H.G. INFRA ENGINEERING LIMITED

CIN: L45201RJ2003PLC018049

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

Tel.: 0291-2515327

Corporate Office: III Floor, Sheel Mohar Plaza,

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

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

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting (hereinafter referred to as "AGM") of the members ("Members" or "Shareholders") of H.G. Infra Engineering Limited ("Company") will be held on Wednesday, August 19, 2026 at 02:00 p.m. (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon.

2. To declare the final dividend of ₹ 2/- per equity share of ₹ 10/- each for the financial year ended March 31, 2026.

3. To appoint a director in place of Mr. Vijendra Singh Choudhary (DIN: 01688452), who retires by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve the re-appointment of Mr. Harendra Singh (DIN: 00402458) as Managing Director of the Company for a third term of five consecutive years.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors ('the Board'), the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Harendra Singh (DIN: 00402458) as Managing Director ('MD') of the Company for a period of five consecutive years commencing from May 15, 2027 to May 14, 2032, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, with liberty to the Board (including its Committee thereof) to alter and vary the terms and conditions of the said reappointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

   RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution."

5. **To approve the re-appointment of Mr. Vijendra Singh Choudhary (DIN: 01688452) as Whole-Time Director of the Company for a third term of five consecutive years.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors ("the Board"), the consent of the Members be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Vijendra Singh Choudhary (DIN: 01688452) as Whole-Time Director ('WTD') of the Company for a period of five consecutive years commencing from May 15, 2027 to May 14, 2032, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms and conditions of the said reappointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and WTD.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to do all such acts, deeds and matters , things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution."

6. **To approve the increase in borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013**.

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, read along with applicable rules and regulations framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), memorandum and articles of association of the Company and in supersession of the earlier resolution passed by the Members at their 22nd annual general meeting held on August 21, 2024, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to borrow, from time to time, from any one or more persons, firms, body corporates, company's bankers, financial institutions, or from others or from any other source in India or outside India by way of loans, debentures, guarantees, suppliers' credit, bonds, deposits or any other instruments/securities otherwise permitted by law for the time being in force, and whether secured by way of mortgage, charge, hypothecation or lien or pledge on the Company's assets and properties or otherwise, such sum(s) of money(ies) in Indian Rupees and / or in any foreign currency from time to time, at its discretion, with or without security and on such terms and conditions as the Board may deem fit, which together with monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves, and securities premium account of the Company, provided that the total amount so borrowed by the Board (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and outstanding principal amount at any time shall not exceed ₹ 8,000 Crores (Rupees Eight Thousand Crores only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or any other person so authorized by the Board be and is/are hereby authorized to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

7. **To approve the increase in limits of the creation of charges and securities on the properties/assets of the company under section 180(1)(a) of the Companies Act, 2013.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, read along with applicable rules and regulations framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), memorandum and articles of association of the Company and in supersession of the earlier resolution passed by the Members at their 22nd Annual General Meeting held on August 21, 2024, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to sell, lease, create from time to time, such mortgages, pledge, charges and hypothecations on such terms and conditions as the Board may deem fit on the whole or substantially the whole of the Company's undertakings, assets and other properties, both present and future, whether movable or immovable, comprised in any of the undertakings/assets of the Company wheresoever situated, present and future, and the whole of the undertaking of the Company, in favour of banks/financial institutions/ NBFCs, both national and international and/or other bodies corporate or agencies or trustees for the debentures or security and/or loans, as may be agreed by the Board for the purpose of securing any issue of debentures or loans or other financial assistance (fund-based and/or non-fund-based), whether by way of term loan, cash credit, overdraft, letter of credit and guarantee facilities or otherwise whether in Rupees or in foreign currency and/or to secure the repayment of the fund and/or non-fund based credit facilities availed or to be availed by the Company or its subsidiary/ associate/ group companies or otherwise, in one or more tranches, for an aggregate amount, which may exceed, at any time, the aggregate of the paid-up capital, free reserves, and securities premium account of the Company, subject to a maximum limit of ₹ 20,000 Crores (Rupees Twenty Thousand Crores Only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or any other person so authorized by the Board be and is/are hereby authorized to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

8. **To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2027.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No. 101983), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting to ₹ 2.10 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

