



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 **20th Annual General Meeting** of the members of **H.G. Infra Engineering Limited** will be held on Wednesday, August 03, 2022 at 2:00 P.M. IST through Video Conference ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of Board of Directors and Auditors thereon; and
 - b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of Auditors thereon.
2. To declare a Final dividend of ₹1/- (One Rupee Only) per equity share of ₹10/- each for the financial year 2021-22.
3. To appoint a director in place of Mr. Harendra Singh (DIN:00402458), who retires by rotation and being eligible, offers himself for re-appointment.
4. To approve the appointment of M/S. M S K A & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactments thereto for the time being in force), M/s. M S K A & ASSOCIATES, Chartered Accountants (FRN 105047W), be and is hereby

appointed as one of the Joint Statutory Auditors of the Company, for a period of 5 years, to hold office from the conclusion of this 20th Annual General meeting until the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2027, at such remuneration (plus applicable taxes) and reimbursement of out of pocket expenses for the purpose of audit, as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To approve the re-appointment of Ms. Pooja Hemant Goyal (DIN: 07813296) as an Independent Director of the Company for a second term of three consecutive years and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the 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 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the re-appointment of Ms. Pooja Hemant Goyal (DIN:07813296), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, for the second term of three consecutive years, i.e., from May 15, 2022 to May 14, 2025 and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to settle any question, difficulty or



doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

6. To approve the appointment of Mr. Manjit Singh (DIN: 02759940) as an Independent Director of the Company for a 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 Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the 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) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Manjit Singh (DIN: 02759940) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. May 13, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds office as such up to the date of this Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years effective from May 13, 2022 till May 12, 2027.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

7. To approve the limits for making investment, loans, guarantees and security under Section 186 of the Companies Act, 2013 and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provision of section 186 and all other applicable provisions, if any, of the Companies

Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, (including any Statutory modification or re-enactment thereof, for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution) to (a) give any loan to any person(s) or any other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time, in one or more tranches, in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, up to an increased amount not exceeding ₹6,000 Crores (Rupees Six Thousand Crores Only).

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, as may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

8. To approve the limits for making loans, guarantees and security under Section 185 of the Companies Act, 2013 and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s), change or re-enactment thereof, for the time being in force) approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution, to advance any loan, in one or more tranches, including loan represented by way of book debt to, or give any guarantee or provide any security, in connection with any loan taken/to be taken by entities namely H.G.

Acerage Developers Private Limited, H.G. Luxury Hotels Pvt. Ltd., Valencia Leisure Pvt. Ltd., H.G. Atulyam Educare Private Limited, H.G. Motive Educare Private Limited and H.G. Ekaaya Resort Private Limited in which any of the directors of the company is interested (collectively referred to as the "Entities"), up to an aggregate sum of ₹50 Crore (Rupees Fifty Crores Only) at any point of time, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing entities for their principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, guarantee, security and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

9. To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2023 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, 2023, amounting to ₹1,72,500 (Rupees One Lakh Seventy Two Thousand Five Hundred Only) and reimbursement of out-of-pocket expenses incurred in connection with the audit, be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

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

Ankita Mehra

Company Secretary and Compliance Officer
M. No. A33288
Jaipur, July 05, 2022

Registered Office:

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



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 20th Annual General Meeting (hereinafter referred to as "AGM") as set out under Item Nos. 5 to 9 above, the relevant details of the Directors proposed to be appointed/re-appointed at the AGM, as set out at Item Nos. 3, 5 and 6, and the disclosures as a part of the explanatory statement to the notice pursuant to Regulation 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, are annexed hereto. The Board of Directors (hereinafter referred to as "Board") have considered and decided to include the Item Nos. 5 to 9 given above as Special Business in the AGM, as they are unavoidable in nature.
 2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto 31st December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be Registered Office of the Company. 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 India Private Limited ("the Registrar").
 3. The Company is providing video conferencing facility for the ease of participation of the members. Participants i.e. members, directors, auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries/questions etc. before the general meeting in advance on the e-mail address of the company at cs@hginfra.com
 4. As the AGM is being held 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.
- However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-Voting.
5. Institutional/Corporate Shareholders are required to send a scanned copy of their Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/ Authorization shall be sent to Scrutinizer by email at aroracs2@gmail.com and to Link Intime India Private Limited by email enotices@linkintime.co.in
 6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 7. 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.
 8. 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/>
 9. The Company has fixed Friday, July 22, 2022 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2022. If approved at the AGM, the dividend will be paid on or before Thursday, September 01, 2022.
 10. Members are requested to register/update their bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically.
 11. **IEPF:** The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the 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://www.hginfra.com/investors-relation.html#btn-annual> and the details for financial year 2017-18, 2018-19 and 2020-21 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 2021-22, the Company was not liable to transfer any unclaimed dividends and corresponding shares thereto to IEPF.

12. SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form, if any. Members can contact the Company or its Registrars for assistance in this regard.
13. 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 holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- 14. Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:**

In compliance with the aforementioned Circulars, electronic copy of Annual Report of the Company for the Financial Year 2021-22 along with the Notice of the AGM, Financial Statements and other Statutory Reports are 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 2021-22 will also be available on the Company's website at www.hginfra.com and 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 the Registrar at 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 the Registrar, 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

15. 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
16. 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.
17. 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.



18. **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

19. 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 05.00 p.m. (IST) on Sunday, July 31, 2022 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. 22 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.

20. General Information:

- (i) The record date will be Friday, July 22, 2022 to receive the final dividend for the financial year ended March 31, 2022 and Wednesday, July 27, 2022 will be the cut-off date for the purpose of ascertaining the names of the Shareholders, who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the AGM.
- (ii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, July 27, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. 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 cut-off date may cast their vote as per instructions explained in note no. 22 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. Wednesday, July 27, 2022. Members are eligible to cast vote only if they are holding shares as on that date.
- (iv) The remote e-Voting period commences on Sunday, July 31, 2022, at 09.00 a.m. (IST) and will end on Tuesday, August 02, 2022, at 05.00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on cut-off date i. e. Wednesday, July 27, 2022, may cast their vote electronically. The e-Voting module shall be disabled by Link Intime India Private Limited 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 Sunday, July 31, 2022 to Tuesday, August 02, 2022, 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. The facility to join the AGM 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 2 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 the Registrar <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.

21. Dividend

- (i) The Board of Directors has recommended a Final Dividend of ₹1/- (Rupee One only) (@10%) Equity Share of ₹10/- each for the financial year ended March 31, 2022, 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 Thursday, September 01, 2022 (i.e. within 30 days from the date of declaration), to those members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, July 22, 2022, being the record 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 Securities and Exchange Board of India ("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 Registrar 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 warrants/demand drafts/ cheques to such shareholder by post.
- (vi) In terms of the provisions of the Income Tax Act, 1961 ("the Act"), dividend paid or distributed by a company shall be taxable in the hands of shareholders. The Company shall, therefore, be required to deduct tax at source ("TDS") at the time of making the payment of final dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of shareholders and the documents submitted and duly accepted by the Company.

As it is important for the Company to receive the relevant information/ documents from shareholders to determine the rate of tax deduction, the shareholders are requested to furnish relevant documentation in the prescribed manner.

Accordingly, shareholders are hereby requested to visit the Company's website 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.

The shareholders are required to upload the documents on the Link Intime portal at <https://linkintime.co.in/formsreg/submission-of-form15g-15h.html> on or before Wednesday, August 03, 2022 at 2.00 p.m. (IST)



Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post Wednesday, August 03, 2022 at 2.00 p.m. (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.

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 the Registrar.

22. Voting through electronic means:

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules,

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

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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"> ➤ Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. ➤ If you are 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://eservices.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
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. LINK NTIME, Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>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 i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p>*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>*Shareholders holding shares in NSDL form, shall provide 'D' above</p>



Type of shareholders	Login Method
	<p>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).</p> <p>Click “confirm” (Your password is now generated).</p>
	<p>3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p>
	<p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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.

Individual Shareholders holding securities in Physical mode have forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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"

23. 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. 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).

Please refer the instructions ("Annexure") for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

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

- Shareholders who would like to speak during the meeting must register their request on or before Sunday, July 31, 2022 at 05.00 p.m. (IST), three days in advance with the company, on cs@hginfra.com.
- Shareholders will get confirmation on first cum first basis.
- Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

- Other shareholder may ask questions to the panellist, via active chat-board during the AGM.
- 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.

25. 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:

- 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 Annual General Meeting 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 Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting 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.

