



H.G. INFRA ENGINEERING LIMITED

CIN: 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 18th Annual General Meeting of the members of **H.G. Infra Engineering Limited** will be held on **Friday, September 25, 2020 at 2:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of Board of Directors and Auditors thereon;
 - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the Report of Auditors thereon.
- To appoint a Director in place of Mr. Vijendra Singh (DIN: 01688452), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To approve the appointment of Mr. Dinesh Kumar Goyal (DIN: 02576453) as an Executive Director (Whole-Time Director) and in this regard, to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the appointment of Mr. Dinesh Kumar Goyal (DIN 02576453) as an executive director

(whole-time director) of the Company for a period of 5 years with effect from June 24, 2020 and change in designation of Mr. Dinesh Kumar Goyal from Non-Executive Director to Executive Director.

RESOLVED FURTHER THAT subject to the limits specified under Section 197 and Schedule V of the Act, remuneration payable to Mr. Dinesh Kumar Goyal shall be as under:

- Salary: ₹ 33,42,000/- (Rupees Thirty Three Lakh Forty Two Thousand Only) per annum
- Perquisites: ₹ 6,78,000/- (Rupees Six Lakh Seventy Eight Thousand Only) per annum

RESOLVED FURTHER THAT

- in the event of inadequacy or absence of profits in any financial year during the tenure of Mr. Dinesh Kumar Goyal, he will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration.
- subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Executive Director of the Company and as may be delegated to him from time to time.
- he will be entitled to reimbursement of all expenses actually and properly incurred by him in the course of discharging official duties of the Company.
- the Company or he shall be entitled to terminate this appointment by giving three months advance notice in writing or such shorter notice as may be mutually agreed between him and the Company.

RESOLVED FURTHER THAT Mr. Dinesh Kumar Goyal, shall be liable to retire by rotation during his tenure as the Executive Director (Whole-Time Director) of the Company and shall not be paid any sitting fee for

attending any meeting(s) of the Board of Directors or Committee(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted by the Board) be and is hereby authorized to alter the aforesaid terms and conditions of appointment and remuneration of Mr. Dinesh Kumar Goyal, from time to time, in the best interests of the Company and as may be permissible.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint M/s. Shridhar & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company and in this regard, to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s), amendments or re-enactments thereto for the time being in force), M/s. Shridhar & Associates, Chartered Accountants (Firm Registration Number 134427W), be and are hereby appointed as Joint Statutory Auditors of the Company, for a period of 5 years, to hold office from the conclusion of this Annual General meeting until the conclusion of the 23rd Annual General Meeting of the Company to be held for the financial year to be ended on March 31, 2025 on such remuneration (exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit) as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors from time to time.”

5. To authorize capital raising through issuance of equity shares and/or equity linked securities and in this regard, to consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 23, 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for

the time being in force and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the Depository Receipts Scheme, 2014, the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 10 each of the Company are listed (**“Stock Exchanges”**), and such equity shares, (the **“Equity Shares”**), and other applicable laws, regulations, rules, notifications or circulars issued by the Ministry of Finance, Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges, Registrar of Companies (**“RoC”**), the Government of India (**“GOI”**) and such other governmental/statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (**“Board”**, which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company, to create, offer, issue, and allot such number of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/or the holders of such securities, and/or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as **“Securities”**) through one or more of the permissible modes including but not limited to private placement,

follow-on public offering (“FPO”), preferential issue, qualified institutions placement (“QIP”) in accordance with the SEBI ICDR Regulations, or a combination thereof, to any eligible investors in Indian Rupees or its equivalent of any other foreign currencies (whether or not such investors are Members of the Company, to all or any of them, jointly or severally), for cash, in one or more tranches, for an aggregate amount of up to ₹ 2000 million (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the prospectus and/or offer document and/or placement document to be issued by the Company in respect of the Issue, as permitted under applicable laws and regulations, at such price, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto (“Issue”).

