



H.G. INFRA ENGINEERING LIMITED (PART IX)
(Erstwhile Know as H.G. Infra Engineering Private Limited (Part IX))

Reg. Office: 14, Panchwati Colony, Ratanada, Jodhpur-342001, Rajasthan, CIN: U45201RJ2003PLC018049
EMAIL ID: cs@hginfra.com; TEL: 0291-2000307, Website: www.hginfra.com

Notice

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of the Company H.G. INFRA ENGINEERING LIMITED (PART IX) will be held at its Registered Office at 14, PANCHWATI COLONY RATANADA, JODHPUR-342001, Rajasthan on **25th January, 2018** at 11.00 AM on a Shorter notice to transact the following Business:

SPECIAL BUSINESS:

1. APPROVAL FOR INCREASE IN REMUNERATION OF MR. VAIBHAV CHOUDHARY AND HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Ordinary Resolution:-

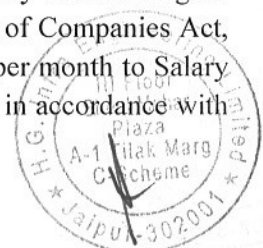
“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee in the meeting held on **20.01.2018**, approval of the shareholders be and is hereby accorded to enhance the prescribed limit of salary payable to Mr. Vaibhav Choudhary, Project Controller of the Company and holding an office or place of profit in the company, as computed under applicable provisions of Companies Act, 2013 and its allied rules from Rs. 3,50,000/- per month to Salary scale from Rs. 5,00,000 /- to Rs. 10,00,000/- per month and such other perquisites in accordance with the Company rule.

RESOLVED FURTHER THAT the Board of Directors and of the Company be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

2. APPROVAL FOR INCREASE IN REMUNERATION OF MR. ROHIT CHOUDHARY AND HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee in the meeting held on **20.01.2018**, approval of the shareholders be and is hereby accorded to enhance the prescribed limit of salary payable to Mr. Rohit Choudhary, Manager (Mechanical) of the Company and holding an office or place of profit in the company, as computed under applicable provisions of Companies Act, 2013 and its allied rules from current salary scale of Rs. 40,000/- to Rs. 80,000/- per month to Salary scale from Rs. 1,00,000 /- to Rs. 5,00,000/- per month and such other perquisites in accordance with the Company rule.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

3. APPROVAL OF SCHEME OF LOAN TO MANAGING AND WHOLE-TIME DIRECTORS

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

“**RESOLVED THAT** in accordance with the provisions of section 185(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (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 approve a Scheme of loan for its Managing and Whole-time Directors of the Company and the scheme of loan is hereunder:

- a. Purpose : Purchase/Construction of flat/house/ Purchase of Vehicle/Furniture & fixture
- b. Amount of Loan: Maximum 60 times of monthly gross pay or the actual cost or the amount Requested, whichever is less.
- c. Rate of Interest: At BPLR or above as decided by Board of Directors time to time.
- d. Recovery: In not more than 144 monthly instalments.

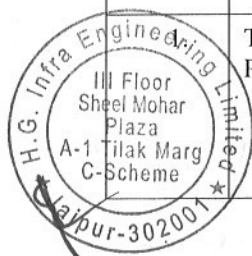
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to Managing and Whole-time Directors, and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

4. TO ENTER INTO RELATED PARTY TRANSACTIONS:

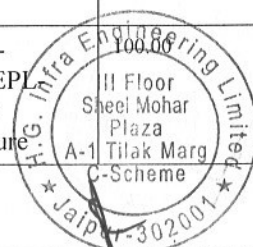
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee in the meeting held on **20.01.2018**, the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below.

