

HEC **INFRA PROJECTS LIMITED**

ENGINEERING CONSULTANTS & CONTRACTORS

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

Date: 7th September, 2017

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
C-1, Block-G, Bandra-Kurla Complex,
Bandra (E), Mumbai-400051

NSE Scrip Symbol: HECPROJECT

Dear Sir,

Sub: Notice of 12th Annual General Meeting (AGM)

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the notice of the 12th Annual General Meeting of the members of the company scheduled to be held on Friday, 29th September, 2017 at 11:00 A.M. at the Registered office situated at Sigma-1 Corporates, Corporate House No. 6, Sindhu Bhavan Road, Nr. Maan Party Plot Cross Road, Bodakdev, Ahmedabad-380054 to transact the business as set out in the notice.

You are requested to take the same on your record.

Thanking You,

Yours faithfully,

For, HEC Infra Projects Limited

Jeel Patel
Jeel Patel

Company Secretary



Encl: a/a.

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of HEC Infra Projects Limited will be held on Friday, 29th September, 2017 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 year ended on 31st March, 2017, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Gaurang Shah (DIN: 01756079), who retires by rotation and being eligible, offers himself 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) the appointment of M/s Parth P. Shah & Co., Chartered Accountants (Firm Registration No. 141540W) as Statutory Auditors of the Company be and is hereby ratified for the balance period upto 15th Annual General Meeting for the financial year 2020 on such remuneration as may be fixed by the Board/ Committee, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

SPECIAL BUSINESS :

5. 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 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the forgoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to ratify/ approve all existing contracts/ arrangements/ agreements and to enter into related party transaction(s) in the ordinary course of business and on arm’s length basis with M/s Highvolt Power and Control Systems Private Limited, M/s Swati Switchgears (India) Private Limited, M/s Brainscape Solutions

Private Limited and M/s Rahul G Shah & Co, in which Mr. Gaurang Shah, Mrs. Rupal Shah and their relatives are interested directly and indirectly, for the purpose as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and its related party.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized 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 : 02/09/2017

Place : Ahmedabad

By order of the Board of Directors
HEC INFRA PROJECTS LIMITED

Jeel Patel

(Company Secretary)

Registered Office :

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

Tel: +91 79 4008 6771 –76; Web: - www.hecproject.in;

Mail: - elect@hecproject.com

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. The instrument appointing proxy in order to be effective should be duly Completed stamped and signed and must be deposited at the registered office of the company not less than forty-eight hours before commencement of the meeting. A blank proxy form (MGT-11) is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 personas proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. 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.

4. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the time of attending the meeting. Proxy/ representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
5. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 of the accompanying Notice are annexed hereto.
6. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), with respect to directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent /declaration for their re-appointment as required under the Companies Act, 2013 and the rules thereunder.
7. The Register of Members and Share Transfer Books will remain close from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of AGM and determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
8. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched to those members whose names shall appear on the Company's Register of Members on 22nd September, 2017; in respect of the shares held in dematerialized form, the dividend will be paid within a period of 30 days from the date of declaration, to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
9. 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.
10. 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.
11. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, change of address/name etc. to their Depository Participant. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
12. 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.

13. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
14. 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/emerge/. 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.
15. The Annual Report 2016-17, the notice of the 12th 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.
16. Members who have not registered their e-mail addresses so far as requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
17. A Map Showing the venue of the Annual General Meeting is enclosed herewith.

ANNEXURE TO ITEM NO. 3 OF NOTICE

**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 and Secretarial Standard -2]**

Name of Director	Mr. Gaurang Parmanand Shah (Re-appointment)
Director Identification Number(DIN)	01756079
Date of Birth	04/08/1963
Date of First Appointment	06/10/2005
Qualification	B. E. Mechanical
Nature of Expertise	He is having experience of 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.
Shareholding in the Company	1144982
Directorship in other Company	Highvolt Power and Control Systems Private Limited
Chairman/ Member of Committee in other Public Companies	Nil
Relationship with Other Director	Mrs. Rupal Shah (Spouse)

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

Item No. 5

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

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

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

The Company has existing transactions with its related party, which is in the ordinary course of business and at arm's length basis. However, the value of transactions with related party in respect of financial year 2016-17 and the estimated value of transaction from next financial years onwards are likely to exceed 10% of the annual turnover of the Company, based on the audited financial statements for year ended 31st March, 2017.

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

Name of the Related Party	Nature of Relationship	Nature of Transaction proposed to be entered	Date of Approval of Board
Highvolt Power and Control Systems Private Limited	A Body corporate in which Mr. Gaurang Shah and Mrs. Rupal Shah are the Director of the Company. Further Mr. Gaurang Shah holds 32.70% and Mrs. Rupal Shah holds 21.36% Shares in the Company	Sale, Purchase or supply of any goods or material	17th March, 2017
Swati Switchgears (India) Private Limited	A Body corporate in which Mr. Gaurang Shah holds 0.38% and Mrs. Rupal Shah holds 14.21% of the Share capital. Further the relatives of Directors holds 43.5% of total Share capital. In addition to this ParasEngen India Private Limited holds 5.72% of Share Capital, in which 100% of Share Capital is held by Mr. Gaurang Shah and his relatives.	Sale, Purchase or supply of any goods or material or Services. Leasing of Property of any kind	17th March, 2017
Brainscape Solutions Private Limited	A Body corporate in which Mrs. Rupal Shah holds 5 % shares of the paid up capital. Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% and Ms. Priya Shah (Daughter of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% shares of Brainscape Solutions Private Limited. Thus Mr. Gaurang Shah and Mrs. Rupal Shah are directly or indirectly interested through their relative.	Leasing of Property of any kind and Sale or purchase or supply of any goods or material and availing or rendering of any services.	17th March, 2017
Rahul G Shah And Co.	A Proprietorship in which Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) is a proprietor. Thus they are directly interested	Availing and Rendering of any services	17th March, 2017

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

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view the above, it is proposed seek approval of the members of the Company through an Ordinary Resolution for the above transactions and the related parties are abstained from voting on the resolution as set out at Item No. 5.

