

HGIEL/HO/COMPLIANCE/2025-26/524

August 19, 2025

BSE Limited

Phiroze Jeejeebhoy Towers
 Dalal Street
 Mumbai- 400 001

Scrip Code- 541019

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G
 Bandra Kurla Complex, Bandra (East)
 Mumbai- 400 051

Scrip Symbol- HGINFRA

Dear Sir/Madam,

Sub: Proceedings/Outcome of the 23rd Annual General Meeting and the Voting Results

This is to inform you that the 23rd Annual General Meeting (“AGM”) of H.G. Infra Engineering Limited (the “Company”) was held today, i.e., Tuesday, August 19, 2025, at 02:00 p.m. (IST) through Video Conferencing/ Other Audio Visual Means in compliance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) for transacting the business(es) as mentioned in the Notice convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the proceedings of the AGM pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as ***Annexure - I***.
2. Voting results in respect of the businesses conducted at the AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as ***Annexure - II***.
3. Consolidated Scrutinizer’s Report dated August 19, 2025 on remote e-voting and e-voting during the AGM as ***Annexure - III***.
4. Details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 regarding the appointment of Director and Auditors as ***Annexure IV***.

The above information is also being made available on the Company’s website at www.hginfra.com

This is for your information and records.

Thanking you,

Yours faithfully,

For H.G. Infra Engineering Limited

Ankita Mehra

Company Secretary & Compliance Officer
 ACS No. – 33288

Encl.: As above

H.G. INFRA ENGINEERING LTD.

Annexure – I

**SUMMARY OF THE PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING OF
H.G. INFRA ENGINEERING LIMITED**

The 23rd Annual General Meeting (“AGM”) of H.G. Infra Engineering Limited (the “Company”) was held on Tuesday, August 19, 2025, at 02:00 p.m. (IST) through Video Conferencing (“VC”) in accordance with the circulars and guidelines issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Mr. Harendra Singh, Chairman and Managing Director of the Company, commenced the meeting and welcomed all the Shareholders, Directors and other participants to the AGM. On confirming that the requisite quorum was present through VC, the Chairman called the meeting to order.

The Chairman stated that the Company has taken all feasible efforts to enable the shareholders to participate through VC and vote at the AGM.

Ms. Ankita Mehra, Company Secretary and Compliance Officer of the Company introduced the Directors, CFO, Senior Management Personnel and the Statutory Auditors, Secretarial Auditors, Scrutinizer, present at the AGM.

The Directors of the Company attended the AGM through VC. The Chairperson of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders’ Relationship Committee were present at the meeting.

The Company Secretary provided the general instructions to the shareholders regarding participation in the AGM.

The Notice of the AGM and the Annual Report for the financial year ended March 31, 2025 were taken as read as the same were already circulated to the shareholders. After that, the Company Secretary stated that the Reports from the Statutory Auditors and the Secretarial Auditors do not contain any qualifications, reservations or adverse remarks and, accordingly, were also taken as read.

The following items, as stated in the Notice of the AGM, were transacted at the AGM:

Item No.	Detail of Resolution(s)	Type of Resolution (Ordinary/ Special)
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.	Ordinary Resolution
2.	To declare the final dividend of Rs. 2/- per equity share of Rs. 10/- each the financial year ended March 31, 2025.	Ordinary Resolution

H.G. INFRA ENGINEERING LTD.

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.	Ordinary Resolution
4.	To approve the re-appointment of M/s. Shridhar & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company.	Ordinary Resolution
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.	Special Resolution
6.	To approve the appointment of M/s. Deepak Arora & Associates Practicing Company Secretaries, as the Secretarial Auditor of the Company.	Ordinary Resolution
7.	To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2026.	Ordinary Resolution

The Company Secretary informed the Shareholders that 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 had extended the remote e-voting facility to the shareholders of the Company in respect of the resolutions transacted at the meeting. The remote e-voting commenced at 9:00 a.m. on Saturday, August 16, 2025, and ended at 5:00 p.m. on Monday, August 18, 2025. She further informed that Members who attended the AGM and could not cast their vote by remote e-Voting were provided an opportunity to cast their vote through e-Voting during the AGM.

