



**INFRA PROJECTS LIMITED**

**ENGINEERING CONSULTANTS & CONTRACTORS**

Date: 3<sup>rd</sup> September 2022

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 : L45200GJ2005PLC040870

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

Dear Sir/ Madam,

**SUB: SUBMISSION OF NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, SEPTEMBER 29, 2022**

We are pleased to submit a copy of the Notice of 17<sup>th</sup> Annual General Meeting of the company to be held on Thursday, September 29, 2022 at 11:00 AM 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.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the Register of Members and Share transfer books will be closed as per details below:

Symbol	Type of Security	Book closure	Purpose
HECPROJECT	Equity shares	Friday, September 23, 2022 Thursday, September 29, 2022	For the Annual General meeting & Annual Closing

The e-voting period commences on Monday, September 26, 2022 (09:00 AM) and ends on Wednesday, September 28, 2022 (05:00 PM)

Kindly take the same into consideration and acknowledge the receipt.

Thanking you,

FOR, HEC INFRA PROJECTS LIMITED  
**FOR, HEC INFRA PROJECTS LIMITED**  
  
KHUSHI BHATT  
COMPANY SECRETARY  
M.NO:A51011

Enclosure: As above

## NOTICE TO MEMBERS

Notice is hereby given that the **17<sup>th</sup> Annual General Meeting** of the Members of **HEC Infra Projects Limited** will be held on **Thursday, September 29, 2022 at 11:00 a.m.** (IST) at the registered office of the Company Sigma-1 Corporates, Corporate House No. 6, Nr. Maan Party Plot Cross Road, Sindhu Bhavan Road, Bodakdev, Ahmedabad- 380054 to transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1 ADOPTION OF FINANCIAL STATEMENTS:**

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

To receive, consider and adopt the Audited Financial Statement for the financial year ended on March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

“RESOLVED THAT the Board’s Report with Annexure, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended March 31, 2022 and the Financial Statement as at that date together with the Independent Auditors’ Report thereon be and are hereby considered, approved and adopted.”

#### **ITEM NO. 2 TO APPOINT MRS. RUPAL GAURANG SHAH (DIN: 01756092) AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION:**

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

“RESOLVED THAT pursuant to Section 152 of the Companies Act 2013 and other applicable provisions, MRS. RUPAL GAURANG SHAH (DIN: 01756092) who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

#### **ITEM NO. 3 TO APPOINT MR. RAHUL SHAH (DIN: 06862697) AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION:**

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

“RESOLVED THAT pursuant to Section 152 of the Companies Act 2013 and other applicable provisions, MR. RAHUL SHAH (DIN: 06862697) who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

### **SPECIAL BUSINESS:**

#### **ITEM NO.4 APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT,2013**

To consider and if thought fit, to pass the following resolution, with or without modifications as a “Special resolution”:

**“RESOLVED THAT, pursuant to the provision of Section 185 of the Companies Act, 2013 and of the rules made thereunder, consent of the members of the Company be and is hereby accorded to the grant of loans, investments or giving of security or guarantee for the loans availed or to be availed by the following body corporates one in which one or more Director(s) of the Company are interested, either directly or indirectly**

**a. Highvolt Power & Control Systems Private Limited**

**b. Swati Switchgears(India) Private Limited**

**“RESOLVED FURTHER THAT, the maximum amount of loans and / or investments shall not exceed Rs. 50.00 Crores at any time”**

**“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds that may be necessary in the matter.”**

**ITEM NO.5 APPROVAL OF MEMBERS FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/BODY CORPORATES UNDER SECTION 186 OF THE COMPANIES ACT,2013**

To consider and if thought fit, to pass the following resolution, with or without modifications as a “Special resolution”:

**“RESOLVED THAT, pursuant to Section 186 of the Companies Act,2013(“the Act”) read with the Companies Meetings of Board and its powers)Rules,2014 and other applicable provisions, if any, of the Act( including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, 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 (hereinafter referred to as “the Board”) which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution, to(i) give any loan to any person or other body corporate,(ii) give any guarantee or provide any security in connection with a loan to anybody corporate or a person,(iii)acquire by way of subscription ,purchase or otherwise, the securities of anybody corporate, as they may in their absolute discretion deem beneficial and in interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or body corporates along with the additional investments, loans, guarantees, securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.50 Crore(Rupees Fifty Crores only) over and above limit prescribed under Section 186 of the Companies Act,2013.**

