

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of the Shareholders of **H.G. Infra Engineering Limited** (Erstwhile Known as H.G. Infra Engineering Pvt. Ltd.) will be held on Friday, September 08, 2017 at 3.00 p.m., on a shorter notice, at 14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan, 342001 the registered office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 together with the report of the Board of Directors and Auditors thereon. and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and auditors' report thereon.
2. To appoint a Director in place of Mr. Girish Pal Singh(Din: 00487476) who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E300009), be and are hereby re-appointed as the Statutory Auditor of the Company to hold office for a term of five consecutive financial years, from the conclusion of this Fifteenth Annual General Meeting of the Company till the conclusion of the Twentieth Annual General Meeting, subject to ratification of the appointment at every Annual General Meeting, on such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as recommended by the Audit Committee and as may be mutually agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

4. RATIFICATION OF COST AUDITORS' REMUNERATION

To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2018 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No.101983), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, shall be paid remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby ratified and approved.”

5. APPOINTMENT OF INDEPENDENT DIRECTORS

To approve the Appointment of Independent Directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Onkar Singh, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from September 08, 2017 and whose office shall not be liable to determination by retirement of directors by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Mr. Onkar Singh, and, as may be determined by the Board from time to time.

RESOLVED FURTHER THAT Mr. Harendra Singh, Managing director and Mr. Vijendra Singh, Whole time director be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Mr. Onkar Singh as an Independent Director of the Company.”

6. INCREASE IN AUTHORISED SHARE CAPITAL

To approve the Increase in Authorised Share Capital and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the authorized share capital of the Company, pursuant to Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, be and is hereby increased from Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) equity shares of Rs.10 each to Rs. 80,00,00,000 (Rupees Eighty Crore only) divided into 8,00,00,000 (Eight Crore) equity shares of Rs.10 each.

RESOLVED FURTHER THAT consequently, the existing clause V of the Memorandum of Association of the Company, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, be and is hereby substituted by the following:

“The authorized capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crore only) divided into 8,00,00,000 (Eight Crore) equity shares of Rs.10 each.”

RESOLVED FURTHER THAT Mr. Harendra Singh, Managing director and Mr. Vijendra Singh, Whole time director be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution including filing of the necessary forms with the Registrar of Companies.”

7. ISSUE OF BONUS SHARES

To approve Issue of Bonus Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 63 of the Companies Act, 2013 and Rule 14 of the Companies(Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the Members be and is hereby accorded to the Board of Directors of the Company (the “Board”; which term shall be deemed to include any Committee thereof which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 36,04,00,000/- (Rupees Thirty Six Crore and Four Lakh Only) from the General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issuance of Bonus Shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names appear in the Register of Members on the ‘Record Date’ determined by the Board for the purpose, in the proportion of 2 (Two) Bonus Equity Share of Rs. 10/- for every 1 (One) fully paid-up Equity Shares of Rs. 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up Capital of the Company held by each such Member, and not as income.”

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date i.e. 09.09.2017.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

8. RAISING OF MONEY THROUGH A FURTHER ISSUE OF SECURITIES AND AN OFFER FOR SALE BY CERTAIN EXISTING SHAREHOLDERS

To approve Raising of Money through a further Issue of securities and an offer for Sale by certain Existing Shareholders and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013, along with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, (the “Companies Act, 2013”), including, any applicable subsisting provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be (the “Companies Act, 1956” and together with the Companies Act, 2013, the “Companies Act”), the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, as amended (“SCRA”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBIICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and other applicable laws, including regulations, rules, guidelines, policies, notifications, circulars, directions, orders, or clarifications, as may be applicable, issued from time to time by the Securities and Exchange Board of India (“SEBI”), Government of India, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Ministry of Corporate Affairs, the Department of Economic Affairs, the Ministry of Finance and the relevant stock exchanges where the equity shares of the Company of face value of Rs. 10 (the “Equity Shares”) are proposed to be listed (the “Stock Exchanges”) (collectively the “Applicable Laws”) and the enabling provisions of the Memorandum of Association of the Company and Articles of Association of the Company and subject to the approval of relevant government, statutory, supervisory and/or regulatory authorities, including the DIPP, SEBI, RBI, FIPB, Registrar of Companies, Department of Economic Affairs, Ministry of Finance and the Stock Exchanges and such other approvals, permissions and sanctions, as may be necessary, consents from third parties including lenders of the Company, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval and sanction of the Members be and is hereby granted to create, offer, issue and allot Equity Shares in the course of the IPO, pursuant to a Fresh Issue aggregating to Rs. 3,000 million, together with an Offer for Sale of up to 60,00,000 Equity Shares, (provided that such number of additional Equity Shares to the extent of up to 10% of the issue size of such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalizing the basis of allotment, including the issue and allotment of Equity Shares of the stabilizing agent pursuant to the green shoe option, if any, in terms of the SEBI ICDR Regulations, which shall include, without limitation, fresh Equity Shares issued and allotted in any private placement to selected investors as permitted under the applicable laws pursuant to the Pre-IPO Placement, reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the applicable laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees and any Green Shoe Option of up to a certain number of Equity Shares at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the book running lead managers (“BRLMs”) and the Selling Shareholders, in accordance with the SEBI ICDR Regulations to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the