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

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

Ankita Mehra
Company Secretary & Compliance Officer
Membership No - A33288

Place: Jaipur
Date: May 28, 2026

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

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act") in respect of the Special Business to be transacted at the 24th Annual General Meeting (hereinafter referred to as "AGM" or "Meeting") as set out under Item Nos. 4, 5, 6, 7 and 8 and the relevant details of the directors proposed to be appointed/re-appointed at the AGM, as set out at Item No. 3, 4 and 5 and the disclosure as a part of the explanatory statement to the Notice pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto as **Annexure A.**

2. Pursuant to the General Circular No. 20/2020 dated May 05, 2020 read with General Circular Nos 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and the latest being 03/2025 dated September 22, 2025 read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA) and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time (collectively referred to as the "Circulars"), the Company is convening the AGM through VC/OAVM, without the physical presence of the Members. The deemed venue for the AGM shall be the Registered Office of the Company. The facility for voting through remote e-voting, participation in the AGM through VC/ OAVM facility and e-voting during the AGM will be provided by the Company's Registrar and Transfer Agents i.e. MUFG Intime India Private Limited ("**RTA" or "Registrar" or "MUFG Intime**").

3. Since this AGM is being held pursuant to the Circulars through VC/ OAVM attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM, and hence, the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.

4. The Company is providing the video conferencing facility for the ease of participation of the Members. Participants i.e. members, directors, auditors and other eligible persons to whom this Notice is being circulated, are allowed to submit their queries/ questions, etc., before the AGM in 3 (three) days advance on the e-mail address of the Company at cs@hginfra.com.

5. Institutional/Corporate Shareholders are required to send a scanned copy of their Board or governing body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting/ e-Voting. The said resolution/ authorization shall be sent to Scrutinizer by email at froracs2@gmail.com and to RTA by email at enotices@mufgintime.co.in and to the Company at cs@hginfra.com.

6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. All the documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company at cs@hginfra.com for an inspection of said documents.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and relevant documents referred to in this Notice and explanatory statement, will be available electronically for inspection by the Members during the AGM on Company website at https://hginfra.com. Members are requested to register/ update their bank details with the RTA in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode to enable expeditious credit of the dividend to their bank accounts.

9. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is M/s. MUFG Intime India Private Limited ("RTA" or "Registrar" or "MUFG Intime"), having registered office at C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400083.

10. The Company has fixed Wednesday, August 12, 2026 as the "Record Date" for determining the entitlement of Members for final dividend for the financial year ended March 31, 2026. If approved at the AGM, the dividend will be paid on or before Thursday, September 17, 2026.

11. IEPF: The Ministry of Corporate Affairs (MCA) had notified provisions relating to unpaid/ unclaimed dividends under Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends not encashed/ claimed by the shareholder for seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/ unclaimed for seven consecutive years to the demat account of the IEPF Authority. Hence, the Company urges all the shareholders to encash/claim

their respective dividends during the prescribed period. The details of the unpaid/unclaimed dividends lying with the Company are also available on the Company's website at https://www.hginfra.com/shareholder-information.php. The details for the financial year 2017-18, 2018-19, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 have also been uploaded on the website of the IEPF Authority, and the same can be accessed through the link https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html.

During the financial year 2025-26, the Company has transferred unclaimed dividends of ₹ 6,169/- (Rupees Six Thousand One Hundred Sixty-Nine Only) and 320 equity shares to the Investor Education and Protection Fund (IEPF).

12. The Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form, if any. Members can contact the Company or the RTA for assistance in this regard.

13. Nomination: As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members with respect to the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH- 14. The forms can be downloaded from the RTA's website at "https://web.in.mpms.mufg.com/KYC-downloads.html"MUFG Intime India Pvt. Ltd. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar at enotices@mufgintime.co.in in case the shares are held in physical form, quoting your folio number.

14. Members may kindly note that in accordance with the SEBI Circular SEBI/HO/OIAE/OIAE_ IAD1/P/CIR/2023/131 dated July 31, 2023, the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance redressal by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the link: https://smartodr.in/login Members may feel free to utilize this online conciliation and/ or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

15. **Electronic dispatch of the Annual Report and process for registration of email ID for obtaining a copy of the Annual Report:**

    In compliance with the Circulars, the electronic copy of the Annual Report of the Company for the financial year 2025-26, along with the Notice of the AGM (the "Notice" or "AGM Notice"), Financial Statements and other Statutory Reports, are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depository Participants ('DPs'). Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company's website at www.hginfra.com and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the RTA at https://in.mpms.mufg.com/. Members can attend and participate in the AGM through VC/ OAVM facility only.