**“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take all such steps as necessary, proper and expedient to give effect to this Resolution.”**

**ITEM NO.6 APPROVAL OF RELATED PARTY TRANSACTIONS:**

To consider and if thought fit, to pass the following resolution, with or without modifications as a “Ordinary resolution”:

**“RESOLVED THAT**, pursuant to Section 188 and other applicable provisions, if any, of the Companies Act,2013(“The Act”) read with Rule 15 of the Companies(Meetings of Board and its powers)Rules,2014,Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations,2015(“Listing Regulations”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s policy on Materiality and dealing with Related Party transaction(s),provisions of Memorandum and Articles of Association of the Company and recommendations of the Audit committee and the Board of Directors of the company, the consent of Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “The Board” and shall include duly constituted committee(s) thereof) for entering into related party transactions and/or carrying out and/or continuing with contracts/arrangements/transactions(whether by way of individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of “Related party” under Section 2(76) of the Act and Regulation 2(1) of the SEBI Listing Regulations (“Related Party transactions”) on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between related parties and the Company,,for Rs.50 crores per annum for the financial year ,such that the maximum value of the Related party transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangements/transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of the transactions with the related parties under Section 2(76) of the Act, are at the arm’s length basis.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company(hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit committee of the Company and any duly constituted committee of the Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s),scheme(s),arrangement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** all the actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all the respects.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as

may be deemed necessary, proper or expedient to give effect to this resolution.”

**Date: 02/09/2022**

**Place: Ahmedabad**

<p><b>Registered Office:</b>Sigma 1 Corporate, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad- 380054.</p> <p>Tel: - +91-79-40086771-74; Web: - www.hecprojects.in; Email: - elect@hecproject.com</p>	<p>By order of the Board of Directors</p> <p><b>For, HEC Infra Projects Limited</b> <b>SD/-</b> <b>Khushi Bhatt</b> <b>(Company Secretary)</b> <b>M No. : A51011</b></p>
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**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than forty-eight hours (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General meeting (AGM) pursuant to Section 113 of the Companies Act,2013 are requested to send a duly certified copy of the Board resolution together with their specimen signatures authorizing their representative(s) to attend and vote on behalf at the AGM.
3. The Register of members and Share Transfer Books of the Company will remain close from **Friday, September 23,2022 to Thursday, September 29,2022**(both days inclusive).During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three(3) days of notice in writing is given to the company.
4. The Explanatory Statement pursuant to Section 102(1) of the Act, with respect to the Ordinary/ Special Business to be transacted at the meeting set out in the Notice is annexed hereto. Further, the Explanatory Statement relating to Special Business in Item No. 4 to 6 be transacted at the AGM is also annexed hereto. The relevant details as required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regula-



tions, 2015 and Secretarial Standard on General meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment/re-appointment as Directors, is also annexed to this notice.

5. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend and vote on their behalf at the meeting. The said Resolution/Authorization shall be sent on [cs@hecproject.com](mailto:cs@hecproject.com).

6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and circulars issued by Ministry of Corporate affairs dated April 8, 2020, April 13, 2020 and May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate Remote e-Voting. The instructions for the process to be followed for Remote e-Voting is forming part of this Notice.

**Commencement of e-voting: From 9.00 a.m. on September 26, 2022**

**End of e-voting: Up to 5.00 p.m. on September 28, 2022**

E-voting shall not be allowed beyond **September 28, 2022**. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **Thur, September 22, 2022**.

7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.hecprojects.in](http://www.hecprojects.in), websites of the Stock Exchange i.e., NSE Limited at [www.nseindia.com](http://www.nseindia.com). Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent. Alternatively, member may send an e-mail request at the email id [cameo@cameoindia.com](mailto:cameo@cameoindia.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions. Section 20 of the Companies Act, 2013 permits service of documents on Members by a Company through electronic mode. Please note that vide SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, read with MCA General 2/2022 dated May 05, 2022, compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders for general meeting to be held up-to December 31, 2022 has been dispensed off. In view of the above the Company will not be printing physical cop-

ies of the Annual Report.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held by them in electronic form.

