



## H.G. INFRA ENGINEERING LIMITED

CIN: L45201RJ2003PLC018049

**Reg. Off:** 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; Fax: 0141-4106044

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

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (hereinafter referred to as “EGM”) of the members (“Members” or “Shareholders”) of H.G. Infra Engineering Limited (“Company”) will be held on Thursday, May 04, 2023 at 02:00 p.m. IST through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business.

#### SPECIAL BUSINESS:

- 1. To consider and approve the appointment of Ms. Sharada Sunder (DIN: 07599164) as an Independent Director of the Company for a term of five consecutive years and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors (“Board”), Ms. Sharada Sunder (DIN: 07599164), who was appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f. February 08, 2023, and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years effective from February 08, 2023 till February 07, 2028.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

- 2. To consider and approve the appointment of Ms. Monica Widhani (DIN:07674403) as an Independent Director of the Company for a term of five consecutive years and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors (“Board”), Ms. Monica Widhani (DIN:07674403), who was appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f. February 08, 2023, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby appointed

as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years effective from February 08, 2023 till February 07, 2028.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

**3. To consider and approve the amendment in Articles of Association ("AoA") of the Company, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as may be applicable (including any statutory modification(s), change or re-enactment thereof, for the time being in force), and SEBI Circular No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023, Regulation 23(6) of Securities and Exchange Board of (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and subject to the necessary approval(s), permissions, consents and sanctions required, if any, from the statutory authority, the consent of Members of the Company be and is hereby accorded to substitute the existing Article 113 of the Articles of Association of the company with the following Article 113:

***“The Board of Directors of Company shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors”***

**RESOLVED FURTHER THAT** the Board of directors and Company Secretary of the company be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filling and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Ankita Mehra**  
Company Secretary & Compliance Officer  
Membership No-A33288  
Jaipur, Rajasthan  
April 05, 2023

**Registered Office:**  
14, Panchwati Colony, Ratanada, Jodhpur,  
Rajasthan - 342001  
CIN-L45201RJ2003PLC018049  
Tel.: +91 0291 2515327  
E-mail: [cs@hginfra.com](mailto:cs@hginfra.com)  
Website: [www.hginfra.com](http://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 Extra Ordinary General Meeting (“EGM”) as set out under Item Nos. 1 to 3 above, the relevant details of the Directors proposed to be appointed at the EGM, as set out at Item Nos. 1 and 2 and the disclosures 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 (hereinafter referred to as “Listing Regulations”) and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto. The Board of Directors (hereinafter referred to as “Board”) have considered and decided to include the Item Nos. 1 to 3 given above as Special Business in the EGM, as they are unavoidable in nature.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General circular No.11/2022 dated December 28, 2022, read with General circular No. 03/2022 dated May 05, 2022, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No.17/2020 dated April 13, 2020 and General Circular No.14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs (“MCA”) read with relevant circulars issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold their EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Act and Listing Regulations, the EGM of the Company is being held through VC/OAVM. Hence, the Members can attend and participate in the EGM through VC/OAVM only.
3. The Company is providing video conferencing facility for the ease of participation of the Members. Participants i. e. Members and directors and other eligible persons to whom this Notice is being circulated are allowed to submit their queries/questions etc. before the EGM in advance on the e-mail address of the Company at [cs@hginfra.com](mailto:cs@hginfra.com)
4. As the EGM is being held through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
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 EGM through VC/OAVM on their behalf and to vote through e-Voting/remote e-Voting. The said resolution/ authorization shall be sent to Scrutinizer by email at [aroracs2@gmail.com](mailto:aroracs2@gmail.com) and to Link Intime India Private Limited (“RTA” or “LINKINTIME” or “Registrar”) by email [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
6. Members attending the EGM 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 EGM. Members are requested to write to the Company at [cs@hginfra.com](mailto:cs@hginfra.com) for 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 EGM, upon login to <https://instameet.linkintime.co.in/>

