

NOTICE OF EXTRA ORDINARY GENERAL MEETING ('EGM')

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS/SHAREHOLDERS OF **HEC INFRA PROJECTS LIMITED** WILL BE HELD ON SATURDAY, THE 8TH MARCH, 2025 AT 12:00 NOON IST THROUGH VIDEO CONFERENCING ("VC") /OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON(S) BELONGING TO PROMOTER GROUP:

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("Act") and subject to (i) the enabling provisions of the Memorandum of Association and Articles of Association of the Company, (ii) the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("**Listing Regulations**"), and other rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Ministry of Corporate Affairs, the Securities Exchange Board of India ("**SEBI**"), the Registrar of Companies ("**ROC**") and the National Stock Exchange of India Limited where the equity shares of the Company are listed ("**Stock Exchange**") and subject to requisite approvals, consents, permission and / or sanctions from SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), (iii) any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members / shareholders of the Company be and are hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, from time to time, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to a maximum of **7,00,000** (Seven Lakh only) Equity Shares of face value of ₹10/- each ("**Subscription Shares**") at an issue price of ₹129/- (Rupees one hundred twenty nine only) per underlying Equity Share which includes a premium of ₹ 119/- (Rupees one hundred nineteen only) per Equity Share not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating up-to **₹9,03,00,000/-**



INFRA PROJECTS LIMITED

(Rupees Nine Crores Three Lakh only), for cash, to the following person(s) belonging to the Promoter group (hereinafter referred to as "**Proposed Allottee(s)**" / "**Subscriber(s)**"):

Sr. No.	Name of the proposed allottee(s)	Category	No. of Equity Shares of face value ₹10/- each to be offered/ issued/ allotted	Consideration at ₹129/- per Equity Share (including premium of ₹119/- per Equity Share)
1	Mr. Rahul Gaurang Shah	Promoter Group	7,00,000	9,03,00,000/-

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form a part hereof."

"RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the "Relevant Date" for the purpose of determining the issue price of the Equity Shares is taken as Thursday, February 6, 2025, being the date 30 (Thirty) days prior to the date of Extra Ordinary General Meeting being Saturday, March 8, 2025."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to following terms:

- an amount equivalent to 100% of the issue price of the Subscription Shares shall be payable at the time of subscription to the Subscription Shares, as prescribed by Regulation 169 of the SEBI ICDR Regulations.
- the consideration for allotment of the Subscription Shares shall be paid to the Company from the Bank account of the respective Proposed Allottee(s).
- the Subscription Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members/Shareholders, provided that where the issue and allotment of said Subscription Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- the Subscription Shares to be offered/issued and allotted pursuant to the preferential issue shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
- The Subscription Shares to be allotted shall be in dematerialized form only.
- The Subscription Shares will be listed and traded on the Stock Exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.





INFRA PROJECTS LIMITED

vii. The Subscription Shares proposed to be issued shall rank pari passu with the existing equity shares of the Company in all respects including as to the dividend and voting rights.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottee(s) be recorded for the issue of invitation to subscribe to the Subscription Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Proposed Allottee(s) inviting to subscribe to the Subscription Shares, as per the draft as available for inspection at the registered office of the Company and duly initialled by the Chairman for the purpose of identification and consent of the members / shareholders of the Company is hereby accorded to the issuance of the same to the Proposed Allottee(s) inviting to subscribe to the Subscription Shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Subscription Shares and listing of Subscription Shares at the Stock Exchange as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Subscription Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members/ shareholders of the Company and that the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Subscription Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors as the Board in its absolute discretion shall deem fit to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”





INFRA PROJECTS LIMITED

2. RE-APPOINTMENT OF MR. GAURANG P. SHAH (DIN: 01756079) AS MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the re-appointment of Mr. Gaurang P. Shah (DIN: 01756079) as Managing Director of the Company, not liable to retire by rotation, for a period of 3 years with effect from 1st February, 2025 to 31st January, 2028 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again."

3. ELEVATION OF MS. RUPAL G. SHAH (DIN: 01756092) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the elevation of Ms. Rupal G. Shah (DIN:01756092) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st February, 2025 to 31st January, 2028 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that she be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Whole Time Director without the matter being referred to the Company in General Meeting again."



4. ELEVATION OF MR. RAHUL G. SHAH (DIN: 06862697) AS EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the elevation of Mr. Rahul G. Shah (DIN:06862697) as Executive Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st February, 2025 to 31st January, 2028 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013."

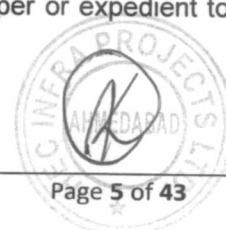
"RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Executive Director without the matter being referred to the Company in General Meeting again."

5. APPOINTMENT OF MR. YASH H. MEHTA (DIN: 08194649) AS NON EXECUTIVE - INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 (1C) & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, Mr. Yash H. Mehta (DIN: 08194649), who is appointed as an Independent Director by the Board of Directors with effect from 25th January, 2025 pursuant to provisions of Section 161(1) of the Companies Act, 2013 as amended from time to time and in accordance with the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 25th January, 2025 to 24th January, 2030 considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



6. APPOINTMENT OF MR. RONAK A. MEHTA (DIN: 10525257) AS NON EXECUTIVE - INDEPENDENT DIRECTOR OF THE COMPANY:

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

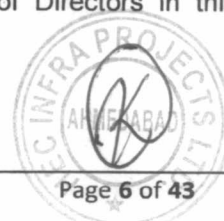
"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 (1C) & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, Mr. Ronak A. Mehta (DIN:10525257), who is appointed as an Independent Director by the Board of Directors with effect from 25th January, 2025 pursuant to provisions of Section 161(1) of the Companies Act, 2013 as amended from time to time and in accordance with the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 25th January, 2025 to 24th January, 2030 considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard."

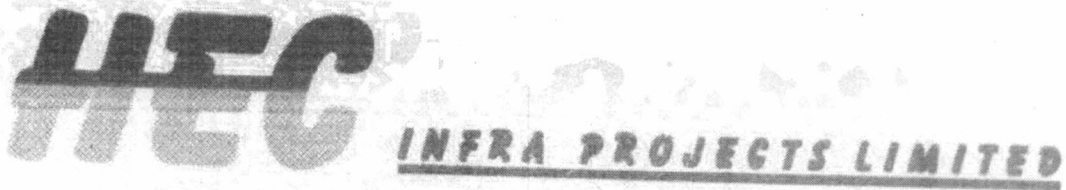
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. APPOINTMENT OF MS. RAJKUMARI R. UDHWANI (DIN: 02636225) AS NON EXECUTIVE – INDEPENDENT WOMEN DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 (1C) & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, Ms. Rajkumari R. Udhwani (DIN: 02636225) who is appointed as an Independent Director by the Board of Directors with effect from 25th January, 2025 pursuant to provisions of Section 161(1) of the Companies Act, 2013 as amended from time to time and in accordance with the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Women Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 25th January, 2025 to 24th January, 2030 considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard."





"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: February 8, 2025
Place: Ahmedabad



By order of the Board,
For HEC INFRA PROJECTS LIMITED

A handwritten signature in black ink, appearing to read 'Khushi Bhatt'.

Khushi Bhatt
Company Secretary & Compliance Officer
ICSI Mem. No.: A51011



INFRA PROJECTS LIMITED

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses in the Notice is annexed hereto.
2. This Extra Ordinary General Meeting (EGM) will be held on March 8, 2025 at 12:00 noon through Video Conferencing (VC)/Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with General Circular No. 9/2024 dated September 19, 2024 read with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated May 5, 2020, General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and earlier circulars issued in this regard extending relaxation by the Ministry of Corporate Affairs (collectively referred to as "MCA circulars") read with the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 10, 2024 and earlier circulars of SEBI in this regard (hereinafter referred to as SEBI Circulars) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM. Notice of EGM will not be sent in physical form.
3. Since this EGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members /Shareholders have to attend and participate in the ensuing EGM through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members / Shareholders will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members /Shareholders of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id cs@hecproject.com, a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members / Shareholders may note that the Notice will also be available on the Company's website www.hecprojects.in, website of National Stock Exchange of India Limited at www.nseindia.com and of Central Depository Services (India) Limited ("CDSL"), www.evotingindia.com.
6. Members / Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.



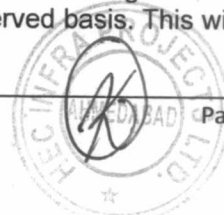


INFRA PROJECTS LIMITED

8. Any persons, who acquires shares of the Company and become member /shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Saturday, March 1, 2025, may obtain the login ID and password by sending a request at Issuer/ RTA.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, March 1, 2025, only shall be entitled to avail the facility of remote e-voting as well as voting during the EGM.
10. The Board of Directors in their meeting held on Saturday, February 8, 2025 have appointed Mr. Kashyap R. Mehta Proprietor, M/s. Kashyap R. Mehta & Associates, Practicing Company Secretary as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
12. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.hecprojects.in and on the website of CDSL the results shall simultaneously be communicated to the NSE.

Instructions for e-voting and joining the EGM are as follows:

1. As you are aware that the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs vide its General Circular No. 9/2024 dated September 19, 2024, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 14/2020 dated 08.04.2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members / Shareholders can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members / Shareholders in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member /shareholder using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members /Shareholders can join the EGM 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 EGM through VC/OAVM will be made available to atleast 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 EGM without restriction on account of first come first served basis.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins **at 9.00 a.m. on Wednesday, March 5, 2025 and ends at 5:00 p.m. on Friday, March 7, 2025**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, March 1, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.





INFRA PROJECTS LIMITED

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab https://web.cdslindia.com/myeasi/Registration/EasiRegistration and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">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.nsdl.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.





	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.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.nsdl.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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

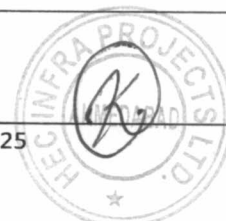
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Important note: Members /Shareholders 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., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911





INFRA PROJECTS LIMITED

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
--	---

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

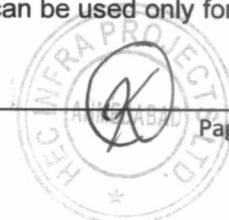
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

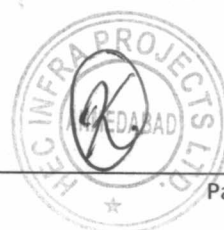
(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.





