



INFRA PROJECTS LIMITED

ENGINEERING CONSULTANTS & CONTRACTORS

Sigma-1 Corporates, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mann Party Plot Cross Road, Bodakdev, Ahmedabad - 380 054. Gujarat, India. Telefax : +91 - 79 - 4008 6771-74. E-mail : elect@hecproject.com, Web. : www.hecprojects.in, CIN : L45200GJ2005PLC046870

Date: 3rd September, 2021

To,
National Stock Exchange India Limited,
Exchange Plaza,
Plot No. C-1, Block-G,
Bandra Kurla Complex, Bandra –(East).
Mumbai-400051.
Symbol: HECPROJECT
Series: SM

Dear Sir/ Madam,

SUB: SUBMISSION OF NOTICE OF 16TH ANNUAL GENERAL MEETING

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the 16th Annual General Meeting of the members of HEC Infra Projects Limited will be held on Wednesday, 29th September, 2021 at 12:00 p.m. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and SEBI (LODR) Regulations, 2015 read with relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India to transact the businesses set out in the notice of 16th AGM.

The Notice of Annual General Meeting along with e-voting instructions is enclosed herewith.

You are requested to take the same on your record.

Thanking you,

FOR, HEC INFRA PROJECTS LIMITED

JEEL PATEL
COMPANY SECRETARY
MEM NO.: A46202



Enclosure: As above

Quality & Commitment....

NOTICE

Notice is hereby given that the **16th Annual General Meeting** of the Members of **HEC Infra Projects Limited** will be held on **Wednesday, 29th September, 2021 at 12:00 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statement of the Company for the year ended on 31st March, 2021 together with the reports of Board of Directors and Auditors thereon.
- 2 To appoint a Director in place of Mr. Gaurang Parmanand Shah (DIN: 01756079), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3 To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association**

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs. 2,10,00,000 (Rupees Two Crore Ten Lac Only) divided into 21,00,000 (Twenty One Lacs) equity shares of Rs. 10/- each to Rs. 10,20,00,000 (Rupees Ten Crore Twenty Lacs Only) divided into 1,02,00,000 (One Crore Two Lacs) equity shares of Rs. 10/- each by creation of additional 81,00,000 (Eighty One Lacs) equity shares of Rs. 10/- each."

"RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 10,20,00,000 (Rupees Ten Crore Twenty Lacs Only) divided into 1,02,00,000 (One Crore Two Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to officers and/ or employees of the Company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution."

- 4 To consider and approve issue of Bonus Equity Shares:**

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of Memorandum & the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time) and subject to provisions of any other laws/ Regulation(s) and consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the consent of the members be and hereby accorded to the Board of Directors of the Company ("the Board or the Board

of Directors" which term shall be deemed to include any Committee/official authorised to exercise powers) to capitalize a sum not exceeding Rs. 8,11,05,280/- out of the Company's free reserves/share premium account or other permissible accounts of the company in full or in part as may be deemed fit, as per the audited accounts of the Company for the Financial year ended 31st March, 2021 and that the said amount be utilised/transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 81,10,528 equity shares of Rs. 10/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding fully paid equity shares of Rs. 10/- each whose names appear in the Register of Members/ Beneficial Owners' position of the Company on the Record date in the proportion of 4 (Four) new fully paid up equity share of Rs. 10/- each for 1 (One) existing fully paid up equity shares of Rs. 10/- each held by the said member and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the company held by each such member and not as income or in lieu of dividend.

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company with a right to participate in dividend, if any, to be declared after the date of allotment of these bonus shares."

"RESOLVED FURTHER THAT no allotment letter shall be issued to the allottees of the bonus shares and that members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s), within such time as prescribed by law and the relevant authorities."

"RESOLVED FURTHER THAT as a result of implementation of this resolution, any members who becomes entitled to a fraction of a new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, however, the total number of such new equity shares representing such fractional entitlement of all the members of the Company, shall be allotted by the Board to a nominee to be selected by the Board, who shall hold such fractional shares as trustees for and on behalf of the equity shareholders who shall have been entitled to such fractional shares in case the same were issued/allotted to them and such nominee will sell such shares allotted by the Company representing such fractional shares, as soon as possible, at the prevailing market rate and the net sale proceeds of such shares / fractional entitlements, after adjusting the cost and the expenses in respect thereof, be distributed among such members who are entitled to such fractional shares in the proportion of their respective holdings and/or their respective fractional entitlement thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable laws and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or other designated officers of the Company as decided by the Board be and is hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage and to accept on behalf of the company any conditions, modifications, alterations, changes, variations in this regard as prescribed by any authority(ies) without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution."

