



H. G. Infra Engineering Limited

CIN: L45201RJ2003PLC018049

Registered Office: 14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan-342001, Tel: 0291-2515327

Corporate Office: III Floor, Sheel Mohar Plaza, A-1, Tilak Marg, C- Scheme, Jaipur, Rajasthan-302001

Tel.: 0141 4106040-41; Fax: 0141 4106044

Email: cs@hginfra.com; Website: www.hginfra.com

NOTICE

NOTICE is hereby given that the **19th Annual General Meeting** of the members of **H.G. Infra Engineering Limited** will be held on Monday, September 06, 2021 at 2:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of Board of Directors and Auditors thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Report of Auditors thereon.
- To declare a final dividend of Rs. 0.80 (Rupees Eighty Paise Only) per equity share of Rs.10 each for the Financial Year 2020-21.
- To appoint a Director in place of Mr. Dinesh Kumar Goyal (DIN:02576453), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To approve the re-appointment of Mr. Harendra Singh (DIN: 00402458) as Managing Director of the Company for a second term of five consecutive years and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Harendra Singh (DIN: 00402458)

as Managing Director ('MD') of the Company for a period of five consecutive years commencing from May 15, 2022 to May 14, 2027, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution."

- To approve the re-appointment of Mr. Vijendra Singh (DIN: 01688452) as Whole-time Director of the Company for a second term of five consecutive years and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Vijendra Singh (DIN: 01688452) as Whole-time Director ('WTD') of the Company for a period of five consecutive years commencing from May 15, 2022 to May 14, 2027, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event

of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and WTD.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

6. To approve the re-appointment of Mr. Ashok Kumar Thakur (DIN: 07573726) as an Independent Director of the Company for a second term of five consecutive years and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. Ashok Kumar Thakur who was appointed as an Independent Director and who holds office upto May 14, 2022 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from May 15, 2022 till May 14, 2027.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

7. To approve the capital raising by way of issuance of equity shares and/or equity linked securities and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by the Members at their meeting held on September 25, 2020 and pursuant to Sections 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India from time to time, each as amended, the Depository Receipts Scheme, 2014, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited where the equity shares of face value of Rs.10 each of the Company are listed (**“Stock Exchanges”**), and such equity shares, (the **“Equity Shares”**), and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges, Registrar of Companies, Jaipur (**“RoC”**), the Government of India (**“GOI”**) and such other governmental/ statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (**“Board”**, which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company, to create, offer, issue, and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as **“Securities”**) (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) through one or more of the permissible modes including but not limited to private placement, follow-on public offering (**“FPO”**), preferential issue, qualified institutions placement (**“QIP”**), or a combination thereof, to any eligible investors in Indian Rupees or its equivalent of any other foreign currencies by all eligible investors, including, resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/ or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/banks/alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/

which are authorised to invest in Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion (whether or not such investors are Members of the Company, to all or any of them, jointly and/or severally), for cash, in one or more tranches, for an aggregate amount of up to **Rs. 3,000 million (Rupees three thousand million)** (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the prospectus and/or offer document and/or placement document and/or private placement offer letter (along with the application form) and/or such other documents/writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto ("**Issue**").

RESOLVED FURTHER THAT in the event the Issue is undertaken by way of a QIP, following provisions of the SEBI ICDR Regulations shall apply:

- (i) the allotment of Securities shall only be made to qualified institutional buyers ("**QIBs**") as defined under Regulation 2(1) (ss) of SEBI ICDR Regulations;
- (ii) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- (iii) the "**relevant date**" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- (iv) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (v) the Securities (excluding warrants) shall be allotted on fully paid up basis;
- (vi) the Securities allotted shall not be eligible for sale by the

allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

- (vii) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**Floor Price**"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as

may be necessary in accordance with the terms of the Issue.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including

any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT subject to applicable law, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action."

