



May 05, 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 Sir/Madam,

**Sub: Intimation under Regulations 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the appointment of Independent Directors and amendment in Articles of Association ('AOA') of the Company**

Pursuant to Regulations 30 and 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the shareholders of the Company in their Extra Ordinary General Meeting (EGM) held on Thursday, May 04, 2023, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), have approved the following resolutions:

1. appointment of Ms. Sharada Sunder (DIN: 07599164) as an Independent Director of the Company for a period of five consecutive years, effective from February 08, 2023 till February 07, 2028.
2. appointment of Ms. Monica Widhani (DIN: 07674403) as an Independent Director of the Company for a period of five consecutive years, effective from February 08, 2023 till February 07, 2028
3. amendment in Articles of Association of the Company.

The amended Article of Association is being uploaded on the Company's website at [www.hginfra.com](http://www.hginfra.com)

The details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 regarding (i) the aforesaid appointments of independent directors are given as annexures to the Company's announcement dated February 08, 2023 titled 'Appointment of Additional Directors'; and (ii) the amendment in Articles of Association of the Company are given as **Annexure A** to this letter.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For H.G. Infra Engineering Limited**

**Ankita Mehra**  
Company Secretary and Compliance Officer  
ICSI M. No.: A33288

Encl. As above

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



## ANNEXURE A

**BRIEF OF CHANGES APPROVED BY THE SHAREHOLDERS IN THE ARTICLES OF ASSOCIATION ("AOA") OF THE COMPANY**

PARTICULARS	EXISTING ARTICLE 113	AMENDED ARTICLE 113
Amendment to Article 113 of the Articles of Association of the Company	If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any person or persons shall have power to nominate a director of the Company, then in the case of any and every such issue of Debentures, the person or persons having such power may exercise such power, from time to time, and appoint a director accordingly. Any director so appointed is hereinafter referred to as "the Debenture Director". A Debenture Director may be removed from Office, at any time, by the person or persons in whom, for the time being, is vested the power, under which he was appointed, and another director may be appointed in his place. A Debenture Director shall not be required to hold any qualification Share(s) in the Company.	The Board of Directors of Company shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

## H. G. INFRA ENGINEERING LTD.