

HGIEL/HO/COMPLIANCE/2024-25/91

08-05-2024

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400 001

Scrip Code- 541019/973671

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra Kurla Complex, Bandra (East)

Mumbai- 400 051

Scrip Symbol- HGINFRA

Dear Sir/Madam,

Sub: Outcome of Board Meeting

Pursuant to Regulations 30, 33, 51, 52 and 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), this is to inform you that the Board of Directors of H.G. Infra Engineering Limited (the "Company") at its meeting held today i.e. Wednesday, May 08, 2024, has, inter alia:

1. Approved the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024.
2. Approved the Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended March 31, 2024.
3. Recommended a final dividend of Rs. 1.50/- per equity share (15%) of the face value of Rs. 10/- each for the financial year ended March 31, 2024, subject to the approval of the shareholders at the ensuing 22nd Annual General Meeting ('AGM') of the Company, which if approved, shall be paid within thirty days from the conclusion of the AGM.
4. Re-appointed M/s Deepak Arora & Associates (Firm Registration No. P2001RJ080000), Practicing Company Secretaries, as Secretarial Auditors for the financial year 2024-25.
5. Re-appointed M/s Mahajan & Aibara Chartered Accountants LLP (Firm Registration No. 105742W), as Internal Auditors for the financial year 2024-25.
6. Re-appointed M/s Rajendra Singh Bhati & Co. (Firm Registration No. 101983), Cost Accountants, as Cost Auditors for the financial year 2024-25.
7. Re-appointed M/s B K Arora & Associates, Chartered Accountants (Firm Registration No. 007393C), as Tax Auditors for the financial year 2024-25.
8. Approved the proposal to convene the 22nd Annual General Meeting ("AGM") of the Company on Wednesday, August 21, 2024.

Pursuant to Regulation 42 of the Listing Regulations, it is hereby informed that the Company has fixed Wednesday, August 14, 2024, as the 'Record Date' for the purpose of determining the entitlement of the members of the Company to receive the final dividend of Rs. 1.50 per equity share (15%) having face value of Rs. 10/- each fully paid-up for the financial year 2023-24.

H.G. INFRA ENGINEERING LTD.

The Audited Standalone and Consolidated Financial Results of the Company, along with the Audit Reports for the quarter and financial year ended March 31, 2024, and the disclosures in accordance with Regulations 52(4) and 54(2) of the Listing Regulations are attached herewith.

Also enclosed herewith the declaration on Unmodified Opinion on Auditors' Report under Regulations 33(3)(d) and 52(3)(a) of the Listing Regulations and the Security Cover Certificate in the prescribed format pursuant to Regulation 54(3) of the Listing Regulations.

With reference to the SEBI Circulars SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/172 dated October 19, 2023, and subsequent clarifications issued by the exchanges w.r.t. ease of doing business and development of corporate bond markets revision in the framework for fund raising by issuance of debt securities by Large Corporates (LCs), we hereby submit that H.G. Infra Engineering Limited does not fall under the large Corporate (IC) category as per framework provided in the aforesaid circulars.

Details as per the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023, relating to the re-appointment of auditors of the Company is attached herewith as **Annexure A**.

The above information is also being uploaded on the Company's website at www.hginfra.com

The meeting of the Board of Directors commenced at 02:30 p.m. (IST) and concluded at 07:36 p.m. (IST).

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,

For H.G. Infra Engineering Limited

Ankita Mehra

Company Secretary & Compliance Officer

ACS No.: 33288

Encl.: As above

H.G. INFRA ENGINEERING LTD.

M/s M S K A & Associates
Chartered Accountants
The Palm Springs Plaza,
Office No. 1501-B, 15th Floor,
Sector-54, Golf Course Road,
Gurugram, Haryana, 122001

M/s Shridhar & Associates
Chartered Accountants
101, 1st Floor, Vaibhar Chambers
Madhusudan Kalekar Marg, BKC
Bandra East
Mumbai, Maharashtra, 400051

Independent Auditor's Report on Standalone Audited Annual Financial Results of H.G. Infra Engineering Limited pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended.

To the Board of Directors of H.G. Infra Engineering Limited

Report on the Audit of Standalone Financial Results

Opinion

We have audited the accompanying standalone annual financial results of H.G. Infra Engineering Limited (**hereinafter referred to as 'the Company'**) for the year ended March 31, 2024 which includes two jointly controlled operations consolidated on a proportionate basis (**'the Standalone Financial Results'**), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and 52 of the SEBI (**Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations')**).

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate audited financial statements of the jointly controlled operations, the aforesaid Standalone Financial Results:

- i. include the annual financial results of the following entities: HGIEPL - Ranjit (JV) (dissolved w.e.f March 29, 2024) and HGIEPL - MGCPL being jointly controlled operations;
- ii. are presented in accordance with the requirements of the Listing Regulations in this regard; and
- iii. give a true and fair view, in conformity with the recognition and measurement principles laid down in the **applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 ("the Act")** read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2024 and the standalone statement of assets and liabilities and the standalone statement of cash flows as at and for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the **"Auditor's Responsibilities for the Audit of the Standalone Financial Results"** section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in **"Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.**

Board of Directors' Responsibilities for the Standalone Financial Results

The Standalone Financial Results, **which is the responsibility of the Company's Management** and approved by the Board of Directors, have been prepared on the basis of the standalone annual financial statements. The **Company's Board of Directors are responsible for the preparation and presentation of these Standalone Financial Results** that give a true and fair view of the net profit, and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, issued thereunder and other accounting principles generally accepted in India and is in compliance with the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results as a whole is **free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion**. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention **in our auditor's report to the related disclosures in the Standalone Financial Results** or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence **obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.**
- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by SEBI under Regulation 33(8) of Listing Regulations, as amended, to the extent applicable.

Other Matters

1. We did not audit the financial statements of two jointly controlled operations included in the Standalone Financial Results of the Company, whose financial statements reflect **Company's share** of total assets of Rs. 2.36 million as at March 31, 2024, and total revenues of Rs. 11.36 million and Rs. (10.02) million, total net profit/(loss) after tax of Rs. (0.05) million and Rs. (0.04) million and total comprehensive income of Rs. (0.05) million and Rs. (0.04) million for the year ended March 31, 2024 and for the period January 01, 2024 to March 31, 2024 respectively, and cash inflows (net) of Rs. (0.05) million for the year then ended. The financial statements of these jointly controlled operations have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Standalone Financial Results in so far relates to the amounts and disclosures included in respect of these Jointly controlled operations, is based solely on the report of other auditors and the procedures performed by us as stated in paragraph above.

Our opinion is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

2. The Standalone Financial Results include the results for the quarter ended March 31, 2024, being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year.

Our opinion is not modified in respect of the above matter.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.105047W

RAHUL
AGGARWAL
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RAHUL AGGARWAL
Date: 2024.05.08
18:32:57 +05'30'

Rahul Aggarwal
Partner
Membership No.: 505676
UDIN: 24505676BKGPPZ9781

Place: Gurugram
Date: May 08, 2024

For Shridhar & Associates
Chartered Accountants
ICAI Firm Registration No.134427W

ABHISHEK
PACHLANGIA
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Date: 2024.05.08 18:50:01 +05'30'

Abhishek Pachlangia
Partner
Membership No.: 120593
UDIN: 24120593BKCALZ2924

Place: Jaipur
Date: May 08, 2024

Statement of Standalone financial results for the Quarter and Year ended March 31, 2024

(Amount in Rs. Million except per share data)

Sr. No	Particulars	For the quarter ended			For the year ended	
		March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
		(Refer note 3)	(Unaudited)	(Refer note 3)	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations	16,345.09	13,464.39	14,696.20	51,217.44	44,185.36
	(b) Other income	45.76	25.45	77.35	125.99	180.58
	Total Income	16,390.85	13,489.84	14,773.55	51,343.43	44,365.94
2	Expenses					
	(a) Cost of materials consumed	7,124.29	6,334.13	6,852.58	22,632.85	21,435.03
	(b) Contract and site expenses	5,651.71	3,990.18	4,509.42	16,556.02	13,039.95
	(c) Employee benefits expense	743.32	775.94	628.19	2,882.27	1,958.82
	(d) Finance cost	194.52	226.45	189.50	809.64	632.77
	(e) Depreciation and amortisation expense	379.98	367.14	260.91	1,411.61	963.48
	(f) Other Expenses	179.82	221.88	328.56	926.56	648.53
	Total Expenses	14,273.64	11,915.72	12,769.16	45,218.95	38,678.58
3	Profit before exceptional item and tax (1-2)	2,117.21	1,574.12	2,004.39	6,124.48	5,687.36
4	Exceptional item *	-	1,067.40	-	1,067.40	-
5	Profit before tax (3+4)	2,117.21	2,641.52	2,004.39	7,191.88	5,687.36
6	Income Tax expense					
	(a) Current Tax	640.92	585.54	587.31	1,911.59	1,566.98
	(b) Deferred Tax	(123.26)	1.13	(59.77)	(174.59)	(93.45)
	Total Tax Expense	517.66	586.67	527.54	1,737.00	1,473.53
7	Profit after Tax (5-6)	1,599.55	2,054.85	1,476.85	5,454.88	4,213.83
8	Other Comprehensive Income					
	Item that will not be reclassified to profit or loss					
	Remeasurements of post-employment benefit obligations	48.29	(4.45)	6.67	36.29	(10.34)
	Income tax relating to this item	(12.15)	1.12	(1.68)	(9.13)	2.60
	Other Comprehensive Income /(loss) (Net of tax)	36.14	(3.33)	4.99	27.16	(7.74)
9	Total Comprehensive Income for the period (7+8)	1,635.69	2,051.52	1,481.84	5,482.04	4,206.09
10	Paid-up equity share capital (Face Value of Rs. 10 per share)	651.71	651.71	651.71	651.71	651.71
11	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet				22,533.22	17,132.64
12	Earnings per equity Share (of Rs. 10 per share): Basic and Diluted **	24.54	31.53	22.66	83.70	64.66

* Refer note 5

** Figures for the quarter are not annualised

See accompanying notes forming part of the standalone financial results.