INFRA PROJECTS LIMITED

- (ix) Click on the EVSN for **HEC INFRA PROJECTS LIMITED** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cs@hecproject.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) 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.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@hecproject.com. These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the EGM 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 available during the EGM.



(x) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013(CDSL) or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. National Stock Exchange of India Limited.



ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 163(1) OF SEBI ICDR REGULATIONS IN RESPECT OF SPECIAL BUSINESS MENTIONED IN THE NOTICE OF EXTRA ORDINARY GENERAL MEETING****Item No. 1:****ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER GROUP:**

HEC Infra Projects Limited, established in 2005 and based in Ahmedabad, India, is a leading engineering, procurement, and construction (EPC) contractor specializing in electrical and electro-mechanical and instrumentation projects. The company offers a comprehensive range of services, including design, supply, installation, and commissioning of overhead transmission lines, substations, underground cable laying, switchyards, water pumping stations, lighting systems, industrial and commercial electrification, solar photovoltaic (PV) plants and electrification of Industries.

HEC Infra Projects Limited is registered as a 'Class A' EPC contractor with the Roads and Building Department of the Government of Gujarat and as a 'Class-1' contractor with the Central Public Works Department. The company has also been awarded a contractor license from the Gujarat Energy Transmission Corporation (GETCO). Over the years, HEC Infra Projects Limited has executed turnkey projects for switchyards up to 220 kV, overhead transmission lines up to 220 kV, underground cable laying up to 66 kV, air-insulated substations up to 220 kV, and SCADA systems.

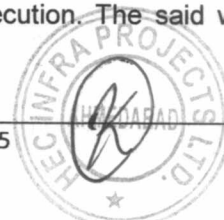
The Company's clientele spans various industries, including steel, chemical, cement, refineries, petrochemicals, gas and oil sectors, textiles, pharmaceuticals, power generation plants, ports, commercial centers, banks, malls, multiplexes, call centers, software parks, and special economic zones (SEZs).

In recent developments, HEC Infra Projects Limited secured a ₹29 crore work order from Junipar Green Energy Limited for designing, supplying, installing, testing, and commissioning a 220 kV extra high voltage substation with complete civil work for a 315 MW wind energy generation project.

Additionally, the Company received a ₹37.01 crore contract from Haryana Vidyut Prasaran Nigam Ltd. for the supply, erection, civil work, testing, and commissioning of equipment for constructing 132 kV and 66 kV composite transmission lines in Faridabad, Sirsa, and Rohtak areas.

Overall, HEC Infra Projects Limited continues to strengthen its position in India's infrastructure sector through its diverse service offerings and successful project executions across multiple industries.

In view of the work order on hand and the work orders likely to be received in the near future, the Company will need increased working capital for its execution. The said working capital requirement will be met partially from the issue proceeds.





In view of the above, the Board of Directors of the Company ("**Board**") at its meeting held on Saturday, February 8, 2025 subject to the approval of the Members / Shareholders by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), up to 7,00,000 Equity shares of face value of ₹10/- (Rupees Ten only) each at an issue price of ₹ 129 (Rupees One Hundred and Twenty Nine Only) (including a premium of ₹ 119 (Rupees One Hundred and Nineteen Only) ("**Subscription Shares**") which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the Subscriber.

In terms of Sections 23(1)(b), 62(1)(c) read with Section 42 and any other applicable provisions, if any, of the Act and applicable rules made thereunder, including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and in accordance with the provisions of Chapter V of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of Members/ Shareholders by way of Special Resolution.

The consent of the members / shareholders is being sought by Special Resolution to enable the Board to issue the Equity Shares to the Proposed Allottee (promoter) in accordance with the provisions of the Companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, SEBI LODR Regulations and any other applicable laws. The allotment of Subscription Shares is subject to the Proposed Allottee not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee has represented that it has not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

a. The Object of the Issue through preferential offer

Our Company intends to utilize the net proceeds from this Preferential Issue towards the following objects:

1. To part finance for manufacturing unit of Transformer and Ring Main Unit (RMU) of Higher Voltage;
2. Working capital requirement;
3. General corporate purposes

The issue proceeds will be utilised towards the Objects in accordance with the proposed schedule of implementation and deployment of funds set forth below:





INFRA PROJECTS LIMITED

Sl. No.	Objectives of the proposed issue	Amount Specified (Amount in ₹)	Range (Amount in ₹)	Utilisation Timeline	Reasons for giving the range
1	To part finance for manufacturing unit of Transformer and Ring Main Unit (RMU) of Higher Voltage;	3,00,00,000	3,00,00,000	Within 18 months from receipt of share subscription amount.	NA
2	Working capital requirement	5,00,00,000	5,00,00,000		NA
3	General corporate purposes*	1,03,00,000	1,03,00,000		NA
	Total	9,03,00,000	9,03,00,000		

*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

b. Maximum number of specified securities to be issued, particulars of the offer including date of passing Board resolution and the amount which the Company intends to raise through the proposed issue.

The Board in their meeting held on Saturday, February 8, 2025 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding ₹ 9,03,00,000/- (Rupees Nine Crores Three Lakhs Only) by way of issue, offer and allotment of upto 7,00,000 (Seven Lakh only) equity shares having face value of ₹10/- (Rupees Ten only) each at an issue price of ₹129 (Rupees One Hundred and Twenty Nine only) including premium of ₹119 (Rupees One Hundred Nineteen only) per equity share to the Subscriber, being a person belonging to Promoter group.

c. The proposal of the Promoters/Directors/Key Management Personnel/Senior Management of the issuer to subscribe to the offer.

Mr. Rahul Gaurang Shah, Executive Director and part of Promoter Group of the company, intends to subscribe to the equity shares of the company. No shares are being offered to any other Promoter and Promoter Group, Directors or Key Managerial Personnel.

d. The shareholding Pattern of the Issuer before and after the preferential issue

Shareholding Pattern before and after the proposed preferential issue of the Subscription Shares is as follows:





INFRA PROJECTS LIMITED

Sr. No.	Category	Pre issue No. of Shares	Pre-Issue %	Post issue No. of Shares	Post Issue %
A. Promoter and Promoter Group					
1	Indian				
a.	Individual	69,54,000	68.59	76,54,000	70.62
b.	Others HUF	-	-	-	-
c.	Bodies Corporate	4,67,500	4.61	4,67,500	4.31
	Sub Total (A)(1)	74,21,500	73.20	81,21,500	74.93
2	Foreign	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
	Total Promoter Shareholding A= (A)(1) + (A)(2)	74,21,500	73.20	81,21,500	74.93
B. Non-Promoter Group					
1	Institutions				
a.	Institutional Investors Domestic	594135	5.86	594135	5.48
b.	Institutional Investors Foreign	-	-	-	-
c.	Alternate Investment Fund	-	-	-	-
	Sub- Total B (1)	594135	5.86	594135	5.48
2	Non- Institutions				
a.	Indian Public	17,13,810	16.90	17,13,810	15.82
b.	Bodies Corporate	3,25,344	3.21	3,25,344	3.00
c.	HUF	45,223	0.45	45,223	0.42
d.	Other (Including NRIs, Clearing Member, Foreign Nationals, LLP and Trusts)	38,148	0.38	38,148	0.35
	Sub- Total B (2)	2122525	20.94	2122525	19.59
	Total Public Shareholding B= (B)(1) + (B)(2)	2716660	26.80	2716660	25.07
	Total A+B	10138160	100.00	10838160	100.00

Notes:

1. The Pre-preferential shareholding pattern is as on January 31, 2025.
2. The table shows the expected shareholding pattern of the Company upon assumption of the full allotment of shares as proposed and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.





INFRA PROJECTS LIMITED

e. The Time within which preferential issue shall be completed

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of the Subscription Shares on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for the Preferential Issue or, in the event allotment of the Subscription Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may be.

f. Particulars of the Proposed Allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Sr No	Name & PAN of the Proposed Allottee(s)	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottee(s)	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issue Shareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
1	Mr. Rahul Gaurang Shah PAN- DCFPS0317N (Promoter Group)	Mr. Rahul Gaurang Shah PAN- DCFPS0317N	11,590	0.11	7,00,000	7,11,590	6.57

Notes:

1. The Pre-issue Shareholding is as on January 31, 2025
2. There shall not be change in control consequent to the present preferential issue of the equity shares.

g. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

The Proposed Allottee will hold 6.57% of the post-issue paid-up share capital of the Company, and the Preferential Issue will not result in change of control of the Company.

h. Undertakings

- ✓ Neither the Company nor its Directors or Promoter have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- ✓ In terms of SEBI ICDR Regulations, the Company shall re-compute the price of the equity shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations the equity shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.





INFRA PROJECTS LIMITED

- ✓ The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange, where the equity shares of the issuer are listed and the Listing Regulations, as amended, and any circular or notification issued by SEBI.
- ✓ The Company will make an application to the Stock Exchange at which the existing equity shares are listed, for listing of the proposed Subscription Shares.

i. Basis on which the price has been arrived and Valuation Report:

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

The Equity Shares are proposed to be offered, issued & allotted at a price of ₹129 per share which is not less than the price determined in accordance with the relevant SEBI ICDR Regulations which are summarized as under.