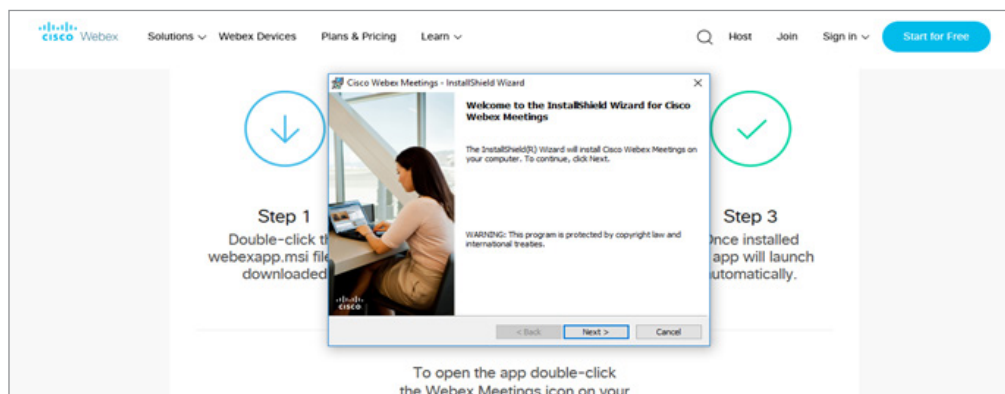
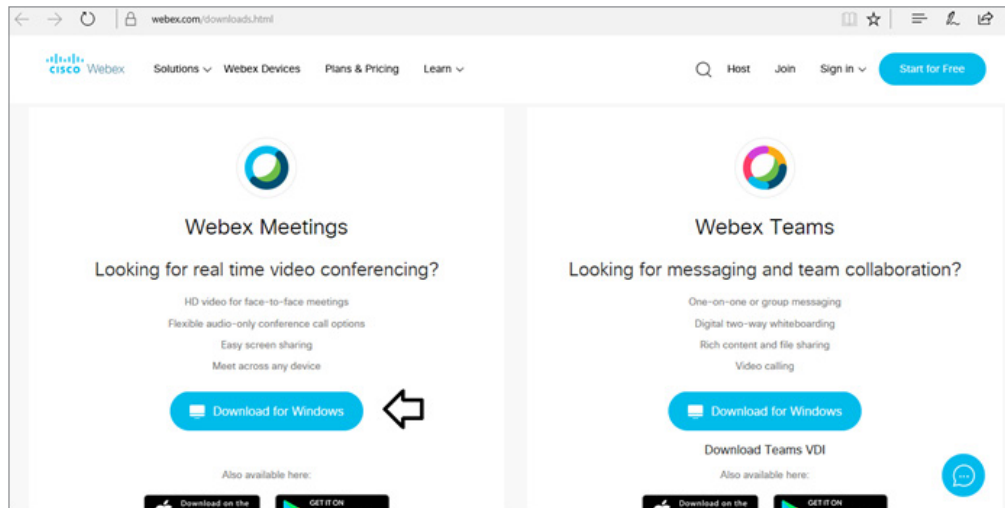
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