Statement of Standalone Assets and Liabilities as at March 31, 2024

(Amount in Rs. Million except per share data)

Particulars	As at March 31, 2024	As at March 31, 2023
ASSETS		
Non-current assets		
Property, plant and equipment	7,261.67	6,211.66
Capital work-in-progress	42.01	719.45
Right-of-use assets	85.67	40.24
Investment Properties	57.95	78.98
Intangible assets	16.70	15.45
Financial assets		
i. Investment	6,275.89	7,447.30
ii. Trade receivables	38.80	79.02
iii. Other financial assets	1,057.46	389.51
Deferred tax assets (net)	375.38	209.93
Non-current tax assets (net)	3.34	4.61
Other non-current assets	20.84	26.55
Total non-current assets	15,235.71	15,222.70
Current assets		
Inventories	2,967.01	2,353.31
Financial assets		
i. Trade receivables	9,137.77	8,712.40
ii. Cash and cash equivalents	1,073.70	691.05
iii. Bank balances other than (ii) above	919.17	1,102.62
iv. Loans	14.51	62.07
v. Other financial assets	56.89	151.71
Contract assets	9,976.72	5,846.39
Other current assets	774.54	940.89
	24,920.31	19,860.44
Assets classified as held for sale	856.89	9.63
Total current assets	25,777.20	19,870.07
Total assets	41,012.91	35,092.77
EQUITY AND LIABILITIES		
Equity		
Equity share capital	651.71	651.71
Other equity	22,533.22	17,132.64
Total equity	23,184.93	17,784.35
LIABILITIES		
Non-current liabilities		
Financial liabilities		
i. Borrowings	1,501.18	2,360.59
ii. Lease liabilities	45.80	16.07
iii. Trade Payable		
(a) total outstanding dues of micro and small enterprises	-	-
(b) total outstanding dues other than (iii) (a) above	775.52	194.77
Employee benefit obligations	121.79	144.61
Total non-current liabilities	2,444.29	2,716.04
Current liabilities		
Financial liabilities		
i. Borrowings*	3,010.89	2,676.08
ii. Lease liabilities	41.61	18.45
iii. Trade payables		
(a) total outstanding dues of micro and small enterprises	699.08	712.94
(b) total outstanding dues other than (iii) (a) above	7,658.72	6,528.82
iv. Other financial liabilities	50.24	289.23
Contract liabilities	2,847.79	3,589.94
Employee benefit obligations	242.15	208.30
Current tax liabilities (net)	120.86	141.37
Other current liabilities	712.35	427.25
Total current liabilities	15,383.69	14,592.38
Total liabilities	17,827.98	17,308.42
Total equity and liabilities	41,012.91	35,092.77

*Includes Payable to Banks under MSMED trade receivable discounting system (TReDS) Rs. 223.67 Million (March 31, 2023: Rs. 348.45 Million)

See accompanying notes forming part of the standalone financial results

Statement of Standalone cashflow for the year ended March 31, 2024

(Amount in Rs. Million except per share data)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A) Cash flow from operating activities		
Profit before exceptional item and tax	6,124.48	5,687.36
Adjustments for:		
Depreciation and amortisation expense	1,411.61	963.48
Interest Income from financial assets at amortised cost	(86.93)	(79.14)
Loss allowances	254.35	175.10
Amount written off	48.88	-
(Gain) / loss on disposal of property, plant and equipment and Investment property (Net)	16.66	(3.34)
Net unrealised exchange loss / (gain)	0.46	2.48
Rental income on Investment property	(1.23)	(1.47)
Finance costs	809.64	632.77
Operating Profit before Working Capital Changes	8,577.92	7,377.24
Changes in working capital:		
Decrease / (Increase) in trade receivables	(477.50)	(1,798.07)
Decrease / (Increase) in inventories	(613.70)	(517.79)
Decrease / (Increase) in contract assets	(4,341.21)	(2,495.87)
Decrease / (Increase) in other current assets	166.35	30.64
Decrease / (Increase) in other non current financial assets	(48.13)	(74.52)
Decrease / (Increase) in other current financial assets	94.82	(89.80)
Increase / (decrease) in trade payables	1,696.79	3,081.33
Increase / (decrease) in contract liabilities	(742.15)	1,481.49
Increase / (decrease) in other current financial liabilities	(22.89)	10.92
Increase / (decrease) in other current liabilities	303.36	252.07
Increase / (decrease) in employee benefit obligations	47.32	184.10
Net Changes in Working Capital	(3,936.94)	64.50
Cash generated from operations	4,640.98	7,441.74
Income taxes paid (Net of refunds)	(1,930.83)	(1,570.83)
Net cash generated from Operating Activities	2,710.15	5,870.91
B) Cash Flow From Investing Activities		
Investment in subsidiaries	(1,648.88)	(3,902.26)
Proceeds from disposal of investment in subsidiaries	2,535.14	-
Payment for purchases of property, plant and equipment (Including CWIP and capital advance)	(2,229.88)	(3,381.04)
Payment for purchases of Intangible assets	(9.36)	(10.89)
Proceed from sale of property, plant and equipment and Investment property	188.05	215.00
Fixed deposits (placed) / redemption of fixed deposits (Net)	159.19	1.22
Interest received	86.93	79.14
Rental income on Investment property	1.23	1.47
Loans to employees and related parties	(190.99)	458.62
Repayment of loans by employees and related parties	238.54	(287.94)
Net Cash (used in) Investing Activities	(870.03)	(6,826.68)
C) Cash Flow From Financing Activities		
Proceeds from long term borrowings	1,604.77	3,254.74
Repayment of long term borrowings	(1,821.64)	(1,039.36)
Repayment of non convertible debenture	(485.00)	-
Proceeds from / (Repayment) of short term borrowings (Net)	176.82	(327.74)
Dividend paid	(81.46)	(65.17)
(Repayment of) lease obligation	(40.70)	(24.62)
Finance cost paid	(810.26)	(623.41)
Net Cash generated from / (used in) Financing Activities	(1,457.47)	1,174.44
Net (Decrease) / Increase In cash and cash equivalents	382.65	218.67
Cash and Cash Equivalents as at the beginning of the year	691.05	472.38
Cash and cash equivalents at the end of the year	1,073.70	691.05
Reconciliation of Cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise of the following:		
Cash on hand	0.45	1.95
Deposits with original maturity of less than three months	145.45	-
Bank Balance on current account	927.80	689.10
Total	1,073.70	691.05
Non cash investing activities		
- Acquisition of right-of-use of assets	93.59	46.84

See accompanying notes forming part of the standalone financial results.

Notes:

- 1 The Statement includes the Standalone financial results of H.G. Infra Engineering Limited and its jointly controlled operations (HGIEPL – Ranjit JV and HGIEPL- MGCPL JV) (collectively referred to as the 'Company'). This Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other accounting practices and policies to the extent applicable.
- 2 The above Statement of standalone financial results for the quarter and year ended March 31, 2024, have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on May 08, 2024.
- 3 The figures for the quarters ended March 31, 2024 and March 31, 2023 are balancing figures between audited figure for the full financial year ended on March 31, 2024 and March 31, 2023 and the unaudited published year to date figures upto the third quarter of the respective financial years.
- 4 The Company and its jointly controlled operations are primarily engaged in the business of Engineering, Procurement and Construction (EPC) relating to roads, bridges, flyovers, infrastructure contract works, solar energy and related activities. As such there is no separate reportable operating segment as defined by Ind AS 108 "Operating Segments".
- 5 During the year, pursuant to the share purchase agreement (SPA') dated May 03, 2023, the Company had agreed to sell its entire shareholding in 4 of its wholly owned subsidiaries namely Gurgaon Sohna Highway Private Limited, H.G. Ateli Narnaul Highway Private Limited, H.G. Rewari Ateli Highway Private Limited and H.G. Rewari Bypass Private Limited, respectively, to Highways Infrastructure Trust ("the Buyer") and Highway Concessions One Private Limited (" The Investment Manager of the buyer"). The transaction is subject to satisfaction of the conditions as set out in the SPA which includes obtaining third-party approvals/regulatory approvals and is subject to satisfaction of certain contractual covenants.

