

Date: 15th July, 2019

To
BSE Limited
 Phiroze Jeejeebhoy Towers
 Dalal Street
 Mumbai- 400001

To
National Stock Exchange of India Ltd
 Exchange Plaza, C-1, Block -G
 Bandra Kurla Complex,
 Mumbai- 400051

Scrip Code- **541019**Scrip Code- **HGINFRA****Sub:** Notice of 17th Annual General Meeting (AGM) and Annual Report 2018-19

Dear Sir/Madam,

In compliance with the SEBI (listing obligation and disclosure Requirements) regulations, 2015, please find enclosed the Notice of the 17th AGM and Annual Report for the fiscal 2019. The same will be made available on the Company Website, at <https://www.hginfra.com/investors-relation.html#btn-annual>.

The schedule of AGM is set out below-

Events	Date
Record date / cut-off date to vote on AGM resolutions/ payment of dividend	2 nd August, 2019
Book closure date for AGM and Dividend	3 rd August, 2019 to 9 th August, 2019
Commencement of E-voting	6 th August, 2019 from 9.00 A.M
End of E-voting	8 th August, 2019 at 5.00 P.M
AGM	9 th August, 2019
Dividend Payout date	On or before Saturday 7 th September 2019

This is for your information and record.

Thanking you.

Yours faithfully

For H.G. Infra Engineering Limited

Ankita Mehra

Company Secretary & Compliance Officer



H. G. INFRA ENGINEERING LTD.

(Erstwhile known as H.G. Infra Engineering (P) Ltd.)



H.G. INFRA ENGINEERING LIMITED

CIN NO.: L45201RJ2003PLC018049

Reg. Off.: 14, Panchwati Colony Ratanada, Jodhpur-342001, Rajasthan

Phone: 0291-2515327 | Website: www.hginfra.com

Email: cs@hginfra.com

NOTICE

NOTICE is hereby given that the 17th Annual General Meeting of the members of **H.G. Infra Engineering Limited** (Erstwhile Known as H.G. Infra Engineering Pvt. Ltd.) will be held on Friday 9th August, 2019 at 10:00 A.M. at **Hotel Radisson, Gaurav Path Road, 8, Residency RD, Jodhpur, Rajasthan 342001 India** to transact with or without modification(s) the following business:

ORDINARY BUSINESS:-

- To receive, Consider and Adopt:-
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon;
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
- To declare a Final Dividend of ₹ 0.50/- per Equity Share of the Company for the Financial Year 2018-19
- To appoint a Director in place of Mr. Harendra Singh (DIN: 00402458), who retires by rotation and being eligible seeks re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Harendra Singh (DIN: 00402458) who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director, liable to retire by rotation".

SPECIAL BUSINESS:-

- TO RATIFY THE PAYMENT OF REMUNERATION TO THE COST AUDITORS FOR THE FINANCIAL YEAR 2019-20 :-

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of 1,37,500/- (Rupees One Lakh Thirty Seven Thousand Five Hundred) excluding out of pocket expenses to **M/s. Rajendra Singh Bhati & Co, Cost Accountants (Registration No. 101983)** who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records

maintained by the Company for Financial Year ending on 31st March, 2020, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- RESCINDING OF RESOLUTION PASSED AT THE PREVIOUS ANNUAL GENERAL MEETING

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

"RESOLVED THAT approval of the members be and are hereby accorded to rescind the resolution passed by the members in 16th Annual General Meeting held on 10th September, 2018 for shifting of Registered Office of the Company from its present location 14, Panchwati Colony Ratanada, Jodhpur-342001 in the state of Rajasthan to III Floor, Sheel Mohar Plaza, A-1, Tilak, Marg, C-Scheme Jaipur- 302001 in the state of Rajasthan.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the shifting of registered office aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

Place: Jaipur
Date: 24.05.2019

Sd/-
Ankita Mehra
Company Secretary

Registered Office:
H.G. Infra Engineering Limited
14, Panchwati Colony, Ratanada
Jodhpur, Rajasthan, 342001-
Tel-0291- 2515327, Fax-0291-2515321
Web: www.hginfra.com, email:-cs@hginfra.com
CIN-L45201RJ2003PLC018049