8. To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2022 and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No. 101983), appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, amounting to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) as also the payment of taxes, as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

By order of the Board of Directors
For **H.G. Infra Engineering Limited**

Registered Office:

14, Panchwati Colony, Ratanada,
Jodhpur,
Rajasthan - 342001
CIN-L45201RJ2003PLC018049
Tel.: +91 0291 2515327
E-mail: cs@hginfra.com
Website: www.hginfra.com

Ankita Mehra

Company Secretary and
Compliance Officer
M. No. A33288
Jaipur, August 04, 2021

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act") in respect of the Special Business to be transacted at the 19th Annual General Meeting (hereinafter referred to as "AGM") as set out under Item Nos. 4 to 8 above and the relevant details of the Directors proposed to be appointed/re-appointed at the AGM, as set out at Item Nos. 3 to 6, as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto. The Board of Directors (hereinafter referred to as "Board") have considered and decided to include the Item Nos. 4 to 8 given above as Special Business in the AGM, as they are unavoidable in nature.
2. In view of the outbreak of the COVID-19 pandemic and in compliance with applicable provisions of the Act and the Rules made thereunder, provisions of the Listing Regulations read with General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other applicable circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), the AGM of the Company is being conducted through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be Registered Office of the Company.

Link Intime India Private Limited, Registrar & Transfer Agent of the Company, ("RTA" or "Link Intime") shall be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in note no. 22 below.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution or governing body Resolution/ Authorisation etc., authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at aroracs2@gmail.com with a copy marked to the Company at cs@hginfra.com and its RTA at enotices@linkintime.co.in
6. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to cs@hginfra.com
7. **Documents open for inspection:**
 - i) All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company on cs@hginfra.com for inspection of said documents; and
 - ii) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM, upon login to <https://instameet.linkintime.co.in>
8. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited ('RTA' or 'Link Intime') having their office at Noble Heights, 1st Floor, Plot No NH-2, LSC, C-1, Block Near Savitri Market, Janakpuri, New Delhi-110058.
9. Except Mr. Dinesh Kumar Goyal and his relatives, none of the other Directors, Key Managerial Personnel and their relatives, are interested or concerned, financially or otherwise, in the Ordinary Business set out at Item No. 3 of this Notice.
10. **IEPF:** The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed dividends lying with the Company are also available on the Company's website at <http://hginfra.com/investors-relation.html#open> and the details for financial year 2017-19 and 2018-19 have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link (www.iepf.gov.in). During the financial year 2020-21, the Company was not liable to transfer any unclaimed dividends and corresponding shares thereto to IEPF.

11. Nomination: Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime. Members can download the said form from website of the Company. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

12. As per Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form, with effect from 1st April, 2019, except in case of request of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are urged for converting their holding to demat form.

13. Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report: In compliance with the aforementioned MCA and SEBI Circulars, electronic copy of Annual Report of the Company for the Financial Year 2020-21 along with the Notice of the AGM, Financial Statements and other Statutory Reports is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Share Transfer Agent ('RTA')/Depository Participants ('DPs'). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at www.hginfra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Link Intime India Private Limited www.linkintime.co.in. Members can attend and participate in the AGM through VC/OAVM facility only.

Process for registration of email ID:

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email Registration- fill in the details and upload the required documents and submit. OR
- (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

In case of any queries / difficulties in registering the e-mail address, Members may write to cs@hginfra.com

14. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at

cs@hginfra.com

15. Members are requested to:

- i) intimate to Link Intime, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
- ii) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
- iii) quote their folio numbers/Client ID/DP ID in all correspondence; and
- iv) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/RTA.

17. Scrutiniser: The Board of Directors of the Company has appointed Mr. Deepak Arora, Partner, M/s. Deepak Arora & Associates, Practicing Company Secretaries (Membership No. F5104, COP: 3641), as the Scrutinizer for conducting the voting process in a fair & transparent manner.

18. Submission of questions / queries prior to AGM:

- (i) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at cs@hginfra.com. Questions / queries received by the Company till 5:00 p.m. on Friday, September 03, 2021 shall only be considered and responded during the AGM.
- (ii) Members can also post their questions during AGM through the "Question/Suggestion" option, which is available in the VC/OAVM Facility.
- (iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker as per instructions explained in note no. 23 below.
- (iv) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- (v) Members intending to require information about accounts of the company and any other information are requested to inform the Company at least seven days in advance of the meeting.