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, in the event the Issue is undertaken by way of a QIP:

- (i) the allotment of Securities shall only be to qualified institutional buyers as defined in the SEBI ICDR Regulations (“QIBs”);
- (ii) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- (iii) the relevant date for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP;
- (iv) the Securities (excluding warrants) shall be allotted as fully paid up;
- (v) the issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“Floor Price”),

and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law, on the Floor Price;

- (vi) the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information

memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney and agreements in connection with the appointment of any intermediaries and/or advisors (including for marketing, listing, trading and appointment of book running lead managers/legal counsel/bankers/

advisors/registrars/and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 and, in this regard, 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. Rajendra Singh Bhati & Co, Cost Accountants (Firm Registration Number 101983), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, amounting to ₹ 1,37,500/- (Rupees One Lakh Thirty Seven Thousand Five Hundred only) as also the payment of taxes, as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

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

Ankita Mehra
Company Secretary and
Compliance Officer
M. No. A33288
Jaipur, August 25, 2020

Registered Office:

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

CIN-L45201RJ2003PLC018049

Website: www.hginfra.com

E-mail: cs@hginfra.com

Tel.: +91 0291 2515327

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred to as the “Act”), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as “AGM”), as set out under Item No(s). 3 to 6 above and the relevant details of the Directors proposed to be appointed/re-appointed at the Meeting as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 to 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and Listing Regulations, the 18th AGM of the Company shall be conducted through VC/ OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 18th AGM shall be the Registered Office of the Company.

Link Intime India Private Limited, Registrar & Transfer Agent of the Company, (“LIPL” or “Link Intime”) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in Note no. 22 to 24 below.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Institutional / Corporate Members (i.e. other than individuals/HUF, NRI, etc) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution or governing body Resolution/ Authorisation etc., authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at aroracs2@gmail.com with a copy marked to the Company at cs@hginfra.com and its RTA at enotices@linkintime.co.in
6. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to cs@hginfra.com
7. **Documents open for inspection:**
 - i) All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company on cs@hginfra.com for inspection of said documents; and
 - ii) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM, upon login to <https://instameet.linkintime.co.in>
8. The Company’s Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited having their office at Noble Heights, 1st Floor, Plot No NH-2, LSC, C-1, Block Near Savitri Market, Janakpuri, New Delhi-110058.
9. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for the financial year 2019-20.
10. Other than Mr. Vijendra Singh and Mr. Harendra Singh, Managing Director, being related to Mr. Vijendra Singh, none of the other Directors, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the Ordinary Business set out at Item No. 2 of this Notice. Mr. Vijendra Singh is also interested in the resolution to the extent of his shareholding in the Company.

Relatives of Mr. Vijendra Singh may be deemed to be interested in the said resolution, to the extent of their shareholding in the Company, if any.

11. **IEPF:** The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed dividends lying with the Company are also available on the Company's website at <https://www.hginfra.com/investors-relation.html#btn-gover> and the details for financial year 2017-18 have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link (www.iepf.gov.in). During the financial year 2019-20, the Company was not liable to transfer any unclaimed dividends and corresponding shares thereto to IEPF.
12. **Nomination:** Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
13. As per Regulation 40 of Listing Regulations, securities of listed companies can only be transferred in dematerialized form, with effect from 1st April, 2019, except in case of request of transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are urged for converting their holding to demat form.
14. **Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:** In compliance with the aforementioned

MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Share Transfer Agent/Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.hginfra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Link Intime India Private Limited <https://instavote.linkintime.co.in>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

15. **Registration of email ID:**

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email Registration- fill in the details and upload the required documents and submit. **OR**
- (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

In case of any queries / difficulties in registering the e-mail address, Members may write to cs@hginfra.com