NOTES

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 4 is annexed and forms part of this notice.
2. A Member entitled to attend and vote at the meeting is also entitled to appoint a proxy need not be a member of the company, pursuant to section 105 of the companies act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total value of share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. shareholder. the holder of proxy shall prove his identity at the time of attending the meeting.
3. The instrument appointing proxy must reach the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
4. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representatives to attend and vote on their behalf at the meeting.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Harendra Singh (DIN 00402458) Managing Director, retires by rotation at this Meeting and being eligible, offers himself for re-appointment. Details of Director retiring by rotation as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India provided under Note No. 30 below.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the Company.
7. The Register of the members and share transfer books of the Company will remain closed from 3rd August, 2019 to 9th August, 2019 (both days inclusive).
8. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013, respectively, will be available for inspection by the members at the AGM.
9. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
10. The Members holding shares in physical form are requested to intimate quoting their Folio Number and the change of address immediately to M/s Link Intime India Pvt. Ltd.(the registrar and transfer agent) 4 Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028
11. The Members holding shares in demat form and have not registered their E-mail IDs with their Depository Participant are requested to register their e-mail address, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.
12. Members obtaining any information required concerning the accounts of the company and any other information are requested to address their queries to the Company at least seven days in advance of the date of meeting.
13. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished hereunder. The Director has furnished consent / declaration for his re-appointment as required under the Companies Act, 2013 and Rules thereunder.
14. Pursuant to Section 124 of the Companies Act, 2013, the Company has unpaid or unclaimed dividends declared in the financial year 2017-18 and has uploaded the details of unpaid and unclaimed dividends on the website of the Company and the same can be accessed through the link <http://www.hginfra.com/pdf/UNPAID%20DIVIDEND%202017-2018.pdf>
Further pursuant to section 124(5) the amount in the unpaid dividend account if remains unclaimed or unpaid for a period of seven years, then such amount along with interest accrued be liable to be transferred to the

Investors Education and Protection Fund, however there is no unpaid/unclaimed dividend which is liable to be transferred to the IEPF.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository
16. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available.
17. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details.
18. Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
19. Pursuant to Section 72 of Companies Act, 2013, shareholders holding shares in physical form may file nomination in form SH-13 with the Registrar & Share Transfer Agents of the Company. In respect of shares held in electronic /demat form the nomination form may be filed with respective depository participant.
20. In accordance with rule 20 of the Companies (Management and Administration) amendment Rules, 2015 the Company has fixed 2nd August, 2019 as the cut-off date to determine the eligibility to vote by electronic means or in the general meeting. A person, whose name is recorded in register of members or in the register of beneficiary owners maintained by depositories as on the cut-off date, i.e. 2nd August, 2019, shall be entitled to avail facility of e-voting as well as voting at the general meeting.
21. Members may note that the notice of the 17th Annual General meeting and Annual Report for the financial year 2018-19 will also be available on the Company website www.hginfra.com for their download. The physical copies of the aforesaid documents will also be available for inspection at registered office of the company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive copy of above documents in physical form, upon making a request for the same at free of cost.
22. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with The Registrar and Share Transfer Agent and Company Secretary. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund". The Company has sent reminders to Members to encash unpaid/unclaimed dividends. The details of unclaimed dividend are given in note no. 27 below
23. The Annual Report 2018-19 is being sent through electronic mode only to the members whose email address is registered with the Company / Depository Participant/ (s), unless any member has requested for a physical copy of the Report. For members who have not registered their email address, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
24. The Notice of the 17th AGM and instructions for e-voting, along with Attendance Slip and Proxy form is being sent through electronic mode to all members whose email address is registered with the Company / Depository Participant/(s), unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the documents are being sent by the permitted mode.
25. The Board of Directors of the Company has appointed M/s Deepak Arora & Associates, Practicing Company Secretaries, Jaipur as the Scrutinizer for conducting the e-voting & Ballot process for the AGM in a fair & transparent manner.
26. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hginfra.com and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

28. The details of the un-encashed/unclaimed above-mentioned Dividend are as under:

Type and year of Dividend declared/paid	Unclaimed unencashed Dividend as on March 31, 2018 (Amount in ₹)	Date of Declaration of Dividend	Due date of transfer to Investor Education and Protection Fund
Final Dividend - FY 2017-18	₹ 6,169/-	September 10, 2018	October 25, 2025

30. Information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 (SS-2) with respect to the Director, seeking re-appointment is as under:

