

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **H.G. Infra Engineering Limited**
 2. Quarter ending - **31-Dec-2023**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	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 [With reference to proviso to regulation 17A (1)&17A(2)]	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
Mr.	Harendra Singh	00402458	C/ED	21-Jan-2003				25-Jun-1967	1	0	2	0
Mr.	Vijendra Singh	01688452	ED	21-Jan-2003				05-Jul-1965	1	0	1	0
Mr.	Dinesh Kumar Goyal	02576453	ED	23-May-2018				25-Dec-1953	1	0	0	0
Mr.	Ashok Kumar Thakur	07573726	ID	15-May-2017	15-May-2022		79.16	10-Aug-1954	3	3	4	4
Ms.	Pooja Hemant Goyal	07813296	ID	15-May-2017	15-May-2022		79.16	27-Jul-1978	2	2	2	0
Mr.	Manjit Singh	02759940	ID	13-May-2022	13-May-2022		19.18	16-Mar-1958	1	1	1	1
Ms.	Monica Widhani	07674403	ID	08-Feb-2023	08-Feb-2023		10.23	18-Jan-1959	3	3	6	0
Ms.	Sharada Sunder	07599164	ID	08-Feb-2023	08-Feb-2023		10.23	10-Jun-1967	1	1	1	0

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/Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1	Ashok Kumar Thakur	Chairperson/ Non-Executive / Independent Director	17-May-2017	
2	Harendra Singh	Executive Director	17-May-2017	
3	Monica Widhani	Non-Executive/	08-Feb-2023	

		Independent Director		
4	Sharada Sunder	Non-Executive/ Independent Director	07-Nov-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non Executive/ Independent/ Nominee)</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Manjit Singh	Chairperson/ Non- Executive/ Independent Director	07-Sep-2022	
2	Harendra Singh	Executive Director	11-Sep-2017	
3	Vijendra Singh	Executive Director	11-Sep-2017	
4	Monica Widhani	Non-Executive/ Independent Director	08-Feb-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non Executive/ Independent/ Nominee)</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Harendra Singh	Chairperson/ Executive Director	24-Jun-2020	
2	Ashok Kumar Thakur	Executive Director	12-May-2021	
3	Manjit Singh	Non-Executive/ Independent Director	13-May-2022	
4	Monica Widhani	Non-Executive/ Independent Director	07-Nov-2023	
5	Brajesh Sohrot	President - Techno Commercials	31-Jul-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non Executive/ Independent/ Nominee)</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Manjit Singh	Chairperson/ Non- Executive/ Independent Director	13-May-2022	
2	Ashok Kumar Thakur	Non-Executive/ Independent Director	17-May-2017	

3	Sharada Sunder	Non-Executive/ Independent Director	08-Feb-2023	
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Company Remarks	
Whether Regular chairperson appointed	Yes

e. Corporate and Social Responsibility Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non Executive/ Independent/ Nominee)</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Vijendra Singh	Chairperson/ Executive Director	20-April-2014	
2	Harendra Singh	Executive Director	20-April-2014	
3	Dinesh Kumar Goyal	Executive Director	12-May-2021	
4	Manjit Singh	Non-Executive/ Independent Director	07-Sep-2022	
5	Sharada Sunder	Non-Executive/ Independent Director	08-Feb-2023	

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)	Number of Directors present	No. of Independent Directors present
31-Jul-2023	Yes		
07-Oct-2023	Yes	8	5
06-Nov-2023	Yes	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	67

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings in number of days	Whether requirement of Quorum met (Yes/No)	Number of Directors present * (All directors including Independent Director)	Number of Independent directors present
Audit Committee	31-Jul-2023	97	Yes	4	3
Audit Committee	06-Nov-2023	-	Yes	4	3
Nomination & Remuneration Committee	29-Aug-2023	30	Yes	3	3
Nomination & Remuneration Committee	29-Sep-2023	67	Yes	3	3
Nomination & Remuneration Committee	06-Dec-2023	-	Yes	3	3
Risk Management Committee	27-Oct-2023	-	Yes	3	2
Stakeholders Relationship Committee	27-Oct-2023	-	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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:

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Details of cyber security incidence

1. 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
2. Date of the Event	
3. Brief details of the event	

Name : **Ankita Mehra**
Designation : **Company Secretary & Compliance Officer**
Date : **January 18, 2024**
Place : **Jaipur**