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.hecprojects.in](http://www.hecprojects.in) Members are requested to submit the said details to their Depository Participant in case the shares are held by them in electronic form.

10. In case of joint holders, Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

11. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.

12. The relevant details pursuant to regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is annexed with the notice in respect of the Item No.2 & 3.

13. Members may please note that **SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8** dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests vis. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificate/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed FORM ISR-4, the format of which is available on the Company's website at [www.hecprojects.in](http://www.hecprojects.in). or else with Company's Registrar and Transfer Agents, [cameo@cameoindia.com](mailto:cameo@cameoindia.com). SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization.

14. All the Shareholders of the Company are holding Shares in Demat mode, and none of the Shareholders are having Shares in Physical Mode. Bifurcation of holding of Shares in Depositories as on March 31, 2022 is forming part of this report. Members are requested to

bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. Members are also requested to kindly carry their own soft copy of the Annual report as no physical copy of Annual report would be made available at the Annual General meeting and are requested to quote their Folio numbers in all correspondences. The Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at [www.hecprojects.in](http://www.hecprojects.in), on the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

15. 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.

16. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of the holdings in dematerialization form or to Cameo Corporate Services Limited.

17. Shri. Alkesh Jalan, Practicing Company Secretary, (Membership No.: F10620 and CP No.: 4580) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Based on the Scrutinizer report, the company shall submit within 2 working days of the conclusion of AGM, to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing regulations. The Chairman shall forthwith on receipt of the Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.hecprojects.in](http://www.hecprojects.in) and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the shares of the Company are listed, viz. NSE Ltd.

18. Route map and prominent land mark for easy location of venue of the AGM is provided at the end of the Notice.



## INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING

Pursuant to SEBI circular **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 can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. However, it has been observed that the participation by public non-institutional shareholders/retail shareholders is at negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates on various ESPs and maintenance of multiple user IDs and passwords by 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 demat account holders, by way of single login credential, through their demat accounts/website 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.

The remote e-voting period begins on **September 26,2022 at 09:00 A.M.** and ends on **September 28,2022 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e., **September 22,2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 22,2022**.

### **LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE/PHYSICAL MODE IS GIVEN BELOW:**

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

#### **Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3.Shareholders/Members can also download NSDL Mobile App “NSDL Speeded” facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1.Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myiasis.</p> <p>2.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4.Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode**  
**How to Log-in to NSDL e-Voting website?**

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*
- 4) Your User ID details are given below:

Maaner of holding shares i.e., Demat (NSDL or	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is
c) For Members holding shares in Physical form	EVEN Number followed by Folio number registered with the company For example, if folio number is 001*** and

- 5) Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

- 6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:  
 Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
 "Physical User Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
 If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.  
 Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****A) How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select "EVEN no." (**121660**) of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDS FOR E-VOTING FOR RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@hecproject.com](mailto:cs@hecproject.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@hecproject.com](mailto:cs@hecproject.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

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

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORY**

1. For Demat Shareholders-Please update your email id and mobile number with your respective Depository Participant (DP)
2. for individual demat shareholders-Please update your email id and mobile number with your respective Depository participant (DP) which is mandatory e-voting and joining virtual meetings through Depository.

## **GENERAL GUIDELINES FOR THE SHAREHOLDERS**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(is) who are authorized to vote, to the Scrutinizer by e-mail to [jalankesh@gmail.com](mailto:jalankesh@gmail.com)<Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Date: 02/09/2022**

**Place: Ahmedabad**

<p><b>Registered Office:</b> Sigma 1 Corporate, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad- 380054.</p> <p>Tel: - +91-79-40086771-74; Web: - <a href="http://www.hecprojects.in">www.hecprojects.in</a>; Email: - <a href="mailto:elect@hecproject.com">elect@hecproject.com</a></p>	<p>By order of the Board of Directors</p> <p><b>For, HEC Infra Projects Limited</b> <b>SD/-</b> <b>Khushi Bhatt</b> <b>(Company Secretary)</b> <b>M No. : A51011</b></p>
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**ANNEXURE TO THE NOTICE DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING**  
**[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

