

HEC **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 : L45 00G 005PLC046870

Date: 4th September, 2020

To,
National Stock Exchange India Limited,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra –(East).
Mumbai-400051.
Symbol: HECPROJECT
Series: SM

Dear Sir/ Madam,

SUB: SUBMISSION OF NOTICE OF 15TH ANNUAL GENERAL MEETING

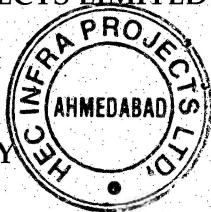
Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the 15th Annual General Meeting of the members of HEC Infra Projects Limited will be held on Tuesday, 29th September, 2020 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 15th 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


JHEEL PATEL
COMPANY SECRETARY



Enclosure: As above

Quality & Commitment....

NOTICE

Notice is hereby given that the **15th Annual General Meeting** of the Members of **HEC Infra Projects Limited** will be held on **Tuesday, 29th September, 2020 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, 2020 together with the reports of Board of Directors and Auditors thereon.
- 2 To appoint a Director in place of Mrs. Rupal Gaurang Shah (DIN: 01756092), who retires by rotation and being eligible, offers herself for re-appointment.
- 3 To consider the re-appointment of current auditor, M/s. Parth P. Shah & Co., Chartered Accountant (FRN: 141540W), as a Statutory Auditor of the Company and to fix their remuneration and to pass the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is here by accorded to the approval for re-appointment of M/s. Parth P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. 141540W), as the Statutory Auditors of the Company for second term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 20th Annual General Meeting to be held in the year 2025, at such remuneration and reimbursement out of pocket expense, if any, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and Statutory Auditor of the Company."

SPECIAL BUSSINESS:

4 Appointment of Mr. Nipam Shah (DIN: 08808329) as an Independent Director

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary 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. Nipam Shah (DIN: 08808329), who was appointed as an Additional Non-Executive Director and also as an Independent Director of the Company by the Board of Director with effect from 31st August, 2020 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Nipam Shah as a candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 31st August, 2020 up to 30th August, 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."

5 Appointment of Mr. Yogesh Shah (DIN: 06971596) 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. Yogesh Shah (DIN: 06971596), who was appointed as an Additional Non-Executive Director and also as an Independent Director of the Company by the Board of Director with effect from 31st August, 2020 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Yogesh Shah as a candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 31st August, 2020 up to 30th August, 2025.”

“RESOLVED FURTHER THAT, pursuant to Regulation 17 (1A) of the SEBI the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Yogesh Shah (DIN: 06971596) after he attains the age of 75 years, as an Independent Director of the Company.

“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 Re-appointment of Mr. Gaurang Shah (DIN: 01756079) as Managing Director of the Company w.e.f. 1st October, 2020

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Gaurang Shah (DIN: 01756079), as Managing Director of the Company for a period of 5 years with effect from 1st October, 2020 upto 30th September, 2025, on the terms & Conditions as mentioned in the draft agreement to be entered in to between the Company and Mr. Gaurang Shah, a draft whereof duly initialed by the Chairman for the purpose of identification as placed before this meeting, which Agreement is hereby specifically approved with the powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Gaurang Shah within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1 Term of Appointment:

With effect from 1st October, 2020 to 30th September, 2025.

2 Remuneration:

- I Salary: Rs. 30,58,913/- on an annual basis including basic Salary, any perquisites and other allowances/benefits as may be decided by the Board of Directors of the Company, from time to time. The Board of Directors shall have the power to give annual increment in the Salary of Mr. Gaurang Shah as recommended by the Nomination and Remuneration Committee.

II Perquisites and Allowances:

All perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

III Commission:

In addition of the Salary, Perquisites and Allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Section 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendments/ modification in the Rules, Act and/or applicable laws in this regards) shall also be payable.

3 Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Managing Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being in force.

4 Overall Remuneration:

The aggregate of salary, perquisites, allowances, commission and performance Bonus in any one financial year shall not exceed the limit prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

5 Other Terms and Conditions:

- a. Mr. Gaurang Shah, shall be vested with substantial powers of the management in subject to the supervision, control and direction of the Board.
- b. As long as Mr. Gauarang shah functions as Managing Director of the Company, no sitting fees will be paid to him for attending the meeting of Board of Directors or Committee thereof.
- c. Mr. Gaurang Shah shall be liable to retire by rotation whilst he continue to hold office of Managing Director; however his retirement will not break his length of service.
- d. Mr. Gaurang Shah shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. The terms and conditions of the said re-appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto."