(A) Price as per Regulation 164 of SEBI ICDR Regulations – higher of the following (1) or (2)

- (1) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date; or
- (2) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date

OR

(B) Price as per Regulation 166A (1) of SEBI ICDR Regulations –

The price determined as per the valuation report dated 8th February, 2025 from Mr. Mohit Solanki Independent Registered Valuer having Registration No.: IBBI/RV/06/2022/14822 address at 608, Satyamev Elite, Bopal Ambali T Circle, S. P. ring road, Bopal, Ahmedabad – 380058, Gujarat **(the Valuation Report has been annexed to the explanatory statement and also being hosted on the website of the Company at the address www.hecprojects.in).**

whichever is higher.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

Valuation for consideration other than cash: Not Applicable



j. Relevant date with reference to which the price has been arrived at

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Subscription Shares is Thursday, February 6, 2025 ("Relevant Date") being the date which is 30 days prior to the date of Extra Ordinary General Meeting ("EGM") i.e., Saturday, March 8, 2025.

k. Practicing Company Secretary's Certificate

The Company has obtained a certificate dated Saturday, February 8, 2025 from the Mr. Kashyap R. Mehta, Practicing Company Secretary (Proprietor of Kashyap R. Mehta & Associates) certifying that the proposed issue of the Subscription Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address www.hecprojects.in.

l. Lock-in Period:

The Equity Shares issued on preferential basis will be subject to lock-in as provided in Regulation 167(1) of the SEBI ICDR Regulations i.e., for a period of Eighteen months from the date of trading approval. The entire pre-preferential allotment shareholding of the proposed allottee, shall be locked-in as per the requirements of Regulation 167(6) of SEBI ICDR Regulations i.e. from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

m. Change in control:

Consequent to the proposed preferential issue of the Subscription Shares, there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

n. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

The Company has not made any preferential allotment during the year 2023-24 and till date.

o. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter

The Current and proposed status of the Proposed Allottee post the preferential issue is "Promoter- Group".





INFRA PROJECTS LIMITED

p. Payment of Consideration:

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations 100% consideration of the Subscription Shares shall be paid by the Proposed Allottee at the time of allotment of such Subscription Shares. Accordingly, the entire consideration for Subscription Shares is required to be paid to the Company at the time of allotment of Subscription Shares to the Proposed Allottee.

The consideration for the Subscription Shares shall be payable in cash and has to be paid by the Proposed Allottee from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

q. Dues toward SEBI, Stock Exchanges or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

r. Other Disclosures

- a. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b. The Board, in its meeting held on February 8, 2025 has approved the issue of the Subscription Shares on preferential basis to the Proposed Allottee in the manner stated hereinabove, subject to the approval of members / Shareholders and other approvals, as may be required.
- c. The company is not required to appoint any Monitoring agency as specified under 162A of SEBI ICDR Regulations.

Mr. Rahul G. Shah, Executive Director being proposed allottee to the Proposed Preferential Issue, may be deemed to be concerned or interested in the proposed resolution. Mr. Gaurang P. Shah and Ms. Rupal G. Shah, being relative of Mr. Rahul G. Shah, maybe deemed to be concerned or interested in the proposed resolution. Except them, none of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

Item No. 2:

Shareholders are being informed that the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 25th January, 2025 have re-appointed Mr. Gaurang P. Shah as Managing Director for a period of 3 years i.e. from 1st February, 2025 to 31st January, 2028 subject to approval of members/shareholders.

The major terms of the remuneration of Managing Director are as under:





INFRA PROJECTS LIMITED

I. PERIOD:

The term of the Managing Director shall be for a period of three years from 1st February, 2025 to 31st January, 2028.

II. REMUNERATION:

A. SALARY:

The Managing Director shall be entitled to monthly salary up to Rs. 5,00,000/-.

B. PERQUISITES:

1. House rent allowance @ 10 % of salary.
2. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or together are not taxable under the Income- tax Act, 1961.
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
4. Encashment of leave at the end of the tenure.
5. Reimbursement of Medical expenses for himself and family.
6. Free use of Company's car for Company's business and free telephone facility at residence.
7. Leave Travel Concession for himself and family once in a year as per rules of Company.

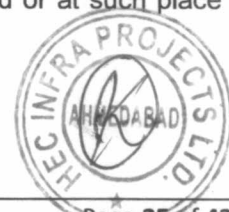
C. COMMISSION:

The Managing Director shall be entitled to commission of 1 % of the net profits of the Company so that for any year of aggregate of salary, perquisites and commission shall not exceed the overall ceilings laid down under Section 197 of the Companies Act, 2013.

- III.** The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

IV. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decide from time to time.





INFRA PROJECTS LIMITED

V. TERMINATION:

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a Special Resolution. The Managing Director may resign from his office by giving 90 days' notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

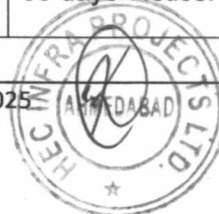
Sr. No	Particulars	Information
I	GENERAL INFORMATION	
1	Nature of industry	EPC contractor electrical & electro mechanical contractor(Construction i.e. Demolition & site preparation, Electrical, plumbing & other Specialized construction Activities)
2	Date or expected date of commencement of commercial production	Already Commenced
3	In case of new companies , expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	Rs. 73.78 Crore turnover (2023-24)
5	Foreign investments or collaborations, if any.	NIL
II	INFORMATION ABOUT THE APPOINTEE	
1	Background details	Mr. Gaurang P. Shah is having degree in Bachelor's degree in Mechanical Engineering with experience of 38 years in the field of Electro-mechanical industry.
2	Past remuneration	Rs. 28.20 Lakhs p.a.
3	Recognition or awards	-
4	Job profile and his suitability	Mr. Gaurang P. Shah is Managing Director of the company. He has more than 38 years of





INFRA PROJECTS LIMITED

			experience in the field of Electro-mechanical industry. He is known for execution of various projects in the field of electrical, mechanical, solar, water distribution & industrial projects for various companies and corporations. He is having experience in designing of switchgear, power distribution network, power transmission, water distribution, solar power plants & ELV products. He looks after Commercial, finance, General Management, Marketing, Domain industry and Operations
	5	Remuneration proposed	Up to Rs. 5.00 lakh p.m. + Perquisites
	6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications.
	7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel , if any	Mr. Gaurang P. Shah is the Managing Director of the Company.
III		OTHER INFORMATION	
	1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
	2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
	3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase
IV		DISCLOSURES	
		The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance" , if any , attached to the Financial Statement:	Yes
	1(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc., of all the directors;	As mentioned above
	1(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
	1(iii)	Service contracts, notice period, severance fees;	90 days' Notice.





INFRA PROJECTS LIMITED

	1(iv)	Stock option details , if any , and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.
--	-------	---	------

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No	Category	Name of Interested Director / KMP	Financial Interest	Non-Financial Interest
1.	Director	Mr. Gaurang P. Shah	Relates to his reappointment as Managing Director, he is deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	-
3.	Relative of Director	Ms. Rupal G. Shah Mr. Rahul G. Shah	Relates to reappointment of Mr. Gaurang P. Shah as Managing Director, who is relative and, therefore, they both are deemed to be concerned or interested in the business	
4.	Relative of Key Managerial Personnel	-	-	-

The Board recommends the resolution for your approval as a Special Resolution.

Item No. 3:

The Board of Directors, on the recommendation on Nomination and Remuneration Committee, in their meeting held on 25th January, 2025 have decided to elevate Ms. Rupal G. Shah (DIN: 01756092) as Whole - Time Director for a period of 3 years i.e. from 1st February, 2025 to 31st January, 2028.

The main terms and conditions of her appointment are as under:

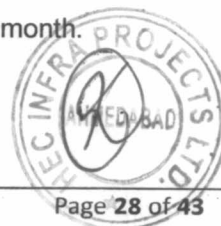
I. PERIOD:

The term of the Whole - Time Director shall be for a period of 3 years from 1st February, 2025 to 31st January, 2028. (liable to retire by rotation).

II. REMUNERATION:

A. SALARY:

The Whole - Time Director shall be entitled to salary up to Rs. 4,00,000/- per month.





INFRA PROJECTS LIMITED

B. PERQUISITES:

1. Reimbursement of Medical expenses for herself and family.
 2. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income- tax Act, 1961.
 3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 4. Encashment of leave at the end of the tenure.
 5. Free use of Company's car with driver for Company's business and free telephone facility at residence.
 6. Leave Travel Concession for self and family at a rate not exceeding one month's salary for one year or three months' salary in a block of three years.
- III. The Whole Time Director shall be entitled to reimbursement of expenses incurred by her in connection with the business of the Company.
- IV. The Whole Time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through her Spouse and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

V. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Whole Time Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.

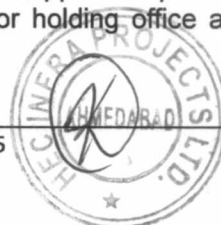
VI. TERMINATION:

The Whole - Time Director may be removed from her office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Whole - Time Director may resign from her office by giving 90 days' notice to the Company.

VII. COMPENSATION:

In the event of termination of office of Whole Time Director takes place before the expiration of tenure thereof, Whole - Time Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013."

As per the provisions of Sections 188,196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as Whole Time Director of the Company on remuneration.





INFRA PROJECTS LIMITED

The following are the information required under Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 containing the information as per Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
I	GENERAL INFORMATION	
1	Nature of industry	EPC contractor electrical & electro mechanical contractor(Construction i.e. Demolition & site preparation, Electrical, plumbing & other Specialized construction Activities)
2	Date or expected date of commencement of commercial production	Already Commenced
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	Rs. 73.78 Crore turnover (2023-24)
5	Foreign investments or collaborations, if any.	Nil
II	INFORMATION ABOUT THE APPOINTEE	
1	Background details	Ms. Rupal G. Shah is having Master's Degree in Commerce
2	Past remuneration	Rs. 27.75 lakhs p.a.
3	Recognition or awards	---
4	Job profile and her suitability	Ms. Rupal G. Shah would be elevated to Whole – Time Director. She has more than 34 years of experience. She looks after the 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 for developing the business
5	Remuneration proposed	Up to Rs. 4,00,000/- p.m. Plus PF and Superannuation





INFRA PROJECTS LIMITED

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is commensurate with experience & qualifications. It is lower compared to industry standards.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Ms. Rupal G. Shah is the Whole-Time Director of the Company.
III	OTHER INFORMATION	
1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase in future
IV	DISCLOSURES	
1	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance" if any, attached to the annual report:	Yes
2(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc, of all the directors;	As mentioned above
2(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
2(iii)	Service contracts, notice period, severance fees;	90 days' Notice.
2(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No	Category	Name of Interested Director / KMP	Financial Interest	Non- Financial Interest
1.	Director	Ms. Rupal G. Shah (DIN: 01756092)	Relates to her elevation as Whole Time Director, she may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	





INFRA PROJECTS LIMITED

3.	Relative of Director	Mr. Gaurang P. Shah Mr. Rahul G. Shah	Relates to elevation of Ms. Rupal G. Shah as Whole Time Director who is relative of Directors and, therefore, they both are deemed to be concerned or interested in the business
4.	Relative of Key Managerial Personnel	-	-

The Board recommends the resolution for your approval as a Special Resolution.

