

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - H.G. Infra Engineering Limited
2. Quarter ending - 30-Sep-2021

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 (in months)	Date of Birth	No. of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	Membership in Committees of the Company
Mr.	Harendra Singh	00402458	C,ED	21-Jan-2003				25-Jun-1967	1	0	2	0	AC,SC,RC
Mr.	Vijendra Singh	01688452	ED	21-Jan-2003				05-Jul-1965	1	0	1	0	SC,RC
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-2017		53	10-Aug-1954	3	3	4	4	AC,RC,NRC
Mrs.	Pooja Hemant Goyal	07813296	ID	15-May-2017	15-May-2017		53	27-Aug-1978	2	2	2	0	NRC

Mr.	Onkar Singh	07853887	ID	08-Sep-2017	08-Sep-2017		49	13-Jul-1956	1	1	2	1	AC,SC,NRC
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Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee Members</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Harendra Singh	C,ED	Member	17-May-2017	
2	Onkar Singh	ID	Member	11-Sep-2017	
3	Ashok Kumar Thakur	ID	Chairperson	17-May-2017	

Whether Regular chairperson appointed	Yes
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b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee Members</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Onkar Singh	ID	Chairperson	23-May-2018	
2	Harendra Singh	C,ED	Member	11-Sep-2017	
3	Vijendra Singh	ED	Member	11-Sep-2017	

Whether Regular chairperson appointed	Yes
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c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee Members</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	Kailash Chandra Gupta	Member	Member	24-Jun-2020	
5	Satish Kumar Sharma	Member	Member	24-Jun-2020	

Whether Permanent chairperson appointed	Yes
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d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee Members</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Pooja Hemant Goyal	ID	Chairperson	17-May-2017	
2	Ashok Kumar Thakur	ID	Member	17-May-2017	
3	Onkar Singh	ID	Member	24-Jun-2020	

Whether Permanent chairperson appointed	Yes
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iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
12-May-2021	04-Aug-2021	Yes	3	3

Maximum gap between any two consecutive (in number of days)	83
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iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	12-May-2021		Yes		
Audit Committee		04-Aug-2021	Yes	1	2
Nomination & Remuneration Committee	12-May-2021		Yes		
Nomination & Remuneration Committee	28-Jun-2021		Yes		
Nomination & Remuneration Committee		04-Aug-2021	Yes	0	3

Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83
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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 100 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>
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

Half Year ending September 30, 2021

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<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
<i>Promoter Group or any other entity controlled by them</i>		0	0
<i>Directors (including relatives) or any other entity controlled by them</i>		0	0
<i>KMPs or any other entity controlled by them</i>		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

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

Name: Rajeev Mishra
Designation: Chief Financial Officer
Place: Jaipur
Date: 20-Oct-2021