The certificates for 'commercial operation date' (the "COD"), related to projects execution, have been already obtained by Gurgaon Sohna Highway Private Limited, H.G. Ateli Narnaul Highway Private Limited and H.G. Rewari Ateli Highway Private Limited from their respective customers in accordance with contract between them and such customers. In the extra-ordinary general meeting held on October 31, 2023, pursuant to the SPA, the Company has also obtained approval from its members to transfer its 100% shareholding in these subsidiaries. During the quarter ended December 31, 2023, pursuant to the SPA, the Company had sold its entire shareholding in three subsidiaries on November 21, 2023 i.e. Date of Transfer ('DOT') for a total sale consideration amounting to Rs. 3,113.23 Million. The resultant gain of Rs. 1,067.40 Million and Rs. 177.98 Million has been disclosed as an exceptional item in the standalone results and consolidated results, respectively.

H.G. Rewari Bypass Private Limited attained Provisional COD effective May 25, 2023 basis completion of most of the work under the project in accordance with its contractual commitments with the respective customer and has applied for monetization of this project to NHAI on December 04, 2023 i.e. post completion of 6 months from the date of provisional COD according to relevant guidelines issued by NHAI in this respect read with agreement between H.G. Rewari Bypass and the customer.

As at March 31, 2024, the Company's management has assessed the conditions (as set out in SPA), the process undergoing for obtaining necessary approvals and likelihood of getting them together with timelines, and accordingly, classified its investments (including subordinated debt classified as equity investments) in H.G. Rewari Bypass Private Limited as "Assets held for sale" under current assets, in accordance with guidance available in Indian Accounting Standard (Ind AS) - 105 "Non-current Assets Held for Sale and Discontinued Operations". The realisable value, from this sale transaction, is expected to be higher than carrying value of "Assets held for sale" (net of corresponding liabilities) as at March 31, 2024.

- 6 During the year, four wholly owned subsidiaries i.e. H.G. Varanasi-Kolkata Pkg-13 Private Limited, H.G. Varanasi-Kolkata Pkg-10 Highway Private Limited, H.G. Foundation (Section 8 Company of the Company Act 2013) and H.G. Solar Projects Private Limited have been incorporated by the Company.
- 7 During the year ended March 31, 2024, HGIEL-RANJIT (JV) has been dissolved on March 29, 2024 by mutual consent of Joint operators. As at March 31, 2024, Rs. 0.05 million is receivable from HGIEL-RANJIT (JV).
- 8 The Board of Directors have recommended a Dividend of Rs. 1.50 /- per equity share of Rs. 10/- each, for the year ended March 31, 2024 subject to approval of shareholders.
- 9 The above standalone financial results of the Company are available on the Company's website (www.hginfra.com) and also on the website of BSE (www.bseindia.com) , where the equity shares and non-convertible debentures of the Company are listed and NSE (www.nseindia.com) where the equity shares of the Company are listed.
- 10 Refer Annexure 1 and 2 for disclosure required pursuant to Regulation 52(4) and 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

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Date: 2024.05.08
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For and on behalf of the Board of Directors

**HARENDRA
RA SINGH** Digitally signed by
HARENDRA SINGH
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**Harendra Singh
Chairman and Managing Director
DIN: 00402458
Place: Jaipur
Date: May 08, 2024**

Annexure 1:

Disclosures pursuant to Regulation 52(4) & 54(2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 (as amended) :-

Sr. No.	Particulars	Quarter ended			Year ended	
		March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
52(4)(a)	Debt Equity ratio (in times)	0.19	0.22	0.28	0.19	0.28
52(4)(b)	Debt service coverage ratio (in times)	3.75	2.62	4.47	2.83	4.97
52(4)(c)	Interest service coverage ratio (in times)	17.32	12.33	16.62	12.26	16.15
52(4)(d)	Outstanding redeemable preference shares (quantity and value)	NA	NA	NA	NA	NA
52(4)(e)	Capital redemption reserve/debenture redemption reserve	NA	NA	NA	NA	NA
52(4)(f)	Net worth (Rs. in Million)	23,184.93	21,549.24	17,784.35	23,184.93	17,784.35
52(4)(g)	Net profit after tax (Rs. in Million)	1,599.55	2,054.85	1,476.85	5,454.88	4,213.83
52(4)(h)	Earnings per share (not annualised quarter) (Rs.) - Basic and Diluted	24.54	31.53	22.66	83.70	64.66
52(4)(i)	Current ratio (in times)	1.68	1.68	1.36	1.68	1.36
52(4)(j)	Long term debt to working capital (in times)	0.14	0.17	0.45	0.14	0.45
52(4)(k)	Bad debts to Account receivable ratio (in times)	0.01	Nil	Nil	0.01	Nil
52(4)(l)	Current liability ratio (in times)	0.86	0.86	0.84	0.86	0.84
52(4)(m)	Total debts to total assets (in times)	0.11	0.12	0.14	0.11	0.14
52(4)(n)	Debtors turnover ratio (in times)*	7.53	7.02	7.75	5.70	5.60
52(4)(o)	Inventory turnover ratio (in times)*	8.94	8.17	11.89	8.51	10.23
52(4)(p)	Operating margin (%)	16.19%	15.91%	16.18%	16.05%	16.08%
52(4)(q)	Net profit margin (%)	9.79%	15.26%	10.05%	10.65%	9.54%
54(2)	Security cover available (in times)	2.07	1.56	1.20	2.07	1.20

Formulae for the computation of the Ratios :

- 1 Debt equity ratio = (All long term debt + Short term debt) / (Equity share capital + all reserves)
- 2 Debt service coverage ratio = (Profit before exceptional item and tax + Depreciation and amortisation expense + Interest on debt) / (Principal repayment of debt + Interest on debt)
- 3 Interest service coverage ratio = (Profit before exceptional item and tax + Interest on debt) / (Interest on debt)
- 4 Current ratio = (Current assets) / (Current liabilities)
- 5 Long term debt to working capital ratio = (Long term debt) / (Current assets - Current Liabilities)
- 6 Bad debts to account receivable ratio = (Bad debts written off/net of recovery) / (Average gross trade receivables)
- 7 Current liability ratio = (Current liabilities) / (Total liabilities)
- 8 Total debts to Total assets ratio = (Total debt) / (Total assets)
- 9 Debtors turnover ratio = (Revenue from operations (annualised)) / (Average trade receivables)
- 10 Inventory turnover ratio = (Cost of materials consumed (annualised)) / (Average inventories)
- 11 Operating margin = (Profit before exceptional item and tax + Finance costs + Depreciation and amortisation - Other income) / (Revenue from operations)
- 12 Net profit margin = (Profit after tax) / (Revenue from operations)
- 13 Security cover available = (Secured Assets) / (Secured Borrowings)

* For the purpose of calculating the annualised amounts for the quarter, the actual amounts for the quarter have been multiplied by 4 (related to Q4 and Q3).

Refer note 5 on sale transaction of SPVs, the current assets in the previous quarter and current quarter have been computed after including "Assets held for sale", which comprised of Company's investments and sub-ordinate debt (represented as equity investments).

Annexure 2:

Additional disclosures pursuant to Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended) on financial results for the quarter and year ended March 31, 2024:

Particulars	Credit Rating	Principal		Interest	
		Previous Due Date	Next Due Date	Previous Due Date	Previous Due Date
970 Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures (NCD) of Rs. 4,99,999/- each	[ICRA]AA-	21-03-2024	21-06-2024	21st of Every Month	

The NCDs are secured by way of charge on the following:

The Holding Company has maintained requisite security cover of 100% or higher for its Secured Listed Non- Convertible Debentures as at March 31, 2024 as per terms of offer documents/Information Memorandum and/or Debenture Trust Deed, by way of creation of charge on movable assets of the Company (Construction Equipments), sufficient to discharge the principal amount and the interest thereon at all times for Non-Convertible debt securities issued.

M/s M S K A & Associates
Chartered Accountants
The Palm Springs Plaza,
Office No. 1501-B, 15th Floor,
Sector-54, Golf Course Road,
Gurugram, Haryana - 122001

M/s Shridhar & Associates
Chartered Accountants
101, 1st Floor, Vaibhar Chambers
Madhusudan Kalekar Marg
Bandra East
Mumbai, Maharashtra - 400051

Independent Auditor's Report on Consolidated Audited Annual Financial Results of the H.G. Infra Engineering Limited pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended.