16. Members are requested to:

- i) intimate to Link Intime, changes, if any, in their registered addresses/email at an early date, in case of Shares held in physical form;
- ii) intimate to the respective Depository Participant, changes, if any, in their registered addresses/ email at an early date, in case of Shares held in dematerialised form;
- iii) quote their folio numbers/Client ID/DP ID in all correspondence; and
- iv) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/Link Intime.
18. **Scrutiniser:** The Board of Directors of the Company has appointed Mr. Deepak Arora, Partner, M/s. Deepak Arora & Associates, Practicing Company Secretaries (Membership No. F5104, COP: 3641), as the Scrutinizer for conducting the voting process in a fair & transparent manner.
19. **Submission of questions / queries prior to AGM:**
- (i) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at cs@hginfra.com. Questions / queries received by the Company till 5.00 p.m. on Tuesday, September 22, 2020 shall only be considered and responded during the AGM.
 - (ii) Members can also post their questions during AGM through the "Question/Suggestion" option, which is available in the VC/OAVM Facility.
 - (iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker as per instructions explained in Note no. 23 below.
 - (iv) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
 - (v) Members intending to require information about accounts of the company and any other information are requested to inform the Company at least seven days in advance of the meeting.
20. **General Information:**
- (i) In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
 - (ii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 18, 2020 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 18th AGM by email and holds shares as on the cut-off date may cast their vote as per instructions explained in Note no. 21 and 24 below.
 - (iii) Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, September 22, 2020 and will end at 5.00 p.m. on Thursday, September 24, 2020. The remote e-Voting module will be disabled by Link Intime for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.
 - (iv) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Friday, September 18, 2020. Members are eligible to cast vote only if they are holding shares as on that date.
 - (v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
 - (vi) Members may note that the VC/OAVM Facility, provided by Link Intime, allows participation of at least 1,000 Members on a first come- first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

(vii) For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.

(viii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

(ix) The results shall be declared not later than forty-eight (48) hours from conclusion of the AGM. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at 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.

21. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.

Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein:

Remote e-Voting Instructions for shareholders:

- i) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

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

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

■ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

■ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- ii) Click on 'Login' under '**SHARE HOLDER**' tab.
- iii) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
- iv) After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- v) E-voting page will appear.
- vi) Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- vii) After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.
- viii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

If you have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - 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.

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

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

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/ demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions (FAQs)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

22. Process and manner for attending the Annual General Meeting through InstaMeet:

- i) Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the "**Company**" and '**Event Date**' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

23. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance i.e. Tuesday, September 22, 2020, with the company at cs@hginfra.com.
2. Shareholders will get confirmation on first cum first basis.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

24. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered

mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.

