



H.G. INFRA ENGINEERING LIMITED

CIN: L45201RJ2003PLC018049

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

Corporate Office: III Floor, Sheel Mohar Plaza, A-1, Tilak Marg, C- Scheme, Jaipur
302001 (Rajasthan), Tel.: 0141-4106040-41

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 20 & 22 of the the Companies (Management and Administration) Rules, 2014, as amended]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, February 25, 2025 at 09:00 A.M. (IST)	Wednesday, March 26, 2025 at 05:00 P.M. (IST)

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**), and other applicable laws, rules and regulations, as amended from time to time, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the General Circulars Nos. 14/2020 dated 08 April, 2020, 17/2020 dated 13 April, 2020 read with other relevant circulars, including 09/2024 dated 19 September, 2024 (hereinafter collectively referred to as **“MCA Circulars”**), and other applicable provisions, if any, that the H.G Infra Engineering Limited (**“the Company”**) is seeking consent of its Members for the matter more specifically provided in the appended resolution proposed to be passed through postal ballot by way of voting through electronic means (remote e-voting) only.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository/ depository participants and the communication of assent/ dissent of the Members will take place through the remote e-Voting system provided by MUFG intime INDIA Private Limited (the **“Registrar”**). The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the Members for this Postal Ballot.

An Explanatory Statement pursuant to Section 102 (1), 110 and other applicable provisions, if any of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on February 05, 2025 has appointed Ms Heena Lakhani (Membership Number: 53279), Company Secretary in practice, Jaipur as the Scrutinizer to scrutinize

the voting Process through remote e-voting in a fair and transparent manner. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or in his absence to any other person authorised by the Chairman. The results of e-voting will be announced on or before Friday, March 28, 2025. The declaration/ announcement of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act and the Rules made thereunder. Thereafter, the Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.hginfra.com and on the website of MUFG Intime India Private Limited (the "Registrar") <https://in.mpms.mufg.com/> and communicated to BSE Limited (BSE) <https://www.bseindia.com/> and National Stock Exchange of India Limited (NSE) <https://www.nseindia.com/> accordingly.

The remote e-Voting facility will be available from 09:00 a.m. (IST) on Tuesday, February 25, 2025 to 5:00 p.m. (IST) on Wednesday, 26 March, 2025. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, Friday, February 14, 2025, may cast their vote electronically on the business(es) as set out in the Notice of the Postal Ballot through remote e-voting. Please read and follow the instructions on remote e-Voting enumerated in the notes to this Notice.

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on Wednesday, 26 March, 2025. The remote e-voting facility will be disabled by MUFG Intime India Private Limited (the "Registrar") for voting thereafter.

The Resolution, if approved, will be taken as passed effectively on the last date of remote e-voting i.e. Wednesday, March 26, 2025.

Special Business:

Item No.1

To consider and approve the appointment of Dr. Sunil Kumar Chaudhary (DIN:00515672) as an Independent Director of the Company for a 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 Sections 149, 150, 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 Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Sunil Kumar Chaudhary (DIN:00515672), who was appointed as an Additional Director designated as an Independent Director of the Company w.e.f. February 05, 2025, pursuant to Section 161 of the Act and the Articles of Association of the Company and in respect of whom Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, 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 three consecutive years effective from February 05, 2025 till February 04, 2028.

RESOLVED FURTHER THAT the Board of Directors and 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.”

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

Ankita Mehra

Company Secretary & Compliance Officer
Membership No - A33288

Place: Jaipur

Date: February 05, 2025

Registered Office:

14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan - 342001

CIN; L45201RJ2003PLC01849

Tel.: +91 0291 2515327

E-mail: cs@hginfra.com

Website: www.hginfra.com

Notes:

1. An Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice.
2. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on February 05, 2025, has appointed Ms. Heena Lakhani (Membership Number: 53279) Company Secretary in practice, Jaipur, as the Scrutinizer to scrutinize the voting Process through remote e-voting in a fair and transparent manner.
3. In compliance with MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by RTA/Depositories as on Friday, February 14, 2025 (“**Cut-off date**”) and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (“DP”). In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the Company will not be under any obligation to provide physical copies upon specific request of any Member.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes by remote e-voting only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.
5. **Voting Through Electronic Means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer the voting by electronic means as provided by MUFG Intime India Private Limited, to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the RTA/Depositories as on Friday, February 14, 2025. (“**Cut-off date**”)

Members may note that copy of this Postal Ballot Notice is also be available on the Company’s website www.hginfra.com and the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com and on the website of MUFG Intime India Private Limited (the “Registrar”) <https://in.mpms.mufg.com/>.

