



August 22, 2023

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 21st Annual General Meeting and the Voting Results

This is to inform you that the 21st Annual General Meeting ("AGM") of H.G. Infra Engineering Limited (the "Company") was held on Monday, August 21, 2023 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).

In this regard, please find enclosed herewith 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 of the AGM pursuant to Regulation 44(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as *Annexure - II*.
3. Consolidated Scrutinizer's Report on remote e-voting and e-voting during the AGM as *Annexure - III*.

The above are also being made available on the Company's website at www.hginfra.com

This is for your information and records.

Thanking you,

Yours faithfully,
For H.G. Infra Engineering Limited

Ankita Mehra
Company Secretary & Compliance Officer
M. No. A33288

Encl: As above



**SUMMARY OF THE PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING
OF H.G. INFRA ENGINEERING LIMITED**

The 21st Annual General Meeting ("AGM") of H.G. Infra Engineering Limited (the "Company") was held on Monday, August 21, 2023 at 02:00 p.m. (IST) through Video Conferencing 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.

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. He confirmed that the requisite quorum was present through Video Conferencing to conduct the proceedings of the meeting. He informed the shareholders that the Company had taken all feasible efforts to enable the shareholders to participate through video conferencing and vote at the AGM.

Ms. Ankita Mehra, Company Secretary and Compliance Officer of the Company, introduced the Directors, CFO and the Statutory, Secretarial auditors, scrutinizer for the AGM or representatives thereof, present at the AGM.

All the Directors of the Company except Ms. Monica Widhani, Independent Director, attended the AGM through Video Conferencing. The Chairmen of the Audit Committee, Nomination and Remuneration Committee and 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 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, 2023 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 and Secretarial Auditors did not contain any qualification, observation or comment and, accordingly, were not read at the AGM.

The following items, as stated in the Notice of the AGM, were proposed for consideration:

CIN : L45201RJ2003PLC018049

HGIEL

We Make People Move ...





Annexure-II

Voting Results of the 21st Annual General Meeting ('AGM') pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	August 21, 2023
Total number of shareholders on record date	77,045
(i.e. as on Monday, August 14, 2023)	
No. of shareholders present in the meeting either in person or through proxy	
(Promoter(s) and Promoter(s) group	Not Applicable
Public	
No. of shareholders attended the meeting through Video Conferencing	
(Promoter(s) and Promoter(s) group	0

Resolution Required: (Ordinary/ Special)			Ordinary Resolution (Number 1)					
			To receive, consider and adopt: a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 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, 2023 and the Report of Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3] = \{[2]/[1]\} * 100$	[4]	[5]	$[6] = \{[4]/[2]\} * 100$	$[7] = \{[5]/[2]\} * 100$
Promoter and Promoter	E-Voting	4,85,73,157	4,85,73,152	100.0000	4,85,73,152	0.0000	100.0000	0.0000

Resolution Required: (Ordinary/ Special)			Ordinary Resolution (Number 2)					
			To declare a Final Dividend of ₹1.25/- per equity share of ₹10/- each for the financial year 2022-23					
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	4,85,73,152	4,85,73,152	100.0000	4,85,73,152	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
	Total		4,85,73,152	100.0000	4,85,73,152	0.0000	100.0000	0.0000
Public Institutions	E-Voting	96,04,347	88,50,785	92.1539	88,50,376	409	99.9954	0.0046
	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
	Total		88,50,785	92.1539	88,50,376	409	99.9954	0.0046
Public Non Institutions	E-Voting		1,953	0.0279	1,953	0.0000	100.0000	0.0000
	Poll		87	0.0012	87	0.0000	100.0000	0.0000
	Postal Ballot	69,93,607	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		2,040	0.0292	2,040	0.0000	100.0000	0.0000
Total		6,51,71,111	5,74,25,977	88.1157	5,74,25,568	409	99.9993	0.0007

Resolution Required: (Ordinary/ Special)

Ordinary Resolution (Number 3)

