

**HGIEL/HO/COMPLIANCE/2024-25/204****21-08-2024****BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai- 400 001

**National Stock Exchange of India Limited**

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

Scrip Code- 541019/ 973671

Scrip Symbol- HGINFRA

Dear Sirs,

**Sub: Proceedings/Outcome of the 22<sup>nd</sup> Annual General Meeting and the Voting Results**

This is to inform you that the 22<sup>nd</sup> Annual General Meeting (“AGM”) of H.G. Infra Engineering Limited (the “Company”) was held today, i.e., Wednesday, August 21, 2024, at 02:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means in compliance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) for transacting the business(es) as mentioned in the Notice convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the proceedings of the AGM pursuant to Regulations 30 & 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as *Annexure - I*.
2. Voting results in respect of the business conducted at the AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as *Annexure – II*.
3. Consolidated Scrutinizer’s Report dated August 21, 2024 on remote e-voting and e-voting during the AGM as *Annexure – III*.

The above information is also being made available on the Company’s website at [www.hginfra.com](http://www.hginfra.com)

This is for your information and records.

Thanking you,

Yours faithfully,

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

**Ankita Mehra**

Company Secretary & Compliance Officer  
M. No. A33288

Encl: As above

**H.G. INFRA ENGINEERING LTD.**

**SUMMARY OF THE PROCEEDINGS OF THE 22<sup>nd</sup> ANNUAL GENERAL MEETING OF  
H.G. INFRA ENGINEERING LIMITED**

The 22<sup>nd</sup> Annual General Meeting (“AGM”) of H.G. Infra Engineering Limited (the “Company”) was held on Wednesday, August 21, 2024, at 02:00 p.m. (IST) through Video Conferencing (“VC”) in accordance with the circulars and guidelines issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

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

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

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

All the Directors of the Company attended the AGM through VC. The Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders’ Relationship Committee were present at the meeting. The representatives of the joint Statutory Auditors, Secretarial Auditors and Scrutinizer for the AGM were also present at the meeting.

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

The Notice of the AGM and the Annual Report for the financial year ended March 31, 2024 were taken as read as the same were already circulated to the shareholders. After that, the Company Secretary stated that the Reports from the Statutory Auditors and the Secretarial Auditors do not contain any qualifications, reservations or adverse remarks and, accordingly, were also taken as read.

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

Item No.	Details of resolution(s)	Type of Resolution (Ordinary/Special)
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To declare the final dividend of Rs. 1.50/- per equity share of Rs. 10/- each for the financial year ended March 31, 2024.	Ordinary Resolution
3.	To appoint a director in place of Mr. Dinesh Kumar Goyal (DIN: 02576453), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
<b>Special Business</b>		
4.	To approve the increase in borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013	Special Resolution
5.	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	Special Resolution

6.	To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2025	Ordinary Resolution
7.	To alter the Object Clause of the Memorandum of Association of the Company	Special Resolution
8.	To approve the sale or disposal of the undertaking of the Company	Special Resolution

The Company Secretary informed the shareholders that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the shareholders of the Company in respect of the resolutions transacted at the meeting. The remote e-voting commenced at 9.00 a.m. on Sunday, August 18, 2024, and ended at 5.00 p.m. on Tuesday, August 20, 2024. She further informed the shareholders that the voting facility through the e-voting system was also made available during the AGM for shareholders who had not cast their vote prior to the meeting.

The Company Secretary then informed that Mr. Deepak Arora, Partner, M/s. Deepak Arora & Associates, Practicing Company Secretaries, was appointed as Scrutinizer to scrutinise the process of remote e-Voting held prior to the AGM and e-Voting during the AGM.

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

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

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

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

The Chairman, thereafter, thanked the shareholders for joining the 22<sup>nd</sup> AGM of the Company and declared the meeting closed.

The meeting concluded at 03.40 p.m. (IST) (including the time allowed for e-Voting during the AGM).

Upon conclusion of the AGM, after scrutiny of the votes, the Scrutinizer submitted his report dated August 21, 2024, to the Company Secretary, as authorised by the Chairman of the Company. As per the report submitted by the Scrutinizer considering the votes cast through remote e-Voting and e-Voting during the AGM, all the aforesaid resolutions as set out in Item Nos. 1 to 8 of the Notice of the AGM were passed with the requisite majority.