S. No.	Nature of transaction as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (Rs. In Cr.)
	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Girish Pal Singh, (Mr. Vaibhav Choudhary Son of Director is director in H.G. Infra Tollway Pvt. Ltd.	H.G. Infra Toll Way Pvt. Ltd.	15.00



2.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Vijendra Singh & his relative is a director /members in H.G. Acerage Dev. Pvt. Ltd.	H.G. Acerage Developers Pvt. Ltd.	5.00
3.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Harendra Singh Mr. Vijendra Singh (Directors relative is a Directors/Members in H.G.Luxury Hotels Pvt. Ltd.	H.G. Luxury Hotels Pvt. Ltd.	5.00
4.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Girish Pal Singh & Mr. Vijendra Singh (Directors relative is the Directors /members in the VailancialLesiure Pvt. Ltd.)	Valencia Leisure Pvt. Ltd	5.00
5.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Harendra Singh Mr. Girish Pal Singh Mr. Vijendra Singh (Directors relative is a Directors/Members in High Grade Infra Projects Pvt. Ltd.)	High Grade Infra Projects Pvt. Ltd.	5.00
6.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Girish Pal Singh (Director is a sole proprietor of the Firm)	H.G. Traders	5.00
7.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Girish Pal Singh (Director is a sole proprietor of the Firm)	Mahadev Stone Crusher	5.00
8.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Vijendra Singh (Director Wife is a sole proprietor of the Firm)	H.G. Stone Crusher	5.00
9.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Harendra Singh Mr. Girish Pal Singh Mr. Vijendra Singh (Mr. Hodal Singh is Father of Directors)	Mr. Hodal Singh	1.00
10.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Girish Pal Singh	Mr. Girish Pal Singh	0.50
11.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Girish Pal Singh (Mr. Vaibhav Choudhary is son of Director)	Mr. Vaibhav Choudhary	1.20
12.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Girish Pal Singh (Mr. RohitChoudhary is son of Director)	Mr. Rohit Choudhary	1.00
13.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Harendra Singh (Ms. RidhimaChoudhary is a daughter of Director)	Ms. Ridhima Choudhary	0.50
14.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Company is a Partner in JV	HGIEPL-MGCPL-JV	5.00
15.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Mr. Harendra Singh Mr. Girish Pal Singh Mr. Vijendra Singh Is trustee in H.G foundation	H.G. Foundation	1.00
16.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Servicesduring Financial year 2017-18.	Company is a Partner in JV	TPL - HGIEPL Joint Venture	100.00



17.	Transaction/s/Arrangements/Contracts of Purchase/Sale of Goods / Services	Company is a Partner in JV	TPL - HGIEPL-Joint Venture	500.00
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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

5. POWER TO BORROW FUNDS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT,2013

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 15.05.2017 and pursuant to the provisions of section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the company, provided however that the total amount so borrowed by the Board of directors shall not exceed Rs. 2000.00 Crore (Rupees Two Thousand Crore only).

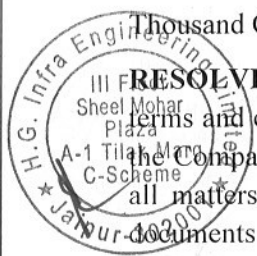
RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

6. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT,2013

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

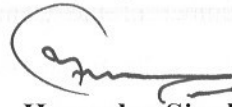
“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 15.05.2017 and pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Meeting of Board and its Powers) Rules, 2014, (including any Statutory modification or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to the Board of Directors of the company (Hereinafter referred to as “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 make loans or investments, in one or more tranches by subscription, purchase or otherwise in subsidiary(ies)/ any body/ bodies Corporate in India or abroad (existing or which may be promoted/ incorporated), in any kind of securities, or by providing of guarantee or security in connection with a loan made by any other person to any subsidiary(ies)/ any body/ Body corporate in India or abroad (existing or which may be promoted or incorporated) in excess of limit prescribed in section 186 of Companies Act, 2013 but subject to a maximum limit of Rs.2000 Crore (Rupees Two Thousand Crore Only).