19. General Information:

- (i) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 31, 2021 to Monday, September 06, 2021 (both days inclusive), for the purpose of the AGM and to determine the Members eligible to receive the final dividend for the financial year ended March 31, 2021.
- (ii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, August 30, 2021, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-Voting and/or e-voting during the AGM. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM and holds shares as on the said cut-off date may cast their vote as per instructions explained in note nos. 21 and 24 below.
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Monday, August 30, 2021. Members are eligible to cast vote only if they are holding shares as on that date.
- (iv) The remote e-Voting period commences on Friday, September 03, 2021 at 9.00 a.m. and will end on Sunday, September 05, 2021 at 5.00 p.m. During this period, Members holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Monday, August 30, 2021, may cast their vote electronically. The e-Voting module shall be disabled by Link Intime for voting thereafter.
- (v) Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing September 03, 2021 to September 05, 2021 or e-Voting during the AGM. Members who have cast their votes by remote e-Voting prior to the AGM may also attend/ participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again. However, Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- (vi) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- (vii) Members may note that the VC/OAVM Facility, provided by Link Intime, allows participation of at least 1,000 Members on a first come- first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters,

institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

- (viii) For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
- (ix) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- (x) The results shall be declared within two working days from conclusion of the AGM. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hginfra.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>, immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- (xi) Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

20. Dividend:

- (i) The Board of Directors has recommended a Final Dividend of Rs. 0.80/- per Equity Share of Rs. 10/- each for the financial year ended March 31, 2021, subject to the approval of the Shareholders at the AGM. Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of final dividend on Equity Shares, upon declaration by the Shareholders at the AGM, will be made on or before Tuesday, October 05, 2021, to those members whose names appear in the Register of Members/list of Beneficial Owners as on Monday, August 30, 2021, i.e. the date prior to the commencement of book closure, being the cut-off date.
- (ii) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- (iii) Members holding shares in physical/electronic form are

required to submit their bank account details, if not already registered or if it has changed, as mandated by SEBI.

- (iv) Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s) and shareholders holding shares in physical mode shall send a duly signed request letter to Link Intime mentioning the name, folio no., bank details, self-attested PAN card and original cancelled cheque leaf. In case of absence of name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of first page of the Bank Passbook/Statement of Account along with the original cancelled cheque shall be provided. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
- (v) In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/ cheque to such shareholder by post.
- (vi) Members may note that the Income-tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ('TDS') at the time of making the payment of final dividend. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted and duly accepted by the Company.
- (vii) **All the relevant information relating to the aforementioned dividend and the draft of the relevant documents to be submitted by shareholders can be accessed from the Company's website at <http://hginfra.com/investors-relation.html#btn-annual>**

Shareholders are requested to submit the relevant documents as applicable to each category of shareholder on the portal of Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Monday, September 06, 2021.

Please note that the Company will not accept any declaration/document on any email address. Kindly use the RTA portal link as provided above to upload declaration/documents.

- (viii) The final dividend will be paid by Company after deducting the TDS as follows:

Resident Shareholder

For Resident Members, TDS is required to be deducted at the rate of 10% under Section 194 of the IT Act provided valid PAN is registered by the Members. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% as per Section 206AA of the IT Act.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed Rs 5,000.

Further, there would be no TDS in the cases where the Members provide valid Form 15G (for an individual who age is less than 60 years, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income).

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

NIL / lower tax shall be deducted on the dividend payable to following resident Members on submission of self-declaration as listed below:

- a) Insurance companies: Self-declaration by Member qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938 along with self-attested copy of PAN card and registration/ exemption certificate;
- b) Mutual Funds: Self-declaration by Mutual Fund Member eligible for exemption under Section 10(23D) of the IT Act along with self-attested copies of PAN card and registration documents;
- c) Alternative Investment Fund (AIF) established in India: Self-declaration that the Member is eligible for exemption under Section 10(23FBA) of the IT Act along with the copy of self-attested registration documents and PAN card.
- d) New Pension System Trust: Self-declaration along with the self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.
- e) Other Members: Self-declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.
- f) Members who have provided a valid certificate issued under Section 197 of the IT Act for lower / nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration.

Non-Resident Shareholder

In case of non-resident shareholders, being Foreign Portfolio Investors (FPIs)/ Foreign Institutional Investors (FIIs), tax shall be deducted at source at the rate of 20% (plus applicable surcharge and cess) as per section 196D of the IT Act. However, as per Section 90 read with section 196D of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, FPIs/ FIIs will have to provide the following:

- Self-attested copy of PAN card allotted by the Indian income tax authorities or details as prescribed under rule 37BC of Income-tax Rules, 1962 in case PAN is not available.
- Copy of Tax Residency Certificate (in English language) for financial year 2021-22 obtained from the revenue authorities of the country of tax residence.
- Self-declaration in Form 10F.
- Self-declaration for FY 2021-22 (covering the period from 01 April 2021 to 31 March 2022) on shareholder's letterhead, primarily (not exclusive list) covering the following:
 - Shareholder is eligible to claim the benefit of respective tax treaty
 - Shareholder receiving the dividend income is the beneficial owner of such income
 - Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India.