Board may at its discretion in consultation with the BRLMs decide, including the anchor investors and the qualified institutional buyers as defined in the SEBI ICDR Regulations, foreign/resident investors, Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors (“FPIs”), alternative investment funds, venture capital funds, foreign venture capital investors, qualified foreign investors, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are authorized to invest in Equity Shares as per applicable law through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board and the Selling Shareholders may in their discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and/or other advisors as may be appointed for the IPO on such terms as may be deemed appropriate by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to also invite the existing shareholders of the Company to participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs subject to the receipt of consent of the SEBI, Government of India (“GOI”), RBI, the Registrar of Companies and/or such other approvals, permissions and sanctions of all other concerned regulatory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the IPO.

RESOLVED FURTHER THAT the Board be and is hereby authorised in behalf of the Company to make available for allocation a portion of the IPO to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees and/or shareholders of listed group companies (the “Reservation”) or to provide a discount to the issue price to retail individual bidders or eligible employees (the “Discount”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary,

appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Equity Shares so allotted in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank paripassu in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT the Equity Shares allotted/ transferred through the IPO be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts or deeds to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer, issue, transfer and allotment of Equity Shares pursuant to the IPO, including but without limitation, to the following:

- (i) constituting a committee for the purposes of any issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the IPO, including determining the anchor investor portion and allocate such number of Equity Shares to Anchor Investors in consultation with the Selling Shareholders and the BRLMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- (ii) extending the Bid/Offer period, revision of the Price Band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revisit it, in accordance with the Applicable Laws;
- (iii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, transfer, offer and allotment of Equity Shares;
- (iv) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
- (vi) seeking, if required, any approval, consent or waiver from the third parties such as Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the IPO;
- (vii) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the IPO, in accordance with Applicable Laws;
- (viii) taking on record the approval of the Offer for Sale;

- (ix) approval of the draft red herring prospectus (“DRHP”), the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (including amending, varying or modifying the same, as may be considered desirable or expedient) in relation to the IPO as finalized in consultation with the BRLMs, in accordance with Applicable Laws;
- (x) withdrawing the DRHP or the RHP or not proceeding with the IPO at any stage in accordance with Applicable Laws and in consultation with the BRLM(s);
- (xi) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xii) appointing, in consultation with the BRLMs, the registrar and other intermediaries to the IPO, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws;
- (xiii) finalization of, and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments supplements thereto;
- (xiv) authorization of the maintenance of a register of holders of the Equity Shares;
- (xv) finalization of the basis of allotment of the Equity Shares;
- (xvi) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with Applicable Laws; and
- (xvii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the IPO.

RESOLVED FURTHER THAT the Board or a committee thereof be and is hereby authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regards to the issue, offer or allotment/transfer of the Equity Shares in the IPO and the utilisation of the IPO proceeds in relation to investment in capital equipment, repayment/ prepayment of certain indebtedness, general corporate purpose, or in any other manner it may deem fit, and give such directions and/or instructions as it may from time to time decide and is entitled to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the IPO, for appointment of BRLMs and in consultation with the BRLMs for appointment of the intermediaries, underwriters, escrow agents, monitoring agency, registrars, banker(s) to the IPO legal counsels, depository(ies), custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the IPO and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the IPO.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment, transfer and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute

all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue as required by the SEBI, lead managers, banks or other authorities or agencies concerned or as the Board or any committee thereof may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members and to do all such acts, deeds, matters or things whatsoever, including settling any question, doubt or difficulty that may arise from time to time with regard to or in relation to raising of resources as authorized herein and the utilization of the IPO proceeds in relation to the expansion plans, acquisitions, repayment of secured loans/unsecured loans, capital expenditure, other corporate initiatives or in any other manner it may deem fit, and that all or any of the powers conferred on the Board or any committee thereof vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute in this behalf.