To the Board of Directors of H.G. Infra Engineering Limited

Report on the Audit of Consolidated Financial Results

Opinion

We have audited the accompanying Consolidated annual financial results of H.G. Infra Engineering Limited which includes two jointly controlled operations consolidated on proportionate basis (hereinafter referred to as the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates for the year ended March 31, 2024 ('the Consolidated Financial Results'), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate audited financial statements of the subsidiaries, associates and jointly controlled operations, the aforesaid Consolidated Financial Results:

(i) include the annual financial results of H.G Infra Engineering Limited and the following entities:

Sr. No.	Name of the Entity	Relationship with the Holding Company
1	HGIEPL – Ranjit (JV) (dissolved w.e.f March 29, 2024)	Jointly controlled operations
2	HGIEPL – MGCPL (JV)	Jointly controlled operations
3	Gurgaon Sohna Highway Private Limited (till November 21, 2023)	Wholly Owned Subsidiary
4	HG Ateli Narnaul Highway Private Limited (till November 21, 2023)	Wholly Owned Subsidiary
5	HG Rewari Ateli Highway Private Limited (till November 21, 2023)	Wholly Owned Subsidiary
6	HG Rewari Bypass Private Limited	Wholly Owned Subsidiary
7	H.G. Khammam Devarapalle Pkg-1 Private Limited	Wholly Owned Subsidiary
8	H.G. Khammam Devarapalle Pkg-2 Private Limited	Wholly Owned Subsidiary
9	H G Raipur Visakhapatnam OD-5 Private Limited	Wholly Owned Subsidiary
10	H G Raipur Visakhapatnam OD-6 Private Limited	Wholly Owned Subsidiary
11	H.G. Raipur Visakhapatnam AP-1 Private Limited	Wholly Owned Subsidiary
12	H.G. Karnal Ring Road Private Limited	Wholly Owned Subsidiary
13	H.G. Varanasi-Kolkata PKG-10 Highway Private Limited	Wholly Owned Subsidiary
14	H.G. Varanasi-Kolkata PKG-13 Private Limited	Wholly Owned Subsidiary
15	H.G. Foundation (Section 8 Company of the Companies Act 2013)	Wholly Owned Subsidiary
16	H.G. Solar Projects India Private Limited	Wholly Owned Subsidiary
17	Norangdesar Solar Developer Private Limited	Step Down Subsidiary

Sr. No.	Name of the Entity	Relationship with the Holding Company
18	Rasisar Solar Developer Private Limited	Step Down Subsidiary
19	Safety First (Partnership Firm)	Associate
20	Safety First Engineering Private Limited	Associate

(ii) is presented in accordance with the requirements of the Listing Regulations in this regard; and

(iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards **prescribed under Section 133 of the Companies Act, 2013 (“the Act”)**, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the net profit, the comprehensive income and other financial information of the Group and its associates for the year ended March 31, 2024 and the consolidated statement of assets and liabilities and the consolidated statement of cash flows as at and for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (‘SAs’) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the **“Auditor’s Responsibilities for the Audit of the Consolidated Financial Results”** section of our report. We are independent of the Group and of its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in **“Other Matter” paragraph below, is sufficient and appropriate to provide a basis for our opinion.**

Board of Directors’ Responsibilities for the Consolidated Financial Results

This Consolidated Financial Results, **which is the responsibility of the Holding Company’s Management and approved by the Holding Company’s Board of Directors**, has been prepared on the basis of the consolidated annual financial statements. **The Holding Company’s Board of Directors are responsible for the preparation and presentation of this consolidated financial results that gives a true and fair view of the net profit, the other comprehensive income and other financial information of the Group and its associates in accordance with the recognition and measurement principles laid down in accordance with the applicable Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India and is in compliance with the Listing Regulations.** The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Results, that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Results by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Results, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the companies included in the Group and of its associates or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results as a whole is **free from material misstatement, whether due to fraud or error, and to issue an auditor's report** that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to **draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results** or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit **evidence obtained up to the date of our auditor's report. However, future events or conditions may** cause the Group and of its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and of its associates to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Consolidated Financial Results of which we are the independent auditors. For the other entities included in the Consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.

Other Matters

1. The Consolidated Financial Results include the audited financial results of two jointly controlled operations, whose financial statements reflect Group's share of total assets of Rs. 2.36 million as at March 31, 2024, Group's share of total revenues of Rs. 11.36 million and Rs. (10.02) million, Group's share of total net profit/(loss) after tax of Rs. (0.05) million and Rs. (0.04) million and Group's share of total comprehensive income of Rs. (0.05) million and Rs. (0.04) million for the year ended March 31, 2024 and for the period January 1, 2024 to March 31, 2024 respectively, and the Group's share of cash outflows (net) of Rs. (0.05) million for the year then ended, as considered in the Consolidated Financial Results, which have been audited by other auditors whose reports have been furnished to us, and our opinion on the Consolidated Financial Results in so far relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us as stated in paragraph above.

Our opinion is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

2. The Consolidated Financial Results include the audited financial results of eleven subsidiaries and two step-down subsidiaries, **whose Financial Statements reflect Group's share of total assets of Rs. 24,749.31 million as at March 31, 2024, Group's share of total revenues of Rs. 19,620.92 million and Rs. 7,218.66 million, Group's share of total net profit after tax of Rs. 941.50 million and Rs. 309.13 million, and Group's share of total comprehensive income of Rs. 941.50 million and Rs. 309.13 million, for the year ended March 31, 2024 and for the period from January 1, 2024 to March 31, 2024 respectively, and the Group's (net) cash inflow of Rs. 103.10 million for the year ended as on date, as considered in the Consolidated Financial Results, which have been audited by the other auditors whose reports on financial statements of these entities have been furnished to us and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.**

Our opinion is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

3. The Consolidated Financial Results also include the audited financial statements of three subsidiaries disposed-off during the year, whose interim **financial results reflect Group's share of total revenues of Rs. 454.91 million, Group's share of total net profit/(loss) after tax of Rs. (115.08) million and Group's share of total comprehensive income of Rs. (115.08) million** for the period from April 1, 2023 to November 21, 2023 (i.e. the date of disposal) **and the Group's cash inflow (net) of Rs. 491.83 million (net)** for the period ended as on date, as considered in the Consolidated Financial Results, which have been audited by the other auditors whose reports on financial statements of these entities have been furnished to us and our opinion on the Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

4. The Consolidated Financial Results include the unaudited financial statements of two associates, whose financial statements reflect Group's share of total net profit/(loss) after tax of Rs. 3.64 million and Rs. 1.32 million and Group's share of total comprehensive income of Rs. 3.64 million and Rs. 1.32 million for the year ended March 31, 2024 and for the period January 1, 2024 to March 31, 2024 respectively. The aforementioned unaudited financial information have furnished to us by the management and our opinion on the consolidated financial results, in so far relates to the amounts and disclosures in respect of these associates, is solely based on such unaudited financial information as certified by the management. According to the information and explanations given to us by the management, this unaudited financial information is not material to the Group.

Our opinion is not modified with respect to the financial information certified by the Management.

5. The Consolidated Financial Results include the results for the quarter ended March 31, 2024, being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year.

Our opinion is not modified in respect of the above matter.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.105047W

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Rahul Aggarwal
Partner
Membership No.: 505676
UDIN: 24505676BKGPPY2251

Place: Gurugram
Date: May 08, 2024

For Shridhar & Associates
Chartered Accountants
ICAI Firm Registration No.134427W

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Abhishek Pachlangia
Partner
Membership No.: 120593
UDIN: 24120593BKCAMK2676

Place: Jaipur
Date: May 08, 2024

Statement of Consolidated financial results for the Quarter and Year ended March 31, 2024

(Amount in Rs. Million except per share data)

Sr. No	Particulars	For the quarter ended			For the year ended	
		March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
		(Refer note 4)	(Unaudited)	(Refer note 4)	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations	17,082.64	13,645.27	15,354.33	53,784.79	46,220.08
	(b) Other income	56.01	38.64	67.67	179.88	182.30
	Total Income	17,138.65	13,683.91	15,422.00	53,964.67	46,402.38
2	Expenses					
	(a) Cost of materials consumed	7,124.29	6,334.13	6,852.58	22,632.85	21,435.03
	(b) Contract and site expenses	5,675.44	4,003.00	4,544.28	16,615.37	13,107.40
	(c) Employee benefits expense	745.82	778.30	633.73	2,890.71	1,981.81
	(d) Finance cost	483.61	574.00	468.44	2,168.50	1,537.69
	(e) Depreciation and amortisation expense	379.99	367.15	261.00	1,411.72	963.82
	(f) Other Expenses	211.48	246.89	354.00	1,027.97	742.18
	Total Expenses	14,620.63	12,303.47	13,114.03	46,747.12	39,767.93
3	Profit before exceptional item, share of net profit of Associate and tax (1-2)	2,518.02	1,380.44	2,307.97	7,217.55	6,634.45
4	Share of net profit/ (loss) of Associate	1.32	0.68	5.02	3.64	11.29
5	Exceptional item *	-	177.98	-	177.98	-
6	Profit Before tax (3+4+5)	2,519.34	1,559.10	2,312.99	7,399.17	6,645.74
7	Income Tax expense					
	(a) Current Tax	645.13	553.35	684.17	1,985.04	1,732.86
	(b) Deferred Tax	(26.13)	(14.70)	(80.43)	28.27	(19.03)
	Total Tax Expense	619.00	538.65	603.74	2,013.31	1,713.83
8	Profit after Tax (6-7)	1,900.34	1,020.45	1,709.25	5,385.86	4,931.91
9	Other Comprehensive Income Item that will not be reclassified to profit or loss					
	Remeasurements of post-employment benefit obligations	48.29	(4.45)	6.67	36.29	(10.34)
	Income tax relating to this item	(12.15)	1.12	(1.68)	(9.13)	2.60
	Total Other Comprehensive Income /(loss) (Net of tax)	36.14	(3.33)	4.99	27.16	(7.74)
10	Total Comprehensive Income for the period (8+9)	1,936.48	1,017.12	1,714.24	5,413.02	4,924.17
11	Paid-up equity share capital (Face Value of Rs. 10 per share)	651.71	651.71	651.71	651.71	651.71
12	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet				23,898.60	18,567.04
13	Earnings Per Share (of Rs. 10 per share): Basic and Diluted **	29.16	15.66	26.23	82.64	75.68