3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

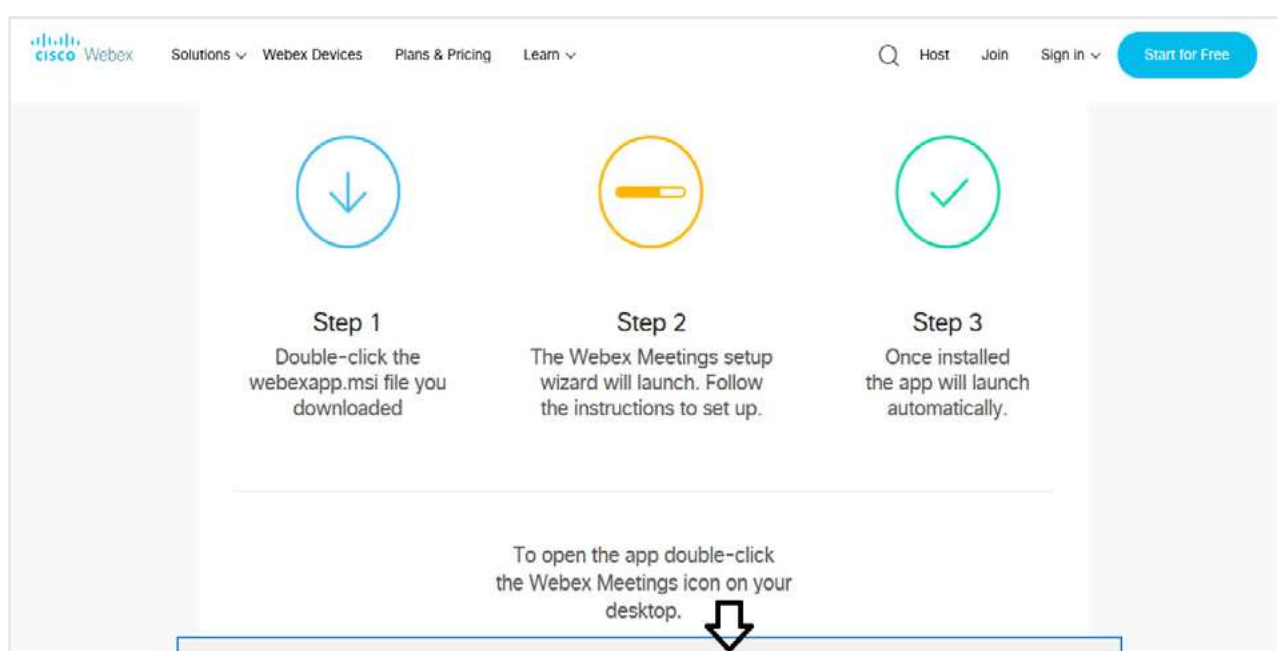
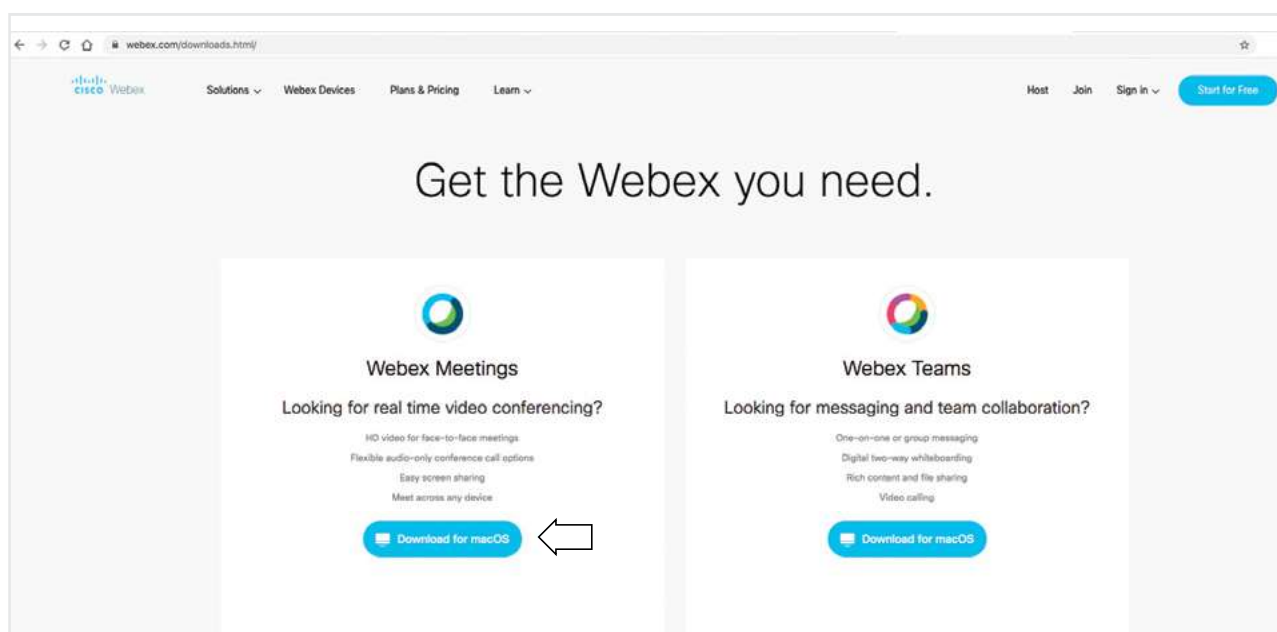
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