5 Re-appointment of Mr. Asit Ramniklal Shah (DIN:05285162) as an Independent Director

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, relevant applicable regulations(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Asit Shah (DIN: 05285162), who holds office of Independent Director up to 18th December, 2020 and who has Submitted a declaration that he meets the criteria for independence as provided under Section 149 (6)

of the Act and Regulation 16(1) (b) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Asit Shah as a candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a Second term of five consecutive years commencing from 19th December, 2020 up to 18th December, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6 Appointment of Mr. Rahul Gaurang Shah (DIN: 06862697) as a Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT Mr. Rahul Shah (DIN: 06862697) who was appointed as an Additional Director of the Company w.e.f. 25th June, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 107 of the Article of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and being eligible, offers himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Rahul’s candidature for the office of the Director, be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby Authorised file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: 02/09/2021
Place: Ahmedabad

By order of the Board of Directors
For, HEC Infra Projects Limited

REGISTERED OFFICE

Sigma-1 Corporates, Corporate
House No. 6, Nr. Maan Party
Plot Cross Road, Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380054
Tel: +91-79-40086771-74; Web:- www.hecprojects.in;
Email:- elect@hecproject.com

Jeel Patel
(Company Secretary)
Membership No.: A46202

NOTES:

- 1 An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as "AGM"), as set out under Item No(s). 3 to 6 above and the relevant details of the Directors as mentioned under Item No(s). 3 to 6 above as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
- 2 The Board of Directors have considered and decided to include the Item No(s). 3 to 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 3 In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 02/2021 dated 13th January, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 4 Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 5 The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 6 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 7 AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021.
- 8 Members holding Shares in Electronic mode are requested to register/ update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the company electronically.

- 9 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 10 The Members of the company holding Shares as on Friday, 3rd September, 2021 (Cut-off date for entitlement of Annual Report), shall be eligible for receiving the Annual Report 2020-21 along with the notice of the 16th Annual General Meeting, by electronic mode to all the members whose email addresses are registered with the Depository Participant(s)/ Company.
- 11 Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility or contact the Company. Blank forms will be supplied on request.
- 12 Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, change of address/name etc. to their Depository Participant. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
- 13 All the Shareholders of the Company are holding Shares in Demat mode, and none of the Shareholders are having Shares in Physical Mode. Bifurcation of holding of Shares in Depositories as on 31st March, 2021 is forming part of this report.
- 14 Route map and prominent land mark for easy location of venue of the AGM is not provided in the Annual Report since Annual General Meeting is to be held through VC/OAVM.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

- 15 In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of Annual Report 2020-21 together with the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 16 The Notice of AGM along with Annual Report for the financial year 2020-21, is available on the website of the Company at www.hecprojects.in, on the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

- 17 In view of the current extraordinary circumstances due to the pandemic caused by covid-19 prevailing in the country the company is offering e-voting facility to all Members of the Company pursuant to provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the SEBI Listing Regulations. A person, whose name is recorded in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on 22nd September, 2021, being the cut-off date, shall be entitled to avail the facility of remote e-voting to enable the members to cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only. Members can cast their vote online from 09:00 A.M. (IST) on Saturday, 25th September, 2021 to 05:00 P.M. (IST) on Tuesday, 28th September, 2021. At the end of remote e-voting period, the facility shall forthwith be blocked.

- 18 Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- 19 Only those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- 20 The details of process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Details on Step 1 is mentioned below:

a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1). If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2). If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3). Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1). Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2). After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3). If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4). Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

b. Login Method for shareholders other than Individual shareholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- c) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a). For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b). For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

- e) Password details for shareholders other than Individual shareholders are given below:
- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - iii. How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- f) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- i. Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - iii. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button.
- i) After you click on the “Login” button, Home page of e-Voting will open.

