



H.G. INFRA ENGINEERING LIMITED

CIN: L45201RJ2003PLC018049

Registered Office: 14, Panchwati Colony, Ratanada, Jodhpur-342001 (Rajasthan),

Tel.: 0291-2515327 Corporate Office: III Floor, Sheel Mohar Plaza,

A-1, Tilak Marg, C- Scheme, Jaipur 302001 (Rajasthan),

Tel.: 0141-4106040-41 Email: cs@hginfra.com; Website: www.hginfra.com

NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting (hereinafter referred to as “AGM”) of the members (“Members” or “Shareholders”) of H.G. Infra Engineering Limited (“Company”) will be held on Tuesday, August 19, 2025, at 02:00 p.m. (IST) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.
2. To declare the final dividend of ₹ 2/- per equity share of ₹ 10/- each for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Harendra Singh (DIN: 00402458), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To approve the re-appointment of M/s. Shridhar & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company**

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 [FRN 134427W] be and are hereby re-appointed as one of the Joint Statutory Auditors of the Company, for a second term of 5 consecutive years, to hold office from the conclusion of this 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company to be held in the financial year 2029-30, at such remuneration (plus applicable taxes) and reimbursement of out of pocket expenses for the purpose of audit, as recommended by the Audit Committee and as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **To approve the appointment of Mr. Devendra Bhushan Gupta as a Whole-Time Director of the Company for a period of 3 (three) consecutive years.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Devendra Bhushan Gupta (DIN 00225916), who was appointed as an Additional Director of the Company with effect from June 01, 2025 and in respect of whom the

Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members be and is hereby granted for appointment of Mr. Devendra Bhushan Gupta (DIN 00225916) as a Whole-time Director of the Company, for a period of 3 (Three) years to hold office from June 01, 2025 to May 31, 2028, on the terms and conditions and remuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act and rules made thereunder, if in any financial year during his tenure, the Company has no profits or inadequate profits, Mr. Devendra Bhushan Gupta will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act, or any modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification to Schedule V of the Act and rules made thereunder by the Central Government, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perquisites and other benefits payable to Mr. Devendra Bhushan Gupta within such prescribed limit or ceiling as agreed by and between the Board and Mr. Devendra Bhushan Gupta without any further reference to the members in General Meeting;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Act, for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolution.”

6. To approve the appointment of M/s. Deepak Arora & Associates Practicing Company Secretaries, as the Secretarial Auditor of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of M/s. Deepak Arora & Associates, a firm of Practicing Company Secretaries (firm registration no. P2001RJ080000), which has been subjected to a peer review by the Institute of Company Secretaries of India as the Secretarial Auditor of the Company for conducting Secretarial Audit for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 till 2029-30, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditor commencing from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all

such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2026

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) 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 amendment(s) thereto 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 No. 101983), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, amounting to ₹ 2.10 Lakh plus applicable

taxes and reimbursement of out-of- pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

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

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

Ankita Mehra
Company Secretary & Compliance Officer
Membership No - A33288

Place: Jaipur
Date: May 21, 2025

Registered Office:
14, Panchwati Colony, Ratanada,
Jodhpur, Rajasthan - 342001
CIN: L45201RJ2003PLC01849
Tel.: +91 0291 2515327
E-mail: cs@hginfra.com
Website: www.hginfra.com

