



**H.G. Infra Engineering Limited**  
**Transcript**  
**of**  
**Extra Ordinary General Meeting**

**Management:** Mr. Harendra Singh –Chairman & Managing Director, H. G. Infra Engineering Limited  
Ms. Ankita Mehra- Company Secretary & Compliance Officer

**Moderator:** Ms. Kalpana Singh – Representative of Registrar and Share Transfer Agent, Link in Time India Private Limited.

**Ankita Mehra:** Good afternoon, dear shareholders, auditors and invitees hope I am visible and audible.

My self, Ankita Mehra company secretary and compliance officer of your company.

It is 2.00 PM by the clock now.

It gives me immense pleasure to welcome you all in the extraordinary general meeting.

This Extra Ordinary General Meeting is being conducted through video conferencing/ other Audio- Visual Means (OVAM) in accordance with a circular and guidelines issued by the ministry of corporate affairs, securities, and exchange board of India and other circular issues in this regard which allows the company to contact this EGM through video conferencing and other audio-visual means.

I confirmed that requisite quorum is present

It is my privilege to introduce the directors and auditors and Senior officials of your company present on the panel, I will introduce them one by one.

Mr. Harendra Singh, Chairman and Managing director he is also the Chairperson of the Risk Management Committee and Business Strategy and Review Committee.

Mr. Ashok Kumar Thakur, Chairperson of Audit Committee.

Mr. Dinesh Kumar Goyal, Executive Director.

Mr. Manjit Singh, Independent Director, Chairperson of Nomination and Remuneration Committee and Chairperson of Stakeholders Relationship Committee.

Mr. Jay Shah, Representative of M/s. Shridhar and Associates, Chartered Accountants, Joint Statutory Auditors of the Company.

Mr. Kartik Arora, Representative of M/s M S K A & Associates, Chartered Accountants, Joint Statutory Auditors of the Company.

Ms. Heena Lakhani, Representative of M/s. ATCS & Associates, Practising Company Secretaries, Secretarial Auditors of the Company.

Mr. Deepak Arora, Partner Deepak Arora & Associate, Practising Company Secretaries, Scrutinizer for this EGM.

Mr. Arvind Khandelwal, President Strategy

Mr. Rajeev Mishra, Chief Financial Officer

The other senior officials of the company are also attending this meeting from their respective locations.

Now I request Mr. Harendra Singh, Chairperson to please occupy the chair and commence the proceedings of this meeting.

**Mr. Harendra Singh:** Thank you and good afternoon, Everyone.

Please accept our sincere greeting and warm welcome to the Extra Ordinary General Meeting of H.G. Infra Engineering Limited.

Thank you for your continuing support and encouragement.

I hope all of you and your family members are safe and in good health.

The Company has taken all feasible efforts to enable members to participate through video conferencing and to vote at the EGM. On behalf of the Board of Directors, I would like to thank you for joining us today.

The requisite quorum for the meeting is present, so I call this meeting to order.

I request Ankita Mehra, Company Secretary, to share the guidelines for the EGM.

**Ankita Mehra:** I would like to convey certain points regarding participation in the meeting.

Your Company is taken all the necessary steps to ensure the shareholders to attend and vote at this EGM in seamless manner. For smooth conduct of the meeting, the Shareholders will be on mute mode. The Audio and video will be switched on, only when they will speak at the EGM, as per the pre-registration. Your Company has tied up with Link Intime India Private Limited, the Registrar and share transfer agent ("RTA") of the Company to provide the facilities for remote e-voting and e-voting during this EGM. For participation in the EGM through Video Conferencing and E-Voting during the EGM, if the shareholders need any assistance, with regard to the use of technology or otherwise can contact the helpline numbers mentioned in the Notice of this EGM. Shareholders may also kindly note that this EGM is being recorded.

Further, I would like to inform you that the notice of this Extra Ordinary General Meeting has been sent by electronic mode to those Shareholders whose e-mail addresses are registered with the Company or the RTA or Depositories and has also been made available on the Company's website. Considering the above, the Notice of EGM is being taken as read.

As mentioned in the notes of the Notice of this EGM, the Register of Directors and Registers of Contracts and Arrangements, along with the other statutory documents as per the Companies Act, 2013 have been made available for inspections by the Shareholders during the EGM and can be accessed through the inspection tab on the InstaMeet portal.