None of the Directors (other than that disclosed above), Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/ her respective shareholding, if any, in the Company, in the resolution set out in item no. 5 of the Notice.

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the Members.

Date : 02/09/2017

Place: Ahmedabad

By order of the Board of Directors

Jeel Patel

(Company Secretary)

Registered Office:

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

Tel: +91 79 4008 6771 –76; Web: - www.hecproject.in;

Mail : - elect@hecproject.com

HEC INFRA PROJECTS LIMITED

CIN : L45200GJ2005PLC046870

Registered Address: Sigma 1 Corporate, Corporate House No. 6, Sindhu Bhawan Road,
Nr. Maan 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

Shareholder / Proxy holder	DP ID*	Client ID*	Folio	No. of Shares held

I hereby record my presence at the 12th Annual General Meeting of the Company, held on Friday, 29th September, 2017 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.

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 LIMITED

Reg. 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 12th Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 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 No.	Resolution
	Ordinary Business
1	Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2017 and Auditors' Report thereon.
2	Declaration of Dividend on Equity Shares for the year 2016-17.
3	Re-appointment of Mr. Gaurang Shah who retires by rotation.
4	Ratify the appointment of M/s Parth P. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company.
	Special Business:
5	Approval of Related Party Transaction

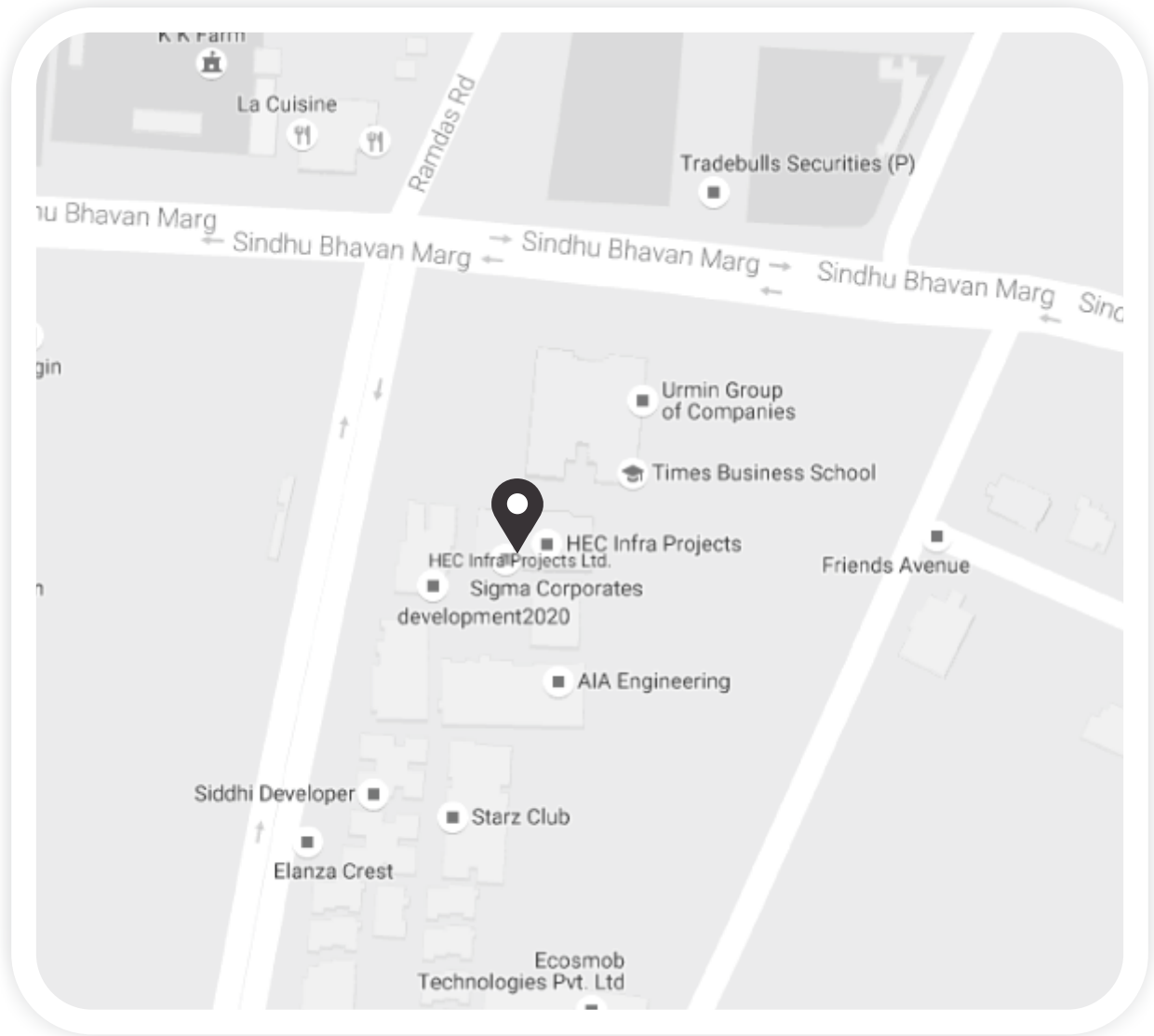
Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Please
affix Re 1/-
Revenue
Stamp

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.



Venue for Annual General Meeting