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”) in respect of the Special Business to be transacted at the 23rd Annual General Meeting (hereinafter referred to as “AGM” or “Meeting”) as set out under Item Nos. 4, 5, 6 and 7 and the relevant details of the directors proposed to be appointed/re-appointed at the AGM, as set out at Item No. 3 and 5 and the disclosure as a part of the explanatory statement to the Notice pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto as Annexure A. .
2. Pursuant to the General Circular No. 20/2020 dated May 05, 2020 read with General Circular Nos 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and, the latest being 09/2024 dated September 19, 2024 read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA) and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time (collectively referred to as the “Circulars”), the Company is convening the AGM through VC/OAVM, without the physical presence of the Members. The deemed venue for the AGM shall be the Registered Office of the Company. The facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM will be provided by the Company’s Registrar and Transfer Agents i.e. MUFG Intime India Private Limited (“RTA” or “Registrar” or “MUFG Intime”).
3. Since this AGM is being held pursuant to the Circulars through VC/ OAVM attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM, and hence, the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
4. The Company is providing the video conferencing facility for the ease of participation of the Members. Participants i.e. members, directors, auditors and other eligible persons to whom this Notice is being circulated, are allowed to submit their queries/questions, etc., before the AGM in 3 (three) days advance on the e-mail address of the Company at cs@hginfra.com
5. Institutional/ Corporate Shareholders are required to send a scanned copy of their Board or Governing Body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-Voting/ e-Voting. The said resolution/ authorization shall be sent to Scrutinizer by email at aroracs2@gmail.com and to RTA by email at enotices@mufgintime.co.in and to the Company at cs@hginfra.com.
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. All the documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act 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 at cs@hginfra.com for an inspection of said documents.
8. 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 and explanatory statement, will be available electronically for inspection by the Members during the AGM on company website <https://hginfra.com>, Members are requested to register/ update their bank details with the RTA in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode to enable expeditious credit of the dividend to their bank accounts.
9. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. MUFG Intime India Private Limited (“RTA” or “Registrar” or “MUFG Intime”), having registered office at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400083.
10. The Company has fixed Tuesday, August 12, 2025 as the “Record Date” for determining the entitlement of Members for final dividend for the financial year ended March 31, 2025. If approved at the AGM, the dividend will be paid on or before Wednesday, September 17, 2025.
11. IEPF: The Ministry of Corporate Affairs (MCA) had notified provisions relating to unpaid/ unclaimed dividends under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and

Refund) Rules, 2016. As per these Rules, dividends not encashed/ claimed by the shareholder for 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 seven consecutive years to the demat account of the IEPF Authority. Hence, the Company urges all the shareholders to encash/ claim their respective dividends 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://hginfra.com/shareholder-information.php>. The details for the financial year 2017-18, 2018-19, 2020-21, 2021-22, 2022-23 and 2023-24 have also been uploaded on the website of the IEPF Authority, and the same can be accessed through the link <https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html>.

During the financial year 2023-24, the Company was not liable to transfer any unclaimed dividends and corresponding shares thereto to IEPF.

12. The Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form, if any. Members can contact the Company or the RTA for assistance in this regard.
13. Nomination: As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members with respect to the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The forms can be downloaded from the RTA's website at "<https://in.mpms.mufig.com>" Link Intime India Pvt Ltd. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar at enotices@mufigintime.co.in in case the shares are held in physical form, quoting your folio number.
14. Members may kindly note that in accordance with the SEBI Circular SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance redressal by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and/ or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
15. **Electronic dispatch of the Annual Report and process for registration of email ID for obtaining a copy of the Annual Report:**

In compliance with the Circulars, the electronic copy of the Annual Report of the Company for the financial year 2024-25, along with the Notice of the AGM (the "Notice" or "AGM Notice"), Financial Statements and other Statutory Reports, are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depository Participants ('DPs'). Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website at www.hginfra.com and on 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 the RTA at <https://in.mpms.mufig.com>. Members can attend and participate in the AGM through VC/ OAVM facility only.

Process for registration of email ID:

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

(i) Kindly login to the website of the Registrar, <https://in.mpms.mufig.com> under Investor Services > Email Registration - fill in the details, 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 seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at cs@hginfra.com

17. Members are requested to:

- (i) intimate to RTA, changes, if any, in their registered addresses 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 at an early date, in case of Shares held in dematerialized 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 identical order of names.

18. 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/ RTA.

19. **Scrutinizer:** The Board of Directors of the Company has appointed M/s. Deepak Arora & Associates, Practicing Company Secretaries (Membership No F5104 COP : 3641), as the Scrutinizer to ensure that the voting and remote e-voting process of the AGM is conducted in a fair & transparent manner.