"RESOLVED FURTHER THAT notwithstanding anything to the above, in the event of any loss or inadequacy of the profit in any financial year of the Company during the term of office of Mr. Gaurang Shah as Managing Director of the company, the remuneration payable to him shall be in accordance with the limit prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Gaurang Shah from time to time to the extent the Board of Directors may deem appropriate on

the recommendation of the Nomination and Remuneration Committee, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“RESOLVED FURTHER THAT Mr. Gaurang Shah, Managing Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to enter into an Agreement (including any revision in terms and conditions of aforesaid re-appointment and/or agreement, if required) on behalf of the Company with Mr. Gaurang Shah, in terms of the aforesaid draft agreement.”

“RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do all such Acts, deeds and things and execute all such acts, documents, instrument and writing as may be required and to delegate all or any of its powers herein conferred to any committee of Director to give effect to the aforesaid resolution.”

7 Approval to enter in to Related Party Transactions

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 section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to enter into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arm’s length basis with related parties within the meaning of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to the Notice on such terms and conditions as may be agreed between the Company and its related party.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds, things, settle any queries, doubt that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effects to this Resolution in the best interest of the Company.”

Date: 31/08/2020

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). 4 to 7 above and the relevant details of the Directors as mentioned under Item No(s). 4 to 7 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). 4 to 7 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 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, 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 and May 05, 2020 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
- 7 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hecprojects.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 8 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.

- 9 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.
- 10 The Company has engaged the services of Accurate Securities & Registry Private Limited, Registrar and Transfer Agent as the authorized agency for conducting of e-AGM and providing e-voting facilities.
- 11 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.
- 12 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.
- 13 The Register of Members and Share Transfer Books will remain close from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for the purpose of annual closing and Annual General Meeting.
- 14 The Members of the company holding Shares as on Monday, 31st August, 2020 (Cut-off date for entitlement of Annual Report), shall be eligible for receiving the Annual Report 2019-20 along with the notice of the 15th Annual General Meeting, by electronic mode to all the members whose email addresses are registered with the Depository Participant(s).
- 15 Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
- 16 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.
- 17 All the Shareholders of the Company are holding Shares in Demat mode, and none of the Shareholders are having Shares in Physical Mode.
- 18 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.

19 THE INSTRUCTIONS FOR ATTENDING AGM AND REMOTE E-VOTING ARE AS UNDER:-

A. Instructions for attending the AGM through VC/OAVM are as under:-

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. Shareholders who would like 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 elect@hecproject.com. The same will be replied by the company suitably.

B. Instructions for e-voting:-

1. 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 cut-off date i.e. 22nd September, 2020 only shall be entitled to avail the facility of remote e-voting to enable the members to cast their votes electronically. Members can cast their vote online from 09:00 A.M. (IST) on Friday 25th September, 2020 to 05:00 P.M. (IST) on Monday 28th September, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked.
2. 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.
3. 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.
4. The details of process and manner for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
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*****

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*****
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5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. 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.
- c. How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. 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.
- b. 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.
- c. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 5. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

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.

6. Institutional/ Corporate 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.
 7. 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 Tuesday, 22nd September, 2020 (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.
20. 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?"
 21. The Board of Directors have appointed M/s. Jalan Alkesh & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer will submit his report to the chairman or any person authorized by him immediately after the conclusion of the AGM of the Company.
 22. 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, 2020.
 23. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.hecprojects.in and the same shall be communicated to National Stock Exchange of India Limited where the shares of the Company are listed.
 24. 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.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Pratik Bhatt (Tel No.: 02224994738) at evoting@nsdl.co.in

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

Item No.: 3

M/s. Parth P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. 141540W) were appointed as Statutory Auditors of the Company by the Members at the Extra Ordinary General Meeting (EOGM) held on 16th December, 2015 to hold office as Statutory Auditor of the company till the conclusion of 15th AGM of the Company to be held in the year 2020.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Parth P. Shah & Co. Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting to be held in the year 2025 at such remuneration and reimbursement out of pocket expense, if any, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and Statutory Auditor of the Company.

M/s. Parth P. Shah & Co., statutory auditors have conducted the statutory audit of the company from FY 2015-16 to FY 2019-20 and their performance was found to be satisfactory. Before recommending their re-appointment, the Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Parth P. Shah & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Parth P. Shah & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Ordinary Resolutions set out in Item no. 3 of the notice for the approval of members.

Item No.: 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Nipam Shah (DIN: 08808329) as an Additional Non-Executive Director of the Company under Section 161 (1) of the Companies Act, 2013 with effect from 31st August, 2020.