* Refer note 6

** Figures for the quarter are not annualised

See accompanying notes forming part of the consolidated financial results

Statement of Consolidated Assets and Liabilities as at March 31, 2024

(Amount in Rs. Million except per share data)

Particulars	As at March 31, 2024	As at March 31, 2023
ASSETS		
Non-current assets		
Property, plant and equipment	7,259.90	6,213.61
Capital work-in-progress	136.82	719.45
Right-of-use assets	85.67	40.24
Investment Properties	57.95	78.98
Intangible assets	16.70	15.45
Financial assets		
i. Investment	104.93	101.29
ii. Trade receivables	38.80	79.02
iii. Other financial assets	15,539.93	15,730.53
Deferred tax assets	375.48	209.94
Non-current tax assets (net)	52.34	202.70
Other non-current assets	95.89	694.41
Total non-current assets	23,764.41	24,085.62
Current assets		
Inventories	2,967.01	2,353.31
Financial assets		
i. Trade receivables	6,729.16	7,281.51
ii. Cash and cash equivalents	1,152.90	934.67
iii. Bank balances other than (ii) above	919.17	1,769.93
iv. Loans	14.51	11.33
v. Other financial assets	1,534.24	4,093.30
Contract assets	10,352.86	5,846.43
Other current assets	3,714.99	2,881.05
	27,384.84	25,171.53
Assets classified as held for sale	3,194.54	9.63
Total current assets	30,579.38	25,181.16
Total assets	54,343.79	49,266.78
EQUITY AND LIABILITIES		
Equity		
Equity share capital	651.71	651.71
Other equity	23,898.60	18,567.04
Total equity	24,550.31	19,218.75
Non-controlling interests	0.03	-
LIABILITIES		
Non-current liabilities		
Financial liabilities		
i. Borrowings	10,924.91	14,820.28
ii. Lease liabilities	45.80	16.07
iii. Trade Payable		
(a) total outstanding dues of micro and small enterprises	-	-
(b) total outstanding dues other than (iii) (a) above	775.52	194.77
Deferred tax liabilities (net)	309.19	279.60
Employee benefit obligations	121.79	144.61
Total non-current liabilities	12,177.24	15,455.33
Current liabilities		
Financial liabilities		
i. Borrowings **	4,119.29	4,247.23
ii. Lease liabilities	41.61	18.45
iii. Trade payables		
(a) total outstanding dues of micro and small enterprises	699.08	712.94
(b) total outstanding dues other than (iii) (a) above	7,658.72	6,528.82
iv. Other financial liabilities	76.21	313.87
Contract liabilities	1,804.32	1,926.24
Employee benefit obligations	242.82	208.30
Current tax liabilities (net)	120.86	141.37
Other current liabilities	816.93	495.48
Liabilities associated with assets classified as Held For Sale	2,036.40	-
Total current liabilities	17,616.24	14,592.70
Total liabilities	29,793.48	30,048.03
Total equity and liabilities	54,343.79	49,266.78

**Includes Payable to Banks under MSMED trade receivable discounting system (TReDS) Rs. 223.67 Million (March 31, 2023: Rs. 348.45 Million)

See accompanying notes forming part of the consolidated financial results

Statement of Consolidated cashflow for the year ended March 31, 2024

Particulars	(Amount in Rs. Million except per share data)	
	Year ended March 31, 2024	Year ended March 31, 2023
A) Cash flow from operating activities		
Profit before exceptional item and tax*	7,221.19	6,645.74
Adjustments for:		
Depreciation and amortisation expense	1,411.72	963.82
Share of net profit of Associate	(3.64)	(11.29)
Interest Income from financial assets at amortised cost	(141.41)	(109.07)
Loss allowances	254.35	175.10
Amount written off	48.88	-
(Gain)/loss on disposal of property, plant and equipment & Investment property (net)	16.66	(3.34)
Net unrealised exchange loss/(gain)	0.46	2.48
Rental income on Investment property	(1.23)	(1.47)
Finance costs	2,168.50	1,537.69
Operating Profit before Working Capital Changes	10,975.48	9,199.66
Changes in working capital:		
Decrease / (increase) in trade receivables	472.52	(966.65)
Decrease / (increase) in inventories	(613.69)	(517.79)
Decrease / (increase) in contract assets	(4,717.31)	(2,420.87)
Decrease / (increase) in other current assets	(1,308.23)	(1,490.80)
Decrease / (increase) in other non current financial assets	(2,858.37)	(5,430.30)
Decrease / (increase) in other current financial assets	(5,947.77)	(2,143.95)
Decrease / (increase) in other non current assets	202.30	201.89
(Decrease) / increase in trade payables	1,704.14	3,081.33
(Decrease) / increase in contract liabilities	(97.76)	376.87
(Decrease) / increase in other current liabilities	661.43	(19.36)
(Decrease) / increase in other current liabilities	341.14	308.20
(Decrease) / increase in employee benefit obligations	47.99	183.09
Net Changes in Working Capital	(12,113.61)	(8,838.34)
Cash generated from / (used in) operations	(1,138.13)	361.32
Income taxes paid (Net of refunds)	(1,968.41)	(1,754.55)
Net cash used in from Operating Activities	(3,106.54)	(1,393.23)
B) Cash Flow From Investing Activities		
Investment in associates	-	(90.00)
Proceeds from disposal of investment in subsidiaries (net of cash disposed)	1,813.12	-
Payment for purchases of property, plant and equipment (Including CWIP and capital advance)	(2,325.28)	(3,377.52)
Payment for purchases of Intangible assets	(9.36)	(10.89)
Proceed from sale of property, plant and equipment and Investment property	188.05	214.35
Fixed deposits (placed) / redemption of fixed deposits (net)	363.56	(626.06)
Interest received	141.41	109.07
Rental income on Investment property	1.23	1.47
Loan to employees	(28.30)	20.02
Repayment of loan by employees	25.12	(20.26)
Net Cash generated from / (used in) Investing Activities	169.55	(3,779.82)
C) Cash Flow From Financing Activities		
Proceeds from long term borrowings	7,919.87	9,504.28
Repayment of long term borrowings	(2,435.79)	(1,943.90)
Repayment of non convertible debenture	(485.00)	-
Proceeds from /(Repayment) of short term borrowings (Net)	487.14	(327.74)
Dividend paid	(81.46)	(65.17)
Repayment of lease obligation	(40.70)	(24.62)
Finance cost paid	(2,171.53)	(1,527.44)
Net Cash generated from Financing Activities	3,192.53	5,615.41
Net Increase in cash and cash equivalents	255.54	442.36
Cash and Cash Equivalents as at the beginning of the year	934.67	492.31
Cash and cash equivalents at the end of the year	1,190.21	934.67
Reconciliation of Cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise of the following:		
Cash on hand	0.45	1.95
Deposits with original maturity of less than three months	145.45	212.00
Bank Balance on current account	1,007.00	720.72
Cash and cash equivalents	1,152.90	934.67
Cash and cash equivalents pertaining to Assets Classified as Held for Sale (Refer note 6)	37.31	-
Total Cash and Cash Equivalents	1,190.21	934.67
Non cash investing activities		
- Acquisition of right-of-use of assets	93.59	46.84

* includes Share of net profit/(loss) of Associate

See accompanying notes forming part of the consolidated financial results.

Notes :

- 1 The Statement includes the results of H.G. Infra Engineering Limited (including 2 jointly controlled operation) ("the Holding Company"), 14 wholly owned subsidiaries and 2 Step down subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and Group's share of net profit after tax of its 2 Associates. This Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other accounting practices and policies to the extent applicable.
- 2 The above Statement of consolidated financial results for the quarter and year ended March 31, 2024, have been reviewed by the Audit Committee and approved by the Board of Directors at its meetings held on May 08, 2024.

- 3 Summary of key standalone financial results is as follows: (Amount in Rs. Million)

Particulars	For the quarter ended			For the year ended	
	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
Revenues from operations	16,345.09	13,464.39	14,696.20	51,217.44	44,185.36
Profit before tax	2,117.21	2,641.52	2,004.39	7,191.88	5,687.36
Profit after tax	1,599.55	2,054.85	1,476.85	5,454.88	4,213.83

Note: The above standalone financial results of the Company are available on the Company's website (www.hginfra.com) and also on the website of BSE (www.bseindia.com) , where the equity shares and non-convertible debentures of the Company are listed and NSE (www.nseindia.com) where the equity shares of the Company are listed.