Item No. 4

The Board of Directors, on the recommendation on Nomination and Remuneration Committee, in their meeting held on 25th January, 2025 has elevated Mr. Rahul G. Shah (DIN: 06862697) as Executive Director for a period of 3 years i.e. from 1st February, 2025 to 31st January, 2028. The major terms of the remuneration of Executive Director are as under:

I. PERIOD:

The term of the Executive Director shall be for a period of 3 years from 1st February, 2025 to 31st January, 2028 (liable to retire by rotation).

II. REMUNERATION:

A. SALARY:

The Executive Director shall be entitled to salary up to Rs. 4,00,000/- per month.

B. PERQUISITES:

1. The Executive Director shall be entitled to reimbursement of medical expenses for himself and family subject to a ceiling of half month's salary per year or one and half months' salary over a period of three years.
2. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income- tax Act, 1961.
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
4. Encashment of leave at the end of the tenure.
5. Free use of Company's car with driver for Company's business and free telephone facility at residence.
6. Leave Travel Concession for self and family at a rate not exceeding one month's salary for one year or three months' salary in a block of three years.





INFRA PROJECTS LIMITED

- III. The Executive Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.
- IV. The Executive Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his Spouse and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

V. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Executive Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Executive Director shall be at Ahmedabad or at such place as the Board of Directors may decide from time to time.

VI. TERMINATION:

The Executive Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Executive Director may resign from his office by giving 90 days' notice to the Company.

VII. COMPENSATION:

In the event of termination of office of Executive Director takes place before the expiration of tenure thereof, Executive Director Shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013."

As per the provisions of Sections 188, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as Executive Director / Whole Time Director of the Company on remuneration.

The following are the information required under Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 containing the information as per Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
I	GENERAL INFORMATION	
1	Nature of industry	EPC contractor electrical & electro mechanical contractor(Construction i.e. Demolition & site preparation, Electrical, plumbing & other Specialized construction Activities)
2	Date or expected date of commencement of commercial production	Already Commenced





INFRA PROJECTS LIMITED

	3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
	4	Financial performance based on given indicators	Rs. 73.78 Crore turnover (2023-24)
	5	Exports performance and net foreign exchange collaborations	NIL (2023-24)
	6	Foreign investments or collaborations, if any.	N.A.
II	INFORMATION ABOUT THE APPOINTEE		
	1	Background details	Mr. Rahul Shah is having degree of Master in construction Management. He is having experience of more than 9 years.
	2	Past remuneration	Rs. 12,00,000/- p.a.
	3	Recognition or awards	---
	4	Job profile and her suitability	Mr. Rahul G. Shah would be elevated as Executive Director .He has vast experience both technically and commercially in projects the company undertakes. He actively takes part in Commercial and technical workings of the Company and projects
	5	Remuneration proposed	Upto Rs. 4,00,000/- per month Plus PF and Superannuation
	6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications. It is lower compared to industry standards.
	7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Rahul G. Shah is an Executive Director of the Company.
III	OTHER INFORMATION		
	1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
	2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
	3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase drastically





INFRA PROJECTS LIMITED

IV		DISCLOSURES	
	1	The shareholders of the Company shall be informed of the remunerations package of the managerial person	The shareholders have been informed in this notice of Extra Ordinary General Meeting.
	2	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance" if any, attached to the annual report:	Yes
	2(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc, of all the directors;	As mentioned above
	2(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
	2(iii)	Service contracts, notice period, severance fees;	90 days' Notice.
	2(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No	Category	Name of Interested Director / KMP	Financial Interest	Non- Financial Interest
1.	Director	Mr. Rahul G. Shah (DIN: 06862697)	Relates to his elevation as Executive Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	
3.	Relative of Director	Mr. Gaurang P. Shah Ms. Rupal G. Shah	Relates to elevation of Mr. Rahul G. Shah, as Executive Director who is relative of Director and, therefore, they may be deemed to be concerned or interested in the business	
4.	Relative of Key Managerial Personnel	-	-	

The Board recommends the resolution for your approval as a Special Resolution.





INFRA PROJECTS LIMITED

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Yash H. Mehta (DIN -08194649) as an Independent Director of the Company w.e.f. 1st February, 2025 pursuant to provisions of Section 149 and 161 of the Companies Act 2013 and subject to the approval of the shareholders of the Company. The Company has received a Notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013 proposing the candidature of Mr. Yash H. Mehta for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Yash H. Mehta fulfils the conditions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Yash H. Mehta is a qualified Company Secretary & Fellow Member of Institute of Company Secretaries of India (ICSI) and is having a vast experience of 8 years and possess extensive expertise in specialized domains, including SEZ-IFSC regulations, FEMA-RBI compliance, company law, SEBI guidelines, IPR and NCLT-IBC proceedings.

Additional information in respect of Mr. Yash H. Mehta pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for appointment of Mr. Yash H. Mehta as Independent Director of the Company for a consecutive term of five years period w.e.f. 25th January, 2025 till 24th January, 2030, on basis of his skills, extensive and enriched experience in diverse areas and suitability to the Company and fulfilling the criteria of his independence under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said Resolution at item No. 5 is being recommended by the Board of Directors to the members/shareholders of the Company for their consideration and accord approval thereto by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Yash H. Mehta, relating to his own appointment, may be deemed to be concerned or interested in the Resolution stated at item No. 5 of the Notice.

The Board recommends the resolution for your approval as a Special Resolution.



Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Ronak A. Mehta (DIN - 10525257) as an Independent Director of the Company w.e.f. 25th January, 2025 pursuant to provisions of Section 149 and 161 of the Companies Act 2013 and subject to the approval of the shareholders of the Company.

The Company has received a Notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013 proposing the candidature of Mr. Ronak A. Mehta for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Ronak A. Mehta fulfils the conditions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Ronak A. Mehta is a qualified Company Secretary & Associate Member of Institute of Company Secretaries of India (ICSI) and a trusted advisor in field of corporate laws, commercial laws, labour laws etc. His expertise in navigating complexities of corporate litigation matters, rules and regulations and streamlining procedures have contributed to the success and expansion of numerous organisations.

Additional information in respect of Mr. Ronak A. Mehta pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for appointment of Mr. Ronak A. Mehta as Independent Director of the Company for a consecutive term of five years period w.e.f. 25th January, 2025 till 24th January, 2030, on basis of his skills, extensive and enriched experience in diverse areas and suitability to the Company and fulfilling the criteria of his independence under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said Resolution No. 6 is being recommended by the Board of Directors to the members/shareholders of the Company for their consideration and accord approval thereto by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Ronak A. Mehta, relating to his own appointment, may be deemed to be concerned or interested in the Resolution stated at item no. 6 of the Notice.

The Board recommends the resolution for your approval as a Special Resolution.





INFRA PROJECTS LIMITED

In respect of Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Rajkumari R. Udhwani (DIN - 02636225) as an Independent Director of the Company w.e.f. 25th January, 2025 pursuant to provisions of Section 149 and 161 of the Companies Act 2013 and subject to the approval of the shareholders of the Company.

The Company has received a Notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013 proposing the candidature of Ms. Rajkumari R. Udhwani for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Rajkumari R. Udhwani fulfils the conditions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Ms. Rajkumari R. Udhwani holds degree of B.Com, LL.B. & LLM (Corporate Law). She is Practicing Advocate & Trade Mark Attorney. Her profile includes experience of more than 13 years in Corporate Law, Intellectual Property Rights, general Management, Accounting and other related matters.

Additional information in respect of Ms. Rajkumari R. Udhwani pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for appointment of Ms. Rajkumari R. Udhwani as Independent Director of the Company for a consecutive term of five years period w.e.f. 25th January, 2025 till 24th January, 2030, on basis of her skills, extensive and enriched experience in diverse areas and suitability to the Company and fulfilling the criteria of her independence under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said Resolution No. 7 is being recommended by the Board of Directors to the members/shareholders of the Company for their consideration and accord approval thereto by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Rajkumari R. Udhwani, relating to her own appointment, may be deemed to be concerned or interested in the Resolution stated at item No. 7 of the Notice.



The Board recommends the resolution for your approval as a Special Resolution.

Date: February 8, 2025
Place: Ahmedabad

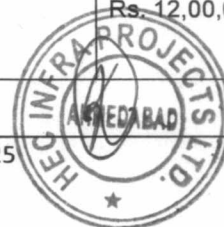


By order of the Board,
For HEC INFRA PROJECTS LIMITED


Khushi Bhatt
Company Secretary & Compliance Officer
ICSI Mem. No.: A51011

**INFRA PROJECTS LIMITED****ANNEXURE - A****BRIEF PARTICULARS/PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:**

Name of Directors	Mr. Gaurang P. Shah	Ms. Rupal G. Shah	Mr. Rahul G. Shah
Age (in years)	61	59	32
Date of Birth	04/08/1963	18/11/1965	13/11/1992
Date of Appointment	06/10/2005	06/10/2005	25/06/2021
Qualifications	Bachelor's degree in Mechanical Engineering	Master's Degree in Commerce	Master's degree in construction management
Experience / Expertise	He has more than 38 years of experience in the field of Electro-mechanical industry. He is known for execution of various projects in the field of electrical, mechanical, solar, water distribution & industrial projects for various companies and corporations. He is having experience in designing of switchgear, power distribution network, power transmission, water distribution, solar power plants & ELV products. He looks after Commercial, finance, General Management, Marketing, Domain industry and Operations	She has more than 34 years of experience. She looks after the 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 for developing the business	He is having experience of more than 9 years. He has vast experience both technically and commercially in projects the company undertakes. He actively takes part in Commercial and technical workings of the Company and projects.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Re-appointment as Managing Director for a period of 3 years w.e.f. 1 st February, 2025, subject to the approval of the members/shareholders of the Company.	Elevation as Whole – Time Director for a period of 3 years w.e.f. 1 st February, 2025, subject to approval of members/ shareholders of the Company.	Elevation as Executive Director for a period of 3 years w.e.f. 1 st February, 2025, subject to approval of members/ shareholders of the Company.
Remuneration last drawn by such person, if any.	Rs.28,20,000/- p.a.	Rs.27,75,000/- p.a.	Rs. 12,00,000/- p.a.