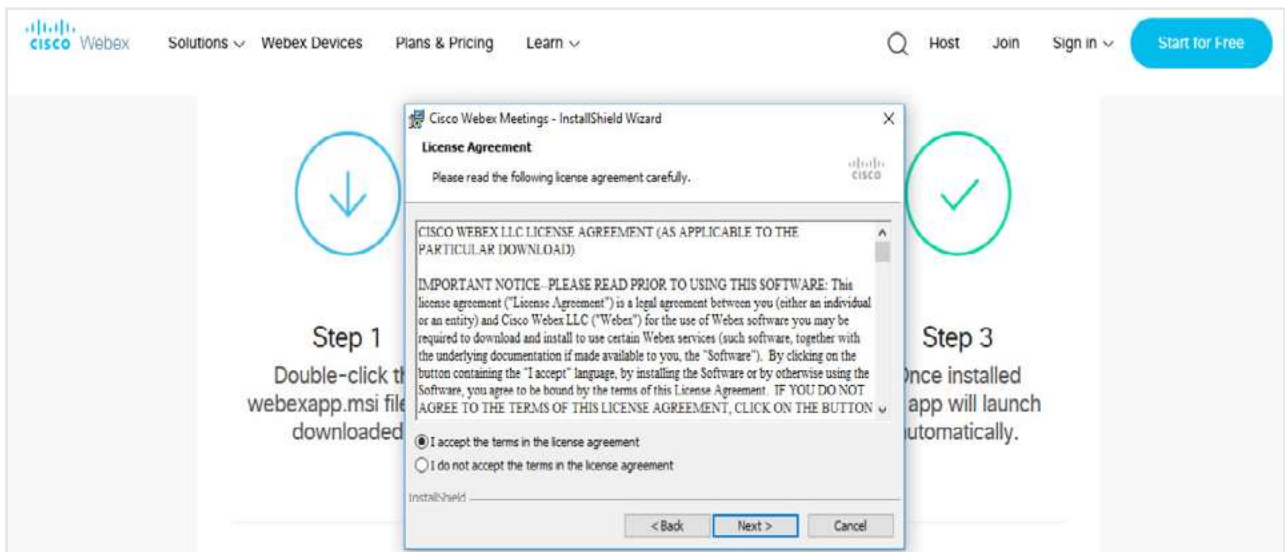
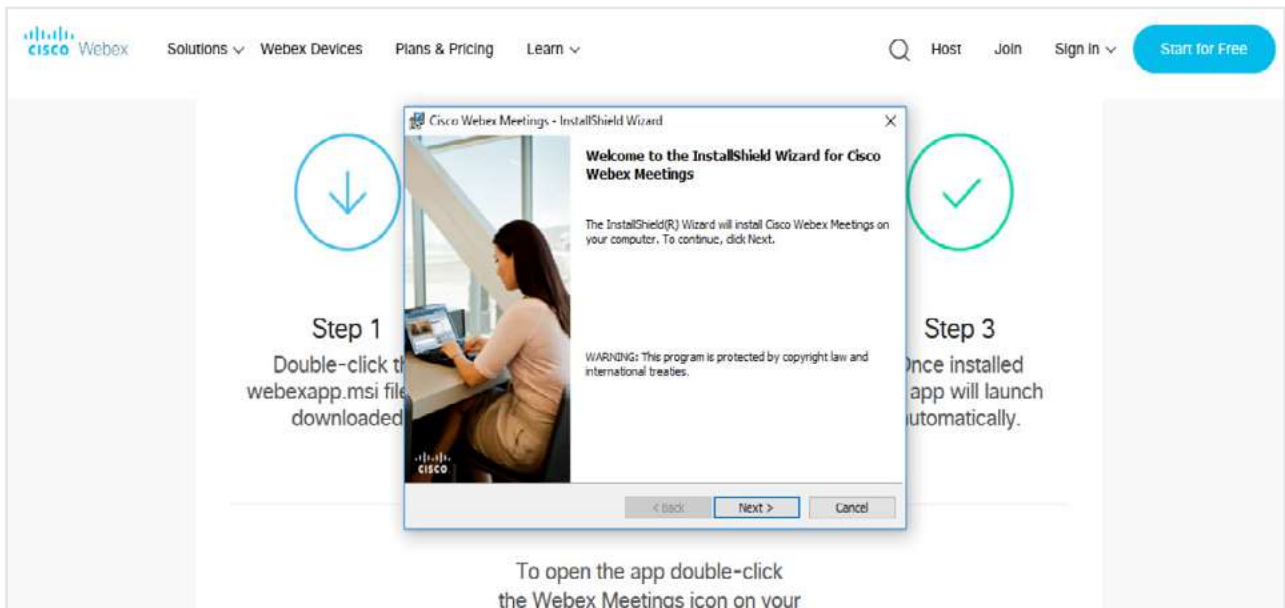
Annexure