9. 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 its Registrars for assistance in this regard.
10. 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 Act. 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 RTA. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
11. **Electronic dispatch of the notice of EGM and process for registration of email id for obtaining copy of notice of EGM:**

In compliance with the aforementioned Circulars, electronic copy of Notice of the EGM of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Share Transfer Agent (‘RTA’)/Depository Participants (‘DPs’). Members may note that the Notice will also be available on the Company’s website at [www.hginfra.com](http://www.hginfra.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the Registrar at [www.linkintime.co.in](http://www.linkintime.co.in) Members can attend and participate in the EGM through VC/OAVM facility only.

Process for 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 the Registrar, [www.linkintime.co.in](http://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](mailto:cs@hginfra.com)

12. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company at [cs@hginfra.com](mailto:cs@hginfra.com)
13. Members are requested to:
- (i) intimate to Link Intime, 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 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.

14. The 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.

15. **Scrutinizer:** 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 of the EGM in a fair & transparent manner.

**16. Submission of questions / queries prior to EGM:**

- (i) As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, 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](mailto:cs@hginfra.com) Questions/ queries received by the Company till 05.00 p.m. (IST) on Monday, May 01, 2023 shall only be considered and responded during the EGM.
- (ii) Members can also post their questions during EGM 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 EGM may register themselves as a speaker as per instructions explained in note no. 20 below.
- (iv) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM.
- (v) Members intending to require any other information, are requested to inform the Company at least seven days in advance of the meeting.

**17. General Information:**

- (i) The cut-off date will be Thursday, April 27, 2023 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 EGM.
- (ii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, April 27, 2023 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 for information purpose only. Any person, who acquires shares of the Company and becomes Member of the Company after the Company dispatch the Notice and holds shares as on the cut-off date may cast their vote as per instructions explained in note no.18 below.
- (iii) 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. Members are eligible to cast vote only if they are holding shares as on that date.
- (iv) The remote e-Voting period commences on Monday, May 01, 2023, at 09:00 a.m. (IST) and will end on Wednesday, May 03, 2023 at 05:00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on cut-off date may cast their vote electronically. The e-Voting module shall be disabled by LINKINTIME for voting thereafter.
- (v) Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing Monday, May 01, 2023, to Wednesday, May 03, 2023, or e-Voting during the EGM. Members who have cast their votes by remote e-Voting prior to the EGM may also attend/ participate in the Meeting 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 said voting period are also eligible to vote on the remaining resolutions during the EGM.
- (vi) In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote at the EGM.

- (vii) 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 Members (i.e. Members 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 EGM without any restriction on account of first-come-first-served principle.
- (viii) For convenience of the Members and proper conduct of EGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the EGM. The facility to join the EGM shall be kept open throughout the proceedings of EGM.
- (ix) The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-Voting facility.
- (x) The results shall be declared within 2 working days from conclusion of the EGM. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.hginfra.com](http://www.hginfra.com) and on the website of the Registrar <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.
- (xi) Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

#### 18. Voting through electronic means:

In compliance with provisions of Section 108 of the Act, 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 EGM by electronic means. For this purpose, the Company has entered into an agreement with RTA of the Company, for facilitating voting through electronic means, as the authorized agency. The facility for voting through remote e-voting, participation in the EGM through VC/ OAVM facility and e-voting during the EGM will be provided by the Registrar.

#### Remote e-Voting Instructions for shareholders/Members:

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL:
  - I. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.



- II. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  - III. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
- I. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  - II. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  - III. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  - IV. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name **i. e.** LINKINTIME and you will be redirected to e- voting service provider website for casting your 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 is given below:**

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 e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No and Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**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).

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

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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:**

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.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.



### **Helpdesk for 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.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 700
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

*In case shareholders is having 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 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.*

User ID for Shareholders holding shares in Physical Form (i. e. Share Certificate): Your User ID is Event No and Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

### **19. Process and manner for attending the EGM through InstaMeet:**

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).