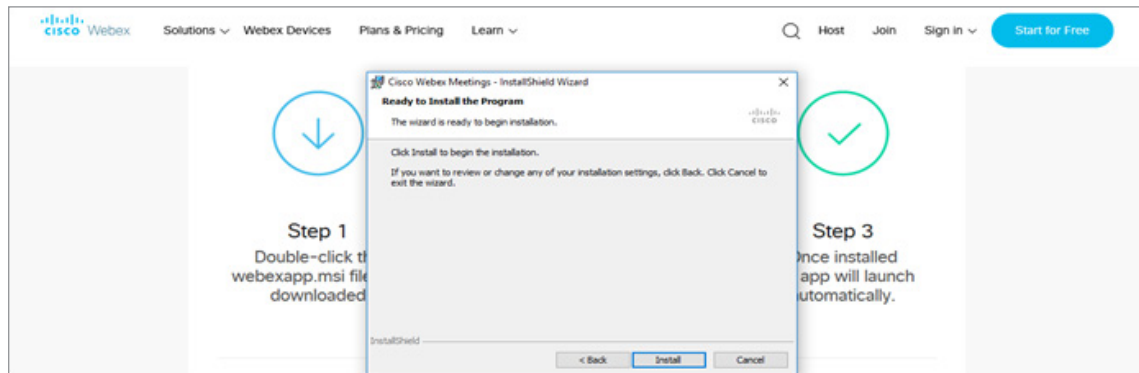
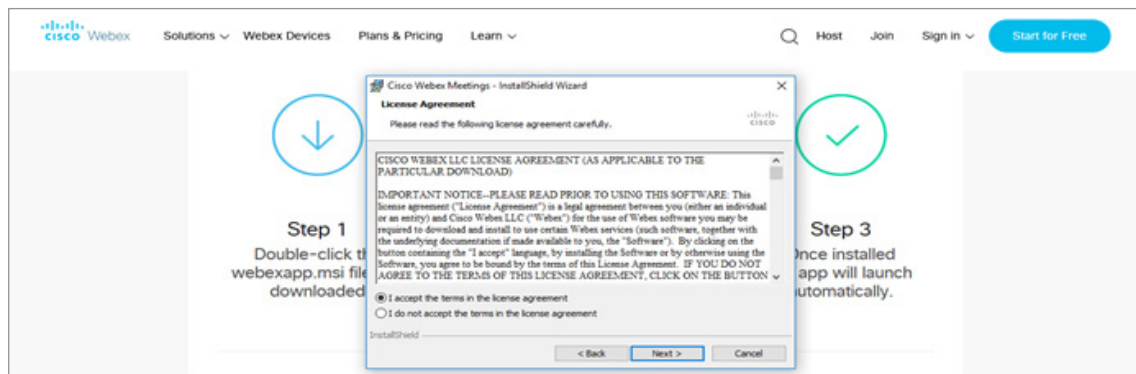
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/> <https://meetingsapac30.webex.com/webappng/sites/meetingsapac30/dashboard?siteurl=meetingsapac30>



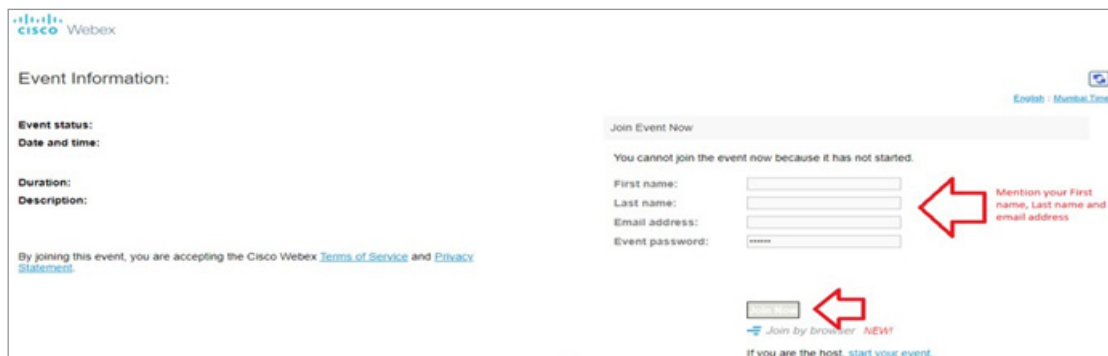


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the ACT”) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The following Statement sets out all material facts relating to Item Nos. 4 to 9 mentioned in the accompanying Notice.

Item No. 4

To approve the appointment of M/S. M S K A & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company

The Members of the Company at their Extra Ordinary General Meeting held on May 15, 2017 had appointed M/s. Price Waterhouse & Co. Chartered Accountants LLP (FRN 304026E/E300009) as Statutory Auditors of the Company, to fill the casual vacancy, to hold office till the conclusion of the 15th Annual General Meeting of the Company.

M/s. Price Waterhouse & Co. Chartered Accountants LLP (FRN 304026E/E300009) were further appointed as Statutory Auditors of the Company, at the Annual General Meeting (AGM) held on 8th September, 2017, for a second term of five consecutive years from conclusion of the 15th AGM till the conclusion of this 20th AGM.

At the 18th AGM of the Company held on 2020, M/s. Shridhar & Associates, Chartered Accountants (FRN 134427W), were also appointed as Joint Statutory Auditors of the Company, to hold office for a term of five consecutive years from conclusion of the 18th AGM till the conclusion of 23rd AGM.