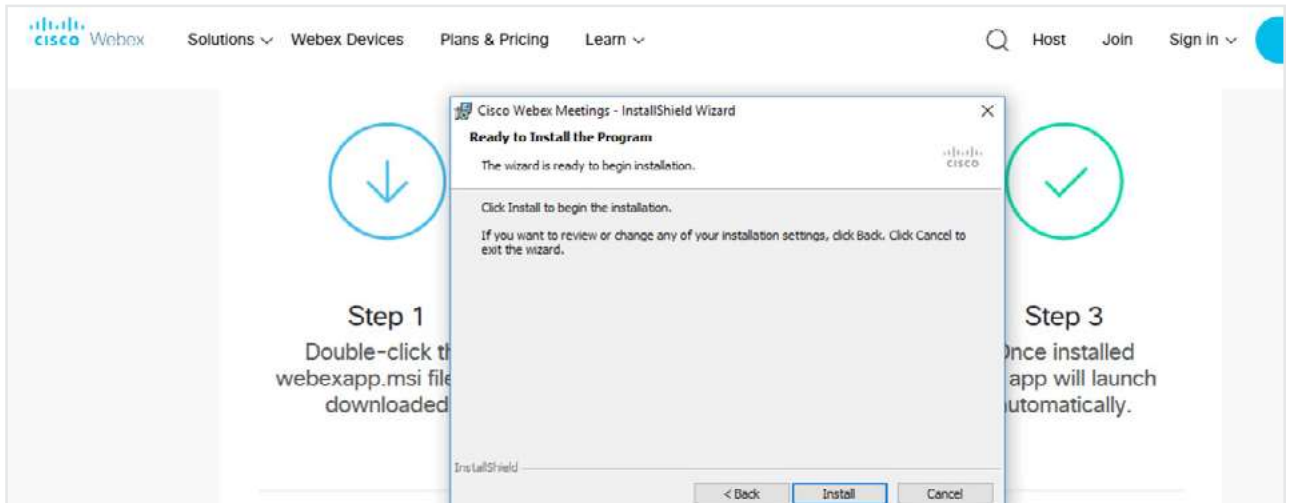
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: Insta MEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



