

August 04, 2022

**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 Sir/Madam,

**Sub: Proceedings/Outcome of the 20<sup>th</sup> Annual General Meeting of the Company**

This is to inform you that the 20<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, August 03, 2022 at 02:00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in Compliance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

In this regard, please find enclosed herewith the summary of proceedings of the AGM pursuant to Regulations 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure A.

This will also be hosted on the Company website at [www.hginfra.com](http://www.hginfra.com)

This is for your information and records.

Thanking You,

For H. G. Infra Engineering Limited

**Ankita Mehra**

Company Secretary & Compliance Officer  
ICSI M. No- 33288



Encl: As above

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

**SUMMARY OF THE PROCEEDINGS OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF H.G. INFRA ENGINEERING LIMITED**

The 20<sup>th</sup> Annual General Meeting (AGM) of the shareholders of H.G. Infra Engineering Limited ("the Company") was held on Wednesday, August 03, 2022 at 02:00 p.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in accordance with the circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), the Securities and Exchange Board of India (SEBI) and other applicable circulars issued in this regard.

Ms. Ankita Mehra, Company Secretary & Compliance Officer of the Company commenced the 20<sup>th</sup> AGM and welcomed the shareholders to the meeting. She confirmed that the requisite quorum was present through Video Conferencing/ OAVM to conduct the proceedings of the meeting.

All the Directors including the Chairmen of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and other Boards' Committee were present at the meeting. The representatives of the Statutory and Secretarial Auditors/Scrutinizers and Senior Management Officials of the Company were also present at the meeting.

The Company Secretary provided the general instructions to the members regarding the participation in the meeting.

The Annual Report, containing the notice of the 20<sup>th</sup> Annual General Meeting for the financial year ended March 31, 2022, was taken as read as the same was already circulated to the members. As there were no qualifications, observations, adverse comments or remarks in the reports issued by the Statutory Auditors and the Secretarial Auditors, the same were not required to be read.

The documents which were statutorily required to be kept open were available electronically for inspection by the members during the AGM.

The Company Secretary informed the members 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 members of the Company in respect of the resolutions transacted at the meeting. The remote e-voting commenced at 9.00 a.m. on Sunday, July 31, 2022 and ended at 5.00 p.m. on Tuesday, August 02, 2022. The Company Secretary further informed the members that the facility for voting through e-voting system was also made available during the meeting for members who had not cast their vote prior to the meeting.

The Company Secretary further informed that Ms. Heena Lakhani, Partner, M/s. Deepak Arora & Associates, Practicing Company Secretaries was appointed as Scrutinizer for the purpose of scrutinising the process of remote e-voting held prior to the AGM and e-voting during the AGM.

The Company Secretary thereafter briefed the flow of the events for the meeting and requested Mr. Harendra Singh, Chairman of the Company to commence the proceedings of the meeting.

Mr. Harendra Singh, Chairman of the Company, chaired the proceedings of the meeting and welcomed all the participants to the meeting. He informed the members that the Company had taken all feasible efforts to enable its shareholders to participate through VC and vote at the AGM in a seamless manner. The requisite quorum being present through VC, the Chairman called the meeting to order.



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



The Chairman addressed the members of the Company with a brief speech wherein he apprised them, inter alia, about the infrastructure sector, financial and operational highlights, the Company's technology infrastructure, human capital, CSR and ESG related activities, and strategy going ahead.

The members were then requested to raise their queries. Members who had registered themselves as speakers, addressed the meeting through VC / OAVM and sought clarifications on business and operations of the Company including plans for geographical expansion, technology absorption, dividend policy and future outlook. After all the queries raised through speaker shareholders and web chat option, the necessary clarifications/responses were provided to the members by the Chairman.

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

Item No.	Resolutions	Type of resolution (Ordinary/Special)
<b>Ordinary Business</b>		
1.	To receive, consider and adopt:  a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of Board of Directors and Auditors thereon; and  b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of Auditors thereon.	Ordinary Resolution
2.	To declare a Final dividend of Re. 1.00/- (One Rupee Only) per equity share of Rs.10/- each for the financial year 2021-22.	Ordinary Resolution
3.	To appoint a director in place of Mr. Harendra Singh (DIN:00402458), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4.	To approve the appointment of M/S. M S K A & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company.	Ordinary Resolution
<b>Special Business</b>		
5.	To approve the re-appointment of Ms. Pooja Hemant Goyal (DIN: 07813296) as an Independent Director of the Company for a second term of three consecutive years.	Special Resolution
6.	To approve the appointment of Mr. Manjit Singh (DIN: 02759940) as an Independent Director of the Company for a term of five consecutive years.	Special Resolution
7.	To approve the limits for making investment, loans, guarantees and security under Section 186 of the Companies Act, 2013.	Special Resolution
8.	To approve the limits for making loans, guarantees and security under Section 185 of the Companies Act, 2013.	Special Resolution
9.	To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2023.	Ordinary Resolution

The Chairman thereafter authorized the Company Secretary to conduct the voting procedure and informed the members that the e-voting facility would be open for 30 minutes after the closure of the meeting to enable members to cast their votes. He also informed that the results of the remote e-voting and e-voting at the AGM would be announced within the time stipulate under the applicable laws and the same would be intimated to the stock exchanges and uploaded on website of the company as well as on the website of the RTA.



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The Chairman thanked the members for their participation in the AGM and declared the meeting as closed.

The meeting concluded at 03:23 p.m. after being open for 30 minutes for e-voting.

Based on the Scrutinizer's Report dated August 04, 2022 on the combined voting results of the remote e-voting and voting through electronic means conducted at the AGM, all the resolutions were passed by the members with requisite majority.

**Thanking you,**

Yours faithfully

For H.G. Infra Engineering Limited

**Ankita Mehra**

Company Secretary & Compliance Officer  
M. No. A33288



Notes:

- i) The Transcript of the AGM along with Chairman's speech as read out during the AGM will be made available on the website of the Company at <https://hginfra.com/investors-relation.html#btn-gover>
- ii) The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 w.r.t. resolution nos. 4, 5 and 6 have already been disclosed to the stock exchanges vide our letters dated July 05, 2022 and May 14, 2022.
- iii) The dividend declared at the AGM will be credited to the members on or before September 01, 2022 and physical warrants/ demand drafts/cheques shall be dispatched to the members, who have not registered their ECS mandates.
- iv) The Company will separately disclose the combined results of e-voting, along with the Scrutinizer's report, to the stock exchanges pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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