- 4 The figures for the quarters ended March 31, 2024 and March 31, 2023 are balancing figures between audited figure for the full financial year ended on March 31, 2024 and March 31, 2023 and the unaudited published year to date figures upto the third quarter of the respective financial years.
- 5 The Group is primarily engaged in the business of Engineering, Procurement and Construction (EPC) relating to roads, bridges, flyovers, infrastructure contract works, solar energy and related activities. As such there is no separate reportable operating segment as defined by Ind AS 108 "Operating Segments".

- 6 During the year, pursuant to the share purchase agreement (SPA') dated May 03, 2023, the Group had agreed to sell its entire shareholding in 4 of its wholly owned subsidiaries namely Gurgaon Sohna Highway Private Limited, H.G. Ateli Narnaul Highway Private Limited, H.G. Rewari Ateli Highway Private Limited and H.G. Rewari Bypass Private Limited, respectively, to Highways Infrastructure Trust ("the Buyer") and Highway Concessions One Private Limited ("The Investment Manager of the buyer"). The transaction is subject to satisfaction of the conditions as set out in the SPA which includes obtaining third-party approvals/regulatory approvals and is subject to satisfaction of certain contractual covenants.

The certificates for 'commercial operation date' (the "COD"), related to projects execution, have been already obtained by Gurgaon Sohna Highway Private Limited, H.G. Ateli Narnaul Highway Private Limited and H.G. Rewari Ateli Highway Private Limited from their respective customers in accordance with contract between them and such customers. In the extra-ordinary general meeting held on October 31, 2023, pursuant to the SPA, the Group has also obtained approval from its members to transfer its 100% shareholding in these subsidiaries. During the quarter ended December 31, 2023, pursuant to the SPA, the Group had sold its entire shareholding in three subsidiaries on November 21, 2023 i.e. Date of Transfer ('DOT') for a total sale consideration amounting to Rs. 3,113.23 Million. The resultant gain of Rs. 1,067.40 Million and Rs. 177.98 Million has been disclosed as an exceptional item in the standalone results and consolidated results, respectively.

H.G. Rewari Bypass Private Limited attained Provisional COD effective May 25, 2023 basis completion of most of the work under the project in accordance with its contractual commitments with the respective customer and has applied for monetization of this project to NHAI on December 04, 2023 i.e. post completion of 6 months from the date of provisional COD according to relevant guidelines issued by NHAI in this respect read with agreement between H.G. Rewari Bypass and the customer.

As at March 31, 2024, the Group's management has assessed the conditions (as set out in SPA), the process undergoing for obtaining necessary approvals and likelihood of getting them together with timelines, and accordingly, classified its investments (including subordinated debt classified as equity investments) in H.G. Rewari Bypass Private Limited as "Assets held for sale" under current assets, in accordance with guidance available in Indian Accounting Standard (Ind AS) - 105 "Non-current Assets Held for Sale and Discontinued Operations". The realisable value, from this sale transaction, is expected to be higher than carrying value of "Assets held for sale" (net of corresponding liabilities) as at March 31, 2024.

- 7 During the year ended March 31, 2024, HGIEL-RANJIT (JV) has been dissolved on March 29, 2024 by mutual consent of Joint operators. As at March 31, 2024, Rs. 0.05 million is receivable from HGIEL-RANJIT (JV).
- 8 During the year, four wholly owned subsidiaries i.e. H.G. Varanasi-Kolkata Pkg-13 Private Limited, H.G. Varanasi-Kolkata Pkg-10 Highway Private Limited, H.G. Foundation (Section 8 Company of the Company Act 2013) and H.G. Solar Projects Private Limited have been incorporated by the Company.

- 9 The consolidated financial results includes the financial results of the Holding Company (including 2 Joint controlled operations), 14 wholly owned Subsidiaries, 2 Step down subsidiary and 2 Associates enlisted as below-

Name of Entity	Nature of Relationship
HGIEPL- MGCPL JV	Jointly controlled operations
HGIEPL - Ranjit JV	Jointly controlled operations *
Gurgaon Sohna Highway Private Limited	Wholly owned subsidiary **
H.G. Ateli Narnaul Highway Private Limited	Wholly owned subsidiary **
H.G. Rewari Ateli Highway Private Limited	Wholly owned subsidiary **
H.G. Rewari Bypass Private Limited	Wholly owned subsidiary
H.G. Raipur Visakhapatnam AP-1 Private Limited	Wholly owned subsidiary
H.G. Khammam Devarapalle PKG-1 Private Limited	Wholly owned subsidiary
H.G. Khammam Devarapalle PKG-2 Private Limited	Wholly owned subsidiary
H.G. Raipur Visakhapatnam OD-5 Private Limited	Wholly owned subsidiary
H.G. Raipur Visakhapatnam OD-6 Private Limited	Wholly owned subsidiary
H.G. Karnal-Ringroad Private Limited	Wholly owned subsidiary
H.G. Varanasi-Kolkata Pkg-13 Private Limited	Wholly owned subsidiary
H.G. Varanasi-Kolkata Pkg-10 Highway Private Limited	Wholly owned subsidiary
H.G. Foundation (Section 8 Company of the Companies Act	Wholly owned subsidiary
H.G. Solar Projects Private Limited	Wholly owned subsidiary
Safety First Engineering Private Limited	Associate
Safety First (Partnership Firm)	Associate
Norangdesar Solar Developer Private Limited	Step down subsidiary
Rasisar Solar Developer Private Limited	Step down subsidiary

* Till March 29, 2024 (Dissolved on March 29, 2024)

** Till November 21, 2023

- 10 The Board of Directors have recommended a Dividend of Rs. 1.50 /- per equity share of Rs. 10/- each, for the year ended March 31, 2024 subject to approval of shareholders.
- 11 The above consolidated financial results of the Company are available on the Company's website (www.hginfra.com) and also on the website of BSE (www.bseindia.com) , where the equity shares and non-convertible debentures of the Company are listed and NSE (www.nseindia.com) where the equity shares of the Company are listed.
- 12 Refer Annexure 1 and 2 for disclosure required pursuant to Regulation 52(4) and 54(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

For and on behalf of the Board of Directors

Digitally signed
by HARENDRA
SINGH
Date: 2024.05.08
18:02:06 +05'30'

Harendra Singh
Chairman and Managing Director
DIN: 00402458
Place: Jaipur
Date: May 08, 2024

ABHISHEK
PACHLAN
GIA

Digitally signed
by ABHISHEK
PACHLANGIA
Date: 2024.05.08
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RAHUL
AGGAR
WAL

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by RAHUL
AGGARWAL
Date: 2024.05.08
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ANNEXURE 1:

Disclosures pursuant to Regulation 52(4) & 54(2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 (as amended) :- (Consolidated)

Sr. No.	Particulars	Quarter ended			Year ended	
		March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
52(4)(a)	Debt Equity ratio (in times)	0.69	0.68	0.99	0.69	0.99
52(4)(b)	Debt service coverage ratio (in times)	1.67	1.69	1.75	1.89	2.81
52(4)(c)	Interest service coverage ratio (in times)	7.34	3.90	7.19	5.06	6.59
52(4)(d)	Outstanding redeemable preference shares (quantity and value)	NA	NA	NA	NA	NA
52(4)(e)	Capital redemption reserve/debenture redemption reserve	NA	NA	NA	NA	NA
52(4)(f)	Net worth (Rs. in Million)	24,550.31	22,615.53	19,218.75	24,550.31	19,218.75
52(4)(g)	Net profit after tax (Rs. in Million)	1,900.34	1,020.45	1,709.25	5,385.86	4,931.91
52(4)(h)	Earnings per share (not annualised quarter) (Rs.) - Basic and Diluted	29.16	15.66	26.23	82.64	75.68
52(4)(i)	Current ratio (in times)	1.74	1.79	1.73	1.74	1.73
52(4)(j)	Long term debt to working capital (in times)	0.84	0.74	1.40	0.84	1.40
52(4)(k)	Bad debts to Account receivable ratio (in times)	0.01	Nil	Nil	0.01	0.005
52(4)(l)	Current liability ratio (in times)	0.59	0.61	0.49	0.59	0.49
52(4)(m)	Total debts to total assets (in times)	0.31	0.32	0.39	0.31	0.39
52(4)(n)	Debtors turnover ratio (in times)*	9.86	8.50	8.93	7.61	6.72
52(4)(o)	Inventory turnover ratio (in times)*	8.94	8.17	11.89	8.51	9.30
52(4)(p)	Operating margin (%)	19.47%	16.73%	19.34%	19.74%	19.37%
52(4)(q)	Net profit margin (%)	11.12%	7.48%	11.13%	10.01%	10.67%
54(2)	Security cover available (in times)	2.07	1.56	1.20	2.07	1.20

Formulae for the computation of the Ratios :

- 1 Debt equity ratio = (All long term debt + Short term debt) / (Equity share capital + all reserves)
- 2 Debt service coverage ratio = (Profit before exceptional item and tax + Depreciation and amortisation expense + Interest on debt) / (Principal repayment of debt + Interest on debt)
- 3 Interest service coverage ratio = (Profit before exceptional item and tax + Interest on debt) / (Interest on debt)
- 4 Current ratio = (Current assets / Current liabilities)
- 5 Long term debt to working capital ratio = (Long term debt) / (Current assets - Current Liabilities)
- 6 Bad debts to account receivable ratio = (Bad debts written off/net of recovery) / (Average gross trade receivables)
- 7 Current liability ratio = (Current liabilities) / (Total liabilities)
- 8 Total debts to Total assets ratio = (Total debt) / (Total assets)
- 9 Debtors turnover ratio = (Revenue from operations (annualised)) / (Average trade receivables)
- 10 Inventory turnover ratio = (Cost of materials consumed (annualised)) / (Average inventories)
- 11 Operating margin = (Profit before exceptional item and tax + Finance costs + Depreciation and amortisation - Other income) / (Revenue from operations)
- 12 Net profit margin = (Profit after tax) / (Revenue from operations)
- 13 Security cover available = (Secured Assets) / (Secured Borrowings)

* For the purpose of calculating the annualised amounts for the quarter, the actual amounts for the quarter have been multiplied by 4 (related to Q4 and Q3).