Further, there would be no WHT in case dividend income would be received by Sovereign Wealth funds, Pension funds or subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed under section 10(23FE) of the IT Act. This is subject to the receipt of self-declaration containing that shareholder is satisfying the conditions of section 10(23FE).

In case of other non-resident shareholders (i.e. other than FIIs and FPIs), tax would be deducted at source at the rate of 20% (plus applicable surcharge and cess) as per section 195 of the IT Act or as per the rate as given in the DTAA, read with MLI between India and the country of tax residence of the member, whichever is more beneficial for shareholder. For the purpose of availing the tax rate as provided under the DTAA read with MLI, non-resident shareholders will have to provide the documents as mentioned above for FPIs/ FIIs.

- (ix) The information relating to deduction of TDS on dividend by Company as mentioned above is only for easy reference of the shareholders. Shareholders are requested to visit the website of the Company at <http://hginfra.com/investors-relation.html#btn-annual> wherein we have provided

complete information relating to TDS on dividend along with the draft of the relevant documents to be submitted by the shareholders.

- (x) Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post Monday, September 06, 2021 (IST) shall not be considered. All communications/ queries in this respect should be addressed to our RTA, Link Intime to its email address at delhi@linkintime.co.in

- (xi) Company will arrange to email a soft copy of the TDS Certificate at the shareholders registered email ID post payment of the said Final Dividend.

Further, shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

- (xii) It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

21. Voting through electronic means:

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited, Registrar & Transfer Agent of the Company, for facilitating voting through electronic means, as the authorized agency. The facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM will be provided by Link Intime.

The details of the process and manner for remote e-Voting are explained herein below:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) & login through their depository participants | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME. | <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No. + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D'; shall provide their Folio number in 'D' above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. |

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her

choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event"

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 22-23058542-43. |

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME:

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

22. Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the **"Company"** and **'Event Date'** and register with your following details: -
- A.** Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B.** PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C.** Mobile No.: Enter your mobile number.
- D.** Email ID: Enter your email id, as recorded with your DP/ Company.
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

23. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through Insta Meet:

- i) Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the cs@hginfra.com.
 - ii) Shareholders will get confirmation on first cum first basis.
 - iii) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
 - iv) Other shareholder may ask questions to the panellist, via active chat-board during the AGM.
 - v) Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

24. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- ii) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- iii) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iv) Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
- v) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However,

they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the AGM through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

The following Statement sets out all material facts relating to Special Business mentioned in the Notice:

Item No. 4

Mr. Harendra Singh was appointed as the Managing Director of the Company for a period of five years effective May 15, 2017 till May 14, 2022, liable to retire by rotation, and the said appointment was approved by the Shareholders at the Extra Ordinary General Meeting held on May 15, 2017.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Director of the Company ('Board') on August 04, 2021, accorded its approval to the re-appointment and terms of remuneration of Mr. Harendra Singh, as Managing Director ('MD') of the Company, liable to retire by rotation, for a further period of five years effective from May 15, 2022 up to May 14, 2027, subject to approval of the Shareholders.

The Board, while re-appointing Mr. Harendra Singh as Managing Director of the Company, considered his background, experience and contributions to the Company.

Mr. Harendra Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Mr. Harendra Singh is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards the various stakeholders.

Mr. Harendra Singh, aged 54 years, has been associated with the Company since its incorporation. He holds a bachelor's degree in Engineering (Civil) from Jodhpur University and has garnered more than 27 years of experience in the construction industry. He is actively involved in overall supervision & conduct of business of the Company.

Mr. Harendra Singh also holds the position of Chairman of Risk Management Committee and also a Member of Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Company.

The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Harendra Singh as Managing Director are as follows:

(1) Period of Appointment

For a period of five years commencing from May 15, 2022 to May 14, 2027

(2) Remuneration

(a) Basic Salary:

Rs. 2,25,00,000/- (Rupees Two Crore Twenty-Five Lakh Only) per annum.

The annual increment which will be effective April 1, each year,

will be decided by the Board based on the recommendations of the NRC. The recommendation of NRC will be based on Company performance and individual performance.

