

**CORPORATE GOVERNANCE REPORT AS ON MARCH 31, 2024**

<b>General information about company</b>	
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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 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		82.17	3	3	4	4			
5	NA		15-05-2017	15-05-2022		82.17	2	2	2	0			
6	NA		13-05-2022	13-05-2022		22.19	1	1	1	1			
7	NA		08-02-2023	08-02-2023		13.24	3	3	6	0			
8	NA		08-02-2023	08-02-2023		13.24	1	1	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	07674403	Monica Widhani	Non-Executive - Independent Director	Member	08-02-2023		
4	07599164	Sharada Sunder	Non-Executive - Independent Director	Member	07-11-2023		

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		
5	99999999	Brajesh Sohrot	President- Techno Commercial	Member	31-07-2023	30-03-2024	Textual Information(1)



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		

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	07-10-2023				Yes	8	8	5
2	06-11-2023		29		Yes	8	8	5
3		02-02-2024	87		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	06-11-2023				Yes	4	4	3	0
2	Audit Committee	02-02-2024	87			Yes	4	4	3	0
3	Nomination and remuneration committee	06-12-2023				Yes	3	3	3	0
4	Nomination and remuneration committee	10-01-2024	34			Yes	3	3	3	0
5	Risk Management Committee	27-10-2023				Yes	4	3	2	1
6	Stakeholders Relationship Committee	27-10-2023				Yes	4	4	2	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	Corporate Social Responsibility Committee	03-11-2023	6			Yes	5	5	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 II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://hginfra.com/about-us.html">https://hginfra.com/about-us.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://hginfra.com/pdf/terms-&amp;-conditions-of-appointment-of-independent-directors.pdf">https://hginfra.com/pdf/terms-&amp;-conditions-of-appointment-of-independent-directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://hginfra.com/board-of-directors.html">https://hginfra.com/board-of-directors.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://hginfra.com/pdf/code_of_conduct_for_board_and_senior_management_personnel_22.pdf">https://hginfra.com/pdf/code_of_conduct_for_board_and_senior_management_personnel_22.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://hginfra.com/pdf/vigil_mechanism_whistle_blower_policy_22.pdf">https://hginfra.com/pdf/vigil_mechanism_whistle_blower_policy_22.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://hginfra.com/pdf/nomination_and_remuneration_policy_new.pdf">https://hginfra.com/pdf/nomination_and_remuneration_policy_new.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://hginfra.com/pdf/policy_on_related_party_transactions.pdf">https://hginfra.com/pdf/policy_on_related_party_transactions.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://hginfra.com/pdf/policy_for_determining_material_subsidary_22.pdf">https://hginfra.com/pdf/policy_for_determining_material_subsidary_22.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://hginfra.com/pdf/details_of_familiarisation_programme_imparted.pdf">https://hginfra.com/pdf/details_of_familiarisation_programme_imparted.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://hginfra.com/investors-relation.html#btn-investor">https://hginfra.com/investors-relation.html#btn-investor</a>
11	Contact information of the designated officials of the	Yes		<a href="https://hginfra.com/investors-relation.html#btn-investor">https://hginfra.com/investors-relation.html#btn-investor</a>

	listed entity who are responsible for assisting and handling investor grievances			
12	Financial results	Yes		<a href="https://hginfra.com/investors-relation.html#btn-disclo">https://hginfra.com/investors-relation.html#btn-disclo</a>
13	Shareholding pattern	Yes		<a href="https://hginfra.com/investors-relation.html#btn-pattern">https://hginfra.com/investors-relation.html#btn-pattern</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		



## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	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		<a href="https://hginfra.com/investors-relation.html#btn-presn">https://hginfra.com/investors-relation.html#btn-presn</a>
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://hginfra.com/investors-relation.html#btn-presn">https://hginfra.com/investors-relation.html#btn-presn</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://hginfra.com/press-release.html">https://hginfra.com/press-release.html</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://hginfra.com/investors-relation.html#open">https://hginfra.com/investors-relation.html#open</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://hginfra.com/investors-relation.html#btn-quart">https://hginfra.com/investors-relation.html#btn-quart</a>
20	Secretarial Compliance Report	Yes		<a href="https://hginfra.com/investors-relation.html#btn-secretarialcompliance">https://hginfra.com/investors-relation.html#btn-secretarialcompliance</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://hginfra.com/pdf/policy_on_determination_of_materiality_of_events_and_information_22.pdf">https://hginfra.com/pdf/policy_on_determination_of_materiality_of_events_and_information_22.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://hginfra.com/pdf/Details-of-KMPs-Determining-Material-Event-Information.pdf">https://hginfra.com/pdf/Details-of-KMPs-Determining-Material-Event-Information.pdf</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://hginfra.com/investors-relation.html#open">https://hginfra.com/investors-relation.html#open</a>
24	Statements of deviation(s) or variations(s) as	NA		

	specified in regulation 32			
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://hginfra.com/pdf/Dividend-Distribution-Policy.pdf">https://hginfra.com/pdf/Dividend-Distribution-Policy.pdf</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://hginfra.com/investors-relation.html#btn-annual">https://hginfra.com/investors-relation.html#btn-annual</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://hginfra.com/investors-relation.html#btn-disclo">https://hginfra.com/investors-relation.html#btn-disclo</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://hginfra.com/investors-relation.html#btn-disclo">https://hginfra.com/investors-relation.html#btn-disclo</a>

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



Annexure II		
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)	
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(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>(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</b>			
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
<b>(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</b>			
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)
<b>II. Affirmations</b>			
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	19-04-2024		

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	19-04-2024