20. **Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:**

- (i) Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
- (ii) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- (iii) Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- (iv) Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- (v) 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.

21. **Instructions for Shareholders/ Members to Vote during the EGM 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:

- (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 and click on 'Submit'.
- (iii) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- (iv) 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’.
- (v) 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.
- (vi) 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 EGM 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 EGM will be eligible to attend/ participate in the EGM 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](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## 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. 1 to 3 mentioned in the accompanying Notice:

#### **Item No. 1**

The Nomination and Remuneration Committee (“NRC”) through resolution passed by circulation on January 31, 2023, after taking into account the skills, knowledge, acumen, expertise, experience of Ms. Sharada Sunder, has recommended to the Board of Directors (“Board”) her appointment for a first term of five years effective from February 08, 2023.

The NRC has considered her skills, leadership capabilities, expertise in governance and finance, risk management and business strategy, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Ms. Sharada Sunder possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint her as an independent director.

Based on the recommendation of the NRC, the Board has appointed Ms. Sharada Sunder as an additional director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from February 08, 2023 to February 07, 2028, not liable to retire by rotation, subject to approval of the Members of the Company.

Considering the requirement of Regulation 17(1C) of Listing Regulations, which mandates that the Company shall ensure that the approval of shareholders for appointment of Ms. Sharada Sunder (DIN: 07599164) as an independent director, appointed by Board in its meeting held on February 08, 2023, has to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. She is eligible for being appointed as an Independent Director and also, has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Sharada Sunder has also given her declaration to the Board, inter alia, that:

- (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations;
- (ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.

Relevant Details relating to appointment and continuation of directorship of Ms. Sharada Sunder including her profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the “**Annexure**” to the Notice.

In the opinion of the Board, Ms. Sharada Sunder is a person of integrity, possesses relevant expertise / experience and given her experience, the Board considers it desirable and in the interest of the Company to have her on the Board of the Company.

Except Ms. Sharada Sunder and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

## Item No. 2

The Nomination and Remuneration Committee (“NRC”) through resolution passed by circulation on January 31, 2023, after taking into account the skills, knowledge, acumen, expertise, experience of Ms. Monica Widhani, has recommended to Board of Directors (“Board”) her appointment for a first term of five years effective from February 08, 2023.

The NRC has considered her skills, leadership capabilities, expertise in governance and finance, risk management and business strategy, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Ms. Monica Widhani possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to appoint her as an independent director.

Based on the recommendation of the NRC, the Board has appointed Ms. Monica Widhani as an additional director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from February 08, 2023 to February 07, 2028, not liable to retire by rotation, subject to approval of the Members at this EGM of the Company.

Considering the requirement of Regulation 17(1C) of Listing Regulations, which mandates that the Company shall ensure that the approval of shareholders for appointment of Ms. Monica Widhani (DIN:07674403), as an independent director, appointed by Board in its meeting held on February 08, 2023, has to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. She is eligible for being appointed as an Independent Director and also, has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Monica Widhani has also given her declaration to the Board, inter alia, that

- (i) she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
- (ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.

Relevant Details relating to appointment and continuation of directorship of Ms. Monica Widhani including her profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the “Annexure” to the Notice.

In the opinion of the Board, Ms. Monica Widhani is a person of integrity, possesses relevant expertise / experience and given her experience, the Board considers it desirable and in the interest of the Company to have her on the Board of the Company.

Except Ms. Monica Widhani and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.2 of the Notice for approval by the Members.

## Item No. 3

The 970 Rated, Listed, Senior, Secured, Redeemable, Non-Convertible Debentures (“NCDs”) of Face Value of INR 10,00,000 (Indian Rupees Ten Lakhs only) each of the Company aggregating up to INR 97,00,00,000 (Indian Rupees Ninety-Seven Crores only) has been listed on BSE Limited since December 24, 2021.