(b) Benefits, Perquisites & Allowances:

In addition to the aforesaid Basic Salary, the Managing Director would be paid Rs. 75,00,000 (Rupees Seventy-Five Lakh Only) per annum on account of other allowances & perquisites like special allowance, etc. as per the rules of the Company. However, the following shall not be included in the aforesaid perquisite limit:

- i) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof.
- ii) Mediclaim Insurance Policy, Personal Accident Insurance Policy, Group Life Insurance Policy, Directors and Officers Insurance Policy, Key Personal Life Insurance Policy and other Insurance Policy(ies) as per the rules of the Company.
- iii) Gratuity as per the applicable laws and rules of the Company.
- iv) Use of chauffeur driven Company cars for official purpose and telecommunication facilities at residence (including telephone, mobile, internet and other communication facilities).
- v) Reimbursement of entertainment expenses incurred in the course of business of the Company.
- vi) Long service award as per the rules of the Company.
- vii) Membership of two clubs, fees for which will be paid by the Company.
- viii) Leave Travel Concession (LTC) as per applicable laws.

Subject to overall statutory ceiling on remuneration, the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

The total remuneration and perquisites / benefits contemplated above, including contribution towards PF, gratuity fund, etc. payable to all the Managing / Whole-time Director(s) of the Company shall not exceed the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

(c) Overall remuneration:

The aggregate of salary, allowances, perquisites and performance bonus, if any, in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

(d) Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

(3) MD shall also be entitled to be paid / reimbursed by the Company all costs, charges & expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company.

(4) Nature of Duties:

MD shall devote his whole time and attention to the business of the Company and perform such duties and functions as would commensurate with his position as the Managing Director of the Company and as may be entrusted to him by the Board from time to time and communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries including performing duties as assigned to MD from time to time by serving on the boards of such associated companies and/or subsidiaries or any other Executive body or any committee of such a company.

(5) Other Terms of Appointment:

(a) During the currency of his tenure, MD shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies.

(b) The terms & conditions of appointment and the payment of remuneration to MD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.

(c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

(d) The employment of the MD may be terminated by the Company without notice or payment in lieu of notice if the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services.

(e) In the event the MD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(f) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the MD unless specifically provided otherwise.

(g) If at any time the MD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD and this Agreement with the Company shall stand terminated forthwith.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Harendra Singh under Section 190 of the Act.

Relevant details relating to re- appointment of Mr. Harendra Singh as Managing director, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the NRC, approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Harendra Singh as Managing Director as set out above.

Except Mr. Vijendra Singh, brother of Mr. Harendra Singh and Mr. Harendra Singh, to whom the resolution relates and their relatives, none of the Directors, Key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the Members.

Item No. 5

Mr. Vijendra Singh was appointed as the Whole-time Director of the Company for a period of five years effective May 15, 2017 till May 14, 2022, liable to retire by rotation, and the said appointment was approved by the Shareholders at the Extra Ordinary General Meeting held on May 15, 2017.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on August 04, 2021, accorded its approval to the re-appointment and terms of remuneration of Mr. Vijendra Singh, as Whole-time Director ('WTD') of the Company, liable to retire by rotation, for a further period of five years effective from May 15, 2022 up to May 14, 2027, subject to approval of the Shareholders.

The Board, while re-appointing Mr. Vijendra Singh as Whole-time Director of the Company, considered his background, experience and contributions to the Company.

Mr. Vijendra Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Mr. Vijendra Singh is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards the various stakeholders.

Mr. Vijendra Singh, aged 56 years, has been associated with the Company since its incorporation. After garnering a basic education, he amassed more than 29 years of experience in the construction industry. He is responsible for the overall functioning of the Company.

Mr. Vijendra Singh also holds the position of Chairman of Corporate Social Responsibility Committee and also a Member of Risk Management Committee and Stakeholders Relationship Committee of the Company.

The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Vijendra Singh as Whole-time Director are as follows:

(1) Period of Appointment

For a period of five years commencing from May 15, 2022 to May 14, 2027

(2) Remuneration

(a) Basic Salary:

Rs. 1,12,50,000/- (Rupees One Crore Twelve Lakh Fifty Thousand Only) per annum.

The annual increment which will be effective April 1, each year, will be decided by the Board based on the recommendations of the NRC. The recommendation of NRC will be based on Company performance and individual performance.