RESOLVED FURTHER THAT Board be and is hereby authorized to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and such investments, loans, guarantees and provisions of security and generally to do all

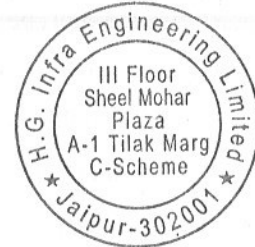


such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

For and on behalf of the Company
H.G. Infra Engineering Limited



Harendra Singh
Managing Director
DIN-00402458




Date : 20.01.2018
Place: Jaipur

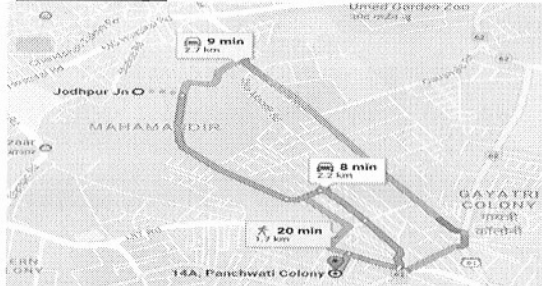
NOTE:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed herewith.
3. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication from the Company electronically.
4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
5. The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are as given under:

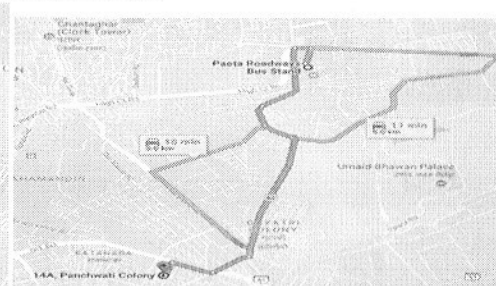
Venue of the meeting: 14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan, 342001

Landmark: Near Food Zone Marg

Route Map: The  Mark indicates the venue of EGM.



From Jodhpur Junction to Venue of EGM



From Jodhpur Bus Stand to Venue of EGM



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No.1

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr. Vaibhav Choudhary son of Mr. Girish Pal Singh (Director and Promoter of the Company) were appointed as officers and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a monthly salary of Rs. 3.5 lakh per month respectively and a resolution to this effect was passed by the shareholders in the Extra Ordinary General Meeting held on 26th Day of April, 2016.

The said approval allowed a total Salary of Rs 3,50,000 per annum; and further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

In terms of Sections 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee and Audit Committee, for enhancement in prescribed limit of Salary payable to Mr. Vaibhav Choudhary, Project Controller of the Company and holding an office or place of profit in the company, are in the ordinary course of business and at arm's length basis transaction. Mr. Vaibhav Choudhary associated with the Company from last few years and meanwhile gave their best for its immense growth

Their present roles are crucial to provide impetus to the expanding national Business in the emerging market business of the Company. They are focusing on tapping the potential markets. Considering their qualification, experience and present role prescribed limit of Companies Act is not commensurate, hence requires approval of the shareholders.

Your Directors recommend passing of this resolution by way of a Ordinary resolution.

Except Mr. Harendra Singh, Mr. Vijendra Singh & Mr. Girish Pal Singh and his relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

ITEM No. 2

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Mr Rohit Choudhary son of Mr. Girish Pal Singh (Director and Promoter of the Company) were appointed as officers and holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a monthly current salary scale of Rs. 40,000/- to Rs. 80,000/- per month respectively and a resolution to this effect was passed by the Board in the Board Meeting held on 03rd Day of April, 2017.



The said approval allowed a total Salary Scale of Rs 40,000/- to Rs. 80,000/- per month; and further required, the Company to seek approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

In terms of Sections 188 (1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee and Audit Committee, for enhancement in prescribed limit of Salary payable to Mr. Rohit Choudhary, Manager (Mechanical) of the Company and holding an office or place of profit in the company, are in the ordinary course of business and at arm's length basis transaction. Mr. Rohit Choudhary associated with the Company from April, 2017 and meanwhile gave their best for its immense growth.

Their present roles are crucial to provide impetus to the expanding national Business in the emerging market business of the Company. They are focusing on tapping the potential markets. Considering their qualification, experience and present role prescribed limit of Companies Act is not commensurate, hence requires approval of the shareholders.

Your Directors recommend passing of this resolution by way of an Ordinary resolution

Except Mr. Harendra Singh, Mr. Vijendra Singh & Mr. Girish Pal Singh and his relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

ITEM No.3

In term of section 185 of the Companies act, 2013, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested. Board after considering the association and efforts of Managing and Whole Time Director(s) towards the Company, the board propose to introduce the scheme for giving loan to a Managing or Whole-time Director of the company.