6. The remote e-voting shall commence on Tuesday, February 25, 2025, at 09:00 A.M. (IST) and end on Wednesday, March 26, 2025 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by RTA for voting thereafter. During this period, Members of the Company holding shares in physical or electronic form as

on the Cut-Off date may cast their vote electronically. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

7. The Scrutinizer after completion of the scrutiny will submit its report to the Chairman of the Company or in his absence to any other person authorised by the Chairman. The results of the Postal Ballot will be declared on or before Friday, March 28, 2025 by uploading the same along with the Scrutinizer's Report on the website of the Company at www.hginfra.com and will also be informed to the Stock Exchanges and on the website of MUFG Intime India Private Limited (the "Registrar") <https://in.mpms.mufg.com/> Simultaneously.
8. If approved by the requisite majority, the last date for remote e-Voting i.e. Wednesday, March 26, 2025 shall be the date on which the resolution would be deemed to be passed. Resolution passed by the Members through Postal Ballot will be deemed to have been passed effectively at a general meeting of the Members.
9. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, till the last date of remote e-voting.
10. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests cs@hginfra.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
11. The Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting are provided as part of this Postal Ballot Notice.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Consequent to acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, Link Intime India Private Limited is now known as MUFG Intime India Private Limited with effect from December 31, 2024. Accordingly, the name of RTA of the Company is changed to MUFG Intime India Private Limited.
14. Process for Registration of email addresses:

A. One-time registration of email address with the RTA for receiving the Notice and casting votes electronically:

To facilitate Members to receive this Notice electronically and cast their votes electronically, the Company has made special arrangements with the RTA for registration of email addresses in terms of the MCA Circular. Eligible Members who have not submitted the same to the RTA, are required to provide their email address to the RTA, on Saturday, March 15, 2025, on or before 5:00 p.m. (IST), on pursuant to which any Member may receive on the email address provided by the Member, the Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

B. Process to be followed for one-time registration of email address (for shares held in physical form or in electronic form) is as follows:

- i. Visit the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
- ii. Select the Name of the Company from dropdown: H.G. Infra Engineering Limited
- iii. Enter the Folio number or DP ID/Client ID, Shareholder Name, PAN details, Mobile no. and email address. Members are also required to upload a self-attested copy of the PAN Card and address proof viz. Aadhaar card or Passport, etc. Members holding shares in physical form are required to additionally enter one of their share certificate number.

iv. Enter the One Time Password ('OTP') received on mobile no. and email address and submit.
v. On completing the above process your request will be accepted and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.
After successful submission of the email address, Registrar will email a copy of this Notice along with the e-voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to csg-unit@in.mpms.mufg.com

C. Registration of email address permanently with Company/Depositories:

Members are requested to register the email address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders at csg-unit@in.mpms.mufg.com.

15. Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with the NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUFUG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFUG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode /Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the Cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).
- E. 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 (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*,
IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) 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).
- f) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

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 : 022 - 4886 7000

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 toll free no. 1800 22 55 33
--------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

16. General Guidelines for shareholders:

Brief profile & other details of the Directors proposed to be appointed/re-appointed, as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Clause 1.2.5 of Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are furnished as an annexer to this Postal Ballot Notice.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), Secretarial Standard – 2 on General Meetings and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The Board of Directors of the Company at its meeting held on February 05, 2025 upon recommendation of the Nomination and Remuneration Committee (“NRC”) and after taking into account the skills, rich industry experience, and expertise in business strategy, governance and risk management of Dr. Sunil Kumar Chaudhary has appointed him as Additional Director designated as Independent Director for a first term of three years effective from February 05, 2025 subject to the approval of the Members of the Company.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Dr. Sunil Kumar Choudhary for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Dr. Sunil Kumar Chaudhary fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

As per Section 152 of the Act and the rules thereunder, a Director shall be appointed with the approval of the Members and considering the requirement of Regulation 17(1C) of Listing Regulations, which mandates that the Company shall ensure that the approval of shareholders for appointment of Dr. Sunil Kumar Chaudhary as an independent director, appointed by Board in its meeting held on February 05, 2025, has to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. He is eligible for being appointed as an Independent Director and also, 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.