20. **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 05:00 p.m. (IST) on Tuesday, August 12,

2025 shall only be considered and responded to during the AGM.

- ii) Members can also post their questions during the 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. 25 below.
- iv) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.
- v) Members intending to require any other information are requested to inform the Company at least seven days in advance of the meeting.

21. **General Information:**

- i) The record date and the Cut-off Date will be Tuesday, August 12, 2025 (“Record date”/ “Cut-off Date”) to receive the final dividend for the financial year ended March 31, 2025, and for the purpose of ascertaining the names of the Members, who will be entitled to cast their votes electronically in respect of the business to be transacted at the AGM.
- ii) The Members, whose names appear in the Register of Members/ list of Beneficial Owners as of the Cut-off Date, are entitled to vote on the resolutions set forth in the Notice. A person who is not a member as of the Cut-off Date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member of the Company after the Company dispatch the Notice and holds shares as on the Cut-off Date date may cast their vote.
- iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as of the Cut-off Date. Members are eligible to cast votes only if they are holding shares as of that date.
- iv) The remote e-voting period commences on Saturday, August 16, 2025, at 09:00 a.m. (IST) and ends on Monday, August 18, 2025, at 05:00 p.m. (IST). At the end of the remote e-voting period, the facility shall be blocked forthwith.

During this period, members holding shares either in physical form or in dematerialized form, as on the Cut-off Date, may cast their vote through remote e-voting.

- v) Members have the option to cast their vote on any of the resolutions using the remote e-voting facility during the period commencing on Saturday, August 16, 2025, at 09:00 a.m. (IST) and ending on Monday, August 18, 2025, at 05:00 p.m. (IST). or e-Voting during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/ OAVM, but they shall not be entitled to cast their vote again. However, Members who have voted on some of the resolutions during the remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.
- vi) In the case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote at the AGM.
- vii) Members may note that the VC/ OAVM Facility, provided by MUFG Intime, allows the participation of at least 1,000 members on a first-come-first-served basis. The large members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairperson 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.
- viii) For the convenience of the Members and proper conduct of the AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM. The facility to join the AGM shall be kept open throughout the proceedings of the AGM.
- ix) The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, at the AGM, allow voting with the assistance of the 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.

- x) The resolution shall be deemed to be passed on the date of the meeting, subject to receipt of the requisite number of votes. The voting results shall be declared within 2 working days from the conclusion of the AGM. The declared results 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 RTA <https://instavote.linkintime.co.in/> immediately after the declaration of results by the Chairman or a person authorized by him in writing and also displayed on the Notice Board at the registered office of the Company. The results shall also be immediately forwarded to BSE Limited and the National Stock Exchange of India Limited.
- xi) Members holding shares in physical form are requested to advise any change of address immediately to the RTA. Members holding shares in electronic form must send the advice about the change in address to their respective Depository Participant only and not to the Company or the RTA.

22. Dividend

- i) The Board of Directors has recommended a final dividend of ₹ 2.00 (Rupees Two Only) (@ 20%) equity shares of ₹ 10 each for the financial year ended March 31, 2025, subject to the approval of the Members at the AGM.

Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of the final dividend on Equity Shares, upon declaration by the Members at the AGM, will be made on or before Wednesday, September 17, 2025 (i.e. within 30 days from the date of declaration), to those members whose names appear in the Register of Members/ list of Beneficial Owners as on Cut-off Date/ Record Date i.e. Tuesday, August 12, 2025.

- ii) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- iii) Members holding shares in physical/ electronic form are required to submit their bank account details, if not already registered or if it has changed, as mandated by the Securities and Exchange Board of India ("SEBI").

- iv) Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s), and shareholders holding shares in physical mode shall send a duly signed request letter to RTA mentioning the name, folio number, bank details, self-attested PAN card and original cancelled cheque leaf. In case of the absence of the name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of the first page of the Bank Passbook/ Statement of Account along with the original cancelled cheque shall be provided. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.
- v) In case the Company is unable to pay the dividend to any shareholders by electronic mode, due to the non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/ demand drafts/ cheques to such shareholders by post.
- vi) In terms of the provisions of the Income Tax Act, 1961 ("the Act"), dividends paid or distributed by a company shall be taxable in the hands of shareholders. The Company shall, therefore, be required to deduct tax at source ('TDS') at the time of making the payment of the final dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of shareholders and the documents submitted and duly accepted by the Company.