The Company Secretary then informed that The Board of Directors of the Company had appointed Ms. Heena Lakhani, Partner, M/s. Deepak Arora & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.

She then informed the shareholders that the statutory registers and other relevant documents referred to in the Notice of the AGM were available electronically for inspection on the InstaMeet portal of MUFG Intime India Private Limited.

The Chairman then addressed the Shareholders with a brief speech wherein he apprised them, among other things, about the industry, operational, financial, digital transformation, governance, business outlook and other aspects of the Company.

The Shareholders were then requested to address the meeting and ask questions or express their views. The Chairman responded to the queries of the Shareholders and provided the necessary clarifications.

The Chairman reiterated that the e-voting facility was also available until thirty (30) minutes after the conclusion of the AGM to those shareholders who had not already voted by means of remote e-voting.

The Chairman, thereafter, thanked the Shareholders for joining the 23rd AGM of the Company and declared the meeting closed.

The meeting concluded at 03:25 p.m. (IST) (including the time allowed for e-Voting during the AGM).

H.G. INFRA ENGINEERING LTD.



Upon conclusion of the AGM, after scrutiny of the votes, the Scrutinizer submitted her report dated August 19, 2025, to the Company Secretary, as authorized by the Chairman of the Company. As per the report submitted by the Scrutinizer considering the votes cast through remote e-Voting and e-Voting during the AGM, all the aforesaid resolutions as set out in Item Nos. 1 to 7 of the Notice of the AGM were passed with the requisite majority.

The transcript of the AGM, along with the Chairman's speech as read out during the AGM, will be made available on the website of the Company at www.hginfra.com

H.G. INFRA ENGINEERING LTD.

Visit us at : www.hginfra.com
E-mail : info@hginfra.com

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Annexure-II

Voting Results of the 23rd Annual General Meeting (AGM)

Date of the AGM	August 19, 2025
Total number of shareholders on record date (i.e. as on the cut-off date August 12, 2025)	130316
No. of shareholders present in the meeting either in person or through proxy: - Promoter and Promoter group - Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: - Promoter and Promoter group - Public	11 39

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H.G. Infra Engineering Limited								
Resolution Required :Ordinary			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	46780176	46779871	99.9993	46779871	0	100.0000	0.0000
	Poll		300	0.0006	300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46780171	99.9999	46780171	0	100.0000	0.0000
Public Institutions	E-Voting	9007839	7317116	81.2305	7317116	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7317116	81.2305	7317116	0	100.0000	0.0000
Public Non Institutions	E-Voting	9383096	2243	0.0239	2241	2	99.9108	0.0892
	Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2244	0.0239	2242	2	99.9109	0.0891
Total		65171111	54099531	83.0115	54099529	2	100.0000	0.0000

H.G. Infra Engineering Limited								
Resolution Required :Ordinary			2 - To declare the final dividend of Rs. 2/- per equity share of Rs. 10/- each for the financial year ended March 31, 2025.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	46780176	46779871	99.9993	46779871	0	100.0000	0.0000
	Poll		300	0.0006	300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46780171	99.9999	46780171	0	100.0000	0.0000
Public Institutions	E-Voting	9007839	7330011	81.3737	7330011	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7330011	81.3737	7330011	0	100.0000	0.0000
Public Non Institutions	E-Voting	9383096	2243	0.0239	2241	2	99.9108	0.0892
	Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2244	0.0239	2242	2	99.9109	0.0891
Total		65171111	54112426	83.0313	54112424	2	100.0000	0.0000

H.G. Infra Engineering Limited								
Resolution Required :Ordinary			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	46780176	46779871	99.9993	46779871	0	100.0000	0.0000
	Poll		300	0.0006	300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46780171	99.9999	46780171	0	100.0000	0.0000
Public Institutions	E-Voting	9007839	7330011	81.3737	6879929	450082	93.8597	6.1403
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7330011	81.3737	6879929	450082	93.8597	6.1403
Public Non Institutions	E-Voting	9383096	2243	0.0239	2241	2	99.9108	0.0892
	Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2244	0.0239	2242	2	99.9109	0.0891
Total		65171111	54112426	83.0313	53662342	450084	99.1682	0.8318