Sr.No. of Notice	Item No.2	Item No.3
<b>Name of Director</b>	<b>Mrs. Rupal Gaurang Shah</b>	<b>Mr. Rahul Gaurang Shah</b>
Director Identification Number (DIN)	01756092	06862697
Date of Birth	18/11/1965	13/11/1992
Date of First Appointment	06/10/2005	25/06/2021
Qualification	M.Com	Master in Construction Management
Nature of Expertise	She is having 32 years of experience in accounts, finance and administration department of the company. She also actively takes part in decision making process related to our operations and provides useful inputs for formulation of various strategies.	He is having an experience of working as site engineer and Quality Engineer for Quality Control He is having an expertise in the Construction field.
Shareholding in the Company as on March 31,2022	1217000 Equity Shares of Rs. 10/- each (12.00%)	11590 Equity Shares of Rs. 10/- each (0.11%)
Directorship in other Company	-Highvolt Power and Control Systems Private Limited	-Paras Engen India Private Limited -Brainscape Solutions Private Limited -Kalp Agritech Private Limited (w.e.f) 25.06.2022)
Chairman/ Member of Committee in other Public Companies	Nil	Nil
Relationship with Other Director	Mr. Gaurang Shah (Spouse) and Mr.Rahul Gaurang Shah(Son)	Mr. Gaurang Parmanand Shah (Father) and Mrs. Rupal Gaurang Shah (Mother)

## Explanatory statement pursuant to section 102 of Companies Act 2013

### ITEM NO.4 APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT,2013

Pursuant to the amended Section 185 of the Companies Act, 2013 and rules framed there under from time to time, it empowers the Board of Directors to grant loans or provide guarantee or security for the loans availed or to be availed by the following Bodies Corporate in which the Directors of the Company namely Mr. Gaurang Parmanand Shah, Mrs. Rupal Gaurang Shah, Mr. Rahul Gaurang Shah are interested either directly or indirectly.

a. Highvolt Power & Control Systems Private Limited

b. Swati Switchgears (India) Private Limited

The details of Shareholding in the above mentioned Bodies Corporate to the extent to which the Directors of the Company are interested is as under :

Shareholding and % of total holding as on 31.03.2022		
Name of Shareholder	Highvolt Power & Control Systems Private Limited	Swati Switchgears (India) Private Limited.
Mr. Gaurang Parmanand Shah	32.70%	0.36%
Mrs. Rupal Gaurang Shah	21.36%	13.40%
Mr.Rahul Gaurang Shah	--	5%

Highvolt Power & Control Systems Private Limited is a Company in which Mr. Gaurang Parmanand Shah & Mrs. Rupal Gaurang Shah are directors and holds 32.70% and 21.36% shareholding.

Swati Switchgears (India) Private Limited is a company in which Mr. Gaurang Parmanand Shah is having shareholding of 0.36%, Mrs.Rupal Gaurang Shah is having shareholding of 13.40% and Mr. Rahul Gaurang Shah is having that of 5.00% shareholding. Further the directors of the company are Vikram Parmanand Shah, Keval Vikram Shah and Unnati Vikram Shah whereas Vikram Parmanand Shah is brother of Gaurang Parmanand Shah and Vikram Parmanand Shah is uncle of Mr.Rahul Gaurang Shah.

Since Prior approval of the members is required for grant of loans or providing guarantee or providing security for the loans availed or to be availed by the Bodies Corporate in which the Directors of the Company are interested, either directly or indirectly, the proposed Special resolution is put for the approval of the members.

Other Directors of the Company or other Key Managerial Personnel, other than stated above, are not interested.

The maximum amount of loans shall not exceed Rs. 50.00 Crores.

The Proposed Special resolution is put for the approval of the members.

