

**Quarterly Compliance Report on Corporate Governance**  
{Pursuant to Regulation 27(2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

**Name of the Company: ISGEC HEAVY ENGINEERING LIMITED**

**CIN: L23423HR1933PLC000097**

**(Scrip Code: 533033, Scrip Id: ISGEC)**

**Quarter ending: December 31, 2017**

**I. Composition of Board of Directors**

Name of Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure of Directors (in months)	No. of Directors-hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. 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)
1. Mr. Ranjit Puri	PAN-AJXPP7490B DIN - 00052459	Chairperson- Non-Executive-Non Independent Director	16/02/2007	-	NIL	NIL	Stakeholder Committee- 1
2. Mr. Aditya Puri	PAN-AAYP6239Q DIN - 00052534	Executive Director	16/02/2007	-	NIL	Audit Committee- 1	NIL
3. Mrs. Nina Puri	PAN-AANPP6958R DIN - 01316769	Executive Director	16/02/2007	-	NIL	NIL	NIL
4. Mr. Arun Kathpalia	PAN-AALPK2236R DIN-00177320	Non-Executive-Independent Director	31/01/2009	107	1	Audit Committee- 1	NIL
5. Mr. Vinod Kumar Sachdeva	PAN -ACRPS7728L DIN - 00454458	Non-Executive-Independent Director	31/01/2009	107	1	Stakeholder Committee-1	NIL
6. Mr. Vinod Kumar Nagpal	PAN-AACPN9016H DIN - 00147777	Non-Executive-Independent Director	30/03/1996	261	1	NIL	Audit Committee- 1
7. Mr. Tahir Hasan	PAN -AAJPH5011P DIN - 00074282	Non-Executive-Independent Director	29/01/2005	155	1	NIL	NIL

8. Mr. Sidharth Prasad	PAN-ADVPP0202B DIN - 00074194	Non-Executive-Independent Director	31/10/2015	26	2	NIL	NIL
9. Mr. Vishal Kirti Keshav Marwaha	PAN-AEVPM8409G DIN-00164204	Non-Executive-Independent Director	30/03/2017	9	2	Audit Committee- 2	Audit Committee- 1

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Mr. Vinod Kumar Nagpal	Chairperson-Non-Executive-Independent
	2. Mr. Arun Kathpalia	Non-Executive-Independent
	3. Mr. Aditya Puri	Executive
2. Nomination & Remuneration Committee	1. Mr. Vinod Kumar Nagpal	Chairperson-Non-Executive-Independent
	2. Mr. Vinod Kumar Sachdeva	Non-Executive-Independent
	3. Mr. Arun Kathpalia	Non-Executive-Independent
3. Stakeholders Relationship Committee	1. Mr. Ranjit Puri	Chairperson-Non-Executive- Non-Independent
	2. Mr. Vinod Kumar Sachdeva	Non-Executive-Independent
4. Corporate Social Responsibility Committee	1. Mr. Ranjit Puri	Chairperson-Non-Executive- Non-Independent
	2. Mr. Aditya Puri	Executive
	3. Mr. Vinod Kumar Sachdeva	Non-Executive-Independent

## III. Meeting of Board of Directors

Date(s) of meeting in the previous quarter	Date(s) of meeting in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
29/07/2017		15 days
14/08/2017	13/11/2017	90 days

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days

Audit Committee – 13-11-2017	Yes, Chairperson and both members attended the meeting.	14-08-2017	90 days
Stakeholders Relationship Committee - 13-11-2017	Yes, Chairperson and member attended the meeting.	14-08-2017	90 days
Corporate Social Responsibility Committee		29-07-2017	

#### V. Related Party Transactions

Subject	Compliance Status (Yes/ No/NA)
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

#### VI. Affirmation

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 100 listed entities) –**NA**
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**
9. Any comments/observations/advice of Board of Directors may be mentioned here: **None**

**For Isgec Heavy Engineering Limited**



**S.K. Khorana**

**(Executive Director & Company Secretary)**

**Date: 11-01-2018**