The second term of M/s Price Waterhouse & Co. Chartered Accountants LLP (FRN 304026E/E300009) expires at the conclusion this 20th AGM. Accordingly, the Audit Committee

and Board of Directors have passed resolutions on July 03, 2022 and July 05, 2022 respectively, to recommend to the Members of the Company for their approval on the appointment of M/s. M S K A & ASSOCIATES, Chartered Accountants (FRN 105047W), as new Joint Statutory Auditors of the Company in place of M/s Price Waterhouse & Co Chartered Accountants LLP, for a period of 5 years, to hold office from the conclusion of this 20th AGM until the conclusion of the 25th AGM of the Company to be held in the year 2027.

M/s. M S K A & ASSOCIATES, Chartered Accountants (FRN 105047W), is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company Accountancy Oversight Board).

M/s. M S K A & Associates is a member firm of BDO International and offers a range of Assurance services, led by industry experts with deep knowledge pockets and driven by a commitment, to deliver high – quality services to all clients.

M/s. M S K A & Associates have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as statutory auditor under Section 141 and other relevant provisions of the Act and the Chartered Accountants Act, 1949 and that they are eligible for appointment as Statutory Auditors of the Company.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change

Proposed fees:

A remuneration of ₹47 Lakh (Rupees Forty-Seven Lakhs Only) (plus applicable taxes and reimbursement of out-of-pocket expenses) for conducting the audit for the financial year 2022-23 is proposed to be paid to M/s. M S K A & Associates, Chartered Accountants.

The remuneration to be paid to M/s. M S K A & Associates, Chartered Accountants, for the remaining term i.e. from financial year 2023-24 through financial year 2026-27 (till the conclusion of the 25th AGM of the Company to be held in the year 2027), shall be mutually agreed between the Board of Directors and the Joint Statutory Auditors, from time to time.



The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors.

There is no material change in fee to be paid to the incoming Joint Statutory Auditors.

Terms of appointment:

5 (Five) Years commencing from the conclusion of this 20th AGM until the conclusion of 25th AGM of the Company to be held in the year 2027.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed

The recommendations made by the Audit Committee and the Board of Directors of the Company are in compliance with the applicable provisions and in fulfilment of the eligibility criteria prescribed under the Companies Act, 2013 and the applicable rules made under the Act with regard to the full-time partners, statutory audit experience, capability, assessment of independence, etc.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

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

Item No. 5

Ms. Pooja Hemant Goyal (DIN: 07813296) was appointed as an Independent Director by the Members of the Company at their Extra Ordinary General Meeting (“EGM”) held on May 15, 2017, for a period of five years commencing with effect from May 15, 2017 upto May 14, 2022.

The Nomination and Remuneration Committee at its meeting held on May 12, 2022, after taking into account the performance evaluation of Ms. Pooja Hemant Goyal during her first term of five years and considering her skills, knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of three years.

The nomination and remuneration committee has considered her skills, experience in the legal industry, leadership capabilities, expertise in governance and business strategy, among others, as being key requirements for this role.

In view of the above, the nomination and remuneration committee and the Board are of the view that Ms. Pooja Hemant Goyal possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an independent director.

The Board of directors, vide Resolution passed on May 13, 2022, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members by way of Special Resolution at this 20th AGM of the Company, re-appointed her as a Non-Executive Independent Director, not liable to retire by rotation, for a second consecutive term of three years commencing from May 15, 2022 upto May 14, 2025.

She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Pooja Hemant Goyal has also given her declaration to the Board, inter alia, that

- (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as an Independent Director.

Relevant details relating to re-appointment and continuation of directorship of Ms. Pooja Hemant Goyal, including her profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the “Annexure” to the Notice.

In the opinion of the Board, Ms. Pooja Hemant Goyal is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, and is independent of the management of the Company.

Except Ms. Pooja Hemant Goyal and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

The Nomination and Remuneration Committee, at its meeting held on May 12, 2022, after taking into account the skills, knowledge, acumen, expertise, experience of Mr. Manjit Singh, has recommended to the Board his appointment for a first term of five years effective from May 13, 2022.

The nomination and remuneration committee has considered his skills, leadership capabilities, expertise in governance and finance, risk management and business strategy, among others, as being key requirements for this role.

