

## Corporate Governance Report

1. Name of Listed Entity - **H.G. Infra Engineering Limited**
2. Quarter ending - **30-Sep-2023**

<b>(i) Composition of Board of Director</b>												
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-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 [in reference to proviso to regulation 17A (1)]	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		76.16	10-Aug-1954	3	3	4	4
Ms.	Pooja Hemant Goyal	07813296	ID	15-May-2017	15-May-2022		76.16	27-Jul-1978	2	2	2	0
Mr.	Manjit Singh	02759940	ID	13-May-2022	13-May-2022		16.18	16-Mar-1958	1	1	2	1
Ms.	Monica Widhani	07674403	ID	08-Feb-2023	08-Feb-2023		7.23	18-Jan-1959	3	3	6	0
Ms.	Sharada Sunder	07599164	ID	08-Feb-2023	08-Feb-2023		7.23	10-Jun-1967	1	1	0	0

Whether Regular Chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

### **i. 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	Manjit Singh	Non-Executive/ Independent Director	13-May-2022	
4	Monica Widhani	Non-Executive/ Independent Director	08-Feb-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	Vijendra Singh	Executive Director	24-Jun-2020	
3	Ashok Kumar Thakur	Non-Executive/ Independent Director	12-May-2021	
4	Manjit Singh	Non-Executive/ Independent Director	13-May-2022	
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	

Company Remarks	
Whether Regular chairperson appointed	Yes

**e. Corporate Social Responsibility Committee**

Sr. No.	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
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

**ii. Meeting of Board of Directors**

Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Number of director present	Number of independent director present
02-May-2023	Yes	8	8
10-May-2023	Yes	8	8
31-July-2023	Yes	8	8

Company Remarks	
Maximum gap between any two consecutive (in number of days)	81

**iii. Meeting of Committees**

Name of the Committee	Enter 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	02-May-2023	-	Yes	4	3
Audit Committee	10-May-2023	7	Yes	4	3
Audit Committee	31-Jul-2023	81	Yes	4	3
Nomination & Remuneration Committee	06-May-2023	-	Yes	3	3
Nomination & Remuneration Committee	29-Aug-2023	114	Yes	3	3
Nomination & Remuneration Committee	29-Sep-2023	30	Yes	3	3

Risk Management Committee	05-May-2023	-	Yes	4	2
Corporate Social Responsibility Committee	10-May-2023	4	Yes	5	2

Company Remarks	
Maximum gap between any two consecutive meetings in number of days [Only for Audit Committee]	81

iv. **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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v. **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**

**ANNEXURE III**

**Affirmations**

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
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	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**Name** : **Ankita Mehra**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

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

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<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
<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

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

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**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*

<b>Company Remarks in case of non-compliant status</b>	
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<b>Name:</b> Rajeev Mishra <b>Designation:</b> Chief Financial Officer <b>Place:</b> Jaipur <b>Date:</b> 18-Oct-2023
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