Pursuant to the SEBI Circular No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 and as per Regulation 23(6) of Securities and Exchange Board of (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, the Company shall ensure that its Articles of Association allow its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

Further, Companies whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend their Articles of Association to comply with above mentioned provision, on or before September 30, 2023.

Therefore, in compliance with above mentioned provisions, the Board has considered and approved the amendment in Articles of Association (“AOA”) of the Company subject to the approval of Shareholders of the Company by substituting the existing Article 113 of the AOA with the new Article 113 through resolution passed by circulation on April 05, 2023.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the amendment in the Articles of Association of the Company.

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

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

By order of the Board,

For **H. G. Infra Engineering Limited**

**Ankita Mehra**

Company Secretary & Compliance Officer

Membership No-A33288

Jaipur, Rajasthan

April 05, 2023

**Registered Office:**

14, Panchwati Colony, Ratanada,

Jodhpur, Rajasthan - 342001

CIN-L45201RJ2003PLC018049

Tel.: +91 0291 2515327

E-mail: [cs@hginfra.com](mailto:cs@hginfra.com)

Website: [www.hginfra.com](http://www.hginfra.com)



**ANNEXURE**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE EGM**

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

**Item No. 01**

<b>Name of Director</b>	Ms. Sharada Sunder
<b>DIN</b>	07599164
<b>Age (Years)</b>	55
<b>Qualifications</b>	Chartered Accountant
<b>Experience)/ brief Resume</b>	<p>Ms. Sharada Sunder, is a Chartered Accountant having corporate experience of more than 30 years in the business management.</p> <p>Presently, she is associated with Baroda BNP Paribas Trustee India Private Limited as an Independent Director since March, 2022 and acted as consultant to Pragati Leadership Institute Private Limited.</p> <p>She was previously associated with Welingkar Institute of Management, Zee Entertainment Enterprises Limited, Real Global, Bennett-Coleman and Co. Ltd.</p>
<b>Expertise in specific functional areas</b>	She has expertise in the field of Business Strategy and Execution, Consumer Insight & Engagement, Financial Management, Business fortification, Team building & Coaching, Creativity & Innovation.
<b>Date of First Appointment on the Board</b>	February 08, 2023
<b>Shareholding in the Company till the date of Notice of this EGM including shareholding as a beneficial owner, if any,]</b>	Nil
<b>Terms and Conditions of Appointment/ Re-Appointment</b>	Independent Director, not liable to retire by rotation
<b>Details of Remuneration last drawn till the date of Notice of this EGM</b>	Nil
<b>Details of proposed remuneration</b>	Sitting fees as may be approved by the Board of Directors in accordance with applicable provisions of law.
<b>Relationship with other Director/ Key Managerial Personnel</b>	Not related to any Director or Key Managerial Personnel
<b>Number of meetings of the Board attended till the date of Notice of this EGM</b>	NA
<b>Chairperson/ Members of the Committee (s) of Board of Directors of the Company as on date</b>	<ul style="list-style-type: none"> <li>➤ Member of Nomination and Remuneration Committee</li> <li>➤ Member of Corporate Social Responsibility Committee</li> <li>➤ Member of Business Strategy and Review Committee</li> </ul>
<b>Directorship of other Board till the date of Notice of this EGM excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];</b>	<p>Directorship of other Board : Nil</p> <p>Resignation from directorship in the past three years:</p> <ul style="list-style-type: none"> <li>➤ Future Lifestyle Fashions Limited</li> <li>➤ Future Specialty Retail Limited</li> </ul>
<b>Chairperson/ Members of the Committee (s) of Board of Directors of other companies as on till the date of Notice of this EGM excluding Directorship in Private and Section 8 Companies. [along with</b>	<p>Chairperson/ Members of the Committee (s) of Board of Directors of other companies : Nil</p> <p>Resignation as chairperson/members in the past three years:</p>