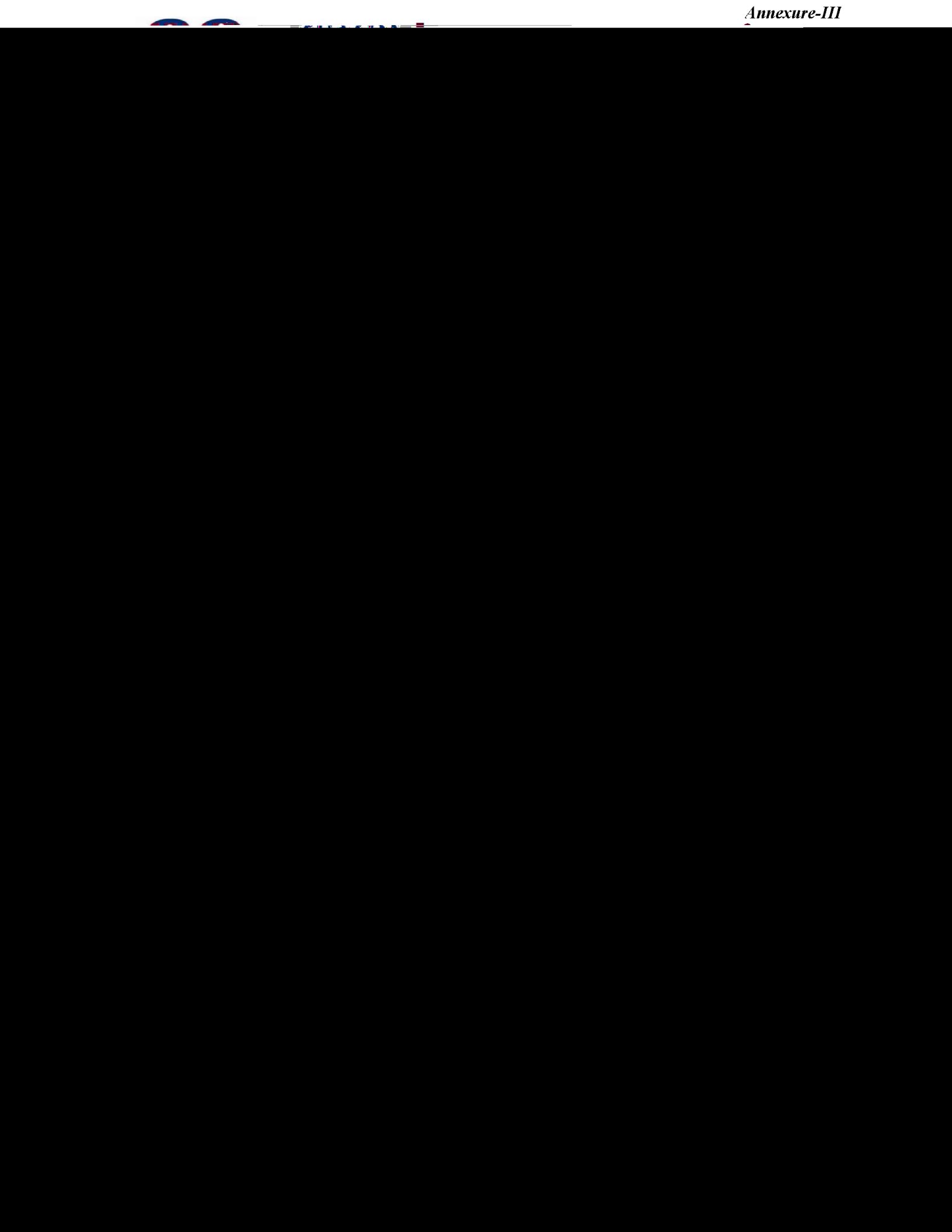
To appoint and appoint a director in place of Mr. Vijehara Singh (DIN 001688452), who retires by rotation and being eligible, offers himself for re-appointment

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*
Promoter and Promoter Group	E-Voting	4,85,73,157	4,85,73,152	100.0000	4,85,73,152	0.0000	100.0000	0.00
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.00
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		4,85,73,152	100.0000	4,85,73,152	0.0000	100.0000	0.0000
Public Institutions	E-Voting	96,04,347	88,50,785	92.1539	88,37,904	12,881	99.8545	0.145
	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
	Total		88,50,785	92.1539	88,37,904	12,881	99.8545	0.145
Public Non Institutions	E-Voting	69,93,607	1953	0.0279	1953	0.0000	100.0000	0.0000
	Poll		87	0.0012	87	0.0000	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		2,040	0.0292	2,040	0.0000	100.0000	0.0000
Total		6,51,71,111	5,74,25,977	88.1157	5,74,13,096	12,881	99.9776	0.0224

Resolution Required: (Ordinary/ Special)			Ordinary Resolution (Number 4)					
			To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2024.					
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	4,85,73,152	100.0000	4,85,73,152	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
	Total		4,85,73,152	100.0000	4,85,73,152	0.0000	100.0000	0.0000
Public Institutions	E-Voting	96,04,347	88,50,785	92.1539	88,50,785	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
	Total		88,50,785	92.1539	88,50,785	0.0000	100.0000	0.0000
Public Non Institutions	E-Voting	69,93,607	1,953	0.0279	1,953	0.0000	100.0000	0.0000
	Poll		87	0.0012	87	0.0000	100.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Total		2,040	0.0292	2,040	0.0000	100.0000	0.0000
Total		6,51,71,111	5,74,25,977	88.1157	5,74,25,977	0.0000	100.0000	0.0000



2. The Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company, 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 Circulars issued by the Ministry of the Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
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 Link Intime India Private Limited ("E-voting facility provider/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 29, 2023 and the '*Advertisement*' published pursuant to Rule 20(4) (v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on July 30, 2023, the voting period for remote e-voting commenced at 9:00 A.M. on Friday, August 18, 2023 and closed at 5:00 P.M. on Sunday, August 20, 2023. The e-Voting module was disabled by RTA for voting thereafter.
5. The Shareholders holding shares as on the "cut off" date i.e. Monday, August 14, 2023, 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:

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ORDINARY BUSINESS

Resolution 1 (as an Ordinary Resolution): To Receive, Consider and Adopt:

- (A) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of Board of Directors and the Auditors thereon;
- (B) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon:

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
95	5,74,14,160	100

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

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

(iii) **Invalid** votes:

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

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Resolution 2 (as an Ordinary Resolution): To declare a Final dividend of Rs. 1.25/- per equity share of Rs.10/- each for the financial year 2022-23:

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
95	5,74,25,568	99.9993

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	409	0.0007

(iii) **Invalid** votes:

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

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

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	5,74,13,096	99.9776

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	12,881	0.0224

(iii) **Invalid** votes:

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

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SPECIAL BUSINESS

Resolution 4 (as an Ordinary Resolution): To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2024:

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
96	5,74,25,977	100

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

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

(iii) **Invalid** votes:

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

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Date: 2023.08.22
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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

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

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DEEPAK ARORA
Date: 2023.08.22
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Deepak Arora (Partner)
ACS No.: 5104, CP No.: 3641
UDIN NO.: F005104E000839410

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

Place: Jaipur
Date: August 22, 2023