INFRA PROJECTS LIMITED

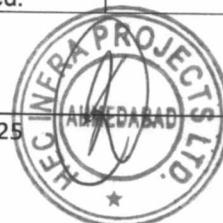
Shareholding in the Company	57,24,910 Equity Shares	12,17,000 Equity Shares	11,590 Equity Shares
Relationship with other Directors, Manager and other KMP of the Company	Relative of Ms. Rupal G. Shah & Mr. Rahul G. Shah	Relative of Mr. Gaurang P. Shah & Mr. Rahul G. Shah	Relative of Mr. Gaurang P. Shah & Ms. Rupal G. Shah
Number of Meetings of the Board attended during the year	5	6	6
List of other Companies in which Directorships held	-	-	-
List of Private Limited Companies in which Directorships held	1. Highvolt Power and Control Systems Private Limited.	1. Highvolt Power and Control Systems Private Limited.	1. Kalp Agritech Private Limited. 2. Paras Engen India Private Limited. 3. Brainscape Solutions Private Limited.
Chairman/Member of the Committees of Directors of other Companies	-	-	-
Listed entities from which resigned in the past three years	-	-	-
Justification for choosing the appointee for appointment as Independent Directors	N.A.	N.A.	N.A.





INFRA PROJECTS LIMITED

Name of Directors	Mr. Yash Mehta	Mr. Ronak Mehta	Ms. Rajkumari R. Udhwani
Age (in years)	31	32	52
Date of Birth	28/07/1993	27/01/1992	06/03/1972
Date of Appointment	25/01/2025	25/01/2025	25/01/2025
Qualifications	Company Secretary	Company Secretary	Commerce Graduation & Master of Law
Experience / Expertise	He is having vast experience of 8 years and possess extensive expertise in specialized domains, including SEZ-IFSC regulations, FEMA-RBI compliance, company law, SEBI guidelines, IPR and NCLT-IBC proceedings	He is associate member of ICSI and a trusted advisor in field of Corporate laws, commercial laws, labour laws etc. His expertise in navigating complexities of corporate litigation matters, rules and regulations and streamlining procedures have contributed to the success and expansion of numerous organisations.	She holds degree of B.Com, LL.B. & LLM (Corporate Law). She is Practicing Advocate & Trade Mark Attorney. She has experience of more than 13 years in Corporate Law, Intellectual Property Rights, general Management, Accounting and other related matters.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment as Independent Director (Non- Executive) of the Company for a term of 5 consecutive years w.e.f. 25 th January, 2025, subject to the approval of the members /shareholders of the Company	Appointment as Independent Director (Non- Executive) of the Company for a term of 5 consecutive years w.e.f. 25 th January, 2025, subject to the approval of the members/shareholders of the Company	Appointment as Independent Director (Non- Executive) of the Company for a term of 5 consecutive years w.e.f. 25 th January, 2025, subject to the approval of the members/shareholders of the Company
Remuneration last drawn by such person, if any.	N.A.	N.A.	N.A.
Shareholding in the Company	-	-	-
Relationship with other Directors, Manager and other KMP of the Company	N.A.	N.A.	N.A.
Number of Meetings of the Board attended during the year	1	1	1
List of other Companies in which Directorships held	1. Celtis Commodities Limited.	1. Connplex Cinemas Limited. 2. Maruti Infrastructure Limited. 3. Sunlite Recycling Industries Limited.	1.Prism Finance Limited 2.Typhoon Financial Services Limited





INFRA PROJECTS LIMITED

List of Private Limited Companies in which Directorships held	-	-	1. Calvet Animal Health Private Limited. 2. Storeplast Private Limited.
Chairman/Member of the Committees of Directors of other Companies	2	4	6
Listed entities from which resigned in the past three years	0	0	0
Justification for choosing the appointee as Independent Directors	On the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company.	On the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company.	On the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company.

Date: February 8, 2025
Place: Ahmedabad



By order of the Board,
For HEC INFRA PROJECTS LIMITED


Khushi Bhatt
Company Secretary & Compliance Officer
ICSI Mem. No.: A51011

EQUITY SHARE VALUATION REPORT

of

HEC Infra Projects Limited

for

Preferential Allotment of Shares

• REGISTERED VALUER •

MOHIT JAYESHBHAI SOLANKI

Chartered Accountant & IBBi Registered Valuer

608, Satyamev Elite, Bopal Ambli T Circle,

S. P. Ring Road, Bopal, Ahmedabad – 380 058

Email: contact@mohitsolanki.com



TABLE OF CONTENT

LETTER TO APPOINTING AUTHORITY	1
SCOPE AND PURPOSE OF THIS REPORT	2
INFORMATION SOURCES	2
BACKGROUND INFORMATION OF COMPANY	3
INDUSTRY OUTLOOK	4
IDENTITY OF REGISTERED VALUER.....	5
VALUATION PROCEDURE, APPROACHES & METHODOLOGY	5
VALUATION METHODOLOGY ADOPTED & FINAL VALUATION	7
CAVEAT, LIMITATIONS AND OTHER RELEVANT DISCLOSURES.....	8
APPENDIX 1 – VALUATION AS PER NET ASSET METHOD	12
APPENDIX 2 – VALUATION AS PER DISCOUNTED CASH FLOW METHOD	14
APPENDIX 3 – VALUATION AS PER MARKET METHOD.....	17
APPENDIX 4 – VALUATION AS PER REGULATION 164 (1).....	21



MOHIT JAYESHBHAI SOLANKI
CHARTERED ACCOUNTANT & IBBI REGISTERED VALUER

LETTER TO APPOINTING AUTHORITY

To,
Board of Directors,
HEC Infra Projects Limited
Sigma 1 Corporate, Corporate House No.6,
Sindhu Bhawan Road, Near Mahan Party Plot Cross Road,
Bodakdev, Ahmedabad- 380 054

Subject: Equity share valuation report for preferential allotment

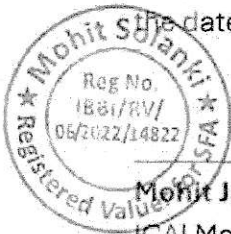
Dear Sir / Madam,

Based on our discussion and engagement terms agreed, I have performed a valuation engagement for determination of value of equity shares of HEC Infra Projects Limited for the purpose of preferential allotment in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018.

The resulting estimate of value should not be used for any purpose or by any other party for any purpose other than purpose cited in the report.

Based on my analysis, I have determined floor price of equity shares as **Rs. 128.97 per share (Rupees one hundred twenty-eight and ninety-seven paise only)** as on 6th February, 2025. This report should be read along with all the explanatory notes and working annexed herewith including. Brief note on scope and purpose of work, information sources, background of company, experts involved, valuation methodology and detailed working follows with this letter.

My recommendation is subject to the statement of caveat, assumptions & limitation other disclosures set part in the later part of this report. I have no obligation to update this report or my conclusion of value for information that comes to my attention after the date of this report.



Mohit

Mohit Jayeshbhai Solanki
ICAI Membership No.: 164148
IBBI Registration No.: IBBI/RV/06/2022/14822

UDIN: 25164148BMHWIM7459

PRIVATE & CONFIDENTIAL

Date: 8th February, 2025
Place: Ahmedabad



SCOPE AND PURPOSE OF THIS REPORT

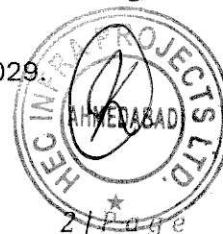
- 1.1 M/s HEC Infra Projects Limited is planning to issue equity shares on preferential basis. Proposed issue will be more than 5% of the post issue share capital and accordingly it requires valuation of equity shares in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018.
- 1.2 In light of this, I have been appointed by the board of directors of HEC Infra Projects Limited ("Company") to prepare a valuation report to ascertain the value of the equity shares of the company as on 6th February, 2025, being relevant date as per SEBI regulations. Engagement letter dated 25th January, 2025 signed by Ms. Khushi Bhatt, company secretary of the company has been received from the company for the same.
- 1.3 As per information available, basis of valuation is considered on fair value basis and valuation is based on going concern premise.
- 1.4 6th February, 2025 is considered as "Valuation date". Date of report is mentioned on first and last page of the report.

INFORMATION SOURCES

- 2.1 For the purpose of valuation exercise, I have relied on below mentioned financial and non-financial source of information:
- Discussion with management and authorized representative of the company
 - Information and representation in written form or oral form or in soft copy provided by management or authorized representative of the company with respect to their historical financial statement, future plans, assets, liabilities, revenue, profitability and other relevant information.
 - Such other analysis, reviews, enquiries, as I considered relevant during course of valuation assignment.
 - Research and information available in market.
 - PAN, Memorandum of association and article of association.
 - Unaudited financial statement for the year up to 31st December, 2024.
 - Valuation Report of Mr. Margesh Mehta for valuation of property situated at Corporate House No.06, "Sigma-I", B/h HOF House, Sindhubhavan Marg, Bodakdev, Ahmedabad – 380 054.
 - Projections for the period from 1st January, 2025 to 31st March, 2029.