H.G. Infra Engineering Limited								
Resolution Required :Ordinary			4 - To approve the re-appointment of M/s. Shridhar & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	46780176	46779871	99.9993	46779871	0	100.0000	0.0000
	Poll		300	0.0006	300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46780171	99.9999	46780171	0	100.0000	0.0000
Public Institutions	E-Voting	9007839	7330011	81.3737	7259341	70670	99.0359	0.9641
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7330011	81.3737	7259341	70670	99.0359	0.9641
Public Non Institutions	E-Voting	9383096	2243	0.0239	2231	12	99.4650	0.5350
	Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2244	0.0239	2232	12	99.4652	0.5348
Total		65171111	54112426	83.0313	54041744	70682	99.8694	0.1306

H.G. Infra Engineering Limited								
Resolution Required :Special			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	46780176	46779871	99.9993	46779871	0	100.0000	0.0000
	Poll		300	0.0006	300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46780171	99.9999	46780171	0	100.0000	0.0000
Public Institutions	E-Voting	9007839	7330011	81.3737	7322247	7764	99.8941	0.1059
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7330011	81.3737	7322247	7764	99.8941	0.1059
Public Non Institutions	E-Voting	9383096	2243	0.0239	2241	2	99.9108	0.0892
	Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2244	0.0239	2242	2	99.9109	0.0891
Total		65171111	54112426	83.0313	54104660	7766	99.9856	0.0144

H.G. Infra Engineering Limited								
Resolution Required :Ordinary			6 - To approve the appointment of M/s. Deepak Arora & Associates Practicing Company Secretaries, as the Secretarial Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	46780176	46779871	99.9993	46779871	0	100.0000	0.0000
	Poll		300	0.0006	300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46780171	99.9999	46780171	0	100.0000	0.0000
Public Institutions	E-Voting	9007839	7330011	81.3737	7330011	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7330011	81.3737	7330011	0	100.0000	0.0000
Public Non Institutions	E-Voting	9383096	2243	0.0239	2241	2	99.9108	0.0892
	Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2244	0.0239	2242	2	99.9109	0.0891
Total		65171111	54112426	83.0313	54112424	2	100.0000	0.0000

H.G. Infra Engineering Limited

Resolution Required :Ordinary			7 - To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2026.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	46780176	46779871	99.9993	46779871	0	100.0000	0.0000
	Poll		300	0.0006	300	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46780171	99.9999	46780171	0	100.0000	0.0000
Public Institutions	E-Voting	9007839	7330011	81.3737	7330011	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7330011	81.3737	7330011	0	100.0000	0.0000
Public Non Institutions	E-Voting	9383096	2243	0.0239	2241	2	99.9108	0.0892
	Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2244	0.0239	2242	2	99.9109	0.0891
Total		65171111	54112426	83.0313	54112424	2	100.0000	0.0000



Deepak Arora & Associates

Practicing Company Secretaries

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendments Rules, 2014]

To,

The Chairman/ Company Secretary

H.G. Infra Engineering Limited ("the Company")

23rd Annual General Meeting ("AGM") of the Equity Shareholders

held on Tuesday, August 19, 2025 at 2.00 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir/ Ma'am,

Subject: Consolidated Scrutinizer's Report on voting through Remote e-Voting and e-Voting conducted during the 23rd AGM of the shareholders of the Company.

I, Heena Lakhnai, Partner of M/s. Deepak Arora & Associates, a Practicing Company Secretaries Firm, having its office at 23 ka 4, Jyoti Nagar, Near Vidhan Sabha, Jaipur, Rajasthan-302005, was appointed as a scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of remote e-voting prior to the AGM and e-voting at the AGM (collectively referred to as "**E-voting**"), in a fair and transparent manner, pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015), in respect of resolutions as set out in the Notice of the AGM dated May 21, 2025, proposed at the AGM of the Equity Shareholders of the Company held on Tuesday, August 19, 2025 at 2.00 P.M. (IST) through VC/OAVM, submit our Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by remote e-voting and e-Voting at the AGM by the shareholders on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both remote e-Voting and electronic voting (e-Voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or person(s) authorized by him, on the resolutions.