As it is important for the Company to receive the relevant information/ documents from shareholders to determine the rate of tax deduction, the shareholders are requested to furnish relevant documentation in a prescribed manner.

Accordingly, shareholders are hereby requested to visit the Company's website at <https://www.hginfra.com/annual-report.php> wherein we have provided complete information relating to TDS on dividends along with the draft of the relevant documents to be submitted by the shareholders.

The shareholders are required to upload the documents on the RTA portal at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before Wednesday, August 13, 2025 at 05:00 p.m. (IST). Incomplete and/ or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 05:00 p.m. (IST) on Wednesday, August 13, 2025 shall not be considered. All communications/ queries in this respect should be addressed to RTA at its email address at delhi@mufgintime.co.in.

Please note that the Company will not accept any declaration/ document sent to any email address. Kindly use the link provided above to upload declaration/ document.

23. The Company is providing a facility for remote e-voting/ e- Voting by electronic means, and the business may be transacted through such voting.

Members are requested to read the following instructions relating to remote e-voting/ e-Voting before casting their vote.

Remote e-Voting/e-Voting Instructions for Shareholders/Members:

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

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

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with the NSDL IDeAS facility

Users who have registered for the NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on the "Beneficial Owner" icon under "Login".

- b) Enter user ID and password. click on “Login”.
OR
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Users who have not registered for the NSDL IDeAS facility:

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

METHOD 2 – By directly visiting the e-voting website of NSDL:

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

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

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

OR

Users who have not registered for CDSL Easi/Easiest facility.

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

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to the e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account
- e) After successful authentication, click on “Link In Time/ MUFG In Time” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

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

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

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for the e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on “**Sign Up**” under ‘**SHAREHOLDER**’ tab and register with your following details:

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

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

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

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

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

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

- Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their folio number in ‘D’ above
- Shareholders holding shares in NSDL form, shall provide ‘D’ above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on “**Login**” under ‘**SHAREHOLDER**’ tab.
 - a) User ID: Enter your User ID
 - b) Password: Enter your Password
 - c) Enter Image Verification (CAPTCHA) Code
 - d) Click “Submit”

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting.
2. Select ‘**View**’ icon.

3. E-voting page will appear.
4. 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).
5. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Custodian/ Corporate Body/ / Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID are generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with Instavote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN000000012345678
 - ii. CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter Investor's Name as updated with DP
 - c. 'Investor PAN' - Enter your 10-digit PAN.

- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
 - File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
- e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials.
- b) Click on '**Votes Entry**' tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 02 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with Instavote Login credentials.
- b) After successful Login, You will be able to see the notification for e-voting.
- c) Select '**View**' icon for '**Company's Name / Event number**'.

- d) E-voting page will appear.
- e) Download sample vote file from ‘**Download Sample Vote File**’ Tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' sample vote file and upload the same under ‘**Upload Vote File**’ option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

Shareholders facing any technical issue in login may contact Instavote helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type**Individual Shareholders holding securities in demat mode with NSDL****Helpdesk details**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID]

or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

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

Click on “SUBMIT”.

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

User ID:

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

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

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

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

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

Click on “SUBMIT”.

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

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

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

24. INSTAMEET VC Instructions for shareholders

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

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

Process and manner for attending the AGM through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- Select the "Company" and 'Event Date' and register with your following details:

A. 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** a Folio Number

B. PAN: Enter your 10-digit Permanent Account Number (PAN).

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ The 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.

25. Instructions for Shareholders/ Members to Speak during the Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis.
- Shareholders will receive a "speaking serial number" once they mark attendance for the meeting.
- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

Please remember to speak serial number and start your conversation with the panelist by switching on the video mode and audio of your device.

