



INFRA PROJECTS LIMITED

ENGINEERING CONSULTANTS & CONTRACTORS

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

Date: 08/09/2016

To,

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai – 400051

Scrip code: HECPROJECT

Sub: Submission of Notice of 11th Annual General Meeting (AGM) of HEC Infra Projects Limited

Dear Sir/Madam,

With reference to the above captioned subject, we hereby submit a copy of the Notice of 11th Annual General Meeting of the Company to be held on Saturday, 24th September, 2016 at the registered office of the Company at Sigma-1 Corporate, Corporate House No. 6, Sindhu Bhavan Road, Nr. Maan party Plot Cross Road, Bodakdev, Ahmedabad-380054 at 11:00 a.m.

Kindly take the above information on your record.

Yours Faithfully,

For, HEC Infra Projects Limited

Jeel Patel
Company Secretary



NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of HEC Infra Projects Limited will be held on Saturday, the 24th September, 2016 at Sigma-1 Corporates, Corporate House No. 6, Nr. Maan Party Plot Cross Road, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380054, at 11.00 a. m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To declare Dividend for the year 2015-16 on Equity Shares of the Company.
3. To appoint a Director in place of Mrs. Rupal Gaurang Shah (DIN: 01756092), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration, and in this regard to consider, and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by Shareholders in the Extra Ordinary General Meeting of the Company held on 16th December, 2015, the appointment of M/s. Parth P. Shah & Co., (Firm Registration No. 141540W) as Statutory Auditors of the Company to hold office till the conclusion of the 5th Annual General Meeting (i.e. upto 15th Annual general meeting for the financial year 2020) be and hereby ratified (For the Financial year 2016-17) on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

5. To appoint Mr. Sachin Kanwarlal Kansal (DIN: 03566139) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sachin Kanwarlal Kansal (holding DIN 03566139) who was appointed as an Additional Director pursuant to provision of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of Annual General Meeting and in respect of whom the

Company has, received a notice in writing from a member under Section 160 of the Companies Act, 2013 from a members proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w. e. f 10th October, 2015 to 9th October, 2020.”

6. To appoint Mr. Asit Ramniklal Shah (DIN 05285162) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Asit Ramniklal Shah (holding DIN 05285162) who was appointed as an Additional Director pursuant to provision of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of Annual General Meeting and in respect of whom the Company has, received a notice in writing from a member under Section 160 of the Companies Act, 2013 from a members proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years w. e. f 19th December, 2015 to 18th December, 2020 .”

7. To approve Related Party Transaction and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 188 of Companies Act, 2013 and subject to such approvals, consents and sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions with the following Companies / Entities in which the Directors of the Company namely 1) Mr. Gaurang Parmanand Shah 2) Rupal Gaurang Shah and their relatives are interested directly or indirectly, for the purpose of Purchase / Sale / Services of Goods or Material or for the purpose of Job Work of Goods or any movable or immovable property or for the purpose of any leasing or hire purchase of any movable or immovable property is required which exceeds in the limits, if any, prescribed under section 188 of Companies Act, 2013 and rules made thereunder from time to time.”

- a) M/s. HighVolt Power and Control Systems Private Limited
- b) M/s. Swati Switch Gears India Private Limited
- c) M/s. Kalp Agritech Private Limited
- d) M/s. Brainscape Solutions Private Limited
- e) M/s. Shree Krishna Cold Storage.
- f) M/s. Harsh Electric Corporation
- g) M/s. PR Electricals, Proprietor Gaurang Parmanand Shah, HUF

Provided further that, the Value of transactions with any related entity in one financial year shall not exceed Rs. 50 Crores and such transactions shall be at arm’s length in Ordinary Course of Business.”

“RESOLVED FURTHER THAT, the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

Date : 29/08/2016
Place : Ahmedabad

By Order of the Board of Directors
HEC INFRA PROJECTS LIMITED

Jeel Patel
Company Secretary
Membership No.: A46202

Registered Office:

Sigma 1 Corporate, Corporate
House No. 6, Sindhu Bhavan Road,
Nr. Mahan Party Plot Cross Road,
Boadakdev, Ahmedabad- 380054.
CIN: L45200GJ2005PLC046870

IMPORTANT NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) The instrument appointing Proxy, in order to be valid and effective, should be Lodged/deposited with the Company at its Registered Office of the Company, duly completed and signed, not later than 48 hours (Forty Eight) before the commencement of the Meeting. Blank Proxy Form is annexed hereto.
- 3) The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 7 of the accompanying Notice are annexed hereto.
- 4) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