2. The RTA of the Company i.e. M/s. MUFG INTIME INDIA PRIVATE LIMITED (formerly Link Intime India Private Limited) ("RTA/ MUFG") completed the dispatch of Notice of the AGM by electronic mode to shareholders who had already registered their email addresses with the Company / Depositories, in accordance with the circulars issued by the Ministry of Corporate Affairs the latest being 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, unless any Member has requested for a physical copy of the same. Further a Letter to shareholders providing a web link for accessing the Notice of AGM and Annual Report for the Financial Year 2024-25 was sent at their registered address to those shareholders whose email addresses had not registered with the Company / Depositories.
3. The Company had availed the e-voting facility both for remote e-Voting prior to the AGM and e-Voting at the AGM offered by the RTA for conducting e-Voting by the Shareholders of the Company.
4. In accordance with the Notice of the AGM sent to the shareholders on July 28, 2025 and the '**Advertisement**' published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 30, 2025, the voting period for remote e-voting commenced at 9:00 A.M. on Saturday, August 16, 2025 and closed at 5:00 P.M. on Monday, August 18, 2025. The e-Voting module was disabled by RTA for voting thereafter.
5. The Shareholders holding shares as on the "cut off" date i.e. Tuesday, August 12, 2025, were entitled to vote on the resolutions as set out in the Notice of the AGM.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by RTA had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After the closure of e-Voting at the AGM, the votes cast through e-Voting at the AGM and through remote e-Voting prior to the date of AGM were unblocked and downloaded from the e-voting website of RTA in a presence of 2 (two) witnesses i.e. Mr. Vijay Gupta and Ms. Neha Sharma. The e-Voting data/results downloaded from the e-Voting system of RTA were scrutinized and reviewed.
8. Based on the data downloaded, the overall result of Remote e-voting together with e-voting during AGM were consolidated and the final Scrutinizer's Report was prepared. The consolidated results of the E-voting are as under:

ORDINARY BUSINESS

Resolution 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; **(Ordinary Resolution)**

(i) Voted in **favour** of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
131	54099529	100.0000

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.0000

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Note: 1 (One) member, holding 12,895 shares, has cast an abstain vote. Therefore, for this particular agenda item, his vote is not included in the total number of members who voted (either in favor or against).

The resolution has been passed with requisite majority.

Resolution 2 : To declare the final dividend of Rs. 2/- per equity share of Rs. 10/- each for the financial year ended March 31, 2025: **(Ordinary Resolution)**

(i) Voted in **favour** of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
132	54112424	100.0000

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.0000

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

The resolution has been passed with requisite majority.

Resolution 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: **(Ordinary Resolution)**

(i) Voted in **favour** of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	53662342	99.1682

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	450084	0.8318

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

The resolution has been passed with requisite majority.

Resolution 4: To approve the re-appointment of M/s. Shridhar & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company: **(Ordinary Resolution)**

(i) Voted in **favour** of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
125	54041744	99.8694

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	70682	0.1306

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

The resolution has been passed with requisite majority.

SPECIAL BUSINESS

Resolution 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. **(Special Resolution)**

(i) Voted in **favour** of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
130	54104660	99.9856

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	7766	0.0144

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

The resolution has been passed with requisite majority.

Resolution 6: To approve the appointment of M/s. Deepak Arora & Associates Practicing Company Secretaries, as the Secretarial Auditor of the Company: **(Ordinary Resolution)**

(i) Voted in **favour** of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
132	54112424	100.0000

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.0000

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

The resolution has been passed with requisite majority.

Resolution 7: To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2026 **(Ordinary Resolution)**

(i) Voted in **favour** of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
132	54112424	100.0000

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	2	0.0000

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

The resolution has been passed with requisite majority.

In view of the above scrutiny, I hereby certify that the above resolutions have been by the members of the Company passed with requisite majority on August 19, 2025.

As mentioned in the Notice, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Bank which shall be the deemed Venue of the AGM.