Details on step 2 are mentioned below:

a) How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b) Select “EVEN” (117007) of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

b) Process for those shareholders whose email ids are not registered with the depositories for procuring userid and password and registration of e mail ids for e-voting for the resolutions set out in this notice

- a) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@hecproject.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- b) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- c) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

c) The Instructions for members for e-Voting on the day of the AGM are as under

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pratik Bhatt (Tel No.: 022-24994738) at evoting@nsdl.co.in

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

- 21 Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under "**Join General Meeting**" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN(117007) of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 22 Members are encouraged to join the Meeting through Laptops for better experience.
- 23 Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 24 Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

- 25 As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@hecproject.com. Questions/queries received by the Company till 5:00 p.m. on Saturday, 25th September, 2021 shall only be considered and responded during the AGM. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos.
- 26 The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS

- 27 All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10:00 a.m. to 5:00 p.m. from the date of hereof up to the date of the Annual General Meeting.

GENERAL INFORMATION

- 28 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jalanalkesh@gmail.com with a copy marked to evoting@nsdl.co.in.
- 29 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on www.evoting.nsdl.com to reset the password.
- 30 The voting rights of Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on Wednesday, 22nd September, 2021 (cut-off date for entitlement of voting rights) for determining the eligibility to vote at the Meeting. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
- 31 The Board of Directors have appointed M/s. Jalan Alkesh & Associates, Practicing Company Secretaries (Membership No.: F10620 and CP No.: 4580) as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the chairman or Company Secretary or any person authorized by him immediately after the conclusion of the AGM of the Company.
- 32 Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 29th September, 2021
- 33 The results of the e-voting shall be declared not less than 48 (forty-eight) hours from conclusion of the AGM. The results along with the report of the Scrutinizer shall be placed on the website of the Company www.hecprojects.in and the same shall be communicated to National Stock Exchange of India Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.: 3

At Present the Authorised Share Capital of the Company is 2,10,00,000 (Rupees Two Crore Ten Lacs Only) divided into 21,00,000 (Twenty One Lac) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 2,02,76,320 (Rupees Two Crore Two Lac Seventy Six Thousand Three Hundred and Twenty Only) divided into 20,27,632 (Twenty Lacs Twenty Seven Thousand Six Hundred and Thirty Two) equity shares of Rs. 10/- each.

The Board of Directors of the Company in its meeting held on Thursday, 2nd September, 2021 have recommended the issuance of bonus shares in the ratio of 4:1 [i.e. 4 (Four) fully paid up equity shares for every 1 (One) equity shares held.] If, the resolution for issuance of bonus shares as recommended by the Board; shall be approved by the members of the Company then additional 81,10,528 paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up share capital post bonus issue shall be Rs. 10,13,81,600/- which shall exceed the present Authorised Share Capital of the Company. So, in view of the proposed issuance of bonus shares, the present Authorised Share Capital of the Company need to be increased from Rs. 2,10,00,000 to Rs. 10,20,00,000 by creation of additional 81,00,000 (Eighty One Lacs) equity shares of Rs. 10/- each. Further, in view of increasing the Authorised Share Capital as aforesaid would require to amend Clause V of the existing capital Clause in the Memorandum of Association of the Company.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders of the Company is required to be accorded for increasing the Authorised Share Capital of the Company and consequential alteration in the Memorandum of Association of the Company and by way of passing an Ordinary Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 3 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No.: 4

The Equity share of the company have been listed on EMERGE platform of National Stock Exchange of India Limited since 30th March, 2016. With a view to meet the criteria of requisite paid up capital for migration to main Board from SME segment of NSE Limited, your Board of Directors in its meeting held on 2nd September, 2021 considered, approved and recommended a bonus issue in the ratio of 4:1 [i.e. 4 (Four) fully paid up equity shares for every 1 (One) equity shares held as on 'Record Date' to be determined by the Board by capitalizing a requisite part of the amount standing in the Company's free reserves/share premium account or other permissible accounts of the company as per the audited accounts of the Company for the Financial year ended 31st March, 2021.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of the equity shares held by them in the Company.