In terms of Section 161 (1) of the Companies Act, 2013, Mr. Nipam Shah holds office as an Additional Director only up to the date of forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company received a notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Nipam Shah (DIN: 08808329) for the office of Independent Director of the Company.

Mr. Nipam Shah, aged 57 years is a Bachelor of Engineering in Mechanical field from Gujarat Technological University. He has an experience of More than 35 years in the Manufacturing and Trading of Spare parts.

The other details of Mr. Nipam Shah in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. Nipam Shah is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Nipam Shah fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Nipam Shah's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice relating to the appointment of Mr. Nipam Shah as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 31st August, 2020 upto 30th August, 2025, for the your approval. Mr. Nipam Shah has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received the consent in writing to act as Director and intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 along with declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for the approval of the Members.

Except, Mr. Nipam Shah, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

Item No.: 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Yogesh Shah (DIN: 06971596) as an Additional Non-Executive Director of the Company under Section 161 (1) of the Companies Act, 2013 with effect from 31st August, 2020.

In terms of Section 161 (1) of the Companies Act, 2013, Mr. Yogesh Shah holds office as an Additional Director only up to the date of forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company received a notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Yogesh Shah (DIN: 06971596) for the office of Independent Director of the Company.

Mr. Yogesh Shah, aged 72 years is a Bachelor of Commerce from Gujarat University. He is having an experience of more than 50 years in Administration and Finance.

The other details of Mr. Yogesh Shah in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. Yogesh Shah is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Yogesh Shah fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Yogesh Shah's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.5 of this Notice relating to the appointment of Mr. Yogesh Shah as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 31st August, 2020 upto 30th August, 2025, for the your approval. Mr. Yogesh Shah has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received the consent in writing to act as Director and intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 along with declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

As per the provision of the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, notified on 9th May, 2018, approval of the Shareholders by way of Special Resolution is required for continuation of directorship of Non-executive Independent Director after he attains the age of 75 years.

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

Except, Mr. Yogesh Shah, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No.5 of the Notice.

Item No.: 6

Mr. Gaurang Shah, aged 57 years with a qualification of Bachelor of Mechanical Engineer, had more than 35 years of experience in the Electro Mechanical Industry. He joined the company as a Director w.e.f. 6th October, 2005. He had setup the Business in the name of HEC Infra Projects Limited ("the Company"). He was one of the founder, Promoter and Managing Director of the Company. Mr. Gaurang Shah, who is well-versed in understanding EPC Electro Mechanical Sector and having an 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 Switch-gears, Power Distribution Network, Power Transmission, Water Distribution, Solar Power Plants and ELV Products. Mr. Gaurang Shah has a practical technical knowledge of manufacture, assemble, fabricator of Panels and accessories, D.C. drivers, Power Control Systems and their Spare Parts and transformers. Mr. Gaurang Shah is overseeing the day to day functioning of the Company at all levels. He also holds Directorship in other companies Like Highvolt Power and Control Systems Private Limited. He is also a members of Stakeholder Relationship Committee of the Company. He is related with Mrs. Rupal Shah, Director of the Company. As on 31st March, 2020, he holds 11,44,982 equity shares of Rs. 10/- each of the Company.

Mr. Gaurang Shah, Managing Director of the Company was re-appointed pursuant to provision of Section 196, 197, 203 and other applicable provisions read with Schedule V to the Companies Act, 2013 by the members in the 10th Annual General Meeting held on 30th September, 2015 for a period of 5 (five) years with effect from 1st October, 2015 to 30th September, 2020.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved the appointment of Mr. Gaurang Shah as Managing Director for the further period of 5 (five) years with effect from 1st October, 2020 till 30th September, 2025.

Mr. Gaurang Shah is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as Managing Director of the Company. Mr. Gaurang Shah satisfy all the conditions as set out in Part I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under regulation 36 (3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Gaurang Shah, Managing Director of the Company may be considered to be concerned and interested in the said resolution as also in the draft Agreement since it relates to his own re-appointment. Mr. Rupal Shah, may also be considered as concerned or interested in the same, being relative of Mr. Gaurang Shah. None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Item No. 7

Pursuant to Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of Board of Directors and prior approval of the members by way of Special Resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules made there under from time to time. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members through Ordinary Resolution is required for related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered / proposed to be entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The Company has existing transactions with its related party, which is in the ordinary course of business and at arm's length basis. However, the value of transactions with related party in respect of financial year 2019-20 and the estimated value of transaction are likely to exceed 10% of the annual turnover of the Company, based on the audited financial statements for year ended 31st March, 2020.

