

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: March 31, 2017

I. Composition of Board of Directors							
Name of Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Non-minee)	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*	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
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- 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	98	1	Audit Committee- 1	NIL
5. Mr. Vinod Kumar Sachdeva	PAN -ACRPS7728L DIN - 00454458	Non-Executive-Independent Director	31/01/2009	98	1	Stakeholder Committee-1	NIL
6. Mr. Vinod Kumar Nagpal	PAN-AACP9016H DIN - 00147777	Non-Executive-Independent Director	30/03/1996	252	1	NIL	Audit Committee- 1

7. Mr. Tahir Hasan	PAN -AAJPH5011P DIN - 00074282	Non-Executive- Independent Director	29/01/2005	146	1	NIL	NIL
8. Mr. Sidharth Prasad	PAN-ADVPP0202B DIN - 00074194	Non-Executive- Independent Director	31/10/2015	17	1	NIL	NIL
9. Vishal Kirti Keshav Marwaha	PAN-AEVPM8409G DIN-00164204	Non-Executive- Independent Director	30/03/2017	0	2	Audit Committee- 2	Audit Committee- 1

* Number of membership in Audit/Stakeholder Committees(s) including this listed entity column- only listed entity including this listed entity considered.

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)
19-11-2016	10-01-2017	51 days
	04-02-2017	24 days
	30-03-2017	53 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 – 04-02-2017	Yes, Chairperson and both members attended the meeting.	19-11-2016	76 days
Stakeholder Relationship Committee- 10-01-2017	Yes, Chairperson and member attended the meeting.	19-11-2016	51 days
Stakeholder Relationship Committee- 30-03-2017	Yes, Chairperson and member attended the meeting.		
Corporate Social Responsibility Committee		19-11-2016	
Nomination and Remuneration Committee-30-03-2017	Yes, Chairperson and both members attended the meeting.		

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. 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**
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-II

Format to be submitted by the listed entity at the end of the financial year(for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Sr	Item		Compliance status (Yes/No/NA)
1	Details of business		Yes
2	Terms and conditions of appointment of independent directors		Yes
3	Composition of various committees of board of directors		Yes
4	Code of conduct of board of directors and senior management personnel		Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
6	Criteria of making payments to non-executive directors		NA
7	Policy on dealing with related party transactions		Yes
8	Policy for determining 'material' subsidiaries		Yes
9	Details of familiarization programmes imparted to independent directors		Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
11	email address for grievance redressal and other relevant details		Yes
12	Financial results		Yes
13	Shareholding pattern		Yes
14	Details of agreements entered into with the media companies and/or their associates		NA
15	New name and the old name of the listed entity		NA
II Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
23	Maximum Directorship & Tenure	25(1) & (2)	Yes
24	Meeting of independent directors	25(3) & (4)	Yes
25	Familiarization of independent directors	25(7)	Yes
26	Memberships in Committees	26(1)	Yes

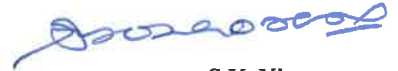
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied-**Yes**

Date: 13.04.2017

For Isgec Heavy Engineering Limited



S.K. Khorana
Executive Director & Company Secretary