    A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company/RTA/ Depository Participants ('DP').

Process for registration of email ID:

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

(i) Kindly login to the website of the Registrar, https://in.mpms.mufg.com/, under Investor Services > Email Registration - fill in the details, upload the required documents and submit.

    OR

(ii) In the case of Shares held in demat mode: The Shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

In case of any queries/ difficulties in registering the e-mail address, Members may write to cs@hginfra.com.

16. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company at cs@hginfra.com.

17. Members are requested to:

    (i) intimate to RTA, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;

(ii) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;

(iii) quote their Folio Numbers/Client ID/DP ID in all correspondence; and

(iv) consolidate their holdings into one folio in case they hold Shares under multiple folios in identical order of names.

18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.

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

20. **Submission of questions/ queries prior to AGM:**

i) As the AGM is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number/folio number, email ID, mobile number at cs@hginfra.com. Questions/ queries received by the Company till 05:00 p.m. (IST) on Sunday, August 16, 2026 shall only be considered and responded to during the AGM.

ii) Members can also post their questions during the AGM through the "Question/ Suggestion" option, which is available in the VC/ OAVM facility.

iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker as per instructions explained in note no. 25 below.

iv) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.

v) Members intending to require any other information are requested to inform the Company at least seven days in advance of the meeting.

21. **General Information:**

i) The record date and the cut-off date will be Wednesday August 12, 2026 ("Record date"/ "Cut-off Date") to receive the final dividend for the financial year ended March 31, 2026, and for the purpose of ascertaining the names of the Members, who will be entitled to cast their votes electronically in respect of the business to be transacted at the AGM.

ii) The members, whose names appear in the Register of Members/ list of Beneficial Owners as of the cut-off date, are entitled to vote on the resolutions set forth in the Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member of the Company after the Company dispatch the Notice and holds shares as on the cut-off date may cast their vote.

iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as of the cut-off date. Members are eligible to cast votes only if they are holding shares as of that date.

iv) The remote e-voting period commences on Sunday, August 16, 2026, at 09:00 a.m. (IST) and ends on Tuesday August 18, 2026, at 05:00 p.m. (IST). At the end of the remote e-voting period, the facility shall be blocked forthwith. During this period, members holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote through remote e-voting.

v) Members have the option to cast their vote on any of the resolutions using the remote e-voting facility during the period commencing on Sunday, August 16, 2026, at 09:00 a.m. (IST) and ending on Tuesday August 18, 2026 at 05:00 p.m. (IST) or e-Voting during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM, but they shall not be entitled to cast their vote again. However, Members who have voted on some of the resolutions during the remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.

vi) In the case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote at the AGM.

vii) Members may note that the VC/ OAVM Facility, provided by MUFG Intime, allows the participation of at least 1,000 members on a first- come-first-served basis. The large members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc., can attend the AGM without any restriction on account of first-come-first-served principle.

viii) For the convenience of the Members and proper conduct of the AGM, Members can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM. The facility to join the AGM shall be kept open throughout the proceedings of the AGM.

ix) The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, at the AGM, allow voting with the assistance of the scrutinizer, by use of electronic voting for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

x) The resolution shall be deemed to be passed on the date of the meeting, subject to receipt of the requisite number of votes. The voting results shall be declared within 2 working days from the conclusion of the AGM. The declared results along with the report of the Scrutinizer, shall be placed on the website of the Company at www.hginfra.com and on the website of RTA https://instavote.linkintime.co.in/ immediately after the declaration of results by the Chairman or a person authorized by him in writing and also dispayed on the Notice Board at the registered office of the Company. The results shall also be immediately forwarded to BSE Limited and the National Stock Exchange of India Limited.

xi) Members holding shares in physical form are requested to advise any change of address immediately to the RTA. Members holding shares in electronic form must send the advice about the change in address to their respective Depository Participant only and not to the Company or the RTA.

22. **Dividend**

i) The Board of Directors has recommended a final dividend of ₹ 2/- (Rupees Two Only) (@ 20%) equity shares of 10 each for the financial year ended March 31, 2026, subject to the approval of the Members at the AGM.