Accordingly, on recommendation of the Audit Committee and Meeting of the Board of Directors held on 14th February, 2020 approved related party transactions and it is proposed to seek approval of the members by way of Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Power) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related party transactions in one or more tranches.

The particulars of the contract / transactions with its related party are as under:

Name of the Related Party	Nature of Relationship	Nature of Transaction proposed to be entered
Highvolt Power and Control Systems Private Limited	A Body corporate in which Mr. Gaurang Shah and Mrs. Rupal Shah are the Director of the Company. Further Mr. Gaurang Shah holds 32.70% and Mrs. Rupal Shah holds 21.36% Shares in the Company.	Sale, Purchase or supply of any goods or material
Swati Switchgears (India) Private Limited	A Body corporate in which Mr. Gaurang Shah holds 0.36% and Mrs. Rupal Shah holds 13.40% of the Share capital. Further the relatives of Directors holds 31.71% of total Share capital. In addition to this Paras Engen India Private Limited holds 5.72% of Share Capital, in which 100% of Share Capital is held by Mr. Gaurang Shah and his relatives.	Sale, Purchase or supply of any goods or material or Services. Leasing of Property of any kind

Brainscape Solutions Private Limited	A Body corporate in which Mrs. Rupal Shah holds 5 % shares of the paid up capital. Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% and Ms. Priya Shah (Daughter of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% shares of Brainscape Solutions Private Limited. Thus Mr. Gaurang Shah and Mrs. Rupal Shah are directly or indirectly interested through their relative.	Supply of any goods or material and availing or rendering of any services.
Lumos Building Automation Private Limited	A Company in which relative of Mr. Gaurang Shah are the Director and Shareholders.	Sale, Purchase or supply of any goods or material
Shree Krishna Cold Storage	A firm in which Mr. Gaurang Shah and relative of Mr. Gaurang Shah are the partners.	Sale, Purchase or supply of any goods or material
Rahul G Shah And Co	A Proprietorship in which Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) is a proprietor. Thus they are directly interested.	Availing and Rendering of any services
Ms. Priya G. Shah	Ms. Priya Shah is a Daughter of Mr. Gaurang Shah and Mrs. Rupal Shah, hence they are direct relative of both the Directors of the Company	Appointment to any office or place of profit in the company & Availing and Rendering of any services
Mr. Rahul G. Shah	Mr. Rahul Shah is a Son of Mr. Gaurang Shah and Mrs. Rupal Shah, hence they are direct relative of both the Directors of the Company	Appointment to any office or place of profit in the company & Availing and Rendering of any services

The Aggregate value of transactions of the Company with per related party does not exceed ₹ 50 Crore Rupees per year. The approval is being sought for a period of 5 (five) financial years.

Mr. Gaurang Shah and Mrs. Rupal Shah are deemed to be interested in the proposed resolution. Other than this none of other directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/ her respective shareholding, if any, in the Company, in the resolution set out in item No. 7 of the Notice.

The Board recommends the Special Resolution at Item No. 7 of the Notice for approval of the Members.

Date: 31/08/2020

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	Mrs. Rupal Gaurang Shah	Mr. Gaurang Parmanand Shah	Mr. Nipam Chandrakant Shah	Mr. Yogesh Papatlal Shah
Director Identification Number (DIN)	07956092	07956079	08808329	06971596
Date of Birth	13/11/1965	04/08/1963	20/01/1963	11/12/1947
Date of First Appointment	06/10/2005	06/10/2005	-	-
Qualification	M.Com	B.E. (Mechanical)	B.E. (Mechanical)	B.Com
Nature of Expertise	She is having 30 years of experience in accounts, finance and administration department of the company. She also actively takes part in decision making process related to our operations and provides useful inputs for formulation of various strategies.	He is having 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 is having an experience of More than 35 years in the Manufacturing and Trading of Spare parts.	He is having an experience of 50 years of Experience in Administration and Finance.
Shareholding in the Company	2,43,400 Equity Shares (includes individual of 2,31,000 equity shares and 12,400 equity shares held in joint name with Mr. Gaurang Shah)	11,44,982 Equity Shares	Nil	1,200 Equity Shares
Directorship in other Company	Highvolt Power And Control Systems Private Limited	Highvolt Power and Control Systems Private Limited	Nil	Nil
Chairman/ Member of Committee in other Public Companies	Nil	Nil	Nil	Nil
Relationship with Other Director	Mr. Gaurang Shah (Spouse)	Mrs. Rupal Gaurang Shah (Spouse)	None	None