

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **H.G. Infra Engineering Limited**
 2. Quarter ending - **30-Sep-2022**

i. Composition Of Board Of Director

Tit le	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee)	Sub Cate gory	Initial Date of Appoint ment	Date of Appoint ment	Date of cessati on	Tenu re	Dat e of Bir th	Whether the director is disqualifi ed?	Curre nt status	Whether special resolutio n passed? [Refer Reg. 17 (1A) of Listing Regulati ons]	Date of passin g special resolut ion	No. of Directors hip in listed entities includin g this listed entity [in reference to Regulati on 17A (1)]	No of Independ ent Directors hip in listed entities includin g this listed entity [in reference to proviso to regulatio n 17A (1)]	No of members hips in Audit/ Stakehol der Committe e(s) including this listed entity	No of post of Chairper son in Audit/ Stakeho lder Commit tee held in listed entities includi ng this listed entity	Membe rship in Commit tees of the Compa ny
Mr.	HAREN DRA SINGH	00402 458	ABPPS73 39L	C,ED	MD	21-Jan- 2003				25- Jun - 196 7	No	Activ e	NA		1	0	2	0	AC, SC, RC
Mr.	VIJEND RA SINGH	01688 452	ACUPS54 15K	ED		21-Jan- 2003				05- Jul- 196 5	No	Activ e	NA		1	0	1	0	SC, RC
Mr.	DINESH KUMAR GOYAL	02576 453	ABIPG20 76K	ED		23-May- 2018				25- Dec- 195 3	No	Activ e	NA		1	0	0	0	
Mr.	ASHOK KUMAR THAKU R	07573 726	ABHPT96 53J	ID		15-May- 2017	15-May- 2022		65	10- Au g- 195 4	No	Activ e	NA		3	3	4	4	AC, RC, NRC
Ms.	POOJA HEMAN T GOYAL	07813 296	AIRPG02 14F	ID		15-May- 2017	15-May- 2022		65	27- Jul- 197 8	No	Activ e	NA		2	2	2	0	NRC
Mr.	ONKAR SINGH	07853 887	AEVPS46 15N	ID		08-Sep- 2017	08-Sep- 2017	07- Sep- 2022	60	13- Jul- 195 6	No	Activ e	NA		0	0	0	0	AC, SC, NRC
Mr.	MANJIT SINGH	02759 940	ACEPS06 79P	ID		13-May- 2022	13-May- 2022		5	16- Ma r- 195 8	No	Activ e	NA		1	1	2	1	AC, SC, RC, NRC

Company Remarks	Mr. Onkar Singh ceased to be a member/ Chairman of board of Directors and following committees w.e.f. September 07, 2022 due to completion of his tenure of 5 years; Nomination and Remuneration Committee Audit Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ASHOK KUMAR THAKUR	ID	Chairperson	17-May-2017	
2	HARENDRA SINGH	C,ED	Member	17-May-2017	
3	ONKAR SINGH	ID	Member	11-Sep-2017	07-Sep-2022
4	MANJIT SINGH	ID	Member	13-May-2022	

Company Remarks	.1. Mr. Onkar Singh ceased to be a member/ Chairman of board of Directors and following committees w.e.f. September 07, 2022 due to completion of his tenure of 5 years; (i). Nomination and Remuneration Committee (ii). Audit Committee (iii). Stakeholders Relationship Committee (iv). Corporate Social Responsibility Committee 2. Mrs. Pooja Hemant Goyal become member of the NRC committee w.e.f. 07.09.2022. 3. Mr. Manjit Singh become Chairperson of Stakeholders Relationship Committee w.e.f 07.09.2022. 4. Mr. Manjit Singh become Member of Corporate Social Responsibility Committee w.e.f 07.09.2022.
-----------------	--

Whether Permanent chairperson appointed	Yes
---	-----

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	ONKAR SINGH	ID	Chairperson	23-May-2018	07-Sep-2022
2	HARENDRA SINGH	C,ED	Member	11-Sep-2017	
3	VJENDRA SINGH	ED	Member	11-Sep-2017	
4	MANJIT SINGH	ID	Chairperson	07-Sep-2022	

Company Remarks	
-----------------	--

Whether Permanent chairperson appointed	Yes
---	-----

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	HARENDRA SINGH	C,ED	Chairperson	24-Jun-2020	
2	VJENDRA SINGH	ED	Member	24-Jun-2020	
3	ASHOK KUMAR THAKUR	ID	Member	12-May-2021	
4	MANJIT SINGH	ID	Member	13-May-2022	
5	SANJAY BAFNA	Sr. Vice President	Member	08-Nov-2021	
6	VINOD KUMAR GIRI	Sr. Vice President	Member	08-Nov-2021	

Company Remarks	
-----------------	--

Whether Permanent chairperson appointed	Yes
---	-----

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	POOJA HEMANT GOYAL	ID	Member	07-Sep-2022	
2	ASHOK KUMAR THAKUR	ID	Member	17-May-2017	
3	ONKAR SINGH	ID	Member	24-Jun-2020	07-Sep-2022
4	MANJIT SINGH	ID	Chairperson	13-May-2022	

Company Remarks	
-----------------	--

Whether Permanent chairperson appointed	Yes
---	-----

e. **Corporate Social Responsibility Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	VJENDRA SINGH	ED	Chairperson	20-04-2014	
2	HARENDRA SINGH	ED	Member	20-04-2014	
3	ONKAR SINGH	ID	Member	11-09-2017	07-09-2022
4	DINESH KUMAR GOYAL	ED	Member	12-05-2021	
5	MANJIT SINGH	ID	Member	07-09-2022	

iii. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	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)	Number of Independent Directors present
23-May-2022	Yes	7		
01-Aug-2022	Yes	7	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	69

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	23-May-2022	Yes	4	4	3	0
Audit Committee	01-Aug-2022	Yes	4	4	3	0
Nomination & Remuneration Committee	12-May-2022	Yes	3	3	3	0
Risk Management Committee	21-May-2022	Yes	4	4	2	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	No Risk Management committee meeting and Corporate Social Responsibility committee meeting held in the current quarter but Maximum Gap between any two consecutive meeting in no of days auto pre filled in the CG report itself, it is not provided by us so it should be treated as blank. 69

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	
--	--

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>	<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	

Note:

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

ANNEXURE IV

%symbol%	% Company Name%	%Quarter Ended%
----------	-----------------	-----------------

(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	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

--

Affirmations	
<i>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</i>	
Company Remarks in case of non-compliant status	

Name: Rajeev Mishra Designation: Chief Financial Officer Place: Jaipur Date: 19-Oct-2022