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

*Annexure-II***Voting Results of the 22<sup>nd</sup> Annual General Meeting ('AGM')**

<b>Date of the AGM</b>	August 21, 2024
<b>Total number of shareholders on record date (i.e. as on the cut-off date August 14, 2024)</b>	1,24,204
<b>No. of shareholders present in the meeting either in person or through proxy:</b> - Promoter and Promoter group - Public	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing:</b> - Promoter and Promoter group - Public	9 44

**H.G. INFRA ENGINEERING LTD.**

<b>Resolution Required: (Ordinary/ Special)</b>			<b>Ordinary Resolution (Resolution No. 1)</b>					
			<b>To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	85,48,239	77,54,771	90.7178	77,54,771	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>77,54,771</b>	<b>90.7178</b>	<b>77,54,771</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	80,49,715	6852	0.0851	6775	77	98.8762	1.1238
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>6852</b>	<b>0.0851</b>	<b>6775</b>	<b>77</b>	<b>98.8762</b>	<b>1.1238</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,34,475</b>	<b>86.4409</b>	<b>5,63,34,398</b>	<b>77</b>	<b>99.9999</b>	<b>0.0001</b>

<b>Resolution Required: (Ordinary/ Special)</b>			<b>Ordinary Resolution (Resolution No. 2)</b>					
			<b>To declare the final dividend of Rs. 1.50/- per equity share of Rs. 10/- each for the financial year ended March 31, 2024.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	85,48,239	77,66,588	90.8560	77,66,588	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>77,66,588</b>	<b>90.8560</b>	<b>77,66,588</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	80,49,715	6853	0.0851	6764	89	98.7013	1.2987
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>6,853</b>	<b>0.0851</b>	<b>6,764</b>	<b>89</b>	<b>98.7013</b>	<b>1.2987</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,46,293</b>	<b>86.4590</b>	<b>5,63,46,204</b>	<b>89</b>	<b>99.9998</b>	<b>0.0002</b>

Resolution Required: (Ordinary/ Special)			Ordinary Resolution (Resolution No. 3)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	85,48,239	7766588	90.8560	7273011	493577	93.6449	6.3551
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>7766588</b>	<b>90.8560</b>	<b>72,73,011</b>	<b>4,93,577</b>	<b>93.6449</b>	<b>6.3551</b>
Public - Non Institutions	E-Voting	80,49,715	6852	0.0851	6773	79	98.8471	1.1529
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>6,852</b>	<b>0.0851</b>	<b>6,773</b>	<b>79</b>	<b>98.8471</b>	<b>1.1529</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,46,292</b>	<b>86.4590</b>	<b>5,58,52,636</b>	<b>4,93,656</b>	<b>99.1239</b>	<b>0.8761</b>

Resolution Required: (Ordinary/ Special)			Special Resolution (Resolution No. 4)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	85,48,239	7766588	90.8560	7,22,0067	5,46,521	92.9632	7.0368
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>77,66,588</b>	<b>90.8560</b>	<b>7,22,0067</b>	<b>5,46,521</b>	<b>92.9632</b>	<b>7.0368</b>
Public - Non Institutions	E-Voting	80,49,715	6857	0.0852	6752	105	98.4687	1.5313
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>6,857</b>	<b>0.0852</b>	<b>6,752</b>	<b>105</b>	<b>98.4687</b>	<b>1.5313</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,46,297</b>	<b>86.4590</b>	<b>55,79,9671</b>	<b>5,46,626</b>	<b>99.0299</b>	<b>0.9701</b>

Resolution Required: (Ordinary/ Special)			Special Resolution (Resolution No. 5)					
			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	85,48,239	77,66,588	90.8560	32,56,092	4,51,0496	41.9244	58.0756
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>77,66,588</b>	<b>90.8560</b>	<b>32,56,092</b>	<b>45,10,496</b>	<b>41.9244</b>	<b>58.0756</b>
Public - Non Institutions	E-Voting	80,49,715	6757	0.0839	6532	225	96.6701	3.3299
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>6,757</b>	<b>0.0839</b>	<b>6,532</b>	<b>225</b>	<b>96.6701</b>	<b>3.3299</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,46,197</b>	<b>86.4589</b>	<b>5,18,35,476</b>	<b>45,10,721</b>	<b>91.9946</b>	<b>8.0054</b>