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

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

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

- i) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
- ii) 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
- iii) Click on ‘Submit’.
- iv) After successful login, you will see “Resolution Description” and against the same, the option “Favour/ Against” for voting.
- v) 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’.
- vi) 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. 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 Meeting through the InstaMeet facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-Voting facility during the Meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the 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 a better experience.

Shareholders/ Members are required to use the 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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at “instameet@in.mpms.mufig.com” or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, Asst. Vice President (MUFG Intime) Address C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083 on aforesaid details.

Annexure A

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

The following statements set out all material facts relating to Item Nos. 4, 5, 6 and 7 mentioned in the accompanying Notice:

Item No. 4

The Board of Directors at its meeting held on August 14, 2020, has approved the appointment of M/s. Shridhar & Associates, Chartered Accountants for a term of 5 (Five) years to hold office from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company to be held for the financial year ended on March 31, 2025.

Based on the recommendation of the Audit Committee, it is proposed to re-appoint M/s. Shridhar & Associates, Chartered Accountants, for a second term of 5 (five) consecutive years commencing from 23rd Annual General Meeting until the conclusion of 28th Annual General Meeting.

Proposed fee payable to Joint Statutory Auditors

The proposed remuneration to be paid to M/s Shridhar Associates, Chartered Accountants for the financial year 2025-26 is ₹ 13.97 Lakh per annum as also the payment of taxes, as applicable and reimbursement of travelling and out of pocket expenses incurred in connection with the audit.

The fee for subsequent financial years during their tenure will be determined by the Board, based upon the recommendation of the Audit Committee.

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.

Details in relation to credentials of the statutory auditor(s) proposed to be appointed.

M/s. Shridhar & Associates is a Chartered accountants firm with Headquarters in Mumbai. The team of M/s. 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.

Basis of Recommendation

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of the audit, independence, etc., the Board of Directors of the Company based on recommendation of the Audit Committee at its meeting held on May 21, 2025 proposed the re-appointment of M/s. Shridhar & Associates, as Joint Statutory Auditors of the Company.

The Resolution at Item No.4 of the Notice is being recommended by the Board of Directors for approval of the members as an Ordinary Resolution pursuant to section 139 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) on April 11, 2025, the Board of Directors of the Company (‘Board’) on May 21, 2025 accorded its approval to the appointment and terms of remuneration of Mr. Devendra Bhushan Gupta, as Whole Time Director (‘WTD’) of the Company, liable to retire by rotation, for a period of three years effective from June 01, 2025 up to May 31, 2028 subject to approval of the Shareholders.

Mr. Devendra Bhushan Gupta aged 65 years is a former Indian Administrative Officer with 37 years of diverse experience. Mr. Devendra Bhushan Gupta also served as Advisor to the Chief Minister and later as the Chief Information Commissioner of Rajasthan for three years. He holds a Bachelor Degree in (Honours in Economics) and has also done MBA and MA in Economics.

He was Principal Secretary, Planning for 2 years (2009-11) with additional charge of Principal Secretary, Devasthan. He was also posted as Principal Secretary, Public Works Department (PWD) in June, 2014 with two ambitious projects of constructing 20,000 kilometers of State Highways and other Major roads on Public Private Partnership (PPP) basis and the Output based Performance Roads Contract (OPRC) to cover rest of the State roads.

He also served as Additional Chief Secretary, PWD and Infrastructure. Thereafter, he was appointed as Chief Secretary of Rajasthan in the year 2018 and remained there till July 2020.

Currently, Mr. Gupta is serving as Independent Director on the Board of Danish Power Limited and Wonder Home Finance Limited.

Mr. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Mr. Devendra Bhushan Gupta is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards the various stakeholders.

Mr. Devendra Bhushan Gupta also holds the position as a member of Corporate Social Responsibility Committee of the Company, Finance Committee, Management Committee, Debenture Committee and Business Strategy and Review Committee.

The main terms and conditions relating to the appointment and terms of remuneration of Mr. Devendra Bhushan Gupta as Whole Time Director are as follows:

(1) Period of Appointment

For a period of three years commencing from June 01, 2025 to May 31, 2028.