- 5) Members/proxies/authorized representatives should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
- 6) Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- 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 at the Meeting.
- 8) Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 20th September, 2016 to Saturday, the 24th September, 2016 (both days inclusive) for the purpose of payment of Final dividend for the financial year ended 31st March, 2016.
- 9) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 10) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. Cameo Corporate Services Limited.
- 11) Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
- 12) Subject to the provision of the Companies Act, 2013 dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of member as on Date of Book Closure. The Final Dividend is Rs. 1/- per Equity Share.
- 13) Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of saving bank account details to the respective depository Participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- 14) In terms of the provision of section 124 of the Companies Act, 2013 the amount of dividend not encashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the government.
- 15) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are

therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN to the Company or contact our Registrar and Transfer Agent i.e. Cameo Corporate Services Limited.

- 16) The Annual Report of the Company will be available on the Company's website, www.hecprojects.in, and on the website of respective Stock Exchange where the equity shares of the Company are listed, www.nseindia.com/emerage/. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@hecproject.com.
- 17) Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, is furnished as annexure to the Notice. The directors have furnished consent /declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the rules thereunder.
- 18) The Annual Report 2015-16, the notice of the 11th Annual General Meeting along with Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a physical Copy of the document. For members who have not registered their email addresses, physical copies of the Documents are being sent by the permitted mode. [The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21stApril, 2011 and 29thApril, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance"]
- 19) A Map Showing the venue of the Annual General Meeting is enclosed herewith.

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting
[Pursuant to Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements)
Regulations, 2015]

Director	Mrs. Rupal Gaurang Shah	Mr. Sachin Kanwarlal Kansal	Mr. Asit Ramniklal Shah
Date of Birth	18/11/1966	13/09/1987	10/9/1962
Date of Appointment	6/10/2005	10/10/2015	19/12/2015
Nature of Expertise	She holds Masters Degree in Commerce. 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.	He is a Chartered Accountant in Practice since 2013. He has started his practice in Ahmedabad , Gujarat.	He has more than 30 years of experience in technical matters having specialty in designing & manufacturing of resiproteciy, rotating equipment, Pumps & water management equipment's & system.
Qualification	M.Com	Chartered Accountant	A.M.I.E (Mechanical), GE (Production)
Directorship in other Company	-Kalp Agritech Private Limited -Highvolt Power And Control Systems Private Limited	Nil	-Radhika Technologies Private Limited
Chairman/ Member of Committee in other Public Companies	Nil	Nil	Nil
No. of Equity Shares held	243400 *	Nil	Nil

* (includes individual of 231000 equity shares and 12500 equity shares held in joint names)

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:
Item No. 5

Pursuant to the provisions of Section 161(1) of the Act read with provisions of Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Sachin Kanwarlal Kansal on 10th October, 2015 as an Additional Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Sachin Kanwarlal Kansal has consented to act as Director and provided a declaration that he meets the criteria for independence as provided in section 149(6) of the Act. The said director is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013. The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of Companies Act, 2013 proposing the candidature of Mr. Sachin Kanwarlal Kansal for the office of Director of the Company. The deposit shall be refunded, if he gets elected. Mr. Sachin Kanwarlal Kansal is independent of the management. The details and brief resume of Mr. Sachin Kanwarlal Kansal has been given as part of the Notice.

Except Mr. Sachin Kanwarlal Kansal, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution.

The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members.

Further, the Disclosures under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to appointment of Independent Director are as under:

Age	29 years
Date of Appointment on Board	10/10/2015
Functional Expertise	He is a Chartered Accountant in Practice since 2013. He has started his practice in Ahmedabad, Gujarat.
Qualifications	Chartered Accountant
Terms and Conditions of appointment	5 consecutive years w. e. f 10 th October, 2015 to 9 th October, 2020
Remuneration Paid	Nil
Directorship in other Companies	Nil
Chairman / Member of Committee in other Companies	Nil
Shareholding in the Company	Nil
Relationship with other directors, Manager and other KMP of the Company	Nil
No. of Meetings of the Board attended during the year	8

Item No. 6

Pursuant to the provisions of Section 161(1) of the Act read with provisions of Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Asit Ramniklal Shah on 19th December, 2015 as an Additional Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Asit Ramniklal Shah has consented to act as Director and provided a declaration that he meets the criteria for independence as provided in section 149(6) of the Act. The said director is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013. The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of Companies Act, 2013 proposing the candidature of Mr. Asit Ramniklal Shah for the office of Director of the Company. The deposit shall be refunded, if he gets elected. Mr. Asit Ramniklal Shah is independent of the management. The details and brief resume of Mr. Asit Ramniklal Shah has been given as part of the Notice.