RESOLVED FURTHER THAT Mr. Harendra Singh, Managing director and Mr. Vijendra Singh, Whole time director be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the ROC.”

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required.

9. INCREASE IN FPI LIMIT

To approve for Increasing the FPI Limit and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2016, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, and as approved by the shareholders of the Company, the limit of investment by foreign portfolio investors (including foreign institutional investors holding valid certificates of registration from the Securities and Exchange Board of India and deemed to be foreign portfolio investors) in the equity shares of the Company, including, without limitation, by subscription in the IPO in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased from 24.00%to 49.00% of the paid-up equity share capital of the Company.”

RESOLVED FURTHER THAT Mr. Harendra Singh, Managing Director and Mr. Vijendra Singh, Whole time director be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary, desirable or expedient for giving effect to the above resolution and make such filings with the regulatory authorities to effectively implement this resolution.”

10. INCREASE IN NRI LIMIT

To approve for Increasing the NRI Limit and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of FEMA, Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 as amended up to date, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or denotified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company, and as approved by the shareholders of the Company, the limit of investment by non-resident Indians in the equity shares of the Company, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased from 10% to 24% of the paid-up equity share capital of the Company.

RESOLVED FURTHER THAT, Mr. Harendra Singh, Managing director and Mr. Vijendra Singh, Whole time director be and are hereby severally authorized to do all such acts, deeds matters and things as may be necessary, desirable or expedient for giving effect to the above resolution and make such filings with the regulatory authorities to effectively implement this resolution.”

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

Ankita Mehra
Company Secretary

Place: Jaipur
Date: 06.09.2017

Registered Office:


H.G. Infra Engineering Limited
14, Panchwati Colony, Ratanada
Jodhpur, Rajasthan, 342001
CIN: U45201RJ2003PLC018049
Tel-0291-2000307, Fax-0291-2515321
Web: www.hginfra.com, email-info@hginfra.com

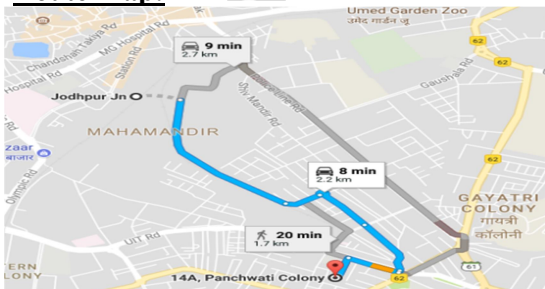
-: NOTES:-

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special business at this meeting, is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote on poll instead of himself and the proxy need not be member of the Company. The instrument appointing proxies should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
3. A person can act as proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No along with their copy of Annual Report to the meeting.
6. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, except Saturdays during 10.00 am to 01.00 p.m. up to the date of the Meeting.
8. To support the "**Green Initiative**", Members who have not registered their emails addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
9. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Link In India Private Limited, C-101,1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083 Maharashtra.
10. Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company in advance so as to enable the Management to keep the information ready at the meeting.
11. The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are as given under:

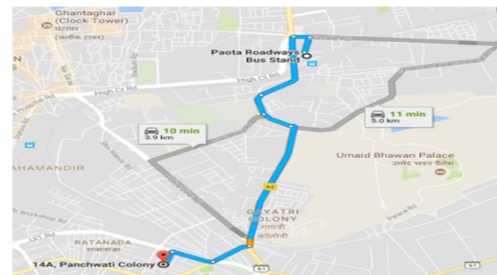
Venue of the meeting: 14, Panchwati Colony, Ratanada, Jodhpur, Rajasthan, 342001

Landmark: Near Food Zone Marg

Route Map: The  Mark indicates the venue of AGM.



From Jodhpur Junction to Venue of AGM



From Jodhpur Bus Stand to Venue of AGM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No.4

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rule, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

None of the Directors/ Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval of the shareholders.

