



H.G. Infra Engineering Limited

Transcript of

Extra Ordinary General Meeting

Management: Mr. Harendra Singh –Chairman & Managing Director, H. G. Infra Engineering Limited
Ms. Ankita Mehra- Company Secretary & Compliance Officer

Moderator: Ms. Sikha Karakoti – Representative of Registrar and Share Transfer Agent, Link
in Time India Private Limited.

Harendra Singh: Good afternoon, ladies and gentlemen.

I, Harendra Singh, welcome you all to the Extraordinary General Meeting (EGM) of the Shareholders of H.G. Infra Engineering Limited. It is my proud privilege to address all of you as Chairman of the Company.

This EGM is being conducted through video conference, in compliance with the circulars and guidelines issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, and as per the applicable provisions of the Companies Act, 2013. The Company has made all feasible efforts to enable Members to participate in the EGM via video conferencing and to cast their votes.

I would like to express my gratitude to everyone who attended this meeting via video conference, including all members, board colleagues, auditors, scrutinizer, and the senior officials of the Company.

As the requisite quorum is present via video conference, I call the meeting to order.

Before commencing the meeting, I request Ms. Ankita Mehra, Company Secretary and Compliance Officer of your Company, to introduce the company's directors, auditors, and senior officials available on the panel and provide an overview of the regulatory matters and general instructions related to the EGM.

Ankita Mehra: Thank you, Sir.

Good afternoon, everyone.

I am Ankita Mehra, Company Secretary and Compliance Officer of your company.

It is an honour to welcome you all to the Extraordinary General Meeting of H.G. Infra Engineering Limited.

Our directors have joined this meeting via video conference. I kindly request all members to join me in extending a warm welcome to each of them. Our directors are:

Mr. Harendra Singh, Chairman and Managing Director. He is also the Chairperson of the Risk Management Committee

Mr. Ashok Kumar Thakur, Independent Director and Chairperson of the Audit Committee

Mr. Dinesh Kumar Goyal, Whole-time Director

Mr. Manjit Singh, Independent Director and Chairperson of the Nomination and Remuneration Committee and Stakeholders Relationship Committee

Ms. Monica Widhani, Independent Director

Ms. Pooja Hemant Goyal, Independent Director

Ms. Sharada Sunder, Independent Director
Mr. Vijendra Singh, Whole-time Director and Chairperson of the Corporate Social Responsibility Committee

I would also like to introduce your company's auditors, scrutinizer and senior officials available on the panel. Let me introduce all of them:

Mr. Rajeev Mishra, Chief Financial Officer
Mr. Chandan Gupta and Mr. Kartik Arora, Representatives of M/s M S K A & Associates, Chartered Accountants, one of the Joint Statutory Auditors of the Company
Mr. Abhishek Pachlangia, Partner of M/s Shridhar and Associates, Chartered Accountants, one of the Joint Statutory Auditors of the Company
Ms. Heena Lakhani, Partner of M/s Deepak Arora & Associate, Practising Company Secretaries, Secretarial Auditors of the Company
Mr. Deepak Arora, Partner of M/s Deepak Arora & Associate, Practising Company Secretaries, Scrutinizer for this EGM.

The other senior officials of the company are also attending the meeting from their respective locations.

I would like to provide some instructions regarding participation in the meeting.

For the smooth conduct of the meeting, shareholders will be in mute mode. Audio and video will only be turned on when they speak at the EGM based on pre-registration.

Your Company has partnered with Link Intime India Private Limited, the Registrar and Share Transfer Agent (RTA) of the company, to provide facilities for remote e-voting and e-voting during the EGM. In case shareholders require any assistance related to the use of technology or any other matter during their participation in the EGM through Video Conference and E-Voting, they can reach out to the helpline numbers mentioned in the EGM notice. Shareholders may also kindly note that the EGM proceedings is being recorded.

The notice of this EGM has been sent electronically to shareholders who have registered their email addresses with the Company, the Registrar and Transfer Agent, or the Depositories. The EGM Notice has also been made available on the Company's website, the website of the RTA and the websites of the stock exchanges. Considering the above, the EGM Notice is being taken as read.