Dr. Sunil Kumar Chaudhary 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 Listing Regulations;
- (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 Dr. Sunil Kumar Chaudhary 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. Dr. Sunil Kumar Chaudhary 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 his on the Board of the Company.

Except Dr. Sunil Kumar Chaudhary 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.1 of the Notice for approval by the Members.

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

Ankita Mehra

Company Secretary & Compliance Officer
Membership No - A33288

Place: Jaipur

Date: February 05, 2025

Registered Office:

14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan - 342001

CIN; L45201RJ2003PLC01849

Tel.: +91 0291 2515327

E-mail: cs@hginfra.com

Website: www.hginfra.com

Annexure

Pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI), the details of Director proposed to be appointed through the Postal Ballot process are given below:

S. No	Name of Director	Dr. Sunil Kumar Chaudhary
1.	DIN	00515672
2.	Age (Years)	64
3.	Nationality	Indian
4.	Qualification	B.Sc. Engineering (Civil) from Delhi University and M. Tech (Management & System) from the Indian Institute of Technology, New Delhi. He has been awarded Doctorate from the Kalinga Institute of Industrial Technology (KIIT), Bhubaneswar, and also holds a Post Graduate Diploma in Alternate Dispute Resolution from the Indian Law Institute (ILI)
5.	Experience / Brief Resume	<p>He started his career with IRCON and has been with IRCON for over 23 years in various capacities and worked with NBCC (India) Ltd. (“NBCC”) as Director (Projects) for a period of 3 years where he oversaw the implementation and monitoring of projects in various segments of operation viz. Project Management Consultancy, EPC Contracts etc.</p> <p>He also worked with Housing and Urban Development Corporation Limited (“HUDCO”) as Sr. Executive Director/Executive Director (Projects) for nearly 7.5 years.</p> <p>He has over 40 years of experience in the field of infrastructure projects such as highways, railways, airports, flyovers, bridges, tunnels, buildings, etc. He also has experience in international market and finance appraisal, project feasibility studies, global tendering, project finance, etc. Dr. Chaudhary has handled many national and international tendering works which were funded by the World Bank, ADB, etc. Dr. Chaudhary has also worked extensively in various South-East Asian and Middle Eastern countries like Thailand, Indonesia, Malaysia, Bangladesh, Kuwait and Iraq, and therefore, is fully conversant with requirements of these regions.</p>
6.	Expertise in specific functional area	Leadership/ Project Execution/ Finance/ Strategy/ Governance/ Arbitration.
7.	Date of first appointment on the Board	February 05, 2025
8.	Shareholding in the Company	NIL
9.	Terms and conditions of Appointment/Re-appointment	Appointed as an Independent Director, not liable to retire by rotation for 3 consecutive years with effect from February 05, 2025
10.	Details of Remuneration last drawn	Not Applicable

11.	Details of Proposed Remuneration	He will be eligible for payment of sitting fees, as payable to other non-executive directors of the Company in terms of the provisions of Companies Act, 2013.
12.	Relationship with other Directors / Key Managerial Personnel	Not related to any Director or Key Managerial Personnel
13.	Number of meetings of the Board attended during the financial year (FY 2024-25)	Not Applicable
14.	Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company as on date	<ul style="list-style-type: none"> ➤ Member of the Stakeholders Relationship Committee ➤ Member of the Risk Management Committee ➤ Member of the Business Strategy and Review Committee
15.	Directorships in other companies as on date	<p>Directorship of other Board: Nil</p> <p>Resignation from directorship in the past three years:</p> <ul style="list-style-type: none"> ➤ PHD Chamber of Commerce and Industry
16.	Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other Companies	Chairperson/ Members of the Committee (s) of the Board of Directors of other Companies : Nil
17.	Listed entities from which the person has resigned in the past three years	Nil
18.	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. 1 of this Notice, read with the explanatory statement and annexure thereto.
19.	Justification for choosing the appointee for appointment as Independent Director	His in-depth practical experience and extensive knowledge of the infrastructure sector as well as in the areas of planning and execution of large scale infrastructure projects, strategy, governance, etc. as well as his educational background, enable him to provide the Board with valuable insights and guidance across extensive issues in business and governance matters of the Company