ITEM No.5

The Company has received from Mr. Onkar Singh, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The brief profile of Mr. Onkar Singh are as follows, who is proposed to be appointed as an Independent Director of the Company:

Brief Profile

Name	Onkar Singh
Age	61 Years
Qualifications	M.com(EAFM), M. Phil.
Experience	IAS (Retd.) More than 35 years of experience in Different Departments of the Government, Currently IAS (Retd.) as Commissioner, Departmental Enquiries, Rajasthan, Jaipur
Terms and Conditions of appointment	As per Letter of Appointment
Details of remuneration	Sitting fees as decided by the Board
Date of first appointment	08.09.2017
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	NA
Directorships of other Board	NA
Membership/Chairmanship of Committees of other Board	NA
Number of meeting attended from the date of appointment till the date of notice of this AGM	NA

The Company has received a notice in writing from members along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Onkar Singh for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Onkar Singh, who is proposed to be appointed as an Independent Director of the Company with effect from September 8, 2017 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Onkar Singh as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Except Mr. Onkar Singh, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution. The resolutions as set out in Item no. 5 of this Notice are accordingly recommended for your approval.

ITEM No.6

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

The Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorized Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

For the purposes as stated hereinabove, it is recommended by the Board that the present Authorized Share Capital should be revised to Rs. 80,00,00,000(Rupees Eighty Crore Only) divided into 8,00,00,000(Eight Crore) equity shares of Rs.10 each and Clause V of the Memorandum of Association should be amended accordingly.

The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM No.7

Considering, inter-alia the financial parameters, and the position of reserves of the Company, the Board of Directors of the Company in its meeting held on 6th, September, 2017 has approved subject to the approval of the shareholders, issuance of bonus shares to the holders of Equity Shares of the Company in the ratio of 2:1 (i.e. 2 bonus equity share of Rs.10/- for every 1 fully paid up equity shares of Rs. 10/- each held as on the Record Date as indicated in the resolution i.e. 09.09.2017) by capitalisation of a sum not exceeding Rs. 36,04,00,000/- (Rupees Thirty Six Crore and Four Lakh Only) from the General Reserves or any other permitted reserves/ surplus of the Company.

The Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date.

The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their respective shareholdings in the Company.

ITEM No. 8

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of Rs. 10 (the “**Equity Shares**”) each up to an aggregate of Rs. 3,000 million, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. Further, the Board may also invite the existing members of the Company to participate in such an offering by making an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may in consultation with the BRLMs determine. The Equity Shares allotted shall rank in all respects *paripassu* with the existing Equity Shares.

The proposed offering is likely to include a fresh issue of the Equity Shares by the Company (the “**Fresh Issue**”) and an offer for sale of Equity Shares (the “**Offer for Sale**” together with the Fresh Issue, the “**Offer**”) by certain existing shareholders of the Company (the “**Selling Shareholders**”). An existing shareholder seeking to offer either all or some of the Equity Shares which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, held by it for sale within the Offer for Sale for such price, as may be determined by the book building process, in accordance with the SEBI ICDR Regulations, the Selling Shareholders must convey their approval by way of a duly executed consent letter addressed to Ms. Ankita Mehra, Company Secretary and Compliance Officer to be sent to the registered office of the Company, by way of registered post, no later than 5 p.m. September 07, 2017.

In the event an existing shareholder chooses to participate in the Offer, such existing shareholder will be required to comply with certain requirements and undertake certain activities, an indicative list of which is set forth below: In addition, the Selling Shareholders may be required to comply with additional requirements under applicable law or such other directions as may be specified by the Company, SEBI and other regulatory authorities.

(i) *Eligibility:*

In terms of SEBI ICDR Regulations, the Equity Shares offered in the Offer for Sale, subject to the prescribed exemptions, are required to have been held by each Selling Shareholder for a period of at least one year prior to filing of the DRHP with SEBI;

(ii) *Dematerialization:*

The Equity Shares forming part of the Offer for Sale are required to be fully paid up and held in dematerialized form. To avoid any delays further on in the process, the dematerialization of Equity Shares and credit into escrow account should be undertaken prior to conveying consent for participating in the Offer for Sale, in accordance with the Depositories Act, 1996, as amended and the regulations made thereunder, read with the central depositories' respective byelaws of National Securities Depository Limited and Central Depository Services (India) Limited.