Except Mr. Asit Ramniklal Shah, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution.

The Board recommends the Resolution set out at Item no. 6 of the Notice for approval of the Members.

Further, the Disclosures under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India with respect to appointment of Independent Director are as under:

Age	54 Years
Date of Appointment on Board	19/12/2015
Functional Expertise	He has more than 30 years of experience in technical matters having speciality in designing & manufacturing of resiproteciy, rotating equipment, Pumps & water management equipment's & system.
Qualifications	A.M.I.E (Mechanical), GE (Production)
Terms and Conditions of appointment	5 consecutive years with effect from 19 th December, 2015 to 18 th December, 2020
Remuneration Paid	Nil
Directorship in other Companies	Radhika Technologies Private Limited
Chairman / Member of Committee in other Companies	Nil
Shareholding in the Company	Nil
Relationship with other directors, Manager and other KMP of the Company	Nil
No. of Meetings of the Board attended during the year	4

Item No. 7

During the Financial Year 2016-17, the Board of Directors of the Company expecting to enter into certain related party transactions with their Group Company. As pursuant to section 188 of Companies Act, 2013 and subject to such approvals, consents and sanctions and permissions as may be necessary, consent of the members of the Company is required to enter into related party transactions prescribed under section 188 of companies Act, 2013 and rules made thereunder from time to time.

Further pursuant to Provision of Companies Act, 2013 and the equity listing agreements (“Listing Agreement”) entered into by the Company with the National Stock Exchange of India Ltd. and applicable circulars and regulations issued by the Securities and Exchange Board of India (“SEBI”), any material related party transaction, i.e. a transaction to be entered into which individually or together with previous transactions in a given financial year with a related party exceeds Certain Limit prescribed under the Companies Act, 2013, requires the approval of the shareholders of the Company by way of a special resolution.

The details of Equity Shares/Stake held by Director and their Relatives are given here in below in a tabular format for kind perusal of the members:

Sr. No.	Name of the Related party	Nature of Relationship including the extent of interest.	Nature of transaction proposed to be entered with related Party
1.	Highvolt Power and Control Systems Private Limited.	A Body Corporate in which Mr. Gaurang Shah and Mrs. Rupal Shah are the Directors of High volt Power and Control Systems Private Limited. Further Mr. Gaurang Shah holds 40.33% and Mrs. Rupal Shah holds 26.34% of total Paid up Equity Capital. Further 100% of the Preference Shares of High Volt Power and Control Systems Private Limited are held by ParasEngen India Private Limited, in which Mr. Gaurang Shah and Mrs. Rupal Shah are interested directly or indirectly.	Purchase / Sale of Goods / Services or of any movable or immovable property including rental of Property
2.	Swati Switchgears (I) Private Limited.	A Body Corporate in which Mr. Gaurang Shah holds 0.38% of total Capital and Mrs. Rupal Shah holds 14.21% of total Paid up Capital. Further the relatives of the Directors holds 67.19% of total Paid up Equity Capital. Further 100% of the Preference Shares of High Volt Power and Control Systems Private Limited are held by	Purchase / Sale of Goods / Services or of any movable or immovable property including rental of Property