Pursuant to the provisions of Section 123 of the Companies Act, 2013, the payment of the final dividend on Equity Shares, upon declaration by the Members at the AGM, will be made on or before Thursday, September 17, 2026 (i.e. within 30 days from the date of declaration), to those members whose names appear in the Register of Members/ list of Beneficial Owners as on cut-off date/ record date i.e. Wednesday August 12, 2026

ii) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.

iii) Members holding shares in physical/ electronic form are required to submit their bank account details, if not already registered or if it has changed, as mandated by the Securities and Exchange Board of India ("SEBI").

iv) Shareholders holding shares in dematerialized mode are requested to register complete bank account details with the Depository Participant(s), and shareholders holding shares in physical mode shall send a duly signed request letter to RTA mentioning the name, folio number, bank details, self-attested PAN card and original cancelled cheque leaf. In case of the absence of the name of the first shareholder on the original cancelled cheque or initials on the cheque, bank attested copy of the first page of the Bank Passbook /Statement of Accounts along with the original cancelled cheque shall be provided. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

v) In case the Company is unable to pay the dividend to any shareholders by electronic mode, due to the non-availability of the details of the bank account, the Company shall dispatch the dividend warrants/ demand drafts/ cheques to such shareholders by post.

vi) In terms of the provisions of the Income Tax Act, 2025 ("the Act"), dividends paid or distributed by a company shall be taxable in the hands of shareholders. The Company shall, therefore, be required to deduct tax at source ('TDS') at the time of making the payment of the final dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of shareholders and the documents submitted and duly accepted by the Company.

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

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

The shareholders are required to upload the documents on the RTA portal at https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Thursday, August 13, 2026 at 05:00 p.m. (IST). Incomplete and/or unsigned forms and declarations will not be considered by the Company. Any communication on the tax determination/ deduction received post 05:00 p.m. (IST) on Thursday, August 13, 2026 shall not be considered. All communications/ queries in this respect should be addressed to RTA at its email address at delhi@mufgintime.co.in.

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

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

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

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

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with the NSDL IDeAS facility

Users who have registered for the NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.

b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.

d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Users who have not registered for the NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.

c) Enter the last 4 digits of your bank account / generate ‘OTP’

d) Post successful registration, user will be provided with Login ID and password.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the “Login” tab available under ‘Shareholder/Member’ section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/ Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

OR

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

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided with username and password on the registered email id.

d) After successful login, user able to see e-voting menu.

e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, users will be able to see e-voting options. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

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

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

Shareholders holding shares in physical mode/ Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions”)

Shareholders who have not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

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

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

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

   - Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.

   - Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.

   - Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

   Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

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

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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

STEP 1 – Custodian/ Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section.

C. Map the Investor with the following details:

   i. 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

   ii. 'Investor's Name - Enter Investor's Name as updated with DP.

   iii. 'Investor PAN' - Enter your 10-digit PAN.

   iv. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Step to cast vote for resolutions through insta vote.

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

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

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

   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 02 - VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Helpdesk:

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

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

Login type

Individual Shareholders holding securities in demat mode with NSDL

Helpdesk details

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

Individual Shareholders holding securities in demat mode with CDSL

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

Forgot Password:

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

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

- Click on 'Login' under "Custodian/ Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

General Instructions - Shareholders

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

24. **INSTAMEET VC Instructions for shareholders**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the Companies can continue to conduct their AGMs/ by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxation will remain in force.

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

Process and manners for attending the AGM through InstaMeet:

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No. with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

    i) Shareholders who would like to speak during the meeting must register their request with the company.

    ii) Shareholders will get confirmation on first cum first basis.

    iii) Shareholders will receive a "speaking serial number" once they mark attendance for the meeting.

    iv) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

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

    i) On the Shareholders VC page, click on the link for e-Voting "Cast your vote".

    ii) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

    iii) Click on 'Submit'.

    iv) After successful login, you will see "Resolution Description" and against the same, the option "Favour/ Against" for voting.

    v) Cast your vote by selecting appropriate option, i.e. "Favour/Against", as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

    vi) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members who will be present in the Meeting through the InstaMeet facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-Voting facility during the Meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for a better experience.