As the EGM is being held through video conferencing, the facility for appointment of proxies by the Shareholders is not applicable and hence the proxy register is not available for inspection.

Pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended the remote e-voting facility to the Shareholders of the Company in respect of the resolutions to be passed at this Meeting. The remote e-voting commenced at 9.00 a.m. on Monday, May 01, 2023 and ended at 5.00 p.m. on Wednesday, May 03, 2023. The facility for voting through e-voting system is also made available during the Meeting for Shareholders who has not cast their vote prior to the Meeting. You can use the e-voting tab in the InstaMeet portal of Link Intime India Private Limited to cast your vote.

Mr. Deepak Arora, Partner, M/s. Deepak Arora & Associates, Practicing Company Secretaries, is appointed as Scrutinizer for the purpose of scrutinising the process of remote e-voting held prior to the EGM and e-voting during the EGM.

The flow of this meeting will be started with the question-and-answer session and then will move for the remaining proceedings of the Meeting and will conduct the e-voting on the resolutions contained in the Notice of this EGM.

There are few guidelines for the question-and-answer session.

Shareholders who would like to ask questions to the panelist may ask your queries via active chat-board during the meeting and/or during speaking session if you have already registered for the same. Please remember your speaking serial number which will be appearing in the "voting registration message" once you mark your attendance for the meeting.

The speaker Shareholders who have joined the meeting will be placed on mute mode by default to ensure smooth functioning and transmission of the meeting proceeding. During the question-and-answer session, you are requested to speak only when you will be invited to speak as per the serial number /speaking queue. The line of the respective Shareholder

shall be unmuted by the moderator when his/her name is call out. Shareholders while asking a question or seeking clarification can put their video on. In Case any shareholder is facing any technical issue with the video transmission they can raise their question through audio mode. During the EGM, if Shareholders are facing other problems, they can contact on the helpline number of Link Intime India Private Limited as mentioned in the Notice of this EGM. Further, we recommend using earphones to minimize the background noise. If there is any connectivity issue at the speakers' end, the moderator shall mute the speaker and move to the next speaker. However, such speaker would be given an opportunity to speak at the end subject to the limitation of the time.

To avoid repetition, the Chairman will respond to all the questions at the end. Once you have asked your question, you can log off and continue to watch the proceedings.

I now request the moderator to commence the Question-and-Answer session.

**Moderator:** Thank You, Mam.

**Ankita Mehra:** I request the moderator to please bring him/her in the panel.

**Moderator:** He is not with us, so you can continue the meeting.

**Ankita Mehra:** We can now proceed towards voting on the matters as set out in the Notice of this EGM.

Let me just summarize the objective of this EGM of the Company, which is to transact the businesses as mentioned in the Notice of this EGM. Which are:

#### **SPECIAL BUSINESS**

##### **Item No. 1 of the Notice**

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.

##### **Item No. 2 of the Notice**

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.

##### **Item No. 3 of the Notice**

To consider and approve the amendment in Articles of Association ("AoA") of the Company.

Since the objectives and implications of all these matters are already detailed in the explanatory statement forming part of the Notice, the same are being taken as read.

Shareholders who have not exercised their vote through the remote e-voting may click the voting button "Cast your vote" which is appearing on the right-hand side of your VC meeting screen. You may enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email ID) during registration for InstaMeet and vote.

Now, I hand over back to Chairman, thank you.

**Harendra Singh:** The e-voting facility will remain open for the next 30 minutes to enable shareholders to cast their votes. The voting results (remote e-voting and e-voting at this EGM) on all the resolutions as set out in the Notice of EGM will be declared on receipt of the scrutinizer report within the time stipulate under the applicable laws and shall be intimated to the stock exchanges and uploaded on website of the Company as well as on the Website of the RTA. The resolutions as set forth in the Notice of EGM shall be deemed to be passed today subject to the receipt of the requisite number of votes. Since, all the items of business as per the Notice of this EGM have been taken-up, I now declare the proceedings of this General Meeting as closed.

On behalf of the Board of Directors and management of HGINFRA, I again convey our sincere thanks to all the Shareholders, Auditors and other invitees for attending this meeting.

Please stay healthy and stay safe and take care of yourselves.

Thank You, Everyone.