(iii) *Lock-in:*

Pursuant to the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company, including the Equity Shares held by the Selling Shareholders will be locked-in for a period of one year from the date of allotment of the Equity Shares pursuant to the Offer, in accordance with SEBI ICDR Regulations, other than (i) the Equity Shares offered by way of the Offer for Sale and which are successfully allotted as part of the Offer for Sale, (ii) the Equity Shares allotted to employees under the ESOP Scheme, if applicable, prior to the IPO, (iii) Equity Shares held by venture capital funds, alternative investment funds of Category I and foreign venture capital investors, provided that such Equity Shares will be locked in for a period of one year from the date of purchase by such entities. Further, the Equity Shares for minimum promoter's contribution will be locked in for a period of three years from the date of allotment of the Equity Shares pursuant to the Offer.

(iv) *Proceeds and Expenses in relation to the Offer:*

As per the SEBI ICDR Regulations, the proceeds of the Offer and related refunds and Offer related expenses are required to be borne by the Company and the respective Selling Shareholders in proportion to the number of Equity Shares offered by the Company and the Selling Shareholders through the Offer.

(v) *Documentation:*

The Selling Shareholders will have to provide duly executed consent and certificate, in relation to compliance and certain confirmations required under the SEBI ICDR Regulations and other applicable law, including in relation to clear title to the Equity Shares held by you and Offer expenses, and a power of attorney authorizing certain officials of the Company to act on your behalf in relation to the Offer.

In the event the Company does not receive any communication within the time and date prescribed above from the existing shareholders, the Company reserves the right to proceed with the Offer without including any Equity Shares held by such existing shareholders in the Offer for Sale.

Further, in the event the total number of Equity Shares being offered for sale by all Selling Shareholders exceeds the total number of Equity Shares, which the Company, in consultation with the BRLMs decide to offer through the Offer for Sale, Equity Shares from each Selling Shareholders shall be included as part of the Offer in proportion to the total number of Equity Shares proposed by the Selling Shareholders for inclusion in the Offer for Sale.

Material information pertaining to the IPO is as follows:

(i) *Offer Price:*

The price at which the Equity Shares will be allotted through the IPO shall be determined and finalized by the Company and the Selling Shareholders, in consultation with the book running lead managers in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) *The object(s) of the Fresh Issue are:*

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the IPO, including for general corporate purposes. The proceeds of the offer for sale by the Selling Shareholders, will not be received by the Company.

(iii) *Intention of Promoters/Directors/Key managerial personnel to subscribe to the IPO:*

The Company has not made and will not make an offer of Equity Shares to any of the promoters, directors or key managerial personnel. However, the directors (other than directors who are also promoters or a part of the promoter group) or the key managerial personnel may apply for the Equity Shares in the various categories under the IPO in accordance with the SEBI ICDR Regulations.

(iv) *Whether a change in control is intended or expected:*

No change in control of the Company or its management is intended or expected pursuant to the IPO.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “**Companies Act, 2013**”), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

ITEM No. 9

In relation to the proposed raising of funds through further issue of Equity Shares, the Company proposes to increase the limit of investment by foreign portfolio investors in the Company from 24% to 49% of the paid-up equity share capital. This would allow foreign portfolio investors to subscribe to a greater extent to the equity shares proposed to be offered in the IPO and also allow effective post-listing trading in the Equity Shares by foreign portfolio investors.

The Board recommends the resolution for approval of the Members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM No. 10

In relation to the proposed raising of funds through further issue of Equity Shares, the Company proposes to increase the limit of investment by non resident Indians(NRI) investors in the Company from 10% to 24% of the paid-up equity share capital. This would allow NRI investors to subscribe to a greater extent to the equity shares proposed to be offered in the IPO and also allow effective post-listing trading in the Equity Shares by NRI investors.

The Board recommends the resolution for approval of the Members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

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

Ankita Mehra
Company Secretary

Place: Jaipur
Date: 06.09.2017

Registered Office:
H.G. Infra Engineering Limited
14, Panchwati Colony, Ratanada
Jodhpur, Rajasthan, 342001
CIN: U45201RJ2003PLC018049
Tel-0291-2000307, Fax-0291-2515321
Web: www.hginfra.com, email-info@hginfra.com