**ITEM NO.5 APPROVAL OF MEMBERS FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/BODY CORPORATES UNDER SECTION 186 OF THE COMPANIES ACT,2013**

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan or any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty (60%) percent of its paid-up share capital, free reserves and securities premium account or one hundred (100%) of its free reserves and securities premium account, whichever is more. Further, the said Section provided that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of special resolution is required to be passed at the general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans/investments and issue guarantees/securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

The Board of Directors recommend the special resolution for the approval by the members. Except Mr. Gaurang Parmanand Shah, Mr. Rahul Gaurang Shah and Mrs. Rupal Gaurang Shah none of the Director, MP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**ITEM NO.6 APPROVAL OF RELATED PARTY TRANSACTIONS:**

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 there under from time to time. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business on an arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members through Ordinary Resolution is required for related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds Rupees 1000 crores or 10% of the annual turnover of the Company, as per the last audited financial statements of the Company whichever is lower.

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



Name of the Related Party	Nature of Relationship	Nature of Transaction proposed to be entered
Highvolt Power and Control Systems Private Limited	A Body corporate in which Mr. Gaurang Shah and Mrs. Rupal Shah are the Director of the Company. Further Mr. Gaurang Shah holds 32.70% and Mrs. Rupal Shah holds 21.36% Shares in the Company.	Sale, Purchase or supply of any goods or material or services or property dealings
Swati Switchgears (India) Private Limited	A Body corporate in which Mr. Gaurang Shah holds 0.36%, Mrs. Rupal Shah holds 13.40% of the Share capital and Mr. Rahul Shah holds 5% of the share capital. In addition to this Paras Engen India Private Limited holds 5.72% of Share Capital, in which 100% of Share Capital is held by Mr. Gaurang Shah and his relatives. Further the relatives of Directors hold 31.71% of total Share capital.	Sale, Purchase or supply of any goods or material or Services. Property dealings
Brainscape Solutions Private Limited	A Body corporate in which Mrs. Rupal Shah holds 5 % shares of the paid-up capital. Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% and Ms. Priya Shah (Daughter of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% shares of Brainscape Solutions Private Limited. Thus Mr. Gaurang Shah and Mrs. Rupal Shah are directly or indirectly interested through their relative.	Supply of any goods or material and availing or rendering of any services. Or property dealings
Lumos Building Automation Private Limited	A Company in which relative of Mr. Gaurang Shah are the Director and Shareholders.	Sale, Purchase or supply of any goods or material or property dealings
Shree Krishna Cold Storage	A firm in which Mr. Gaurang Shah and relative of Mr. Gaurang Shah are the partners.	Sale, Purchase or supply of any goods or material
Rahul G Shah and Co	A Proprietorship in which Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) is a proprietor. Thus, they are directly interested.	Availing and Rendering of any services
Ms. Priya G. Shah	Ms. Priya Shah is a daughter of Mr. Gaurang Shah and Mrs. Rupal Shah; hence they are direct relative of both the Directors of the Company	Appointment to any office or place of profit in the company & availing and Rendering of any services
Mr. Rahul G. Shah	Mr. Rahul Shah is a Son of Mr. Gaurang Shah and Mrs. Rupal Shah; hence they are direct relative of both the Directors of the Company	Appointment to any office or place of profit in the company & availing and Rendering of any services

The Aggregate value of transactions of the Company with per related party does not exceed ₹ 50 Crore Rupees per year. The approval is being sought for a period of 2(two) financial years.

The Board of Directors recommend the special resolution for the approval by the members. Except Mr. Gaurang Parmanand Shah, Mr. Rahul Gaurang Shah and Mrs. Rupal Gaurang Shah none of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

**Date: 02/09/2022**

**Place: Ahmedabad**

<p><b>Registered Office:</b> Sigma 1 Corporate, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad- 380054.</p> <p>Tel: - +91-79-40086771-74; Web: - <a href="http://www.hecprojects.in">www.hecprojects.in</a>; Email: - <a href="mailto:elect@hecproject.com">elect@hecproject.com</a></p>	<p>By order of the Board of Directors</p> <p><b>For, HEC Infra Projects Limited</b> <b>SD/-</b> <b>Khushi Bhatt</b> <b>(Company Secretary)</b> <b>M No. : A51011</b></p>
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