PRIVATE & CONFIDENTIAL



- 2.2 I have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable and therefore, I assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis.
- 2.3 Where I have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

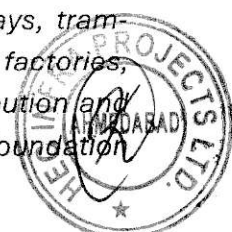
BACKGROUND INFORMATION OF COMPANY

- 3.1 Company is incorporated on 6th October, 2005 with corporate Identification Number (CIN) as L45200GJ2005PLC046870. Company is currently running business from registered office situated at Sigma 1 Corporate, Corporate House No.6, Sindhu Bhawan Road, Near Mahan Party Plot Cross Road, Bodakdev, Ahmedabad- 380 054.
- 3.2 Company works in the field of Electrical, Electro-Mechanical, Civil and Instrumentation work and offers integrated solutions and end-to-end services ranging from design, supply, installation and commissioning of overhead transmission lines, substations, underground cable lying, Switchyard, Water pumping stations, Lighting systems, Industrial and commercial electrification, solar PV plants, battery energy storage system and mini / micro grid Solar projects. Object clause of Memorandum of association of the company reads as under;

"To carry on either alone or jointly with one or more person, government, local or other bodies, the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist, and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrate, contractor, sub-contractor, turnkey contractor and manager of all types of electrical, mechanical, constructions and developmental work in all its branches such as roads, ways, culverts, dams, bridges, railways, tram-ways, water tanks, reservoirs, canals, wharves, warehouse, factories, buildings, structures, drainage and sewage works, water distribution and filtration systems, docks, harbours, piers, irrigation works, foundation



PRIVATE & CONFIDENTIAL



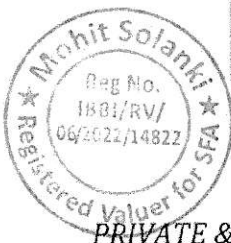
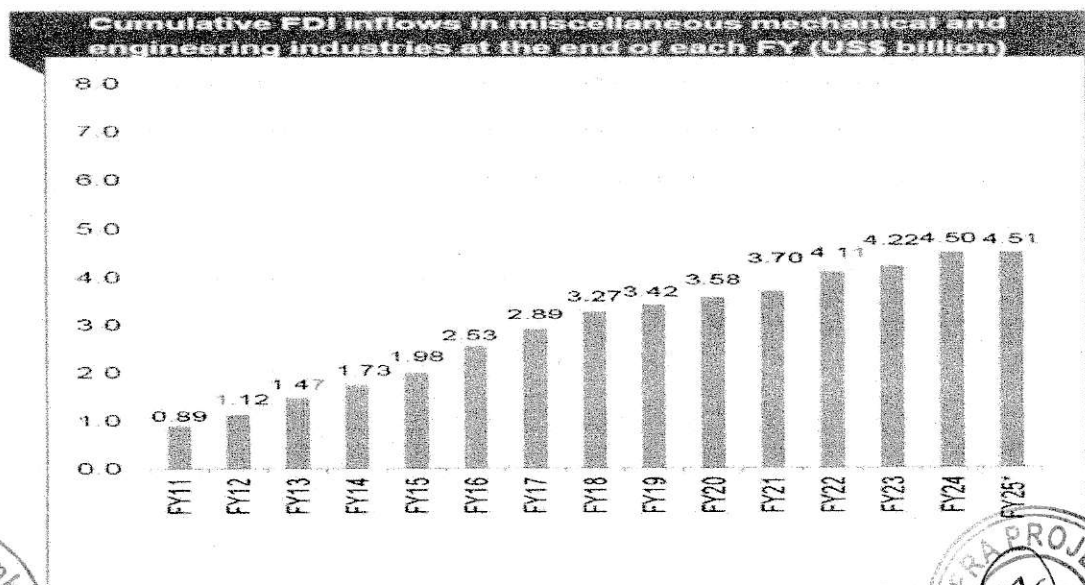
3 | Page

works, flyovers, airports, runway, rock drilling, aquaducts, stadiums, hydraulic works, sanitary work, power supply works, power stations, hotels, hospitals, multistoreys, colonies, complexes, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all source of lands and buildings and to carry on all or any of the foregoing activities with or without building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature.

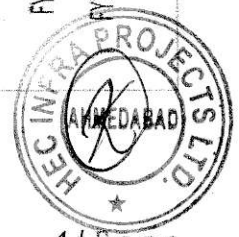
- 3.3 Share capital of the company consist of 1,01,38,160 equity shares of Rs. 10 each and same is outstanding as on valuation date. As represented by management, there are no convertible securities or stock options which are convertible into equity shares of the company. Company's share is listed on National Stock Exchange (NSE) with ISIN INE558R01013 and Script Code HECPROJECT.

INDUSTRY OUTLOOK

- 4.1 Engineering accounts for about 25% of India's total global exports in the goods sector and is one of the largest foreign exchange earners. Export of engineering goods is expected to reach US\$ 200 billion by 2030.
- 4.2 Total foreign direct investment (FDI) inflow to India stood at US\$ 678.86 billion during April 2000-March 2024.



PRIVATE & CONFIDENTIAL



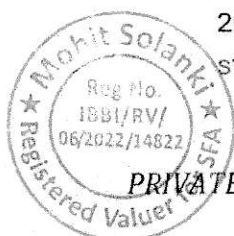
- 4.3 Demand in the engineering industry segment is driven by investments and capacity creation in core sectors like power, infrastructure developments, mining, oil and other sectors like the general manufacturing sector, automotive and process industries, and consumer goods industry.

IDENTITY OF REGISTERED VALUER

- 5.1 I am fellow member of The Institute of Chartered Accountants of India (ICAI), currently practicing as proprietor of M/s Mohit Solanki & Co, Chartered Accountant, Ahmedabad (Firm Registration No.: 157339W).
- 5.2 I am also registered with Insolvency and Bankruptcy Board of India (IBBI) as a registered valuer for asset class "Securities or Financial Assets" with registration no. IBBI/RV/06/2022/14822 and having membership with ICAI Registered Valuer Organization vide membership no. ICAIRVO/06/RV-P044/2022-2023.
- 5.3 My registered office address is 608, Satyamev Elite, Bopal Ambli T Circle, S. P. Ring Road Bopal, Ahmedabad – 380 058.
- 5.4 I have used work of Mr. Margesh Mehta for valuation of property situated at Corporate House No.06, "Sigma-I", B/h HOF House, Sindhubhavan Marg, Bodakdev, Ahmedabad – 380 054

VALUATION PROCEDURE, APPROACHES & METHODOLOGY

- 6.1 Some of the key procedures in carrying out the valuation engagement are:
- Understanding the nature and purpose of the transaction.
 - Analysis of information provided by management or their authorized representatives and discussion with them.
 - Selection of the most appropriate valuation base.
 - Identifying the premise of value which refers to the conditions and circumstances how asset is deployed.
 - Selection of the valuation approach and the corresponding valuation methodology and arriving at final value.
- 6.2 It may be noted that I am member of Institute of Chartered Accountants of India and ICAI Registered Valuer Organizations which has ICAI Valuation Standards, 2018 for undertaking valuation and accordingly I have considered this valuation standards for carrying valuation exercise.



PRIVATE & CONFIDENTIAL



6.3 There are three generally accepted approaches to valuation:

(A) ASSET OR COST APPROACH

This approach considers the Net Asset Value or Replacement value or Realizable value as an indication of the fair market value of the asset. Net Asset Value method is a type of business valuation that focuses on a company's net assets which is identified by subtracting total liabilities from total assets. Replacement value is the value that is determined by the cost involved in replacing an existing asset and is majorly used for fixed assets. Net realizable value is a valuation method that considers the total amount of money an asset might generate upon its sale minus reasonable estimate of the costs and is commonly used for inventory valuation.

In this case, I have adopted the Net Asset Value method of valuation because the company's value is derived from its tangible and intangible assets as well as from its operational earnings. The valuation is based on the unaudited provisional financial statements as of 31st December 2024 ensuring relevance and timeliness in the valuation process.

(B) INCOME APPROACH

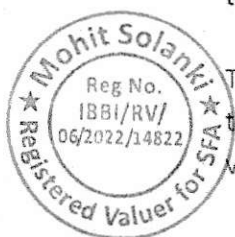
This approach focuses on the profit or earning potential of the asset being valued and considers price earnings capitalization value (PECV) or discounted cash flow as an indication of the fair value of the asset. The Income approach focuses on the income already generated by the company as well as its future earning capability.

Company has provided projected financials from 1st January, 2025 to 31st March, 2029 considering its potential business capability and accordingly I have considered discounted cash flow method to derive equity value of the company.

(C) MARKET APPROACH

Under the market approach, the valuation is based on either the market value of the company in case of listed companies or based on comparable companies or transaction multiples in case of unlisted companies.

The company's equity shares are listed on the National Stock Exchange, and therefore, a 90-day volume-weighted average price has been considered for the valuation purpose.



VALUATION METHODOLOGY ADOPTED & FINAL VALUATION

- 7.1 The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. In arriving at the value from amongst the generally accepted valuation methodologies, I have applied methodologies most relevant, applicable and appropriate to the circumstances.
- 7.2 Based on the facts and circumstances of particular case, availability of information and limitations highlighted in previous para, I have decided to determine final value of equity shares as under;

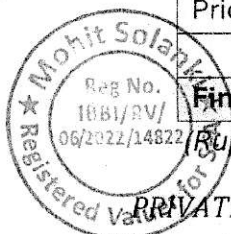
Name of Method	Appendix	Price / Equity Share	Weight	Weighted Average Price
Net Asset Method	1	47.29	1	47.29
Discounted Cash Flow Method	2	136.43	2	272.86
Market Price Method	3	128.97	3	386.91
Total			6	707.06
Value of Equity Share (As per Independent Valuer)				117.84

(Rupees one hundred seventeen and eighty-four paise only)

- 7.3 As represented by management of the company, there will not be any change in control as per prevailing SEBI regulations pursuant to proposed issue of shares. Hence, control premium is not taken into valuation.
- 7.4 Final floor price in accordance with regulations 166A of SEBI ICDR as under;

Particular	Appendix	Price / Equity Share
Pricing as per Regulations 164(1)	4	128.97
Pricing as per Independent Valuer (As para 7.2)	-	117.84
Final Floor price as per Regulations 166A (Whichever is higher)		128.97

(Rupees one hundred twenty-eight and ninety-seven paise only).



PRIVATE & CONFIDENTIAL



CAVEAT, LIMITATIONS AND OTHER RELEVANT DISCLOSURES

- 8.1 My report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- 8.2 Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.
- 8.3 My valuation is based on information and representation furnished to us being complete and accurate in all material respects. I have relied on representation from the management or their authorized representative that information contained in this report is materially accurate and complete in the manner of its portrayal and therefore forms a reliable basis for the valuation. I assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.
- 8.4 My scope of work does not enable me to accept responsibility for the accuracy and completeness of the information provided to us. I have, therefore, not performed any audit, review, due diligence or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.
- 8.5 I have relied on the judgment and assumptions of the management. My valuation does not consider any judgments or assumptions other than those given to us and likely to be crystallized based on cross inquiries with the management or their authorized representative. If there were any omissions, inaccuracy or misrepresentation of the information provided to me, it may have the effect on my valuation computations.
- 8.6 I have made certain assumptions in relation to facts, conditions or situations affecting the subject of, or approach to, this exercise that has not been verified as part of the engagement rather, treated as "a supposition taken to be true". If any of these assumptions prove to be incorrect then my estimate on value will need to be reviewed.
- 8.7 The information presented in my report does not reflect the outcome of any financial due diligence procedures. The reader is cautioned that the outcome of that process could change the information herein and therefore may change valuation materially.