Item No.: 5

Mr. Asit Shah was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Board of Directors on 19th December, 2015 as an Additional Director and subsequently approved by the Shareholders at the Annual General Meeting held on 24th September, 2016 to hold office upto 18th December, 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on 11th November, 2020 after taking into account the performance evaluation of these Independent Director, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by the Director during their tenure as an Independent Director since

their appointment, has recommended to the Board that continued association of the Director as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of the Director as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 19th December, 2020 upto 18th December, 2025 and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Asit Shah for their appointment to the office of Independent Director. Brief profile of the Independent Director is Annexed to the Notice.

A copy of the draft letter for the appointment of the above Director as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.hecprojects.in.

Brief resume of Mr. Asit Shah, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations and Secretarial Standard 2, are provided as an Annexure to this notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the notice for the approval of the Members.

Mr. Asit Shah is concerned or interested in the resolution of the accompanying notice relating to their own appointment. None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolution at item no. 5.

Item No.: 6

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Rahul Shah (DIN: 06862697) as an Additional Director of the Company under Section 161 (1) of the Act and Article 107 of Article of Association, with effect from 25th June, 2021.

In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Rahul Shah holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Rahul Shah, being eligible has offered himself for appointment as a Director of the Company. The Company received a notice from Member under Section 160 (1) of the Companies Act, 2013, signifying their intention to propose the candidature of Mr. Rahul Shah for the office of Director of the Company.

Mr. Rahul Shah, aged 29 years is a Master of Construction Management. He is having an experience of working as site engineer, Quality Engineer for Quality Control. Currently he is working as a Project Manager at HEC Infra Projects Limited. He is having an expertise in the Construction field.

Brief resume of Mr. Rahul Shah, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations and Secretarial Standard 2, are provided as an Annexure to this notice.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Rahul Shah's knowledge and experience will be of great value to the Company and has recommended the Resolutions at Item No. 6 of this Notice relating to his appointment as a Director as an Ordinary Resolutions for your approval.

Except, Mr. Rahul Shah and his relative Mr. Gaurang Shah, Managing Director and Mrs. Rupal Shah, Director of the Company, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

Date: 02/09/2021
Place: Ahmedabad

By order of the Board of Directors
For, HEC Infra Projects Limited

REGISTERED OFFICE

Sigma-1 Corporates, Corporate
House No. 6, Nr. Maan Party
Plot Cross Road, Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380054
Tel: +91-79-40086771-74; Web:- www.hecprojects.in;
Email:- elect@hecproject.com

Jeel Patel
(Company Secretary)
Membership No.: A46202

ANNEXURE TO THE EXPLANATORY STATEMENT

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

[Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2]

Name of Director	Mr. Gaurang Parmanand Shah	Mr. Asit Ramniklal Shah	Mr. Rahul Gaurang Shah
Director Identification Number (DIN)	07956079	05285162	06862697
Date of Birth	04/08/1963	10/09/1962	13/11/1992
Date of First Appointment	06/10/2005	19/12/2015	25/06/2021
Qualification	B.E. (Mechanical)	AMIE (Mechanical), GE (Production)	Master in Construction Management
Nature of Expertise	He is having more than 35 years of experience of executing various projects of Electrical, Mechanical, Solar, Water Distribution and also having experience of Industrial Projects for various companies and corporations. He is having a vast experience in designing in Switchgears, Power Distribution Network, Power Transmission, Water Distribution, Solar Power Plants and ELV Products.	He has more than 35 years of experience in technical matters having specialty in designing & manufacturing of reciprocity, rotating equipment, Pumps & water management equipment's & system.	He is having an experience of working as site engineer and Quality Engineer for Quality Control. Currently he is working as a Project Manager at HEC Infra Projects Limited. He is having an expertise in the Construction field.
Shareholding in the Company as on 31st March, 2021	11,44,982 Equity Shares of Rs. 10/- each (56.47%)	Nil	2,318 Equity Shares of Rs. 10/- each (0.11%)
Directorship in other Company	-Highvolt Power and Control Systems Private Limited	-Radhika Technologies Private Limited	-Paras Engen India Private Limited -Brainscape Solutions Private Limited
Chairman/ Member of Committee in other Public Companies	Nil	Nil	Nil
Relationship with Other Director	Mrs. Rupal Gaurang Shah (Spouse)	None	Mr. Gaurang Parmanand Shah (Father) and Mrs. Rupal Gaurang Shah (Mother)