Shareholders/ Members are required to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

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

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

Annexure A

EXPLANATORY STATEMENT

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

The following statements set out all material facts relating to Item Nos. 4, 5, 6, 7 and 8 mentioned in the accompanying Notice:

Item No. 4

Mr. Harendra Singh was appointed as the Managing Director of the Company for a period of five years effective from May 15, 2017, liable to retire by rotation, and the said appointment was approved by the Shareholders in the Extra Ordinary General Meeting held on May 15, 2017 and was further appointed for second term of five consecutive years effective from May 15, 2022, liable to retire by rotation, and the said appointment was approved by the shareholders in the 19th Annual General Meeting held on September 06, 2021. Accordingly, Mr. Harendra Singh will complete his second term on May 14, 2027.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('Board') in its meeting held on Thursday, May 28, 2026, accorded its approval for the re-appointment and terms of remuneration of Mr. Harendra Singh, as Managing Director ('MD') of the Company, liable to retire by rotation, for a further period of five consecutive years effective from May 15, 2027 to May 14, 2032, subject to approval of the Shareholders.

While considering the proposal for re-appointment of Mr. Harendra Singh, the Nomination and Remuneration Committee and the Board, inter alia, evaluated his leadership, performance, strategic vision, industry expertise and overall contribution to the growth and development of the Company during his tenure as Managing Director. The Committee and the Board also took into consideration the Company's operational and financial performance, execution capabilities, expansion into new business segments, order book growth, stakeholder confidence, corporate governance standards and long-term business strategy. Having regard to his extensive experience of over three decades in the infrastructure and construction sector, deep understanding of the Company's business and operations, and his significant contribution in strengthening the Company's market position and driving sustainable growth, the Board is of the considered view that his continued leadership would provide strategic continuity and stability and would be in the best interests of the Company and its stakeholders. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Mr. Harendra Singh as the Managing Director of the Company for a further term of five consecutive years with effect from May 15, 2027.

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

Mr. Harendra Singh, aged 59 years, has been associated with the Company since its incorporation. He holds a bachelor's degree in Engineering (Civil) from Jodhpur University and has garnering more than 32 years of experience in the construction industry. He is actively involved in overall supervision & conduct of business of the Company.

Mr. Harendra Singh also holds the position of Chairman of Risk Management Committee and also a Member of Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Company.

The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Harendra Singh as Managing Director are as follows:

(1) Period of Appointment

For a period of five years commencing from May 15, 2027 to May 14, 2032.

(2) Remuneration

(a) Basic Salary: ₹ 3,10,50,000/- per annum (Rupees Three Crore Ten Lakh Fifty Thousand Only).

The annual increment which will be effective April 1, each year, will be decided by the Board based on the recommendations of the NRC. The recommendation of NRC will be based on Company performance and individual performance.

(b) Benefits, Perquisites & Allowances:

In addition to the aforesaid Basic Salary, the Managing/Whole-time Director would be paid ₹ 3,10,50,000/- per annum (Rupees Three Crore Ten Lakh Fifty Thousand Only) on account of other allowances & perquisites like special allowance, etc. as per the rules/policy of the Company. However, the following shall not be included in the aforesaid perquisite limit:

i) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof.

ii) Use of chauffeur driven Company cars for official purpose.

iii) Reimbursement of entertainment expenses incurred in the course of business of the Company.

iv) Long service award as per the rules of the Company.

v) Membership of two clubs, fees for which will be paid by the Company.

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

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

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

(c) Overall remuneration:

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

(d) Minimum remuneration:

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

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

(4) Nature of Duties:

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

(5) Other Terms of Appointment:

(a) During the currency of his tenure, MD shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies.

(b) The terms & conditions of appointment and the payment of remuneration to MD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.

(c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

(d) The employment of the MD may be terminated by the Company without notice or payment in lieu of notice if the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services.

(e) In the event the MD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(f) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the MD unless specifically provided otherwise.

(g) If at any time the MD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD and this Agreement with the Company shall stand terminated forthwith. Similarly, if at any time the MD ceases to be in the employment of the Company for any cause/ reason whatsoever, he shall cease to be a Director of the Company.

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

Relevant details relating to re- appointment of Mr. Harendra Singh as Managing director, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the NRC, approval of the Members is sought for the re-appointment and terms of remuneration of Mr. Harendra Singh as Managing Director as set out above.

The Resolution at Item No.4 of the Notice is being recommended by the Board of Directors for approval of the members as a Special Resolution pursuant to section 196, 197, 203, and other applicable provisions of the Companies Act, 2013.