		ParasEngen India Private Limited, in which Mr. Gaurang Shah and Mrs. Rupal Shah are interested directly or indirectly.	
3.	KalpAgritech Private Limited	A Body Corporate in which Mr. Gaurang Shah holds 25% of the total Paid up Capital and Mrs. Rupal Shah holds 25% of the total paid up capital and balance 50% is held by the relatives of Mr. Gaurang Shah and Mrs. Rupal Shah. Further Mr. Gaurang Shah and Mrs. Rupal Shah are the Directors of KalpAgritech Private Limited.	Purchase / Sale of Goods / Services or of any movable or immovable property including rental of Property
4.	Brainscape Solutions Private Limited	A Body Corporate in which relatives of Mr. Gaurang Shah and Mrs. Rupal Shah are the Directors of the Company. The relatives of Gaurang Shah and Rupal Shah, Directors namely Mr. Rahul Gaurang Shah holds 30% of total Capital, Mrs. Priya Shah holds 30% of total Capital. Mrs. Rupal Shah holds 5% of total Capital.	Purchase / Sale of Goods / Services or of any movable or immovable property including rental of Property
5.	Shree Krishna Cold Storage	A Partnership firm in which Mr. Gaurang Shah holds 25% stake. Further relatives of Mr. Gaurang Shah and Mrs. Rupal Shah holds 65% stake.	Purchase / Sale of Goods / Services or of any movable or immovable property including rental of Property
6.	Harsh Electric Corporation	A Partnership firm in which Mr. Gaurang Shah holds 50% stake and Mrs. Rupal Shah holds 50% stake.	Purchase / Sale of Goods / Services or of any movable or immovable property including rental of Property
7.	GaurangParmanandShah HUF and M/s. PR Electricals	M/s. PR Electricals is the proprietorship firm of Gaurang Parmanand Shah, HUF. Gaurang Shah is the Karta of Gaurang Parmanand Shah, HUF and Mrs. Rupal Shah is the co-parcener of Gaurang Parmanand Shah, HUF	Purchase / Sale of Goods / Services or of any movable or immovable property including rental of Property

Date : 29/08/2016
Place : Ahmedabad

By Order of the Board of Directors
HEC INFRA PROJECTS LIMITED

Jeel Patel
 Company Secretary
 Membership No.: A46202

Registered Office:

Sigma 1 Corporate, Corporate, House No. 6, Sindhu Bhavan Road,
 Nr. Mahan Party Plot Cross Road, Boadakdev, Ahmedabad- 380054.
 CIN: L45200GJ2005PLC046870

HEC INFRA PROJECTS LIMITED

CIN : L45200GJ2005PLC046870

Registered Address: Sigma 1 Corporate, Corporate House No. 6, Sindhu Bhawan Road,
Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad, Gujarat, India - 380054

Tel : 91-79-40086771 – 74

Website : www.hecprojects.in

Email Id : elect@hecproject.com

ATTENDENCE SLIP

Name & Address of Shareholder / Proxy holder	DP ID* & Client ID* / Registered Folio No.	No. of Shares held

I hereby record my presence at the 11th Annual General Meeting of the Company, held on Saturday, 24th September, 2016 at 11.00 a.m. at the Registered office of the Company Situated at Sigma 1 Corporates, Corporate house no. 6, Sindhu Bhavan Road, Nr. Maan Party Plot Cross Road, Bodakdev, Ahmedabad- 380054.

SIGNATURE OF THE SHAREHOLDER OR

PROXY

NOTES:

1. Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders are requested to indicating their Folio Nos. DP ID, Client ID, the change in their address, if any, to the Registrar & Share Transfer Agents, at Cameo Corporate Services Limited, Subramanian Building No.1, Club House Road, Chennai-600002, Tamilnadu.

FORM NO MGT 11 - PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

HEC INFRA PROJECTS LIMITEDReg. Offi: Sigma-1 Corporates, Corporate House No. 6, Sindhu Bhavan Road,
Nr. Mann Party Party Plot Cross Road, Boadakdev, Ahmedabad- 380054.**CIN: L45200GJ2005PLC046870**

Name of the Member(s)	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) holding.....Shares of the above named Company, hereby appoint:

(1) Name Address

Email ID..... Signature.....or failing him/her

(2) Name Address

Email ID..... Signature.....or failing him/her

(3) Name Address

Email ID..... Signature.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on Saturday, 24th September, 2016 at 11.00 a.m. at the Registered office of the Company Situated at Sigma 1 Corporates, Corporate house no. 6, Sindhu Bhavan Road, Nr. Maan Party Plot Cross Road, Bodakdev, Ahmedabad- 380054 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION Nos.**ORDINARY BUSINESS**

1. Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2016 and Auditors' Report thereon.
2. Declaration of Dividend on Equity Shares for the year 2015-16
3. Re-appointment of Mrs. Rupal Gaurang Shah who retires by rotation.
4. To ratify the appointment of Auditors and fixing their remuneration.

SPECIAL BUSINESS

5. Appointment of Mr. Asit Ramniklal Shah as Independent Director
6. Appointment of Mr. Sachin Kanwarlal Kansal as Independent Director
7. To approve Related Party Transaction

Signed this _____ day of _____ 2015

Signature of Shareholder_____
Signature of Proxy holder(s)

Please affix Re 1/- Revenue Stamp
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Note: This Form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.