In view of the above, the nomination and remuneration committee and the Board are of the view that Mr. Manjit Singh possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint him as an independent director.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mr. Manjit Singh as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from May 13, 2022 to May 12, 2027, not liable to retire by rotation, subject to approval of the Members at this 20th AGM of the Company.

As an Additional Director, Mr. Manjit Singh holds office till the date of this AGM and is eligible for being appointed as an Independent Director. He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Manjit Singh has also given his declaration to the Board, inter alia, that:

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.

Relevant Details relating to appointment and continuation of Directorship of Mr. Manjit Singh 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 the opinion of the Board, Mr. Manjit Singh is a person of integrity, possesses relevant expertise / experience and given his experience, the Board considers it desirable and in the interest of the Company to have him on the Board of the Company.

Except Mr. Manjit Singh and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

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

Item No. 7

The members of the Company, at AGM held on September 10, 2018, had accorded their approval to the Board of Directors of the Company to give any loan, guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) and acquire by way of subscription, purchase or



otherwise, securities of any other body corporate up to an amount not exceeding ₹5,000 Crores (Rupees Five Thousand Crores Only).

Members are requested to take note that as per provisions of section 186 of the Companies Act, 2013, the Board of directors of a Company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of the members of the company in Annual General Meeting by way of Special resolution has to be obtained.

Members are further requested to take note that company is engaged in the business of Infrastructure and Constructions and in relations to the business tenders and operations of the company, there has to be provided guarantee from time to time to perform the business contract(s).

In view of its long term plans and growth prospects, it is anticipated that the Company would be required to make investments or give loans, provide guarantees/security in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013 and limits approved by the members i.e. ₹5,000 Crores.

Accordingly, consent of the members is sought for authorizing the Board to make investments, giving loans and providing guarantees/securities in connection with loans to various entities and bodies corporate, from time to time, in excess of the limits stipulated in Section 186(2) of the Companies Act, 2013 up to an amount not exceeding ₹6,000 Crores (Rupees Six Thousand Crores Only).

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8

The Company is expected to render financial support, by way of loans, guarantees and securities, for the principal business requirements of the entities viz. H.G. Acerage Developers Private

Limited, H.G. Luxury Hotels Private Limited, Valencia Leisure Private Limited, H.G. Atulyam Educare Private Limited, H.G. Motive Educare Private Limited and H.G. Ekaaya Resort Private Limited in which any of the Directors of the Company are interested, in one or more tranches.

Mr. Harendra Singh and Mr. Vijendra Singh, directors of the Company, are shareholders and/or directors in the above mentioned entities.

In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution.

The members may note that board of directors would carefully evaluate the proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for business activities of the entities and on such terms which are in the interest of the company.

In view of the above; and in line with the approval of the shareholders accorded under section 186 of the Act & as an abundant caution, the Board at its meeting held on May 23, 2022, decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by any entity(ies) in whom any of the Director of the Company is interested up to an aggregate amount not exceeding ₹50 Crores (Rupees Fifty Crores Only). This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said entities, as and when it is raised.

Except Mr. Harendra Singh, Mr. Vijendra Singh and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Item No. 9

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No. 101983), as the Cost Auditors of the Company to conduct the audit of the cost record of the Company for the financial year ending March 31, 2023. 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 Auditors 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 or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

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

Ankita Mehra
Company Secretary and Compliance Officer
M. No. A33288
Jaipur, July 05, 2022

Registered Office:

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Rajasthan - 342001
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Tel.: +91 0291 2515327
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Website: www.hginfra.com



Annexure

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

Pursuant to the Regulation 36 (3) of Listing Regulation and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India (ICSI)