Refer note 6 on sale transaction of SPVs, the current assets and current liabilities in the previous and current quarter have been computed after including "Assets held for sale" and "Liabilities held for sale" respectively.

Annexure 2:

Additional disclosures pursuant to Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended) on financial results for the quarter and year ended March 31, 2024:

Particulars	Credit Rating	Principal		Interest	
		Previous Due Date	Next Due Date	Previous Due Date	Previous Due Date
970 Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures (NCD) of Rs. 4,99,999/- each	[ICRA]AA-	21-03-2024	21-06-2024	21st of Every Month	

The NCDs are secured by way of charge on the following:

The Holding Company has maintained requisite security cover of 100% or higher for its Secured Listed Non-Convertible Debentures as at March 31, 2024 as per terms of offer documents/Information Memorandum and/or Debenture Trust Deed, by way of creation of charge on movable assets of the Company (Construction Equipments), sufficient to discharge the principal amount and the interest thereon at all times for Non-Convertible debt securities issued.



May 08, 2024

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400 001

Scrip Code- 541019/973671

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra Kurla Complex, Bandra (East)

Mumbai- 400 051

Scrip Symbol- HGINFRA

Dear Sir/Madam,

Sub: Declaration pursuant to Regulations 33(3)(d) and 52(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulations 33(3)(d) and 52(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declare that Joint Statutory Auditors of the Company M/s MSKA & Associates, Chartered Accountants and M/s Shridhar & Associates, Chartered Accountants, have issued the Audit Reports with unmodified opinion in respect of the audited standalone and consolidated financial results of the Company for the financial year ended March 31, 2024.

This is for your information and records.

Thanking you,

Yours faithfully,

For H.G. Infra Engineering Limited

Ankita Mehra

Company Secretary & Compliance Officer

ACS No.: 33288

H.G. INFRA ENGINEERING LTD.

May 08, 2024

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400 001

Scrip Code- 541019/973671

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

Bandra Kurla Complex, Bandra (East)

Mumbai- 400 051

Scrip Symbol- HGINFRA

Dear Sir/Madam,

Sub: Security Cover Certificate under Regulation 54(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to certify that the Company has maintained the requisite security cover for its Secured Listed Non-Convertible Debentures as at March 31, 2024, in accordance with the terms of the offer document/information memorandum and debenture trust deed, by way of the creation of charge on movable assets of the Company, which is sufficient to discharge the principal amount and the interest thereon at all times for the non-convertible debt securities issued.

The security cover certificate under Regulation 54(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith.

This is for your information and records.

Thanking you,

Yours faithfully,

For H.G. Infra Engineering Limited

Ankita Mehra

Company Secretary & Compliance Officer

ACS No.: 33288

Encl.: As above

H.G. INFRA ENGINEERING LTD.

Shridhar & Associates

Chartered Accountants

Independent Auditor's Certificate ('Report') on Statement of Security Cover and Compliance of Financial covenants specified in Schedule II clause 18 of the Debenture Trust Deed between H.G. Infra Engineering Limited ('the Company') and Mitcon Credentia Trusteeship Services Limited.

To,

The Board of Directors

H. G. Infra Engineering Limited
III Floor, Sheel Mohar Plaza, A-1, Tilak Marg,
C-Scheme, Jaipur, Rajasthan -302001

1. This Report is issued in accordance with the terms of our engagement letter dated July 03, 2023, with H.G. Infra Engineering Limited (hereinafter the "Company").
2. We, Shridhar and Associates, Statutory Auditor, have been requested by the Company to examine the following accompanying statement containing: -
 - a) Security Coverage ratio for Non-convertible debentures ('the SCR for Non-convertible debentures) as on 31 March 2024 in Annexure-I, prepared by the management of the Company, pursuant to the requirements in terms of Regulation 54 read with 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (as amended) (referred to as 'the Regulations') as mentioned in the Debenture Trust Deed executed between the Company and Mitcon Credentia Trusteeship Services Limited ('the Debenture Trustee') on 15 December, 2021 as amended vide amended and restated debenture trustee deed dated 26.4.2023(' the Debenture Trust Deed'); and
 - b) Compliance with the covenants as specified in Schedule II clause 18 of the Debenture Trust Deed between the Company and the Debenture Trustee.

The aforesaid Statement has been prepared by the management of the Company and attached to this certificate for their submission to the Debenture Trustee. The above statement has been digitally signed by us for identification purpose only.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management of the Company is also responsible to comply with the regulations.
4. The management responsibility includes: -
 - With respect to the Security Coverage Ratio (SCR) for Non-convertible debentures: -
 - a) ensuring that the calculation of Security Coverage Ratio for Secured Debt Securities is mathematically correct.
 - b) ensuring that the Company complies with the applicable requirements of the Debenture Trust Deed from time to time, including legal representation of the aforesaid requirement and providing all relevant information to the Debenture Trustee and to us in this regard.
 - c) ensuring that the assets offered as security are accurately identified and are in agreement with the books of account including Fixed Assets Register and the book values are correct.

- d) ensuring compliance with all the covenants of Debenture Trust Deed between the Company and the Debenture Trustee.
- e) Ensuring preparation of the Annexure I to the statement in a specified format prescribed by the SEBI and complies with all the requirements of the SEBI.

Independent Auditor's Responsibility

5. Pursuant to the request of the Company our responsibility is to provide limited assurance whether: -
 - i) the Company has complied with the covenants as specified in Schedule II clause 18 of the Debenture Trust Deed between the Company and the Debenture Trustee.
 - ii) the particulars (book value of the assets, secured debts, and coverage ratio) contained in column A to O of Annexure I in the Statement are in agreement with the audited books of accounts for the year ended 31 March 2024 and other relevant records and documents maintained by the Company.
 - iii) the calculation of the Security Coverage Ratio (cover on book value) for non-convertible debentures given in Annexure I in the Statement is mathematically correct.
6. Audited financial statements ('FS') of the Company for the year ended March 31, 2024 were prepared in accordance with Companies (Indian Accounting Standards) Rules, 2015, audited in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India, those standards require that auditor plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, on which we had jointly issued an unmodified audit opinion dated May 08, 2024.
7. We have examined the attached Statement, with reference to the following records, documents, and audited books of accounts:
 - With respect to the SCR for Non-convertible debentures
 - a) Obtained audited standalone financial statement for the year ended 31 March 2024, fixed Assets Register as on 31 March 2024 and other relevant records and documents, as applicable, maintained by the Company to agree with the book value of Assets as specified in the Statement.
 - b) Verified that the Company has complied with the covenants as specified in Schedule II clause 18 of the Debenture Trust Deed as at March 31, 2024.
 - c) We have verified the book value of total 138 assets on which charge has been created from the Fixed assets register and verified with the same Form CHG-9.
 - d) We have verified the outstanding balance of Non-Convertible Debentures amounting to Rs. 484.99 millions disclosed under Non-current and Current Borrowings in the audited standalone financial results for the year ended March 31, 2024.
 - e) We have verified the Interest Service Coverage ratio (ISCR) from the audited Standalone financial results of the Company for the year ended 31 March 2024.
 - f) In the computation of Total debt to EBIDTA, we have calculated the Total debt as at 31 March 2024 by summing up the non-current and current borrowings based on audited standalone financial results as at 31 March 2024.
 - g) We have calculated EBIDTA as at 31 March, 2024 by adding up the Finance cost, Depreciation and amortization expenses in the Profit before Tax less other income from the audited standalone financial results for the year ended 31 March, 2024.
 - h) Performed necessary inquiries with the management and obtained necessary representations.
 - Management representation for compliance with all the covenants as per the Debenture Trust Deed between the Company and Debenture Trustee.