All electronic data and relevant records of e-Voting will remain in my custody until the Chairman of the Company considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you

Yours faithfully,

for **Deepak Arora and Associates**
Company Secretaries
Firm Reg No P2001RJ080000

Countersigned by:
for **H.G. INFRA ENGINEERING LIMITED**

Heena Lakhani (Partner)
ACS No.: 53279, CP No.: 24299
UDIN NO.: A053279G001035293

Ankita Mehra
Company Secretary cum Compliance Officer
M. No.: A33288
(Authorized by the chairman)

Place: Jaipur
Date: August 19, 2025

Annexure- IV

Appointment of Director

Sr. No	Particulars	Description
a.	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;	Mr. Devendra Bhushan Gupta has been appointed as Whole Time Director on the Board of the Company.
b.	Date of appointment/ re-appointment / cessation (as applicable) & term of appointment/ re-appointment ;	Effective from June 01, 2025 Term of appointment – 3 years The shareholders have approved the appointment of Mr. Gupta as Whole Time Director on the Board of the Company in their 23rd Annual General Meeting, held today, i.e. Tuesday, August 19, 2025
c.	Brief profile (in case of appointment);	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. During service, he was posted as the Finance Secretary, Commissioner of Delhi Development Authority, Commissioner of Jaipur Development Authority, Principal Secretary, Planning , Agriculture and Urban Development Departments. He was also posted as Principal Secretary, Public Works Department (PWD) in June, 2014 with an ambitious project of constructing 20,000 kilometers of State Highways and other Major roads on Public Private Partnership (PPP) basis. Later after promotion, he also served as Additional Chief Secretary, PWD and Infrastructure and as the Chairman of the State Highway Authority of Rajasthan. Thereafter, he was appointed as Additional Chief Secretary, Finance and finally as the

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		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.
d.	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Gupta is not related to any Director of the Company
e.	Information required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and the NSE Circular no. NSE/ CML/2018/24, both dated 20 June 2018	Mr. Gupta is not debarred from holding the office of director by virtue of any order of Securities and Exchange Board of India or any other such authority.

Re-appointment of Joint Statutory Auditors:

S. No.	Particulars	Description
1.	Name of Joint Statutory Auditors	M/s Shridhar & Associates, Chartered Accountants
2.	Reason of Change	Re-appointment
3.	Date of appointment/re-appointment & term of appointment/re-appointment	The Board at its meeting held on May 21, 2025, approved the re-appointment of M/s Shridhar & Associates, Chartered Accountants, as Joint Statutory Auditors for five consecutive years commencing from the F.Y. 2025-26 till F.Y. 2029-30. The shareholders have approved the appointment in their 23rd Annual General Meeting, held today, i.e. Tuesday, August 19, 2025
4.	Brief Profile	M/s Shridhar & Associates (Firm Registration No. 134427W) is professionally equipped company providing a full range of solutions for domestic and international companies. Team consists of CAs / CSs / CPA 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.
5.	Disclosure of relationships between directors	Not Applicable

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Appointment of Secretarial Auditors:

S. No.	Particulars	Description
1.	Name of Secretarial Auditors	M/s Deepak Arora & Associates, Practicing Company Secretaries
2.	Reason of Change	Appointment
3.	Date of appointment/ re-appointment & term of appointment/ re-appointment	The Board at its meeting held on May 21, 2025, approved the appointment of M/s Deepak Arora & Associates, Practicing Company Secretaries, as Secretarial Auditors, for audit period of five consecutive years commencing from the F.Y. 2025-26 till F.Y. 2029-2030. The shareholders have approved the appointment in their 23rd Annual General Meeting, held today, i.e. Tuesday, August 19, 2025.
4.	Brief Profile	M/s Deepak Arora & Associates (Firm Registration No. P2001RJ080000) is a progressive, dedicated and proactive firm of Company Secretaries and Legal Advisors. It undertakes legal and secretarial services to assist the clients in Business set up, Corporate Laws, Industrial Laws, Foreign Exchange Laws and Intellectual Property Laws, SEBI Laws, Insolvency and Bankruptcy Law, RBI Act. It has developed a wide network and relationship around the country and has developed a capacity to provide above services at any place and at any time.
5.	Disclosure of relationships between directors	Not Applicable

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