There is one special resolution to transact at the EGM as a special business. Which is:

To approve the sale or disposal of the assets/undertakings of the Company.

The objectives and implications of the resolution proposed at the EGM are already set out in the EGM Notice and are not being repeated. If Shareholders wish to seek further clarification, they may raise it at the Question & Answer session.

Documents for inspection

The documents referred to in the EGM Notice are available for inspection by shareholders during the meeting. To access them, shareholders can use the inspection tab on the InstaMeet portal of Link Intime India Private Limited.

As the EGM is being held through video conference, the facility for the appointment of proxies by the Shareholders is not applicable. Hence, the proxy register is not available for inspection.

e-Voting facilities

Pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has provided the remote e-voting facility to the Shareholders of the Company to enable them to cast their vote electronically. As per the timelines mentioned in the EGM Notice, the remote e-voting commenced at 9:00 a.m. on Friday, October 27, 2023, and ended at 5:00 p.m. on Monday, October 30, 2023.

The facility for voting through the e-voting system is also made available during the meeting for Shareholders who have not cast their vote prior to the meeting. You can use the e-voting tab in the InstaMeet portal of Link Intime India Private Limited for voting at the EGM.

Members who have not yet exercised their vote via remote e-voting and have not been barred from doing so are eligible to vote during the EGM using the e-voting system. You can vote by clicking the "Cast your vote" tab on your VC meeting screen. During registration for InstaMeet and voting, you need to enter your Demat Account No./Folio No. and the OTP received on your registered mobile number/registered email ID.

Mr. Deepak Arora, a partner of M/s. Deepak Arora & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the process of remote e-voting held prior to the EGM and e-voting during the EGM. The resolutions mentioned in the notice convening this EGM have already been put to vote through remote e-voting. Therefore, there will be no proposing and seconding of the resolution during the EGM.

The results of remote e-voting aggregated with the results of e-voting at the EGM along with the Scrutinizers report shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed. The results will also be placed on the Company's website and the website of RTA within two working days of the conclusion of this meeting.

The meeting flow will start with a question-and-answer session followed by e-voting on the resolution contained in the EGM Notice.

Your company has not received any requests from shareholders to speak at the EGM as speakers. Therefore, we have NO speaker shareholder for this meeting.

The Chairman will answer the questions received in the Chatbox.

I now request the Chairman to address the questions of the Shareholders. Thank you.

Harendra Singh: There are some questions in the chat box:

The first one is how this sale of assets will benefit the Company?

Answer by the Chairman

As this proceed of monetization is going to enable us to get this money, which is going to help us in ease of working capital, which is again going to enhance our all the progress of the projects and further again taking a few more HAM projects depending upon this.

The Second question is What is the timeline for the completion of the sale of the fourth SPV?

That again I believe is apart that the 31st of march 2024 we are keeping the deadline that we would be able to get this permission from NHAI once we have completed 6 months post PCOD and post that by 31st of March we believe that we would be getting this the fourth monetization.

So. I believe we have addressed all the questions brought up through the chat box. Thank you to shareholders for raising all these questions and giving us an opportunity to provide you with all the information. If you still have any unanswered questions or concerns, please feel free to contact us via email at cs@hginfra.com, which shall be suitably answered.

I request all shareholders who haven't voted yet to cast their vote. The e-voting facility will be available for the next 30 minutes.

I authorize Ms. Ankita Mehra, Company Secretary and Compliance Officer, to declare the voting results and publish them on the company's website as soon as possible. The resolution mentioned in the EGM Notice shall be deemed to be passed today, subject to the receipt of the requisite number of votes.

I thank you all for attending and supporting the meeting. I extend my gratitude to all shareholders for your participation and look forward to your continued support in the Company's growth.

I hereby declare the proceedings closed and concluded upon completion of e-voting by shareholders, which is 30 minutes from now.

Thank you. everyone...