The Board of Directors of the Company in their meeting has approved the Scheme of giving loan to a Managing or Whole-time Director of the company. The Sanction of loan will be at the sole discretion of the Management. The policy is subject to review by the management from time to time.

In terms of Section 185 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of above scheme.

Your Directors recommend passing of this resolution by way of a special resolution.

Except Mr. Harendra Singh, Mr. Vijendra Singh & Mr. Girish Pal Singh and his relatives, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

ITEM No. 4

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party(ies), the Company obtain the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 in the following matters:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, Services or property;



6. Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company and

7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

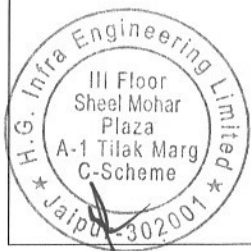
In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party	Name of the Director/KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
H.G. Infra Toll Way Pvt. Ltd.	Mr. Girish Pal Singh (Directors son is a Director in H.G. Infra Tollway Pvt. Ltd.)	<p>The Transaction of Rs. 15,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Sale, purchase or supply of any goods or materials upto Rs. 1.00 Cr</p> <p>Availing or rendering of any services– upto Rs. 13.00 Cr</p> <p>Appointment of any agent for purchase or sale of goods, materials, services or property– upto Rs 1.00 Cr</p>
H.G. Acerage Developers Pvt. Ltd.	Mr. Girish Pal Singh, Mr. Vijendra Singh (Directors and his relative is a Director and Members in H.G. Acerage Developers Pvt. Ltd.)	<p>The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Sale, purchase or supply of any goods or materials upto Rs 1.00 Cr</p> <p>Availing or rendering of any services– upto Rs. 4.00 Cr</p>
H.G. Luxury Hotels Pvt. Ltd.	Mr. Harendra Singh, Mr. Vijendra Singh (Directors & Members of H.G. Luxury Hotels Pvt. Ltd are relative of Directors)	<p>The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Availing or rendering of any services upto Rs.5.00 Cr</p>
Valencia Leisure Pvt. Ltd	Mr. Girish Pal Singh, Mr. Vijendra Singh (Directors son is a Director	The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year



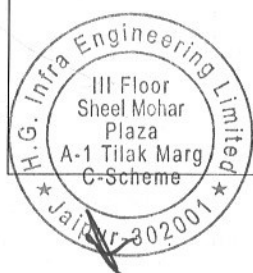
	and member of the Valencia Leisure Private Limited)	<p>2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Sale, purchase or supply of any goods or materials upto Rs 1.00 Cr</p> <p>Availing or rendering of any services upto Rs.4.00 Cr</p>
High Grade Infra Projects Pvt. Ltd.	Mr. Girish Pal Singh, Mr.Vijendra Singh (Directors relative is a Director and member of the High Grade Infra Projects Private Limited)	<p>The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Sale, purchase or supply of any goods or materials upto Rs.50.00 Lakh</p> <p>Availing or rendering of any services upto Rs.4.50 Cr</p>
H.G. Traders	Mr. Girish Pal Singh (Director is a Sole Proprietor in H.G. Traders)	<p>The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Sale, purchase or supply of any goods or materials upto Rs.5.00 Cr</p>
Mahadev Stone Crusher	Mr. Girish Pal Singh (Director is a Sole Proprietor in Mahadev Stone Crusher)	<p>The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Sale, purchase or supply of any goods or materials upto Rs. 5.00 Cr</p>
H.G. Stone Crusher	Mr. Vijendra Singh (wife of Mr. Vijendrasingh is a Sole Proprietor in H.G. Stone Crusher)	<p>The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p>