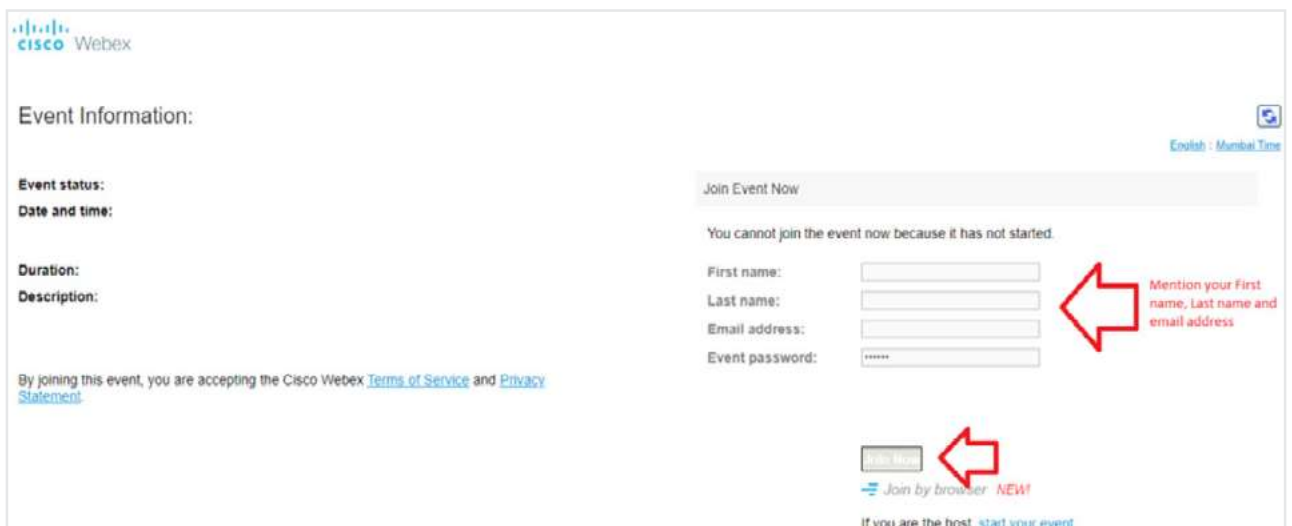




or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following Statement sets out all material facts relating to special businesses mentioned in the Notice:

Item No. 3

The Board of Directors, based on recommendations of the Nomination and Remuneration Committee, at its meeting held on June 24, 2020 has, subject to approval of members, appointed Mr. Dinesh Kumar Goyal as an Executive Director (Whole Time Director) of the Company (change in designation from Non-Executive Director to Executive Director) for a period of five (5) years with effect from June 24, 2020 on the terms and conditions as specified in the resolution seeking approval.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering his seniority, role played by Mr. Dinesh Kumar Goyal towards the growth of this Company and to reap the benefits of his rich and varied experience, members' approval is sought for the appointment of and remuneration payable to Mr. Dinesh Kumar Goyal as an Executive Director (Whole Time Director) of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Mr. Dinesh Kumar Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Executive Director of the Company.

Relevant details of Mr. Dinesh Kumar Goyal, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

Other than Mr. Dinesh Kumar Goyal and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

Item No. 4

In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee and considering the progressive business and future needs of the company, the Board of Directors at its meeting held on August 14, 2020 have considered and recommended

the appointment of M/s. Shridhar & Associates, Chartered Accountants (Firm Registration Number 134427W), as the Joint Statutory Auditors of the Company along with M/s Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E-300009), the existing Statutory Auditors, for a period of 5 years, to hold office from the conclusion of this Annual General meeting until the conclusion of the 23rd Annual General Meeting of the Company to be held for the financial year to be ended on March 31, 2025.

The proposed remuneration to be paid to M/s Shridhar & Associates, Chartered Accountants for the financial year 2020-21 is ₹ 8.00 Lakh as also the payment of taxes, as applicable and reimbursement of travelling and out of pocket expenses incurred in connection with the audit.

M/s. Shridhar & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Joint Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the Members, would be within the limits prescribed under the Companies Act, 2013.

Brief Profile of M/s. Shridhar & Associates, Chartered Accountants:

Shridhar & Associates is a Chartered accountants firm with Headquarters in Mumbai. The team of Shridhar & Associates consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants having deep knowledge of auditing, accounting, finance, IT, Mergers Acquisitions, Restructuring, Revival and many more areas combined with years of experience in their respective professions. The firm also has 6 international joint ventures/ affiliates in 5 locations USA, UK, Mauritius, Dubai and Singapore.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No. 5

The object of the proposed issuance is to augment the Company's capital base and to strengthen its balance sheet, which would assist the Company in financing the business opportunities, which may arise pursuant to the increasing government focus on infrastructure sector in

line with various announcements made by Government of India for spending on infrastructure sector in next five years.

Therefore, the Company proposes to have an enabling approval for raising of funds for an amount up to ₹ 2000 million in one or more tranches, on such terms and conditions as it may deem fit, by way of issuance of Equity Shares, and/or securities convertible into Equity Shares at the option of the Company and/or the holders of such securities, and/ or securities linked to Equity Shares, and/or any other instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares ("Securities") through any permissible mode or combination of, including but not limited to a preferential issue, qualified institutions placement, private placement, and/or follow-on public offering. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed, subject, however, to the SEBI ICDR Regulations and other applicable guidelines, notifications, rules and regulations. The Board at its meeting held on Tuesday, August 25, 2020, subject to the approval of the Members and such other approvals as may be required, approved the Issue.