(2) Remuneration

(a) Basic Salary:

₹ 29,75,076/- (Rupees Twenty Nine Lakh Seventy Five Thousand Seventy Six Only) per annum.

The annual increment which will be effective April 1, each year will be decided by the Board based on the recommendations of the

NRC. The recommendation of NRC will be based on Company performance and individual performance.

(b) Benefits, Perquisites & Allowances:

In addition to the aforesaid Basic Salary, the Whole Time Director would be paid ₹ 30,24,924/- per annum on account of other allowances & perquisites like special allowance, etc. as per the rules of the Company. However, the following shall not be included in the aforesaid perquisite limit:

- i) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof.
- ii) Use of chauffeur driven Company cars for official purpose.
- iii) Reimbursement of entertainment expenses incurred in the course of business of the Company.
- iv) Long service award as per the rules of the Company.
- v) Membership of two clubs, fees for which will be paid by the Company.

Subject to overall statutory ceiling on remuneration, the Whole Time Director may be given any other allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may decide from time to time.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

The total remuneration and perquisites / benefits contemplated above, including contribution towards PF, gratuity fund, etc. payable to all the Wholetime Director(s) of the Company shall not exceed the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

(c) Overall remuneration:

The aggregate of salary, allowances, perquisites and performance bonus, if any, in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or

any modifications or re-enactment for the time being in force.

(d) Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole Time Director, the payment of salary, performance incentives, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

- (3) WTD shall also be entitled to be paid / reimbursed by the Company all costs, charges & expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company.

(4) Nature of Duties:

WTD shall devote his whole time and attention to the business of the Company and perform such duties and functions as would commensurate with his position as the Whole Time Director of the Company and as may be entrusted to him by the Board from time to time and communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries including performing duties as assigned to WTD from time to time by serving on the boards of such associated companies and/or subsidiaries or any other Executive body or any committee of such a company.

(5) Other Terms of Appointment:

- (a) During the currency of his tenure, WTD shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies.
- (b) The terms & conditions of appointment and the payment of remuneration to WTD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.
- (c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months'

remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice.

- (d) The employment of the WTD may be terminated by the Company without notice or payment in lieu of notice if the WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services.
- (e) In the event the WTD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (f) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the WTD unless specifically provided otherwise.
- (g) If at any time the WTD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the WTD and this Agreement with the Company shall stand terminated forthwith.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Devendra Bhushan Gupta under Section 190 of the Act.

Relevant details relating to appointment of Mr. Devendra Bhushan Gupta as Whole Time Director, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the NRC, approval of the Members is sought for the appointment and terms of remuneration of Mr. Devendra Bhushan Gupta as Whole Time Director as set out above.

The Resolution at Item No.5 of the Notice is being recommended by the Board of Directors for approval of the members as an Special Resolution pursuant to section 196 of the Companies Act, 2013.

Other than Mr. Devendra Bhushan Gupta and his relatives, none of the Directors or Key Managerial Personnel or their relatives are deemed to be concerned or interested, financially or otherwise, in this Resolution.

Item No. 6

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations, 2015"), every listed Company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary. For this purpose, based on the recommendation of the Audit Committee, the Board of Directors of the Company had appointed M/s Deepak Arora & Associates, a firm of Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require, inter alia, listed companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary as per certificate issued by Institute of Company Secretaries of India and should not have incurred any of the disqualifications as specified by SEBI.

Details in relation to credentials of the Secretarial auditor(s) proposed to be appointed

M/s. Deepak Arora & Associates, Practicing Company Secretaries have a rich history that stretches over three decades, and the team is mentored by a senior professional. This Jaipur based firm is led by a team of four partners and has a team of experienced and Qualified Company Secretaries. Over the years, firm has built a diverse client base.

Furthermore, in terms of the amended regulations, the firm has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Moreover they are not disqualified from being appointed as Secretarial Auditor and that they have no conflict of interest. Further they have furnished a declaration that they have and shall not take up any prohibited non-secretarial audit assignments for the Company, its Holding and Subsidiary Companies.