(b) Benefits, Perquisites & Allowances:

In addition to the aforesaid Basic Salary, the Whole-time Director would be paid Rs. 37,50,000/- (Rupees Thirty-Seven Lakh Fifty Thousand Only) per annum on account of other allowances & perquisites like special allowances etc., as per the rules of the Company. However, the following shall not be included in the aforesaid perquisite limit:

- i) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof.

- ii) Mediclaim Insurance Policy, Personal Accident Insurance Policy, Group Life Insurance Policy, Directors & Officers Insurance Policy, Key Personal Life Insurance Policy and other Insurance Policy(ies) as per the rules of the Company.

- iii) Gratuity as per the applicable laws and rules of the Company.

- iv) Use of chauffeur driven company cars for official purpose and telecommunication facilities at residence (including telephone, mobile, internet and other communication facilities).

- v) Reimbursement of entertainment expenses incurred in the course of business of the Company.

- vi) Long service award as per the rules of the Company.

- vii) Membership of two clubs, fees for which will be paid by the Company.

- viii) Leave Travel Concession (LTC) as per applicable laws.

Subject to overall statutory ceiling on remuneration, the Whole-time Director may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

The total remuneration and perquisites / benefits contemplated above, including contribution towards PF, gratuity fund, etc. payable to all the Managing / Whole-time Director(s) of the Company shall not exceed the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

(c) Overall remuneration:

The aggregate of salary, allowances, perquisites and bonus, if any, in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

(d) Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole-time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

(3) WTD shall also be entitled to be paid / reimbursed by the Company all costs, charges & expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company.

(4) Nature of Duties:

WTD shall devote his whole time and attention to the business of the Company and perform such duties and functions as would commensurate with his position as the Whole-time Director of the Company and as may be entrusted to him by the Board from time to time and communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries including performing duties as assigned to WTD from time to time by serving on the boards of such associated companies and/or subsidiaries or any other Executive body or any committee of such a company.

(5) Other Terms of Appointment:

- (a) During the currency of his tenure, WTD shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies.
- (b) The terms & conditions of appointment and the payment of remuneration to WTD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.
- (c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.
- (d) The employment of the WTD may be terminated by the Company without notice or payment in lieu of notice if the WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services.
- (e) In the event the WTD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (f) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the WTD unless specifically provided otherwise.

(g) If at any time the WTD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the WTD and this Agreement with the Company shall stand terminated forthwith.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Vijendra Singh under Section 190 of the Act.

Relevant details relating to re- appointment of Mr. Vijendra Singh as Whole-time director, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the NRC, approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Vijendra Singh as Whole-time Director as set out above.

Except Mr. Harendra Singh, brother of Mr. Vijendra Singh and Mr. Vijendra Singh, to whom the resolution relates and their relatives, none of the Directors, Key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval by the Members.

Item No. 6

The Members of the Company had, at the Extra Ordinary General Meeting held on 15th May, 2017, approved the appointment of Mr. Ashok Kumar Thakur (DIN: 07573726) as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from May 15, 2017 till May 14, 2022.

The Board of Directors of the Company at their meeting held on August 04, 2021, based on the outcome of performance evaluation, recommendations of the Nomination and Remuneration Committee, and experience and significant contributions made by Mr. Ashok Kumar Thakur, has recommended his re-appointment as an Independent Director, for a second term of 5 (five) consecutive years commencing from May 15, 2022 to May 14, 2027.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, approval of Members with special resolution is required for the re-appointment of Independent Directors.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, considering the experience of Mr. Ashok Kumar Thakur and the immense value to the Board and the Company, the re- appointment of Mr. Ashok Kumar Thakur for a second term of 5 (five) consecutive years from May 15, 2022 to May 14, 2027 would be in the interest of the Company and its shareholders.

Relevant details relating to re- appointment and continuation of Directorship of Mr. Ashok Kumar Thakur, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the “Annexure” to the Notice.

Mr. Ashok Kumar Thakur is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority.

The Company has also received declarations from Mr. Ashok Kumar Thakur that he meets the criteria of independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. In the opinion of the Board, Mr. Ashok Kumar Thakur fulfil the conditions for re-appointment as Independent Director as specified in the Act and Listing Regulations and is independent of the management.

Except Mr. Ashok Kumar Thakur and his relatives, none of the Directors, Key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at item no. 6 of the Notice for approval by the Members.