Except Mr. Vijendra Singh Choudhary, brother of Mr. Harendra Singh and Mr. Harendra Singh, to whom the resolution relates and their relatives, none of the Directors, Key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 5

Mr. Vijendra Singh Choudhary was appointed as the Whole-time Director of the Company for a period of five years effective May 15, 2017, liable to retire by rotation and the said appointment was approved by the Shareholders at Extra Ordinary General Meeting held on May 15, 2017 and was further appointed for second term of five consecutive years effective from May 15, 2022, liable to retire by rotation and the said appointment was approved by the shareholders in the 19th Annual General Meeting held on September 06, 2021. Accordingly, Mr. Vijendra Singh Choudhary will complete his present term on May 14, 2027.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company ('Board') in its meeting held on Thursday, May 28, 2026 accorded its approval to the re-appointment and terms of remuneration of Mr. Vijendra Singh Choudhary, as Whole-time Director ('WTD') of the Company, liable to retire by rotation, for a further period of five consecutive years effective from May 15, 2027 to May 14, 2032, subject to approval of the Shareholders.

While considering the proposal for re-appointment of Mr. Vijendra Singh Choudhary as the Executive Director of the Company, the Nomination and Remuneration Committee and the Board, inter alia, evaluated his performance, leadership capabilities, and significant contribution to the Company's operations and business. The Committee and the Board also considered his role in strengthening the Company's project execution capabilities, operational efficiency, business development initiatives and execution of the Company's growth strategy. Having regard to his extensive experience in the infrastructure sector, his deep understanding of the Company's business and operations and his continued contribution towards successful execution of projects, operational excellence and sustainable growth of the Company, the Board is of the considered view that his continued association as Executive Director would provide continuity in leadership and execution, strengthen the Company's operational capabilities and be in the best interests of the Company and its stakeholders. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the re-appointment of Mr. Vijendra Singh Choudhary as the Executive Director of the Company for a further term of five consecutive years with effect from May 15, 2027.

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

Mr. Vijendra Singh Choudhary, aged 61 years, has been associated with the Company since its incorporation. After garnering a basic education, he amassed more than 34 years of experience in the construction industry. He is responsible for the overall functioning of the Company.

Mr. Vijendra Singh Choudhary also holds the position of Chairman of Corporate Social Responsibility Committee and also a Member of Stakeholders Relationship Committee and Risk Management Committee of the Company.

The main terms and conditions relating to the re-appointment and terms of remuneration of Mr. Vijendra Singh Choudhary as Whole-time Director are as follows:

(1) Period of Appointment:

For a period of five years commencing from May 15, 2027 to May 14, 2032.

(2) Remuneration

(a) Basic Salary: ₹ 1,26,50,004/- per annum (Rupees One Crore Twenty-Six Lakh Fifty Thousand Four Only).

The annual increment which will be effective April 1, each year, will be decided by the Board based on the recommendations of the NRC. The recommendation of NRC will be based on Company performance and individual performance.

(b) Benefits, Perquisites & Allowances:

In addition to the aforesaid Basic Salary, the Whole-time Director would be paid ₹ 1,26,49,996/- per annum (Rupees One Crore Twenty-Six Lakh Forty-Nine Thousand Nine Hundred Ninety-Six Only) on account of other allowances & perquisites like special allowances etc., as per the rules/policy of the Company. However, the following shall not be included in the aforesaid perquisite limit:

i) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof.

ii) Use of chauffeur driven company cars for official purpose.

iii) Reimbursement of entertainment expenses incurred in the course of business of the Company.

iv) Long service award as per the rules of the Company.

v) Membership of two clubs, fees for which will be paid by the Company.

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

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

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

(c) Overall remuneration:

The aggregate of salary, allowances, perquisites and bonus, if any, in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

(d) Minimum remuneration:

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

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

(4) Nature of Duties:

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

(5) Other Terms of Appointment:

(a) During the currency of his tenure, WTD shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies.

(b) The terms & conditions of appointment and the payment of remuneration to WTD may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard.

(c) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

(d) The employment of the WTD may be terminated by the Company without notice or payment in lieu of notice if the WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services.

(e) In the event the WTD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(f) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to WTD unless specifically provided otherwise.