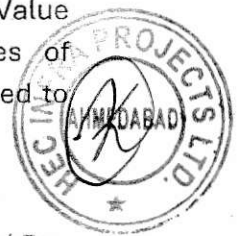
PRIVATE & CONFIDENTIAL



- 8.8 No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 8.9 A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the management or their authorized representative has drawn my attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on My opinion, on the valuation including any significant changes that have taken place or are likely to take place in the financial position of the Company. I have no responsibility to update, revise or reaffirm this report for events and circumstances occurring after the date of this report.
- 8.10 The report assumes that the companies comply fully with relevant laws and regulations applicable in all their areas of operations unless otherwise stated and the company will be managed in competent and responsible manner.
- 8.11 The report is not, nor should it be construed, as my opining or certifying the compliance with the provisions of any law including company and taxation laws or as regards to any legal, accounting or implications or issues.
- 8.12 Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report and as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity. The report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared and for any regulatory or legal purpose.
- 8.13 In one of the methods of valuation used, Valuation has been performed based on projection given for the period from 1st January, 2025 to 31st March, 2029 and considering growth of 5.00% after explicit period as given by management. I have relied on projected financial statements provided by management which is based on certain judgments and estimates which is beyond my control. Value may change if due to any circumstances, judgments and estimates of management go wrong which is base of projected financials being provided to me.



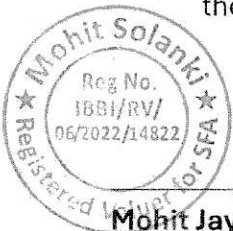
PRIVATE & CONFIDENTIAL



- 8.14 Valuation is based on estimated future financial performance or opinions that represents expectations at a particular point in time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, that event will occur, or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates, and the variations may be material. Consequently, this information cannot be relied upon to the same as extent as that derived from audited accounts for completed accounting periods. I express no opinion as to how closely the actual results will correspond to the results projected.
- 8.15 Provisional financial statement from valuation date of till report date is not provided to us and management represented that there are no material changes in respective of business plan financial position between valuation date and report date.
- 8.16 My Valuation analysis should not be construed as investment advice; specifically, I do not express any opinion on the suitability or otherwise of entering into any transaction with the Company. Any person/party intending to provide finance/invest in the company or its shares or any other securities or asset shall do so after seeking their own professional advice and after carrying out their own due diligence procedure to ensure that they are making and informed decision.
- 8.17 Decision to carry out the transaction (including payment or consideration thereof) lied entirely with the management and my work or findings shall not constitute a recommendation as to whether or not management should carry out the transaction.
- 8.18 Valuation report should not be used as the sole basis for giving a loan or other financial product. Financial institutions and lenders should conduct their own due diligence and risk assessment.
- 8.19 I owe responsibility to only the management of the company that has appointed me. I will not be liable for any losses, claims, damages or liabilities arising out of the action taken, omission of or advice given by any other party to the company. In no event shall I be liable for any loss, claims damages, liabilities, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the company, their directors, employees or authorized representative. In the particular circumstances of this case, my liability, if any (In contract or under statute or otherwise) for any economic loss, claims, damages shall be limited to the amount of fees actually received by us from the client as laid out in the engagement letter for this valuation assignment.



- 8.20 Myself, nor my chartered accountancy practicing firm or my employees makes any representation or warrant, expressed or implied, as to accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for/or based on or relating to any such information contained in the valuation report.
- 8.21 The draft of the present report was circulated to the management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.
- 8.22 I am fully aware that based on the opinion of value expressed in this report, I may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law. In such event, the party seeking my evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and my tendering evidence before such authority shall be under the applicable laws. This report is subject to laws of India.
- 8.23 I have acted as an independent third party and, as such, shall not be considered an advocate for any concerned party for any dispute. The valuation has been carried out independently to assess the valuation services. I have no present or planned future interest in the client company or any of its group companies and the fee for this report is not contingent upon outcome of the transaction.



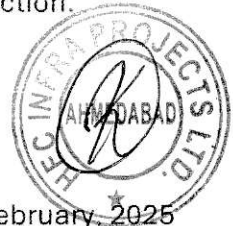
Mohit

Mohit Jayeshbhai Solanki

ICAI Membership No.: 164148

IBBI Registration No.: IBBI/RV/06/2022/14822

UDIN: 25164148BMHWIM7459



Date: 8th February, 2025

Place: Ahmedabad

APPENDIX 1 – VALUATION AS PER NET ASSET METHOD

1. Brief step involved in valuation of the equity shares as per net asset method is as under;

Step 1: Identify all assets and liabilities of the company as per the latest financial statements, including tangible, intangible, and contingent items.

Step 2: Adjust the book value of assets and liability to their fair market value, considering factors such as depreciation, obsolescence, market conditions, and potential appreciation.

Step 3: Subtract the total fair value of liabilities from the total fair value of assets to arrive at net asset value of company

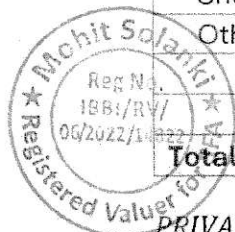
Step 4: Derive outstanding shares on fully diluted basis: Determine outstanding shares on fully diluted basis by adding existing issued shares, shares to be issued on conversion of convertible securities and shares to be issued against warrants and options.

Step 5: Determination of final value: In order to arrive at final value per shares, divide net asset value with outstanding shares on fully diluted basis.

2. Calculation of value of equity shares considering figures as per unaudited balance sheet as on 31st December, 2024 is as under;

(Amount in Lakh)

Particulars	Note	Amount
Non-current asset	1 & 2	
Property, plant and equipment		1,072.83
Other non-current asset		3,973.75
		5,046.59
Current assets	2	
Inventories		889.99
Trade receivables		4,305.77
Cash and cash equivalents		17.14
Short term loan and advances		126.84
Other current asset		1,256.33
		6,596.06
Total Assets (A)		11,642.65



PRIVATE & CONFIDENTIAL



(Amount in Lakh)

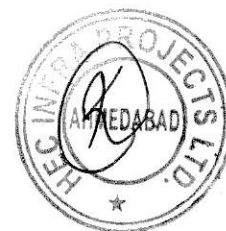
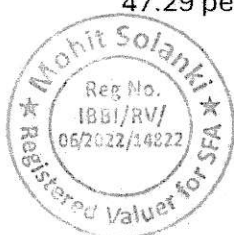
Particulars	Note	Amount
Non-current liabilities	2	
Long term borrowings		2,860.63
Deferred tax liabilities (net)		10.81
		2,871.44
Current liabilities	2	
Short-term borrowings		1,795.85
Trade Payables		1,895.89
Other current liabilities		285.18
		3,976.92
Total Liabilities (B)		6,848.36
Net Asset (C = A-B)		4,794.29
No of Equity Shares - In Whole Number (D)	3	1,01,38,160
Equity Value/Share (E = C/D)	4	47.29

Note 1: Valuation of property situated at Corporate House No.06, "Sigma-I", B/h HOF House, Sindhubhavan Marg, Bodakdev, Ahmedabad – 380 054 is taken as per valuation report of Margesh Mehta dated which is 1027.00 Lakh as against book value of 75.78 Lakh.

Note 2: Value of other assets and liability as appearing in unaudited provisional financial statement as on 31st December, 2024.

Note 3: Company has issued 1,01,38,160 equity shares having face value of Rs. 10. As represented by company, there are no convertible securities or convertible options issued as on date of valuation. Hence, 1,01,38,160 shares are taken as outstanding on fully diluted basis.

Note 4: Value of equity shares of the company using net asset method is arrived at Rs. 47.29 per share (Rupees forty-seven and twenty-nine paise only)



APPENDIX 2 – VALUATION AS PER DISCOUNTED CASH FLOW METHOD

1. Determination of value using discount cash flow method involves following steps;

Step 1: Forecast the cash flows a company generates from its core operations for few years. Determine cash flow available to the company which is commonly known as free cash flow to the firm (FCFF);

FCFF = Profit After Tax + Depreciation or other non-cash items + Post tax Interest – CAPEX - increase in working capital

Step 2: Estimates cash flows beyond the explicit forecast year by estimating a lump-sum value of the business post the explicit forecast period. This is called as terminal value;

Terminal Value using Gorden' Constant Growth Model = $\frac{d1}{r - g}$

Where:

d1: Free cash flow to firm in next year

g: Constant growth rate expected for in perpetuity

r: Weighted average cost of capital

Step 3: Discounting the cash flows to the present by applying weighted average cost of capital;

*Weighted Average Cost of Capital = (Kd * debt ratio) + (Ke * equity ratio)*

Where:

Kd = Post tax cost of debt

Ke = Cost of equity (Formula given below)

Debt ratio = Debt / (Equity + debt)

Equity ratio = Equity / (Equity + debt)

Cost of Equity (Ke) = $R_f + (R_m - R_f) * b + a$

Where:

Rf = Risk free return

Rm = Market Return

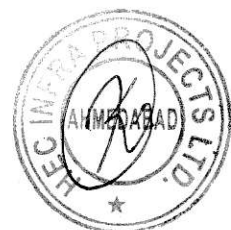
Rm - Rf = Risk premium

b = Beta

a = Alpha (Company specific risk)



PRIVATE & CONFIDENTIAL



Step 4: Add the value of non-operating assets or investments to the present value of unlevered free cash flows;

Non-operating assets or investments are items of balance sheet which does not contribute to operating cash flows. This includes cash and cash equivalents along with interest accrued on it, Investment in securities, investment in equity instruments, etc.

Step 5: Subtract debt or non-equity claim and add price to be receive on shares dilution;

In order to arrive at equity valuation, we need to subtract all forms of debts, capital leases, non-convertible preferred stocks and non-controlling interest in investment. Exercise price payable by equity option holder on exercise of option is to be added to the above value to arrive final equity value.

Step 6: Derive outstanding shares on fully diluted basis;

Determine outstanding shares on fully diluted basis by adding existing issued shares, shares to be issued on conversion of convertible securities and shares to be issued against warrants and options.