Name	Mr. Harendra Singh
DIN	00402458
Date of Birth	25/06/1967
Age	52
Date of Appointment at Current Designation	15/05/2017
Qualification	Bachelor's degree in Engineering (Civil)
Designation	Managing Director
Brief Resume & Nature of expertise in specific functional areas	Mr. Harendra Singh aged 52 years, is a Managing Director of our Company. He has been on the Board since the incorporation of our Company, and was reappointed as a Managing Director for a period of five years with effect from May 15, 2017. He has 25 years of experience in the construction industry. For his outstanding achievement in business and social service, he has received awards from the Indian Achievers Forum in August and November, 2016. He is responsible for the overall functioning of our Company.
Terms and condition of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per the resolution passed in the Extra Ordinary General Meeting held on 15/05/2017
Date of first appointment on the Board	21/01/2003
Disclosures of relationship between the directors inter se	Mr. Harendra Singh is the close relative of Mr. Vijendra Singh (Brother)
Directorships (Excluding alternate directorship, directorships in foreign companies and companies under Section 8 of the Companies Act, 2013.	01. H.G. Infra Engineering Limited 02. Gurgaon Sohna Highway Private Limited 03. H.G. Rewari Ateli Highway Private Limited 04. H.G. Ateli Narnaul Highway Private Limited
Chairman/Member of the Committee of Board of Directors in other Companies as on March 31, 2019	
A. Audit Committee;	NIL
B. Stakeholders Relationship Committee	NIL
Number of Board Meetings attended during the Financial Year 2018-19	4 out of 4
Number of Shares held in the Company	1,43,51,516

31. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, the Company is pleased to provide members facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means. The members whose names appear in register of members as on August 2nd, 2019, the cut-off date, the date prior to the closure of commencement of book closure are entitled to vote on the resolutions set out in the notice. The remote e-voting period will commence at 9.00 A.M. on August

6th, 2019 and will end at 5.00 P.M. on August 8th, 2019. The e-voting module shall be disabled by **LinkIn-time India Private Limited** for voting thereafter. The facility for voting through electronic means system shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'insta' poll. The Company has appointed **Mr. Deepak Arora**, Practicing Company Secretary to act as scrutinizer to scrutinize the insta poll and remote e-voting process in a fair and

transparent manner.

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.

For Shareholders holding shares in Demat Form or Physical Form	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

- For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

32. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

33. Electronic copy of the Annual Report 2018-19 is being sent to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2018-19 is being sent in the permitted mode. Members may also note that the notice of the 17th Annual General Meeting and Annual Report for 2018-19 will also be available on the Company's website at www.hginfra.com. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m.

EXPLANATORY STATEMENT

(Pursuant To Section 102 of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM No.4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Rajendra Singh Bhati & Co, Cost Accountants (Registration No. 101983), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought, by passing an Ordinary Resolution as set out in Item No. 4 of the Notice, for ratification of the remuneration of 1,37,500/- payable to the Cost Auditor for the financial year ending 31st March, 2020.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or

interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM No.5

Company at its 16th Annual General Meeting held at 10th September, 2018 has passed the Resolution for shifting of Registered Office of the Company from its present location i.e. from 14, Panchwati Colony Ratanada, Jodhpur-342001 Rajasthan to III Floor, Sheel Mohar Plaza, A-1, Tilak, Marg, C-Scheme Jaipur-302001 Rajasthan within the same state.

For implementation of this resolution, the Board at its meeting held at 3rd November, 2018 had reviewed the transaction and concluded that in the Best Interest of the Company it is desirable to rescind such transaction.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

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

Place: Jaipur
Date: 24.05.2019

Sd/-
Ankita Mehra
Company Secretary

Route Map

The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are as given under:

Venue of the meeting: Hotel Radisson Gaurav Path Road, 8, Residency RD, Jodhpur, Rajasthan 342001

Route Map: The Mark indicates the venue of AGM.

From: Jodhpur Railway Station to venue of AGM

From: Jodhpur Bus Stand to venue of AGM



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

Place: Jaipur
Date: 24.05.2019

Sd/-
Ankita Mehra
Company Secretary

Registered Office:
H.G. Infra Engineering Limited
14, Panchwati Colony, Ratanada
Jodhpur, Rajasthan, 342001
Tel-0291-2515327,
Web: www.hginfra.com, email:-cs@hginfra.com
CIN-L45201RJ2003PLC018049



H.G. INFRA ENGINEERING LIMITED

CIN NO.: L45201RJ2003PLC018049

Reg. Off.: 14, Panchwati Colony Ratanada, Jodhpur-342001, Rajasthan

Phone: 0291-2515327 | Website: www.hginfra.com

Email: cs@hginfra.com

FORM NO. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies
(Management and Administration) Rules, 2014]

17th Annual General Meeting-9th August, 2019

CIN	L45201RJ2003PLC018049	
Name of the Company	H.G. INFRA ENGINEERING LIMITED	
Registered Office	14, Panchwati Colony, Ratanada, Jodhpur 342001 Rajasthan	
Name of the member (s)		
Registered Address		
E-mail ID		
Folio No /Client ID		DP ID