(g) If at any time the WTD ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the WTD and this Agreement with the Company shall stand terminated forthwith. Similarly, if at any time the WTD ceases to be in the employment of the Company for any cause/ reason whatsoever, he shall cease to be a Director of the Company.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Vijendra Singh Choudhary under Section 190 of the Act.

Relevant details relating to re- appointment of Mr. Vijendra Singh Choudhary as Whole-time director, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by ICSI are provided in the "Annexure" to the Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the NRC, approval of the Members is sought for the reappointment and terms of remuneration of Mr. Vijendra Singh Choudhary as Whole-Time Director as set out above.

The Resolution at Item No.5 of the Notice is being recommended by the Board of Directors for approval of the members as a Special Resolution pursuant to section 196, 197, 203, and other applicable provisions of the Companies Act, 2013.

Except Mr. Harendra Singh, brother of Mr. Vijendra Singh Choudhary and Mr. Vijendra Singh Choudhary, to whom the resolution relates and their relatives, none of the Directors, Key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 6

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 read with applicable rules framed thereunder, the Board of Directors of the Company cannot, except with the consent of the shareholders in a General Meeting by way of a special resolution, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company.

Members of the Company, at their 22nd annual general meeting, held on August 21, 2024, accorded their consent to the Board of Directors and/ or the Board's Committee under Section 180(1)(c) of the Companies Act, 2013, for borrowing any sum(s) of money(ies) outstanding at any point of time, not exceeding the sum of ₹ 6,500 Crores (Rupees Six Thousand Five Hundred Crores).

The Company has witnessed a steady increase in its scale of operations and continues to expand its presence across various infrastructure sectors. Considering the anticipated funding requirements for execution of existing and future projects, working capital requirements, capital expenditure, refinancing of existing borrowings, issuance of bank guarantees and other non-fund based facilities, investments in subsidiaries/SPVs and other general corporate purposes, the existing borrowing limits may not provide adequate financial flexibility. Accordingly, the Board considers it appropriate to enhance the borrowing limits upto ₹ 8,000 crores (Rupees Eight Thousand Crores only) to ensure timely availability of funds for business requirements.

The proposed limit is an enabling limit and does not imply that the Company will borrow up to the revised limit immediately. The actual borrowings shall continue to be undertaken prudently based on business requirements, cash flows, financial position and applicable statutory and contractual requirements.

The Resolution at Item No. 6 of the Notice is being recommended by the Board of Directors for approval of the members as a Special Resolution pursuant to section 180(1)(c) of the Companies Act, 2013.

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

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, read with applicable rules framed thereunder, the Company can dispose of its undertakings/ property/ assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of the shareholders accorded by way of a special resolution.

Members of the Company, at their 22nd Annual General Meeting, held on August 21, 2024, accorded their consent to the Board of Directors and/or the Board's Committee under Section 180(1)(a) of the Companies Act, 2013, to sell and lease, dispose of, create charge, and/or mortgage all or any of the immovable and movable property of the Company whosesoever situated, present & future, and the whole of the undertaking of the Company in favour of any person/Banks/ Financial institution/ NBFCs or otherwise, to secure the repayment of the fund and/or non-fund based credit facilities availed or to be availed by the Company or its subsidiary/associate companies or otherwise, for a sum of money not exceeding ₹ 15,000 Crores (Rupees Fifteen Thousand Crores Only).

The Company continues to expand its scale of operations across various infrastructure sectors and, in the ordinary course of business, avails and may continue to avail fund-based and non-fund-based credit facilities from banks, financial institutions and other lenders for meeting its working capital requirements, project execution, capital expenditure, refinancing of existing borrowings, investments in subsidiaries/SPVs and other general corporate purposes. Such credit facilities are generally secured by way of creation of mortgage and/or charge on the movable and immovable properties and other assets of the Company, present and future.

In order to provide the Company with adequate financial flexibility to secure such existing and future credit facilities and to facilitate timely fund mobilisation, it is proposed to enhance the existing limit under Section 180(1)(a) of the Companies Act, 2013 from ₹15,000 Crores to ₹20,000 Crores. The proposed enhancement is an enabling approval and does not, by itself, result in any immediate creation of security or disposal of the Company's undertakings or assets. The Board shall exercise these powers prudently and only to the extent necessary in connection with the Company's business requirements and in compliance with the applicable provisions of law. Therefore, it is proposed to increase the limits under section 180(1)(a) of the Companies Act, 2013 from the existing ₹ 15,000 Crores (Rupees Fifteen Thousand Crores only) to an amount not exceeding ₹ 20,000 Crores (Rupees Twenty Thousand Crores Only) at any time.

