

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: September 30, 2018

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/cession	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-AAYPP6239Q DIN - 00052534	Executive Director	16/02/2007	-	NIL	Audit Committee- 2 Stakeholder 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	116	1	Audit Committee- 1	NIL
5. Mr. Vinod Kumar Sachdeva	PAN -ACRPS7728L DIN - 00454458	Non-Executive-Independent Director	31/01/2009	116	1	Stakeholder Committee-1	NIL
6. Mr. Vinod Kumar Nagpal	PAN-AACPN9016H DIN - 00147777	Non-Executive-Independent Director	30/03/1996	270	2	NIL	Audit Committee- 2 Stakeholder Committee-1

7. Mr. Tahir Hasan	PAN -AAJPH5011P DIN - 00074282	Non-Executive-Independent Director	29/01/2005	164	1	NIL	NIL
8. Mr. Sidharth Prasad	PAN-ADVPP0202B DIN - 00074194	Non-Executive-Independent Director	31/10/2015	35	1	NIL	NIL
9. Mr. Vishal Kirti Keshav Marwaha	PAN-AEVPM8409G DIN-00164204	Non-Executive-Independent Director	30/03/2017	18	2	Audit Committee- 1	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)
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28/05/2018

07.08.2018

70 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 – 05.08.2018	Yes, Chairperson and both members attended the meeting.	28.05.2018	68 days
Stakeholders Relationship Committee - 07.08.2018	Yes, Chairperson and member attended the meeting	28.05.2018	70 days
Nomination & Remuneration Committee - 07.08.2018	Yes, Chairperson and both members attended the meeting	28.05.2018	70 days

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**

ANNEXURE-III

Annexure-III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

Sr	Board heading	Regulation Number	Compliance status (Yes/No/NA)
1	Copy of the annual report including balance sheet, profit and loss account, director report, corporate governance report, business responsibility report displayed on website	46 (2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
4	Whether "Corporate Governance Report" disclosed in Annual Report	34 (3) read with para C of Schedule V	Yes

Date:10.10.2018

For Isgec Heavy Engineering Limited



S.K. Khorana
Executive Director & Company Secretary