Basis of recommendation

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting

held on May 21, 2025, proposed the appointment of M/s. Deepak Arora & Associates, a firm of Practicing Company Secretaries as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 until Financial Year 2029-30 commencing from the conclusion of this Annual General Meeting and ending with the AGM to be held in the year 2029-30.

Proposed fees payable to Secretarial Auditors

The proposed remuneration to be paid to for the financial year 2025-2026 is ₹ 1.68 Lakh (Rupees One Lakh Sixty Eight Thousand Only) with a yearly increment, excluding taxes and reimbursement of out of pocket expenses for carrying out Secretarial Audit and issue the Secretarial Compliance Report.

The fee for subsequent financial years during their tenure will be determined by the Board, based upon the recommendation of the Audit Committee.

The Resolution at Item No.6 of the Notice is being recommended by the Audit Committee and the Board of Directors for approval of the members as an Ordinary Resolution pursuant to section 204 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No. 101983), as the Cost Auditors of the Company to conduct the audit of the cost record of the Company for the financial year ending March 31, 2026 In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the Members of the Company. Accordingly, the consent of the Members is sought for the remuneration payable to the Cost Auditors.

The Resolution at Item No.7 of the Notice is being recommended by the Board of Directors for approval of the members as an Ordinary Resolution pursuant to section 148 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution.

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

Pursuant to Regulation 36 (3) of the Listing Regulation and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI)

Item No. 03 & 05

Name of Director	Mr. Harendra Singh	Mr. Devendra Bhusan Gupta
DIN	00402458	00225916
Age (Years)	58	65
Experience (including expertise in a specific functional area)/ brief Resume/ Qualification	Mr. Harendra Singh has been on the Board of Company since its incorporation. He has over 30 years of experience in construction Industry. He holds a Bachelor's degree in engineering (Civil) from Jodhpur University	Mr. Gupta is a former Indian Administrative Officer with 37 years of diverse experience. After superannuation, he has also served as Advisor to the Chief Minister and later as the Chief Information Commissioner of Rajasthan for three years. He holds a bachelor's degree (Honours in Economics) and has also done MBA and MA in Economics.
Expertise in specific functional areas	Vast experience in all functions of the Company	Finance, Governance, Risk & Strategy
Date of First Appointment on the Board	January 21, 2003	June 01, 2025
Shareholding in the Company as on March 31, 2025	100 Equity Shares of face value of ₹ 10 each	Nil
Terms and Conditions of Appointment/ Re-Appointment	Not Applicable	As stated in the explanatory statement forming part of this notice.
Details of Remuneration last drawn (FY 2024-25)	Kindly refer Corporate Governance Report.	Not Applicable
Details of proposed remuneration	Not Applicable	As stated in the explanatory statement forming part of this notice.
Relationship with other Directors/ Key Managerial Personnel	Brother of Mr. Vijendra Singh, Whole Time Director	No relation with other directors of the company
Number of meetings of the Board attended during the financial year 2024-25	5 of 5	Nil
Chairperson/ Members 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 Stakeholders Relationship Committee • Chairman of Risk Management Committee • Member of Audit Committee 	<ul style="list-style-type: none"> • Member of Corporate Social Responsibility Committee

Directorship of other Board as on March 31, 2025 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];	<ul style="list-style-type: none"> • H.G. Green Energy Private Limited • H.G. Raipur Visakhapatnam OD-5 Private Limited • H.G. Khammam Devarapalle PKG-1 Private Limited • H.G. Raipur Visakhapatnam AP-1 Private Limited • H.G. Khammam Devarapalle PKG-2 Private Limited • H.G. Raipur Visakhapatnam OD-6 Private Limited 	<ul style="list-style-type: none"> • Danish Power Limited • Wonder Home Finance Limited
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2025 excluding Directorship in Private and Section 8 Companies [along with listed entities from which the person has resigned in the past three years];	Nil	Nil

Notes