



May 30, 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: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing Ref. No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company issued by M/s ATCS & Associates, Company Secretaries in Practice, for the financial year ended March 31, 2023.

This is for your information and records.

Thanking you,

Yours faithfully,

For H.G. Infra Engineering Limited

ANKITA
MEHRA

Digitally signed by
ANKITA MEHRA
Date: 2023.05.30
14:20:58 +05'30'

Ankita Mehra

Company Secretary & Compliance Officer
ICSI M. No: A33288

Encl: as above

H. G. INFRA ENGINEERING LTD.



Deepak Arora & Associates

Practicing Company Secretaries

23 Ka- 4 Jyoti Nagar, Near Vidhan
Sabha, Jaipur- 302005 (Rajasthan)
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Email: cs@csdeepakarora.com
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF H.G. INFRA ENGINEERING LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
H.G. INFRA ENGINEERING LIMITED
14, PANCHWATI COLONY, RATANADA,
JODHPUR - 342001, RAJASTHAN

Dear Sir/Madam,

We, Deepak Arora & Associates, Company Secretaries in Practice have examined:

- all the documents and records made available to us and explanation provided by H.G. INFRA ENGINEERING LIMITED ("the Listed Entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations as amended from time to time, whose provisions and the circulars/ guidelines issued thereunder, have been examined according to their applicability during the period under review, include:-

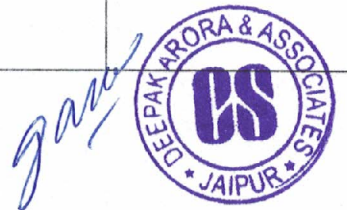
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable to the Company during the Audit Period);*
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- e) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable during the Audit period)*;
- g) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; *(Not applicable during the Audit Period)*;
- h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not applicable to the Company during the Audit Period)*;
- j) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the period under review and based on confirmation received from the management of the company and as per NSE Circulars NSE/CML/2023/21 dated 16 March, 2023 & NSE/CML/ 2023/30 dated 10 April, 2023 and BSE Circulars 20230316-14 dated 16 March, 2023 and 20230410-41 dated 10 April, 2023, we hereby confirm that during the Review Period the compliances status of the company is appended as below:

SR. NO.	PARTICULARS	Compliance Status (Yes / No/NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013.	YES	-
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES YES	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the 	YES YES YES	



	website		
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies	YES*	
	(b) Disclosure requirement of material as well as other subsidiaries	YES	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;	YES	During the period under review all Related party transactions were entered after obtaining prior approval of audit committee.
	b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	NA	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under



			the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No non-compliances were observed for any SEBI regulation / circular/guidance notes etc during the period under review.

* During the period under review 3 (Three) material subsidiary Companies namely (i) Gurgaon Sohna Highway Private Limited, (ii) H.G. Rewari Ateli Highway Private Limited and (iii) H.G. Ateli Narnaul Highway Private Limited have been examined.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

No event relating to resignation of auditor has occurred during the review period; hence, this clause is not applicable.

(Note : During the period under review the term as mentioned in Section 139 (2) (b) has been completed by Joint Statutory Auditor of the company i.e. M/s. Price Waterhouse & Co., Chartered Accountants LLP (ICAI Firm Registration No. 304026E/E300009) on AGM held on 03.08.2022, therefore they have retired as a statutory auditor of the company and in place of above mentioned firm the Board of Directors of the company has recommended to appoint and members in their Annual General Meeting held on 03.08.2022 appointed M/S. M S K A & Associates, Chartered Accountants (FRN 105047W), as Joint Statutory Auditor of the company for a period of 5 years.

The Additional Disclosures of Annual Secretarial Compliance Report are as below:-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. NO.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. NO.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

for DEEPAK ARORA & ASSOCIATES
Company Secretaries
Firm Reg. No P2001RJ080000

Place: Jaipur
Date: 03RD Day of May, 2023



Deepak Arora

Deepak Arora
Partner

FCS 5104 | C P No.: 3641
UDIN NO.: F005104E000247390