4	07674403	Monica Widhani	Non-Executive - Independent Director	Member	07-11-2023		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01688452	Vijendra Singh	Executive Director	Chairperson	20-04-2014		
2	00402458	Harendra Singh	Executive Director	Member	20-04-2014		
3	02576453	Dinesh Kumar Goyal	Executive Director	Member	12-05-2021		
4	02759940	Manjit Singh	Non-Executive - Independent Director	Member	07-09-2022		
5	07599164	Sharada Sunder	Non-Executive - Independent Director	Member	08-02-2023		
6	07573726	Ashok Kumar Thakur	Non-Executive - Independent Director	Member	08-05-2024		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	08-05-2024				Yes	8	7	5
2		24-07-2024	76		Yes	8	8	5
3		05-08-2024	11		Yes	8	8	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-05-2024				Yes	4	4	3	0
2	Audit Committee	29-06-2024	51			Yes	4	3	2	0
3	Audit Committee	05-08-2024	36			Yes	4	4	3	0
4	Nomination and remuneration committee	17-04-2024				Yes	3	3	3	0
5	Nomination and remuneration committee	06-05-2024	18			Yes	3	3	3	0
6	Nomination and remuneration committee	03-07-2024	57			Yes	3	3	3	0

Annexure 1**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	23-04-2024				Yes	4	4	3	0
8	Corporate Social Responsibility Committee	08-05-2024	14			Yes	5	4	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Ankita Mehra
2	Designation	Company Secretary and Compliance Officer

Annexure III**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Annexure III

1	Name of signatory	Ankita Mehra
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	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)
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
(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) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
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.		Yes	Textual Information(3)
Name	Rajeev Mishra		
Designation	CFO		
Place	Jaipur		
Date	18-10-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Ankita Mehra
Designation of person	Company Secretary and Compliance Officer
Place	Jaipur
Date	18-10-2024