		Sale, purchase or supply of any goods or materials upto Rs. 5.00 Cr
Mr. Hodal Singh	Mr. Vijendra Singh, Mr. Girish Pal Singh & Mr. Harendra Singh (Mr. Hodal Singh is a father of Directors')	<p>The Transaction of Rs. 1,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Leasing of property of any kind upto Rs. 50.00 Lakh</p> <p>Availing or rendering of any services upto Rs. 50.00 Lakh</p>
Mr. Girish Pal Singh	Mr. Girish Pal Singh	<p>The Transaction of Rs. 50,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Leasing of property of any kind upto Rs. 50.00 Lakh</p>
Mr. Vaibhav Choudhary	Mr. Girish Pal Singh (Mr. Vaibhav Choudhary is a Son of Director)	<p>The Transaction of Rs. 1,20,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Appointment of Related Party's to any office and place of Profit upto Rs. 1.20 Cr</p>
Mr. Rohit Choudhary	Mr. Girish Pal Singh (Mr. Rohit Choudhary is a Son of Director)	<p>The Transaction of Rs. 60,00,000 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p>Particulars of the Contract or Arrangement:</p> <p>Appointment of Related Party's to any office and place of Profit upto Rs. 60.00 Lakh</p>
Ms. Ridhima Choudhary	Mr. Harendra Singh (Ms. Ridhima Choudhary is a	The Transaction of Rs. 50,00,000 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided



	daughter of Director)	<p>by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p><i>Particulars of the Contract or Arrangement:</i></p> <p>Availing or rendering of any services upto Rs. 50.00 lakh</p>
HGIEPL-MGCPL-JV	Company is a Partner in JV	<p>The Transaction of Rs. 5,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p><i>Particulars of the Contract or Arrangement:</i></p> <p>Sale, purchase or supply of any goods or materials Rs.50.00lakh</p> <p>Availing or rendering of any services upto Rs. 4.50 Cr</p>
H.G. Foundation	<p>Mr. Harendra Singh</p> <p>Mr. Girish Pal Singh</p> <p>Mr. Vijendra Singh</p> <p>Directors are trustee in H.G foundation</p>	<p>The Transaction of Rs.1,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p><i>Particulars of the Contract or Arrangement:</i></p> <p>Availing or rendering of any services upto Rs. 1.00 Cr</p>
TPL -HGIEPL-Joint Venture	Company is a Partner in JV	<p>The Transaction of Rs. 100 Crore for Availing or rendering of any services and Sale, purchase or supply of any goods or materials for execution of project "Six Laning of Chittorgarg-Udaipur section of NH-76" has entered and to be entered by the company during the Financial year 2017-18 at Arm's Length price or prevailing market price.</p>
TPL -HGIEPL-Joint Venture	Company is a Partner in JV	<p>The Transaction of Rs. 500,00,00,000.00 (as per the below mentioned details) may be entered for the Financial Year 2018-19 (or such extended period of time as may be decided by the Board of Directors) at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors.</p> <p><i>Particulars of the Contract or Arrangement:</i></p> <p>Sale, purchase or supply of any goods or materials Rs.20 Cr.</p> <p>Availing or rendering of any services upto Rs.480.00 Cr</p>



After recommendation of the Audit Committee, the Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company. Your Directors recommend passing of this resolution by way of an ordinary resolution.

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

ITEM No. 5

As per the provisions of section 180(1)(c) of the Companies Act, 2013 the Board of directors of a company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of paid up share capital and free reserves of the company and for borrowing moneys in excess of the Paid up share capital and Free reserves, the approval of the members of the company in General Meeting by way of Special resolution has to be obtained.

And as you know that for business and operational purpose of company, Company borrow funds and may borrow funds from time to time and so therefore it is required to obtain approval of the members by way of special resolution in general meeting to authorize to the Board to borrow funds in excess of the paid up share capital and free reserves.

So, your board decided to increase the limit of borrow fund upto Rs. 2000.00 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

ITEM No. 6

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 General Meeting by way of Special resolution has to be obtained.

And as you know that for business and investment purpose of company, Company may give loan and guarantee to any person and make investments by acquiring securities by way of purchase or subscription or otherwise from time to time. So, it is proposed to increase the limit of give any loan or guarantee or providing security to body corporate or any other person and to invest funds upto Rs. 2000.00 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

For and on behalf of the Company
H.G. Infra Engineering Limited



Harendra Singh
Managing Director
DIN-00402458



Date :20.01.2018
Place: Jaipur