Resolution Required: (Ordinary/ Special)			Ordinary Resolution (Resolution No. 6)					
			To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2025.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	85,48,239	77,66,588	90.8560	77,66,588	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>77,66,588</b>	<b>90.8560</b>	<b>77,66,588</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	80,49,715	6,860	0.0852	6,783	77	98.8776	1.1224
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>6860</b>	<b>0.0852</b>	<b>6783</b>	<b>77</b>	<b>98.8776</b>	<b>1.1224</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,46,300</b>	<b>86.4590</b>	<b>5,63,46,223</b>	<b>77</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution Required: (Ordinary/ Special)			Special Resolution (Resolution No. 7)					
Whether promoter/ promoter group are interested in the agenda/resolution?			To alter the Object Clause of the Memorandum of Association of the Company.					
			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	8,548,239	77,66,588	90.8560	77,66,588	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>77,66,588</b>	<b>90.8560</b>	<b>77,66,588</b>	<b>0.0000</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	80,49,715	6,851	0.0851	6,764	87	98.7301	1.2699
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>6,851</b>	<b>0.0851</b>	<b>6,764</b>	<b>87</b>	<b>98.7301</b>	<b>1.2699</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,46,291</b>	<b>86.4590</b>	<b>5,63,46,204</b>	<b>87</b>	<b>99.9998</b>	<b>0.0002</b>

Resolution Required: (Ordinary/ Special)			Special Resolution (Resolution No. 8)					
Whether promoter/ promoter group are interested in the agenda/resolution?			To approve the sale or disposal of the undertaking of the company.					
			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,72,852	99.9994	4,85,72,852	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4,85,72,852</b>	<b>99.9994</b>	<b>4,85,72,852</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	85,48,239	77,66,588	90.8560	75,18,223	2,48,365	96.8021	3.1979
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>77,66,588</b>	<b>90.8560</b>	<b>75,18,223</b>	<b>2,48,365</b>	<b>96.8021</b>	<b>3.1979</b>
Public - Non Institutions	E-Voting	80,49,715	6764	0.0840	6454	310	95.4169	4.5831
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6,764</b>	<b>0.0840</b>	<b>6,454</b>	<b>310</b>	<b>95.4169</b>	<b>4.5831</b>
<b>Total</b>		<b>6,51,71,111</b>	<b>5,63,46,204</b>	<b>86.4589</b>	<b>5,60,97,529</b>	<b>2,48,675</b>	<b>99.5587</b>	<b>0.4413</b>



# Deepak Arora & Associates

## Practicing Company Secretaries

23 Ka- 4 Jyoti Nagar, Near Vidhan  
Sabha, Jaipur- 302005 (Rajasthan)  
Ph.: 0141- 2740960, 9351788834, 9829188834  
Email: cs@csdeepakarora.com  
www.csdeepakarora.com

### REPORT OF SCRUTINIZER

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

To,  
The Chairman/Company Secretary  
**H.G. Infra Engineering Limited** ("the Company")  
22<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders  
of the Company held on Wednesday, August 21, 2024 at 2.00 P.M.(IST) through Video  
Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on voting through Remote e-Voting and e-Voting  
conducted during the 22<sup>nd</sup> AGM of the Company**

I, Deepak Arora, Partner of M/s. Deepak Arora & Associates, a Practicing Company Secretaries Firm, having its office at 23 ka 4, Jyoti Nagar, Near Vidhan Sabha, Jaipur, Rajasthan-302005, was appointed as a scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting process including remote e-voting prior to the AGM and electronic voting (e-voting) at the AGM, in a fair and transparent manner, pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015), in respect of resolutions as set out in the Notice of the AGM dated July 24, 2024, proposed at the AGM of the Equity Shareholders of the Company held on Wednesday, August 21, 2024 at 2.00 P.M. (IST) through VC/OAVM, submit our Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by remote e-voting and e-Voting at the AGM by the shareholders on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both remote e-Voting and electronic voting (e-Voting) at the



AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or person(s) authorized by him, on the resolutions.

2. The RTA of the Company i.e. M/s. LINK INTIME INDIA PRIVATE LIMITED completed the dispatch of Notice of the AGM by electronic mode to shareholders who had already registered their email addresses with the Company / Depositories, in compliance with the MCA latest circulars dated September 25, 2023 read with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, and the SEBI latest Circulars dated October 07, 2023 read with circular dated May 12, 2020 and other circulars issued in this regard.
3. The Company had availed the e-voting facility both for remote e-Voting prior to the AGM and e-Voting at the AGM offered by the RTA for conducting e-Voting by the Shareholders of the Company.
4. In accordance with the Notice of the AGM sent to the shareholders on July 30, 2024 and the '*Advertisement*' published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 31, 2024, the voting period for remote e-voting commenced at 9:00 A.M. on Sunday, August 18, 2024 and closed at 5:00 P.M. on Tuesday, August 20, 2024. The e-Voting module was disabled by RTA for voting thereafter.
5. The Shareholders holding shares as on the "cut off" date i.e. Wednesday, August 14, 2024, were entitled to vote on the resolutions as set out in the Notice of the AGM.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by RTA had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After the closure of e-Voting at the AGM, the votes cast through e-Voting at the AGM and through remote e-Voting prior to the date of AGM were unblocked and downloaded from the e-voting website of RTA. The e-Voting data/results downloaded from the e-Voting system of RTA were scrutinized and reviewed.
8. Based on the data downloaded, the overall result of Remote e-voting together with e-voting during AGM are as under:



## ORDINARY BUSINESS

**Resolution 1:** To Receive, Consider and Adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of Board of Directors and the Auditors thereon; **(Ordinary Resolution)**

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
171	56334398	99.9999

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	77	0.0001

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Note: 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 12 shares in favour of the resolution, and not exercised his voting rights on remaining 54 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 1 shares in favour of the resolution, and not exercised his voting rights on remaining 36 shares.