Shridhar & Associates

Chartered Accountants

8. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination, as above, and according to the information and explanations and other documents made available to us by the Company, and representations given to us, we are of the opinion that: -
 - i) the Company has complied with the covenants as specified in Schedule II clause 18 of the Debenture Trust Deed between the Company and the Debenture Trustee.
 - ii) the amounts furnished in the column A to O of Statement in Annexure - I containing Security Coverage Ratio for Non-convertible debentures (cover on book value), read with notes thereon, are in agreement with the audited standalone financial results for the period 31 March 2024, and other relevant records and documents maintained by the Company; and
 - iii) the calculation of the Security Coverage Ratio (cover on book value) for Secured Debt Securities specified Annexure - I, of the Statement, is mathematically correct.

Restriction on Use

11. This certificate is being solely issued at the request of the management of the Company for onward submission to Mitcon Credentia Trusteeship Services Limited. Our certificate is not suited for any other purpose and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior written consent.

For Shridhar and Associates
Chartered Accountant
Firm Registration No. 134427W

ABHISHEK
PACHLANGIA

Digitally signed by
ABHISHEK PACHLANGIA
Date: 2024.05.08
16:20:05 +05'30'

Abhishek Pachlangia
Partner
Membership No. 120593
Place: Jaipur
Date: May 8, 2024
UDIN: 24120593BKCAMD3630

Statement of Certificate on Security Cover Ratio as on March 31, 2024

To,
MITCON Credentia Trusteeship Services Limited
 Debenture Trustee of H.G. Infra Engineering Limited

We hereby certify that:

- a) The Company has vide its Board Resolution dated November 08, 2021 and information memorandum/offer document dated December 21, 2021 and under Debenture Trust Deed dated December 15th, 2021 as amended vide amended and restated debenture trust deed April 26, 2023, has issued the following listed debt securities and outstanding as on March 31, 2024:

Rs in Millions					
Sr No.	ISIN	Series	Private Placement /Public Issue	Secured/ Unsecured	Sanction amount
1	INE926X07017	HGEL-6M-TBILL-21-12-24-PVT	Private Placement	Secured	970

- b) Security Cover for listed debt securities:

- 1) The financial information as on March 31, 2024 has been extracted from the audited books of accounts for the year ended March 31, 2024 and relevant record for the listed entity.
- 2) The assets (cover on book value) of the listed entity provide coverage of 1.10 Times of the outstanding principal amount, which is in accordance with the terms of issue/ debenture trust deed (calculation as per the statement of security cover ratio for the secured debt securities – **Annexure -I**).

ISIN wise details (Secured)

Rs in Millions

Sr No	ISIN	Facility	Types of charge	Sanction Amount	Outstanding amount as on March 31, 2024	Cover Required	Assets required
1	INE926X07017	Secured Non-Convertible Debt Securities	Pari-Passu	970	484.99	1.10	1.10

- c) Compliance with Covenants of Debenture Trust Deed

The company has complied with all the covenants as specified in Schedule II clause 18 of the Debenture Trust Deed between the company and H.G. Infra Engineering Limited. Each of the financial covenant specified in Schedule II clause 18 shall be tested annually based on the audited financial statements of the relevant financial year.

**ABHISHEK
 PACHLANGIA**

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 ABHISHEK PACHLANGIA
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For and on behalf of the Board of Directors
 H G Infra Engineering Limited

**HARENDRA SINGH
 RA SINGH**
 Digitally signed by
 HARENDRA SINGH
 Date: 2024.05.08
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Harendra Singh
 Chairman and Managing Director
 DIN: 00402458
 Place: Jaipur
 Date: May 08, 2024

H.G. INFRA ENGINEERING LTD.

Security Cover Certificate as per Regulation 54(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as at March 31, 2024

Column A	Column B	Column C ⁱ	Column D ⁱⁱ	Column E ⁱⁱⁱ	Column F ^{iv}	Column G ^v	Column H ^{vi}	Column I ^{vii}	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)		debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying/ book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets ^{viii}	Carrying value/ book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value (=K+L+M+ N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment	Construction Equipment/ Vehicles	1,002.03 million		NA					1,002.03 million		1,002.03 million			1,002.03 million
Capital Work-in-Progress														
Right of Use Assets														
Goodwill														
Intangible Assets														
Intangible Assets under Development														
Investments														
Loans														
Inventories														
Trade Receivables														
Cash and Cash Equivalents														
Bank Balances other than Cash and Cash Equivalents														
Others														
Total	Construction Equipment/ Vehicles	1,002.03 million		NA					1,002.03 million		1,002.03 million			1,002.03 million
LIABILITIES														
Debt securities to which this		484.99 Millions							484.99 Millions		484.99 Millions			484.99 Millions

certificate pertains																				
Other debt sharing pari-passu charge with above debt		not to be filled																		
Other Debt																				
Subordinated debt																				
Borrowings																				
Bank																				
Debt Securities																				
Others																				
Trade payables																				
Lease Liabilities																				
Provisions																				
Others																				
Total		484.99 Millions								484.99 Millions			484.99 Millions						484.99 Millions	
Cover on Book Value																				
Cover on Market Value ^{ix}																				
		Exclusive Security Cover Ratio	1.1			Pari-Passu Security Cover Ratio														

ⁱ This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.

ⁱⁱ This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than column C.

ⁱⁱⁱ This column shall include debt for which this certificate is issued having any pari passu charge - Mention Yes, else No.

^{iv} This column shall include a) book value of assets having pari-passu charge b) outstanding book value of debt for which this certificate is issued and c). other debt sharing pari- passu charge along with debt for which certificate is issued.

^v This column shall include book value of all other assets having pari passu charge and outstanding book value of corresponding debt.

^{vi} This column shall include all those assets which are not charged and shall include all unsecured borrowings including subordinated debt and shall include only those assets which are paid-for.

^{vii} In order to match the liability amount with financials, it is necessary to eliminate the debt which has been counted more than once (included under exclusive charge column as also under pari passu). On the assets side, there shall not be elimination as there is no overlap.

^{viii} Assets which are considered at Market Value like Land, Building, Residential/ Commercial Real Estate to be stated at Market Value. Other assets having charge to be stated at book value/Carrying Value.

^{ix} The market value shall be calculated as per the total value of assets mentioned in Column C

**ABHISHEK
PACHLANGIA**

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ABHISHEK PACHLANGIA
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**HAREND
RA
SINGH**

Digitally signed
by HARENDRA
SINGH
Date: 2024.05.08
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Annexure A

Details as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, relating to the re-appointment of auditors of the Company are as follows:

Re-appointment of Secretarial Auditors:

S. No.	Particulars	Description
1.	Name of Secretarial Auditors	M/s Deepak Arora & Associates, Practicing Company Secretaries
2.	Reason of Change	Re-appointment
3.	Date of appointment/re-appointment & term of appointment/re-appointment	Date of Appointment: May 08, 2024 Term: For the Financial Year 2024-25
4.	Brief Profile	M/s Deepak Arora & Associates (Firm Registration No. P2001RJ080000) is a firm of Practicing Company Secretaries engaged in the practice of corporate laws for over 23 years, specializing in Corporate Legal Matters and secretarial services.
5.	Disclosure of relationships between directors	Not Applicable

Re-appointment of Internal Auditors:

S. No.	Particulars	Description
1.	Name of Internal Auditors	M/s Mahajan & Aibara Chartered Accountants LLP
2.	Reason of Change	Re-appointment
3.	Date of appointment/re-appointment & term of appointment/re-appointment	Date of Appointment: May 08, 2024 Term: For the Financial Year 2024-25
4.	Brief Profile	M/s Mahajan & Aibara Chartered Accountants LLP (Firm Registration No. 105742W) is an Internal Audit & Risk Consulting firm that has been in existence for over 40 years. It carried out outsourced & co-sourced internal audits for a large number of companies, including several listed companies. The firm services clients across India as well as overseas geographies. It has worked with in many industries including Infrastructure and EPC / Construction Companies.
5.	Disclosure of relationships between directors	Not Applicable

H.G. INFRA ENGINEERING LTD.

Re-appointment of Cost Auditors:

S. No.	Particulars	Description
1.	Name of Cost Auditors	M/s Rajendra Singh Bhati & Co, Cost Accountants
2.	Reason of Change	Re-appointment
3.	Date of appointment/re-appointment & term of appointment/re-appointment	Date of Appointment: May 08, 2024 Term: For the Financial Year 2024-25
4.	Brief Profile	M/s Rajendra Singh Bhati & Co (Firm Registration No. 101983) is a firm of Cost Auditors with more than 12 years of professional experience. It is primarily engaged in providing services in Cost and Management Accounting.
5.	Disclosure of relationships between directors	Not Applicable

Re-appointment of Tax Auditors:

S. No.	Particulars	Description
1.	Name of Tax Auditors	M/s B K Arora & Associates, Chartered Accountants
2.	Reason of Change	Re-appointment
3.	Date of appointment/re-appointment & term of appointment/re-appointment	Date of Appointment: May 08, 2024 Term: For the Financial Year 2024-25
4.	Brief Profile	M/s B K Arora & Associates (Firm Registration No. 007393C) is a firm of Chartered Accountants having professional experience of more than 20 years. It is primarily engaged in providing services in the areas of company law, taxation and various other business laws
5.	Disclosure of relationships between directors	Not Applicable

H.G. INFRA ENGINEERING LTD.