The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the applicable regulations issued by the Securities and Exchange Board of India, to the extent applicable, and any other government/statutory/regulatory approvals as may be required in this regard in India or abroad.

In case the Issue is made through a qualified institutions placement: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; and (b) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The Company

may, in accordance with applicable law, offer a discount, of not more than 5% or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date', less a discount of not more than 5%). The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the issue of the convertible securities as provided under the SEBI ICDR Regulations.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the Members is also being sought pursuant to the provisions of Section

62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its Members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the provisions of Sections 42 and 62(1)(c) of the Act, read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for issuance of Securities.

The Board, therefore, recommends the special resolution, as set out in item no. 5 of this Notice, for approval by the Members of the Company.

The Directors and Key Managerial Personnel of the Company and relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are directors or members. Save as aforesaid, none of the Directors, Key Managerial

Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration Number 101983), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

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

Ankita Mehra

Company Secretary and
Compliance Officer
M. No. A33288
Jaipur, August 25, 2020

Registered Office:

14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan - 342001
CIN-L45201RJ2003PLC018049
Website: www.hginfra.com
E-mail: cs@hginfra.com
Tel.: +91 0291 2515327

Annexure to the Notice

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE AGM

Name of the Director(s)	Mr. Vijendra Singh (DIN: 01688452)	Mr. Dinesh Kumar Goyal (DIN: 02576453)
Age (Years)	55	66
Qualifications	Basic Education	Ph.D & M.Sc.
Experience (including expertise in specific functional area) / Brief Resume	28 years of experience in the construction industry	Mr. Dinesh Kumar Goyal, IAS, retired as Additional Chief Secretary to Govt. of Rajasthan in 2013. He has 38 years of experience at top level in various departments including Finance, Energy, Public Works, Roads & Highway. Mines, Industries, Urban Development, and Labour. After retirement from IAS, he has been Adviser to Solar Energy Corp. of India; Senior Consultant for the World Bank funded Road Sector Project, and Advisor to Hindustan Zinc Ltd. He is Ph.D. from Birla Institute of Tech. & Science, Pilani; M.Sc. from London School of Economics; M.Sc. (I) from IIT Delhi; and an Eisenhower Fellow.
Terms and Conditions of Appointment/Re-appointment	Executive Director liable to retire by rotation	Executive Director liable to retire by rotation
Details of Remuneration last drawn (FY 2019-20)	₹ 1.20 Cr.	₹ 12.00 Lakh
Details of proposed remuneration	₹ 1.20 Cr. per annum	₹ 40.20 Lakh per annum
Date of first appointment on the Board	21.01.2003	23.05.2018
Shareholding in the Company as on March 31, 2020	1,17,41,568 equity shares of the face value of ₹ 10 each	1,000 equity shares of the face value of ₹ 10 each
Relationship with other Directors / Key Managerial Personnel	Brother of Mr. Harendra Singh, Chairman & Managing Director of the Company	Nil
Number of meetings of the Board attended during the financial year (2019-20)	4 of 4	4 of 4
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company as on date	<ul style="list-style-type: none"> Member of Corporate Social Responsibility Committee Member of Stakeholder Relationship Committee 	
Directorships of other Boards as on March 31, 2020 excluding Directorship in Private and Section 8 companies	Nil	<ul style="list-style-type: none"> SPML Infra Limited The Byke Hospitality Ltd.

Name of the Director(s)	Mr. Vijendra Singh (DIN: 01688452)	Mr. Dinesh Kumar Goyal (DIN: 02576453)
Membership / Chairmanship of Statutory Committees of other Boards as on March 31, 2020 excluding Directorship in Private and Section 8 companies	Nil	SPML Infra Limited <ul style="list-style-type: none">• Member of Audit Committee• Member of Nomination and Remuneration Committee• Member of Stakeholder Relationship Committee• Member of Corporate Social Responsibility Committee

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

Ankita Mehra
Company Secretary and
Compliance Officer
M. No. A33288
Jaipur, August 25, 2020

Registered Office:

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