**Resolution 2 :** To declare a Final dividend of Rs. 1.50/- per equity share of Rs.10/- each for the financial year ended March 31, 2024:(**Ordinary Resolution**)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
171	56346204	99.9998

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	89	0.0002

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

**Note:-** 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 12 shares in against of the resolution, and not exercised his voting rights on remaining 54 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 2 shares in favour of the resolution, and not exercised his voting rights on remaining 35 shares.



**Resolution 3 :** To appoint a director in place of Mr. Dinesh Kumar Goyal (DIN: 02576453), who retires by rotation and being eligible, offers himself for re-appointment (**Ordinary Resolution**)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
161	55852636	99.1239

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	493656	0.8761

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

**Note:** 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 10 shares in favour of the resolution, and not exercised his voting rights on remaining 56 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 3 shares in favour of the resolution, and not exercised his voting rights on remaining 34 shares.



## SPECIAL BUSINESS

**Resolution 4:** To approve the increase in borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013: (Special Resolution)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
162**	55799671	99.0299

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18**	546626	0.9701

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

**Note:-** 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 14 shares in favour of the resolution, and not exercised his voting rights on remaining 52 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 4 shares in favour of the resolution, and not exercised his voting rights on remaining 33 shares

**\*\*Total members who cast votes: 177. Out of these, 3 members have partially exercised their voting rights by voting both in favor and against. For counting purposes, these members are counted as two separate votes.**



**Resolution 5 :** 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: (Special Resolution)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
114**	51835476	91.9946

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
66**	4510721	8.0054

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

**Note:-** 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 8 shares in favour of the resolution, and not exercised his voting rights on remaining 58 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 5 shares in favour of the resolution, and not exercised his voting rights on remaining 32 shares.

**\*\*** Total members who cast votes: 176. Out of these, 4 members have partially exercised their voting rights by voting both in favor and against. For counting purposes, these members are counted as two separate votes.



**Resolution 6:** To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2025: **(Ordinary Resolution)**

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
172	56346223	99.9999

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	77	0.0001

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

**Note:** 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 15 shares in favour of the resolution, and not exercised his voting rights on remaining 51 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 6 shares in favour of the resolution, and not exercised his voting rights on remaining 31 shares.



**Resolution 7: To alter the Object Clause of the Memorandum of Association of the Company (Special Resolution)**

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
171	56346204	99.9998

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	87	0.0002

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

**Note:-** 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 5 shares in favour of the resolution, and not exercised his voting rights on remaining 61 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 7 shares in favour of the resolution, and not exercised his voting rights on remaining 30 shares.



**Resolution 8: To approve the sale or disposal of the undertaking of the Company (Special Resolution)**

(i) Voted in favour of resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
162**	56097529	99.5587

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17**	248675	0.4413

(iii) Invalid votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Note:- 1(One)Member who holds 66 shares, have partially exercised his voting rights in respect of 12 shares in favour of the resolution, and not exercised his voting rights on remaining 54 shares and;

1(One)Member who holds 37 shares, have partially exercised his voting rights in respect of 8 shares in favour of the resolution, and not exercised his voting rights on remaining 29 shares.

\*\* Total members who cast votes: 176. Out of these, 3 members have partially exercised their voting rights by voting both in favor and against. For counting purposes, these members are counted as two separate votes.



It is hereby confirmed that the resolution no. 8 was passed as per Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations", where votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

It is to be noted that all the aforesaid resolutions were passed by the members of the Company with requisite majority.

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

Thanking you

Yours faithfully,

for Deepak Arora and Associates  
Company Secretaries  
ICSI Unique Code: I2001RJ191000



Deepak Arora (Partner)  
ACS No.: 5104, CP No.: 3641  
UDIN NO.: F005104F001017381

Countersigned by:  
for H.G. INFRA ENGINEERING LIMITED

Ankita Mehra  
Company Secretary cum Compliance Officer  
M. No.: A33288

Place: Jaipur  
Date: August 21, 2024