The Resolution at Item No. 7 of the Notice is being recommended by the Board of Directors for approval of the Members as a Special Resolution pursuant to section 180(1)(a) of the Companies Act, 2013.

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. 8

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No. 101983), as the Cost Auditors of the Company to conduct the audit of the cost record of the Company for the financial year ending March 31, 2027. In terms of the provisions of Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the Members of the Company. Accordingly, the consent of the Members is sought for the remuneration payable to the Cost Auditors.

The Resolution at Item No. 8 of the Notice is being recommended by the Board of Directors for approval of the members as an Ordinary Resolution pursuant to section 148 of the Companies Act, 2013.

None of the directors, key managerial personnel, and 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,
For **H. G. Infra Engineering Limited**

Ankita Mehra
Company Secretary & Compliance Officer
Membership No - A33288

Place: Jaipur
Date: May 28, 2026

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

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

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

Item No. 3, 4 & 5

Name of Director	Mr. Harendra Singh	Mr. Vijendra Singh Choudhary
DIN	00402458	01688452
Age (Years)	59	61
Experience (including expertise in a specific functional area)/ brief Resume	Mr. Harendra Singh has been on the Board of Company since its incorporation. He has over 32 years of experience in construction Industry. He holds a Bachelor's degree in engineering (Civil) from Jodhpur University.	Mr. Vijendra Singh Choudhary has been on the Board of Company since its incorporation. He has over 34 years of experience in construction Industry. He has completed his Basic Education.
Expertise in specific functional areas	Vast experience in all functions of the Company.	Vast experience in all functions of the Company.
Date of First Appointment on the Board	January 21, 2003	January 21, 2003
Shareholding in the Company as on March 31, 2026	100 Equity Shares of face value of ₹ 10 each	100 Equity Shares of face value of ₹ 10 each
Terms and Conditions of Appointment/Re-Appointment	Executive Director designated as Managing Director, liable to retire by rotation.	Executive Director designated as Whole - Time Director, liable to retire by rotation.
Details of Remuneration last drawn (FY 2025-26)	Kindly refer Corporate Governance Report	Kindly refer Corporate Governance Report
Details of proposed remuneration	₹ 62.10 million per annum	₹ 25.30 million per annum
Relationship with other Directors/ Key Managerial Personnel	Brother of Mr. Vijendra Singh Choudhary, Whole Time Director	Brother of Mr. Harendra Singh, Chairman and Managing Director
Number of meetings of the Board attended during the financial year 2025-26	6 of 6	5 of 6
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	• Chairman of Risk Management Committee • Member of Corporate Social Responsibility Committee • Member of Stakeholders Relationship Committee • Member of Audit Committee	• Chairman of Corporate Social Responsibility Committee • Member of Stakeholders Relationship Committee

Name of Director	Mr. Harendra Singh	Mr. Vijendra Singh Choudhary
Directorship of other Board as on March 31, 2026 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];	H.G. Green Energy Private Limited H.G. Clean Energy Solutions Private Limited H.G. Raipur Visakhapatnam AP-1 Private Limited H.G. Raipur Visakhapatnam OD-5 Private Limited H.G. Khammam Devarapalle PKG-1 Private Limited Raipur Visakhapatnam OD-6 Private Limited	H.G. Raipur Visakhapatnam OD-5 Private Limited H.G. Karnal - Ringroad Private Limited H.G. Varanasi-Kolkata PKG-10 Highway Private Limited H.G. Varanasi - Kolkata PKG-13 Private Limited Angul Sundargarh Transmission Limited H.G. Chennai - Tirupati (II) Highway Private Limited H.G. Green Energy Private Limited
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2026 excluding Directorship in Private and Section 8 Companies [along with listed entities from which the person has resigned in the past three years];	Nil	Nil
Information as required pursuant to circular no. LISR/ COMP/14/2018-19dated June, 2018 w. r.t Enforcement of SEBI Orders Regarding appointment of Directors by listed companies	He is not debarred from holding the office as a director by virtue of any SEBI order or any other such authority.	He is not debarred from holding the office as a director by virtue of any SEBI order or any other such authority