Item No.7

The Board of Directors at its meeting held on August 25, 2020, inter alia, approved for the Company to raise funds for an amount aggregating up to Rs. 2,000 million (Rupees Two thousand million) by way of issuance of equity shares and/or any other instruments or securities representing either equity shares and/or convertible securities linked to equity shares, through one or more permissible mode(s) including but not limited to a private placement, preferential issue, qualified institutions placement (“QIP”), follow-on public offering (“FPO”) or a combination thereof. Subsequently, Members of the Company at their meeting held on September 25, 2020, passed a special resolution approving the aforesaid fundraising activity.

In supersession of the aforesaid resolution passed by the Board, the Board of Directors at its meeting held on August 04, 2021, approved raising of funds by way of issuance of equity shares and/or any other instruments or securities representing either equity shares and/or convertible securities linked to equity shares for an amount aggregating up to **Rs. 3,000 million (Rupees three thousand million)**, through one or more permissible mode(s) including but not limited to a private placement, preferential issue, qualified institutions placement (“QIP”), follow-on public offering (“FPO”) or a combination thereof, as may be considered appropriate, subject to shareholders’ approval and statutory / regulatory and other approvals as may be required.

Our Company intends to use the proceeds from the Issue, towards the growth of our business including investment, supporting operational activities for existing or future projects of our Company, capital expenditure, repayment of debts and general corporate purposes.

Therefore, in supersession of the Special Resolution passed by the Members at their meeting held on September 25, 2020 and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds for an amount up to **Rs. 3,000 million (Rupees three thousand million)** in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (“**Securities**”) through any permissible mode or combination of, including but not limited to a preferential issue, qualified institutions placement, private placement, and/or follow-on public offering. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India, the Stock Exchanges, RBI, MCA, GOI, RoC, to the extent applicable, and any other government/statutory/regulatory approvals as may be required in this regard in India or abroad.

In case the Issue is made through a qualified institutions placement: (i) the allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations (“QIBs”); (ii) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time; (iii) the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP; or in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations; (iv) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee; (v) the Securities (excluding warrants) shall be allotted on fully paid up basis; (vi) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except

as may be permitted from time to time; (vii) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche/s, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company

The Equity Shares to be allotted would be listed on the stock exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to

them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board, therefore, recommends the Special Resolution set out at item no. 7 of the Notice for approval by the Members.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

This Notice is not an offer of securities for sale in the United States. Any securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any United States state securities laws, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable United States state securities laws. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

Item No. 8.

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No. 101983), as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors, Key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at item no. 8 of the Notice for approval by the Members.

By order of the Board of Directors

For **H.G. Infra Engineering Limited**

Registered Office:

14, Panchwati Colony, Ratanada,
Jodhpur, Rajasthan - 342001
CIN-L45201RJ2003PLC018049
Tel.: +91 0291 2515327
E-mail:cs@hginfra.com
Website: www.hginfra.com

Ankita Mehra

Company Secretary and
Compliance Officer
M. No. A33288
Jaipur, August 04, 2021

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE AGM

ANNEXURE TO ITEM NOS. 03 AND 04 OF THE NOTICE

| Name of Director(s) | Mr. Dinesh Kumar Goyal | Mr. Harendra Singh |
|--|--|--|
| Age (Years) | 67 | 54 |
| Qualifications | Ph.D. from Birla Institute of Tech. & Science, Pilani; M.Sc. from London School of Economics; M.Sc. (I) from IIT Delhi; and an Eisenhower Fellow | Bachelor's degree in engineering (Civil) from Jodhpur University |
| Experience | Mr. Dinesh Kumar Goyal, IAS, retired as Additional Chief Secretary to Govt. of Rajasthan in 2013. He has 39 years of experience at top level in various departments including Finance, Energy, Public Works, Roads & Highway. Mines, Industries, Urban Development, and Labour. After retirement from IAS, he has been Adviser to Solar Energy Corp. of India; Senior Consultant for the World Bank funded Road Sector Project, and Advisor to Hindustan Zinc Limited. | Mr. Harendra Singh has been on the Board of Company since its incorporation. He has over 27 years of experience in construction Industry. |
| Expertise in specific functional areas | Vast experience in business advisory, strategy and consulting. | Vast experience in all functions of the Company. |
| Date of First Appointment on the Board | May 23, 2018 | January 21, 2003 |
| Shareholding in the Company as on March 31, 2021 | 1055 Equity Shares of face value of Rs. 10 each | 100 Equity Shares of face value of Rs. 10 each |
| Terms and Conditions of Re-Appointment | Executive Director, liable to retire by rotation | Executive Director, liable to retire by rotation |
| Details of Remuneration last drawn (FY 2020-21) | Rs. 31,76,916/- | Rs. 2,20,50,000/- |
| Details of proposed remuneration | Rs. 44,50,000/- | Rs. 3,00,00,000/- |
| Relationship with other Director/ Key Managerial Personnel | Not related to any Director or Key Managerial Personnel | Brother of Mr. Vijendra Singh |
| Number of meetings of the Board attended during the financial year 2020-21 | 5 of 5 | 5 of 5 |
| Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date | <ul style="list-style-type: none"> Member, Corporate Social Responsibility Committee | <ul style="list-style-type: none"> Chairperson, Risk Management Committee Member, Audit Committee Member, Corporate Social Responsibility Committee Member, Stakeholder Relationship Committee |
| Directorship of other Board as on March 31, 2021 excluding Directorship in Private and Section 8 Companies. | SPML Infra Limited | Nil |

