

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 and Year ending: **June 30, 2019**

I. Composition of Board of Directors										
Name of Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Birth	Initial Date of appointment	Date of Re-Appointment/ re-appointment	Tenure of Directors (in months)	No. of Directors-hip in listed entities including this listed	No. of Independent Directors-hip in listed entities including this listed entity	No. of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of	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	04-03-1940	16-02-2007		-	3	NIL	NIL	Stakeholder Committee- 1
2. Mrs. Nina Puri	PAN-AYPP6239Q DIN - 00052534	Executive Director	04-12-1967	16-02-2007	01-05-2016	-	2	NIL	Audit Committee- 2 Stakeholder Committee	NIL
3. Mr. Arun Kathpalia	PAN-ANPP6958R DIN - 01316769	Executive Director	23-05-1943	16-02-2007	16-02-2017	-	1	NIL	NIL	NIL
4. Mr. Vinod Kumar Sachdeva	PAN-ALPK2236R DIN-00177320	Non-Executive-Independent Director	30-05-1963	31-01-2009	01-04-2017	125	1	1	Audit Committee- 1	NIL
5. Mr. Vinod Kumar Nagpal	PAN -ACRPS7728L DIN - 00454458	Non-Executive-Independent Director	02-12-1942	31-01-2009	01-04-2017	125	1	1	Stakeholder Committee- 1	NIL
6. Mr. Tahir Hasan	PAN-AACP9016H DIN - 00147777	Non-Executive-Independent Director	23-01-1948	30-03-1996	01-04-2017	279	2	2	NIL	Audit Committee- 2 Stakeholder Committee-1
7. Mr. Sidharth Prasad	PAN -AAJPH5011P DIN - 00074282	Non-Executive-Independent Director	21-07-1946	29-01-2005	01-04-2017	173	2	1	NIL	NIL
8. Mr. Vishal Kirti Keshav Marwaha	PAN-ADVPP0202B DIN - 00074194	Non-Executive-Independent Director	30-03-1963	31-10-2015		44	2	1	Stakeholder Committee- 1	NIL
9. Mrs. Shivani Hazari	PAN-AEVPM8409G DIN-00164204	Non-Executive-Independent Director	26-11-1963	30-03-2017		27	1	1	Audit Committee- 1	NIL
10. Mrs. Shivani Hazari	PAN-AAAPH6832M DIN-00694121	Non-Executive-Independent Director	18-01-1972	09-02-2019		4	1	1	NIL	NIL

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 (w.e.f 01.04.2019)	1. Mr. Ranjit Puri	Chairperson-Non-Executive- Non-Independent
	2. Mr. Vinod Kumar Sachdeva	Non-Executive-Independent
	3. Mr. Sidharth Prasad	Non-Executive-Independent
4. Risk Management Committee (w.e.f 01.04.2019)	1. Mr. Sidharth Prasad	Chairperson-Non-Executive-Independent
	2. Mr. Aditya Puri	Executive
	3. Mr. Sanjay Gulati	Member
5. 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)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
09-02-2019			Yes	9	6
	29-05-2016	108 days	Yes	8	5

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	Number of Directors present	No. of Independent Directors attending the meeting
Audit Committee -29.05.2019	Yes, Chairperson and both members attended the meeting.	05-02-2019	112 days	3	2
Stakeholders Relationship Committee - 29.05.2019	Yes, Chairperson and members attended the meeting	08-02-2019	109 days	3	2
Nomination & Remuneration Committee - NIL	Yes, Chairperson and both members attended the meeting	08-02-2019			
Risk Management Committee-29.05.2019	Yes, Chairperson and member attended the meeting			2	1

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) -Yes
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: 08.07.2019