ITEM NO. 03

Name of Director(s)	Mr. Harendra Singh
DIN	00402458
Age (Years)	55
Qualifications	Bachelor's degree in engineering (Civil) from Jodhpur University
Experience (including expertise in specific functional area)/ brief Resume	Mr. Harendra Singh has been on the Board of Company since its incorporation. He has over 28 years of experience in construction Industry.
Expertise in specific functional areas	Vast experience in all functions of the Company.
Date of First Appointment on the Board	January 21, 2003
Shareholding in the Company as on March 31, 2022	100 Equity Shares of face value of ₹10 each
Terms and Conditions of Appointment/ Re-Appointment	Executive Director, liable to retire by rotation
Details of Remuneration last drawn (FY 2021-22)	₹ 26.00 millions
Details of proposed remuneration	₹ 30.00 millions as approved by the shareholders at the 19th AGM held on September 06, 2021
Relationship with other Director/ Key Managerial Personnel	Brother of Mr. Vijendra Singh, Whole Time Director
Number of meetings of the Board attended during the financial year 2021-22	4 of 4
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	<ul style="list-style-type: none"> ➤ Member of Corporate Social Responsibility Committee ➤ Member of Stakeholder Relationship Committee ➤ Chairman of Risk Management Committee ➤ Member of Audit Committee
Directorship of other Board as on March 31, 2022 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];	9 (Nine) [Wholly Owned Subsidiaries of the Company]
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2022 excluding Directorship in Private and Section 8 Companies [along with listed entities from which the person has resigned in the past three years];	Nil

ITEM NO. 05

Name of Director(s)	Ms. Pooja Hemant Goyal
DIN	07813296
Age (Years)	43
Qualifications	Bachelor's degree in commerce and a master's degree in law, from Jiwaji University, Gwalior, Madhya Pradesh.
Experience (including expertise in specific functional area)/ brief Resume	Ms. Pooja Hemant Goyal has been appointed on board on May 15, 2017. She is having more than 12 years of experience in the legal industry and as a legal practitioner.
Expertise in specific functional areas	Vast experience as a legal practitioner.
Date of First Appointment on the Board	May 15, 2017
Shareholding in the Company as on March 31, 2022 [including shareholding as a beneficial owner, if any,]	Nil
Terms and Conditions of Appointment/ Re-Appointment	Independent Director, not liable to retire by rotation
Details of Remuneration last drawn (FY 2021-22)	₹ 0.52 millions
Details of proposed remuneration	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	Not related to any Director or Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2021-22	4 of 4
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	Chairperson of Nomination and Remuneration Committee
Directorship of other Board as on March 31, 2022 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];	Navkar Corporation Limited
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2022 excluding Directorship in Private and Section 8 Companies, [along with listed entities from which the person has resigned in the past three years];	Navkar Corporation Limited ➤ Member of Audit Committee ➤ Member of Stakeholder Relationship Committee
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the resolution at Item No. 5 of this Notice, read with the explanatory statement thereto.



ITEM NO. 06

Name of Director(s)	Mr. Manjit Singh
DIN	02759940
Age (Years)	64
Qualifications	IAS (R), Rajasthan, MBBS from Government Medical College, Patiala, Punjab University, Executive MBA in Quality Management from International Institute of Enterprises, Ljubljana, Slovenia and completed Urban Management Course from IIM Ahmedabad.
Experience (including expertise in specific functional area)/ brief Resume	<p>Mr. Manjit Singh, IAS, retired as Additional Chief Secretary, Department of Local Self Government (UDH) of Government of Rajasthan. He has 30 years of experience at top level in various departments including Urban Development, Tourism, Transport, Social Sector, Finance, Excise amongst other.</p> <p>After retirement from Additional Chief Secretary, Department of Local Self Government (UDH) of Government of Rajasthan, he has been consultant/ Senior Advisor to Indus Towers Ltd. (Joint Venture of Vodafone Idea & Airtel), Senior Advisor for the SMC Infrastructure Pvt. Ltd.</p>
Expertise in specific functional areas	Worked as a consultant under Ministry of urban Development and Housing, Government of India.
Date of First Appointment on the Board	May 13, 2022
Shareholding in the Company as on March 31, 2022 [including shareholding as a beneficial owner, if any,]	Nil
Terms and Conditions of Appointment/ Re-Appointment	Independent Director, not liable to retire by rotation
Details of Remuneration last drawn (FY 2021-22)	-
Details of proposed remuneration	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	Not related to any Director or Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2021-22	NA
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	<ul style="list-style-type: none"> ➤ Member of Audit Committee ➤ Chairperson of Nomination and Remuneration Committee ➤ Member of Risk Management Committee meeting
Directorship of other Board as on March 31, 2022 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];	Nil
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2022 excluding Directorship in Private and Section 8 Companies, [along with listed entities from which the person has resigned in the past three years];	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the resolution at Item No. 6 of this Notice, read with the explanatory statement thereto.