<p><b>listed entities from which the person has resigned in the past three years];</b></p>	<p>➤ Future Lifestyle Fashions Limited:</p> <ul style="list-style-type: none"> <li>• Chairperson of Audit Committee;</li> <li>• Chairperson of Nomination and Remuneration Committee; and</li> <li>• Member of Risk Management Committee</li> </ul>
<p><b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b></p>	<p>As per the resolution at Item No. 1 of this Notice, read with the explanatory statement thereto.</p>

Item No. 02

<b>Name of Director</b>	Ms. Monica Widhani
<b>DIN</b>	07674403
<b>Age (Years)</b>	64
<b>Qualifications</b>	Chartered Accountant
<b>Experience)/ brief Resume</b>	<p>She had several Leadership roles in different functions of Bharat Petroleum Corporation Limited (BPCL).</p> <p>Presently, she is associated with Gujarat Pipavav Port Limited as an Independent Director since August, 2021 and ABB India Limited as an Independent Director since May, 2022.</p> <p>She was previously an Independent Director on GKN Driveline (India) Limited and also on 6 of BPCL's joint venture companies.</p>
<b>Expertise in specific functional areas</b>	She has expertise in Strategic Business Management, Marketing and Finance.
<b>Date of First Appointment on the Board</b>	February 08, 2023
<b>Shareholding in the Company till the date of Notice of this EGM [including shareholding as a beneficial owner, if any,]</b>	Nil
<b>Terms and Conditions of Appointment/ Re-Appointment</b>	Independent Director, not liable to retire by rotation
<b>Details of Remuneration last drawn</b>	Nil
<b>Details of proposed remuneration</b>	Sitting fees as may be approved by the Board of Directors in accordance with applicable provisions of law.
<b>Relationship with other Director/ Key Managerial Personnel</b>	Not related to any Director or Key Managerial Personnel
<b>Number of meetings of the Board attended during the financial year till the date of Notice of this EGM</b>	NA
<b>Chairperson/ Members of the Committee (s) of Board of Directors of the Company as on date</b>	<ul style="list-style-type: none"> <li>➤ Member of Audit Committee</li> <li>➤ Member of Stakeholders Relationship Committee</li> <li>➤ Member of Business Strategy and Review Committee</li> </ul>
<b>Directorship of other Board till the date of Notice of this EGM excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];</b>	<p>Directorship of other Board:</p> <ul style="list-style-type: none"> <li>➤ ABB India Limited</li> <li>➤ Gujarat Pipavav Port Limited</li> </ul> <p>Resignation from directorship in the past three years:</p> <ul style="list-style-type: none"> <li>➤ GKN Driveline (India) Limited</li> </ul>
<b>Chairperson/ Members of the Committee (s) of Board of Directors of other companies till the date of Notice of this EGM excluding Directorship in Private and Section 8 Companies, [along with listed entities from which the person has resigned in the past three years];</b>	<p>Chairperson/ Members of the Committee (s) of Board of Directors of other companies:</p> <ul style="list-style-type: none"> <li>➤ ABB India Limited <ul style="list-style-type: none"> <li>• Member of Audit Committee,</li> <li>• Member of Stakeholders Relationship Committee and</li> <li>• Member of Corporate Social Responsibility Committee</li> </ul> </li> <li>➤ Gujarat Pipavav Port Limited - Member of Audit Committee</li> </ul>

	<p>Resignation in the past three years:</p> <ul style="list-style-type: none"> <li>➤ GKN Driveline (India) Limited <ul style="list-style-type: none"> <li>• Chairperson of Audit Committee and Risk Management Committee,</li> <li>• Member of Nomination and Remuneration Committee Meeting and</li> <li>• Member of Corporate Social Responsibility Committee</li> </ul> </li> </ul>
<p><b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b></p>	<p>As per the resolution at Item No. 2 of this Notice, read with the explanatory statement thereto.</p>