Step 7: Determination of final value;

In order to arrive at final value per shares, divide final equity value with outstanding shares on fully diluted basis.

2. Assumptions and key elements used in working:

Particular	Value
Tax Rate	25.17%
Cost of debt (Post tax) - Kd	7.15%
Risk free Return - Rf	6.88%
Market Return - Rm	11.00%
Unlevered Beta - Bu	0.90
Levered Beta - b	1.12
Alpha - a	8.00%
Cost of equity - Ke	19.51%
Debt to total capital ratio	0.25
Equity to total capital ratio	0.75
Weight average cost of capital - WACC	16.42%
Perpetual Growth Rate	5.00%



PRIVATE & CONFIDENTIAL



3. Calculation of final value of share:

(Amount in Lakh)

Particular	Note	Amount
Enterprise Value	1	16,675.11
Add: Cash & cash equivalent	2	17.14
Add: Non-operating investment		0.00
Less: Long term debt	3	-2,860.63
Final Equity Value		13,831.63
No. Equity Shares (In whole number)	4	1,01,38,160
Equity Value/Share	5	136.43

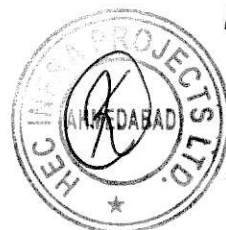
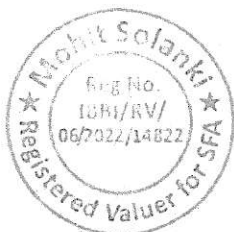
Note 1: Present value of cash flow from explicit period (1st January, 2025 to 31st March, 2029) and terminal value as on 31st March, 2029 discounted at weight average cost of capital (WACC) of 16.59%.

Note 2: Cash & cash equivalent balance as per unaudited provisional financial statement as on 31st December, 2024.

Note 3: Book value of long-term borrowings as per unaudited provisional financial statement as on 31st December, 2024.

Note 4: Company has issued 1,01,38,160 equity shares having face value of Rs. 10. As represented by company, there are no convertible securities or convertible options issued as on date of valuation. Hence, 1,01,38,160 shares are taken as outstanding on fully diluted basis.

Note 5: Value of equity shares of the company using discounted cash flow method is arrived at Rs. 136.43 per share (Rupees one hundred thirty-six and forty-three paise only).



PTO

APPENDIX 3 – VALUATION AS PER MARKET METHOD

1. Brief step involved in valuation of the equity shares as per market method is as under;

Step 1: Select the Valuation Period:

Choose a time frame for the valuation, such as the last 7, 30, or 90 trading days, depending on specific circumstances.

Step 2: Collect Trading Data:

Gather the daily price and the trading volumes for each day in the selected period.

Step 3: Calculate Daily Contribution:

For each trading day, determine the contribution of the day's trading data by multiplying the average price by the trading volume. This reflects the weight of that day's trading in the overall valuation.

Step 4: Aggregate Values:

Sum up the total contributions (average price \times volume) across all trading days in the period. Add the total trading volumes for the same period.

Step 5: Compute the Weighted Average Price:

Divide the total contributions by the total trading volumes to arrive at the weighted average price. This price gives more importance to days with higher trading activity.

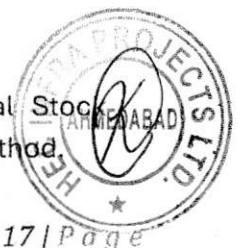
Step 6: Adjust for Corporate Actions:

If any corporate actions (such as stock splits, consolidation or bonus issues) occurred during or after the period, adjust the weighted average price accordingly to reflect their impact on the share value. Derived value will be fair market value of the shares.



2. 90 days volume weighted average price based on data from National Stock Exchange (NSE) is considered for arriving at final valuation as per Market method

PRIVATE & CONFIDENTIAL



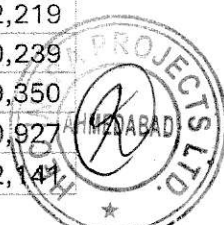
17 | Page

3. Detailed working to arrive at 90 days volume weighted average market price is as under;

Date	Average Price	Total Traded Quantity	Traded Volume ₹
05-Feb-25	121.16	1,367	1,65,627
04-Feb-25	119.50	2,007	2,39,846
03-Feb-25	118.49	2,721	3,22,410
01-Feb-25	120.45	1,259	1,51,641
31-Jan-25	119.28	4,346	5,18,382
30-Jan-25	118.28	12,543	14,83,568
29-Jan-25	120.95	4,236	5,12,334
28-Jan-25	116.75	5,508	6,43,076
27-Jan-25	118.94	3,258	3,87,510
24-Jan-25	121.44	5,866	7,12,391
23-Jan-25	122.59	7,249	8,88,681
22-Jan-25	128.57	6,146	7,90,205
21-Jan-25	129.79	11,749	15,24,873
20-Jan-25	124.94	5,402	6,74,920
17-Jan-25	119.74	841	1,00,701
16-Jan-25	117.40	5,899	6,92,543
15-Jan-25	114.21	1,778	2,03,062
14-Jan-25	115.65	230	26,600
13-Jan-25	116.12	3,437	3,99,095
10-Jan-25	116.55	2,866	3,34,024
09-Jan-25	117.60	8,057	9,47,503
08-Jan-25	120.13	123	14,776
07-Jan-25	120.28	5,976	7,18,789
06-Jan-25	124.51	581	72,340
03-Jan-25	121.77	11,020	13,41,898
02-Jan-25	121.26	6,283	7,61,867
01-Jan-25	119.01	1,041	1,23,887
31-Dec-24	116.26	2,063	2,39,854
30-Dec-24	113.57	7,268	8,25,438
27-Dec-24	115.70	3,682	4,26,010
26-Dec-24	117.03	5,936	6,94,709
24-Dec-24	116.81	5,772	6,74,246
23-Dec-24	116.83	1,256	1,46,741
20-Dec-24	119.49	1,472	1,75,887
19-Dec-24	122.71	1,322	1,62,219
18-Dec-24	126.86	1,18,953	1,50,90,239
17-Dec-24	127.99	1,13,289	1,44,99,350
16-Dec-24	129.03	47,128	60,80,927
13-Dec-24	130.06	1,016	1,32,141



PRIVATE & CONFIDENTIAL



MOHIT JAYESHBHAI SOLANKI
CHARTERED ACCOUNTANT & IBBI REGISTERED VALUER

12-Dec-24	132.76	6,742	8,95,046
11-Dec-24	139.76	29,527	41,26,637
10-Dec-24	134.91	8,855	11,94,622
09-Dec-24	128.71	6,765	8,70,733
06-Dec-24	120.85	8,849	10,69,412
05-Dec-24	116.58	9,839	11,47,070
04-Dec-24	118.52	6,860	8,13,055
03-Dec-24	118.47	7,472	8,85,239
02-Dec-24	117.35	15,182	17,81,672
29-Nov-24	117.06	14,271	16,70,600
28-Nov-24	123.14	14,436	17,77,619
27-Nov-24	125.03	8,849	11,06,404
26-Nov-24	127.24	30,527	38,84,257
25-Nov-24	135.72	22,563	30,62,316
22-Nov-24	139.04	11,954	16,62,064
21-Nov-24	134.30	67,214	90,26,834
19-Nov-24	119.61	79,382	94,94,634
18-Nov-24	124.15	18,856	23,40,972
14-Nov-24	130.69	1,153	1,50,686
13-Nov-24	137.57	2,074	2,85,320
12-Nov-24	144.82	1,277	1,84,935
11-Nov-24	152.83	23,197	35,45,205
08-Nov-24	163.59	2,07,479	3,39,42,191
07-Nov-24	159.98	77,024	1,23,22,017
06-Nov-24	152.88	18,035	27,57,191
05-Nov-24	145.37	48,614	70,67,198
04-Nov-24	138.36	1,39,894	1,93,55,478
01-Nov-24	130.52	45,954	59,97,826
31-Oct-24	124.77	1,87,883	2,34,42,966
30-Oct-24	113.47	30,730	34,86,965
29-Oct-24	102.97	11,128	11,45,837
28-Oct-24	95.08	18,062	17,17,349
25-Oct-24	97.23	20,722	20,14,876
24-Oct-24	101.48	15,076	15,29,837
23-Oct-24	102.38	14,548	14,89,394
22-Oct-24	102.62	30,686	31,48,889
21-Oct-24	110.26	24,296	26,78,863
18-Oct-24	117.36	11,773	13,81,735
17-Oct-24	119.42	39,677	47,38,325
16-Oct-24	121.98	69,051	84,22,861
15-Oct-24	117.49	75,915	89,19,055
14-Oct-24	112.99	17,267	19,51,084
11-Oct-24	119.55	96,510	1,15,37,526
10-Oct-24	110.45	35,811	39,55,235



PRIVATE & CONFIDENTIAL



MOHIT JAYESHBHAI SOLANKI
CHARTERED ACCOUNTANT & IBBI REGISTERED VALUER

09-Oct-24	102.21	8,945	9,14,271
08-Oct-24	101.20	9,449	9,56,263
07-Oct-24	98.91	18,238	18,03,906
04-Oct-24	102.90	8,754	9,00,761
03-Oct-24	102.61	13,041	13,38,156
01-Oct-24	103.72	3,990	4,13,851
30-Sep-24	104.35	3,949	4,12,081
Total		21,29,291	27,46,17,630
Volume Weighted Average Market Price / Share			128.97

Note 1: Value of equity shares of the company using market price method is arrived at Rs. 128.97 per share (Rupees one hundred twenty-eight and ninety-seven paise only)



PTO

APPENDIX 4 – VALUATION AS PER REGULATION 164 (1)

1. Regulation 164(1) of SEBI (ICDR) Regulations, 2018 prescribes as under;

(1) If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or*
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.*

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

2. Valuation of equity shares as per Regulation 164(1) is as under;

Particular	Total Traded Quantity	Traded Volume ₹	Volume
90 days volume weighted average price	21,29,291	27,46,17,630	128.97
10 days volume weighted average price	43,111	51,36,786	119.15
Price formula mentioned in Article of association			N.A.
Equity Value / Share as per Regulation 164(1) - Whichever is higher			128.97

----- END OF REPORT -----