I/We, being the member (s) of.....shares of the above named Company, hereby appoint

Name of the member (s)		
Registered Address		
E-mail ID		Signature

or failing him

Name of the member (s)		
Registered Address		
E-mail ID		Signature

or failing him

Name of the member (s)		
Registered Address		
E-mail ID		Signature

or failing him



As my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Seventeenth Annual General Meeting of the Company to be held on Friday 9th August, 2019 at Hotel Radisson, Gaurav Path Road, 8, Residency RD, 342001 Jodhpur (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions
Ordinary Business:	
01	Adoption of Standalone and Consolidated Financial Statements for year ended March, 31, 2019
02	Declaration of Final Dividend on Equity Shares @5% (i.e. @ ₹ 0.50/- (Rupees Fifty Paise only) for the Financial Year 2018-19
03	Appointment of Mr. Harendra Singh (DIN No. 00402458) as a Director, liable to retire by rotation
Special Business:	
04	To Ratify the payment of remuneration to the Cost Auditors for the Financial Year 2019-20
05	Rescinding of Resolution passed at the Previous Annual General Meeting

Signed this _____ day of _____ 2019

Affix
Revenue
Stamp of
₹ 1/-

Signature of Shareholder (s)

Signature of Proxy Holder(s)

Note:

- Proxy need not to be a member of the Company
- This form, in order to be effective, should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



H.G. INFRA ENGINEERING LIMITED

CIN NO.: L45201RJ2003PLC018049

Reg. Off.: 14, Panchwati Colony Ratanada, Jodhpur-342001, Rajasthan

Phone: 0291-2515327 | Website: www.hginfra.com

Email: cs@hginfra.com

FORM NO. MGT-12 POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)I of the Companies (Management and Administration) Rules, 2014]

CIN	L45201RJ2003PLC018049
Name of the Company	H.G. INFRA ENGINEERING LIMITED
Registered Office	14, Panchwati Colony, Ratanada, Jodhpur 342001Rajasthan
Name of the Shareholder (in block letters) (s)	
Name of the Joint holder (s), if any	
Postal Address	
Class of Shares	Equity
Number of shares held	
Registered Folio No/Client Id	
DP ID	

I/We hereby exercise my/ our vote in respect of the Ordinary/ Special Resolution enumerated below, by conveying my/our assent or dissent to the mentioned below Resolutions by placing a tick (→) mark at the appropriate box:

Item No.	Resolutions	No. of shares held by me	I assent to the Resolution	I dissent from the Resolution
Ordinary Business:				
01.	Ordinary Resolution: Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.			



Item No.	Resolutions	No. of shares held by me	I assent to the Resolution	I dissent from the Resolution
02.	Ordinary Resolution: Declaration of Final Dividend on Equity Shares @5% (i.e. @ ₹ 0.50/- (Rupees Fifty Paise only) for the Financial Year 2018-19			
03.	Ordinary Resolution: Appointment of Director in the place of Mr. Harendra Singh (DIN No. 00402458) who retires by rotation and being eligible, offers himself for re-appointment.			
Special Business:				
04	Ordinary Resolution: Ratification of Cost Auditor Remuneration			
05	Special Resolution: Rescinding of Resolution passed at the Previous Annual General Meeting			

(Signature of Shareholder)

Date:

Place:



H.G. INFRA ENGINEERING LIMITED

CIN NO.: L45201RJ2003PLC018049

Reg. Off.: 14, Panchwati Colony Ratanada, Jodhpur-342001, Rajasthan

Phone: 0291-2515327 | Website: www.hginfra.com

Email: cs@hginfra.com

ATTENDANCE SLIP

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Registered Folio No./ DP ID No./Client ID No.	
Name and address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/We hereby record my/our presence at the 17th Annual General Meeting of the Company held on Friday, 9th August, 2019 at 10:00 A.M. at Hotel Radisson, Gaurav Path Road, 8, Residency RD, Jodhpur, Rajasthan

Member's/Proxy's name in Block Letter

Members' /Proxy Signature

Cut in Respect of Remote E-voting please note the following

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

NOTE:

Please read the instructions provided in Notice of the 17th Annual General Meeting. The e-voting period starts from 09:00 a.m. on Tuesday, August 6, 2019 and ends at 05:00 p.m. on Thursday, August 8, 2019. The voting module shall be disabled by Link Intime India Private Limited for voting thereafter.