| Name of Director(s) | Mr. Dinesh Kumar Goyal | Mr. Harendra Singh |
|---|---|--------------------|
| Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2021 excluding Directorship in Private and Section 8 Companies | SPML Infra Limited <ul style="list-style-type: none"> • Member, Audit Committee • Member, Nomination and Remuneration Committee • Member, Stakeholder Relationship Committee • Member, Corporate Social Responsibility Committee | Nil |

ANNEXURE TO ITEM NOS. 05 AND 06 OF THE NOTICE

| Name of Director(s) | Mr. Vijendra Singh | Mr. Ashok Kumar Thakur |
|---|---|--|
| Age (Years) | 56 | 67 |
| Qualifications | Basic Education | Master's degree in commerce from Lucknow University |
| Experience (including expertise in specific functional area)/ brief Resume | Mr. Vijendra Singh has been on the Board of Company since its incorporation. He over 29 years of experience in construction Industry. | Mr. Ashok Kumar Thakur has over 39 years of experience in the banking industry. He has held various positions at Union Bank of India, including general manager (HR) at Corporate Office, general manager (Kolkata zone) and deputy general manager (regional head) at Kolkata and Chandigarh. He has also been chairman at the Rewa Siddhi Gramin Bank. |
| Expertise in specific functional areas | Vast experience in all functions of the Company. | Vast experience in banking industry and HR matters. |
| Date of First Appointment on the Board | January 21, 2003 | May 15, 2017 |
| Shareholding in the Company as on March 31, 2021 | 100 Equity Shares of face value of Rs. 10 each | Nil |
| Terms and Conditions of Appointment/ Re-Appointment | Executive Director, liable to retire by rotation | Independent Director, not liable to retire by rotation |
| Details of Remuneration last drawn (FY 2020-21) | Rs. 1,22,50,000/- | Rs. 4,50,000/- |
| Details of proposed remuneration | Rs. 1,50,00,000/- | Sitting fees as may be approved by the Board of Directors in accordance with applicable provisions of law. |
| Relationship with other Director/ Key Managerial Personnel | Brother of Mr. Harendra Singh | Not related to any Director or Key Managerial Personnel |
| Number of meetings of the Board attended during the financial year 2020-21 | 5 of 5 | 5 of 5 |
| Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date | <ul style="list-style-type: none"> • Chairperson, Corporate Social Responsibility Committee • Member, Stakeholder Relationship Committee • Member, Risk Management Committee | <ul style="list-style-type: none"> • Chairperson, Audit Committee • Member, Nomination and Remuneration Committee • Member, Risk Management Committee |

| Name of Director(s) | Mr. Vijendra Singh | Mr. Ashok Kumar Thakur |
|--|--------------------|--|
| Directorship of other Board as on March 31, 2021 excluding Directorship in Private and Section 8 Companies. | Nil | <ul style="list-style-type: none"> • Navkar Corporation Limited • Choice International Limited |
| Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2021 excluding Directorship in Private and Section 8 Companies | Nil | <p>Choice International Limited</p> <ul style="list-style-type: none"> • Chairperson, Audit Committee • Chairperson, Nomination and Remuneration Committee <p>Navkar Corporation Limited</p> <ul style="list-style-type: none"> • Chairperson, Audit Committee • Member, Nomination and Remuneration Committee |