

NOTICE TO MEMBERS

Notice is hereby given that the **18th Annual General Meeting** of the Members of **HEC Infra Projects Limited** will be held on **Friday, September 29, 2023 at 11:00 a.m.** (IST) at the registered office of the Company Sigma-1 Corporates, Corporate House No. 6, Nr. Mann 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

“RESOLVED THAT, the Audited financial report along with Balance sheet, the Statement of Profit and Loss and the Cash Flow Statement, notes attached thereto along with the report of Board of Directors and annexures thereon for the Financial Year ended March 31, 2023 and the Financial Statement as at that date together with the Independent Auditors’ Report thereon be and is hereby considered, 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 himself 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 TO REGULARIZE MRS.RAINA SINGH (DIN:09637543) AS THE DIRECTOR OF THE COMPANY DESIGNATED AS NON-EXECUTIVE DIRECTOR:**

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

"RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory **modification(s) or re-enactment thereof for the time being in force**) and **Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, MRS.RAINA SINGH (DIN:09637543)**,an Independent director_who was appointed as an Additional Director of the Company in the category of Independent director w.e.f 24th August 2023 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this 18th Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of the Director that the Company has received and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from the date of the appointment i.e. 24th August 2023 for the period upto 23rd August 2028."

"RESOLVED FURTHER THAT, any Director or Key Managerial Personnel 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 TO APPROVE THE APPOINTMENT OF M/S PARESH THOTHAWALA & CO.,CHARTERED ACCOUNTANTS,AHMEDABAD AS A STATUTORY AUDITOR OF THE COMPANY TO FILL CASUAL VACANCY CAUSED DUE TO THE RESIGNATION AND ALSO APPROVE THE APPOINTMENT FOR A TERM OF 5(FIVE) CONSECUTIVE FINANCIAL YEARS, FROM THE CONCLUSION OF 18TH ANNUAL GENERAL MEETING OF THE COMPANY UNTIL THE CONCLUSION OF 23RD ANNUAL GENERAL MEETING OF THE COMPANY AND FIX THEIR REMUNERATION:

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

"RESOLVED THAT pursuant to provisions of Section 139(8),141, 142 and other applicable provisions if any of the Companies Act, 2013 and rules thereof as amended from time to time or any other law for the time being in force, (including any statutory modification(s) or amendment thereto or re-enactment thereof), **M/S Pares Thothawala & CO.,** Chartered Accountants (**FRN: 114777W**), Ahmedabad, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Parth P Shah & Co., Chartered Accountants (FRN.: 141540W), Ahmedabad and they shall hold office as Statutory Auditors of the Company until the conclusion of this 23rd Annual General Meeting at a remuneration as may be determined by the Board of Directors in consultation with the said Auditors."

FURTHER RESOLVED THAT pursuant to provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/S Paresh Thothawala & CO., Chartered Accountants (FRN: 0136876W)**, be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years and to hold the office from the conclusion of this Eighteenth Annual General Meeting until the conclusion of Twenty Third Annual General Meeting of the Company and on a remuneration as mutually agreed and reimbursement of actual expenses that may be incurred by the auditors in the performance of their duty as auditors of the Company.

FURTHER RESOLVED THAT any Director of the Company or Company Secretary, be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose to give effect to the aforesaid resolution.”

“**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: 02/09/2023

Place: Ahmedabad

<p>Registered Office: 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;</p> <p>Web: - www.hecprojects.in; Email: - elect@hecproject.com</p>	<p>By order of the Board of Directors</p> <p>For, HEC Infra Projects Limited SD/- Khushi Bhatt (Company Secretary) M.No:A51011</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 **Thursday, September 23,2023 to Friday, September 29,2023**(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 Ordinary Business and Special Business in Item No. 2 to 5 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) Regulations,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.

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 and e-Voting during AGM. The instructions for the process to be followed for Remote e-Voting and e-Voting during AGM is forming part of this Notice.

Commencement of e-voting: From 9.00 a.m. on September 26,2023(Tuesday)

End of e-voting: Up to 5.00 p.m. on September 28,2023(Thursday)

E-voting shall not be allowed beyond **September 28,2023**. 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 **Friday, September 22,2023**.

7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website www.hecprojects.in, websites of the Stock Exchange

i.e., NSE Limited at 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 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.

8. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

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. 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.

13. 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, 2023 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 2022-23, is available on the website of the Company at www.hecprojects.in, on the websites of the

Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com, and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

14. 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.

15. 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.

16. 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 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.

17. 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 the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by NSDL. The remote e-voting period begins on **September 26, 2023 at 09:00 A.M.** and ends on **September 28, 2023 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, 2023** 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, 2023**.

How do I vote electronically using NSDL e-Voting system?

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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 -
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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-
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
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 EVEN is 101456 then user ID is

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

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

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

C) How to retrieve your 'initial password'?

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

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

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

A) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

B) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

C) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

D) 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 on NSDL e-Voting system.

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

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 is in active status.

Select "125648" of company for which you wish to cast your vote during the remote e-Voting period.

Now you are ready for e-Voting as the Voting page opens.

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.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the

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.
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. 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 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 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
- 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.

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(ies) who are authorized to vote, to the Scrutinizer by e-mail to jalankesh@gmail.com<Please mention the e-mail ID of Scrutinizer> with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [at evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Date: 02/09/2023**Place: Ahmedabad**

<p>Registered Office: 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>For, HEC Infra Projects Limited SD/- Khushi Bhatt (Company Secretary) M.No.:A51011</p>
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ANNEXURE TO THE NOTICE DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 18TH ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Name of Director	Mrs. Rupal Gaurang Shah	Mr. Rahul Gaurang Shah	Mrs.Raina Singh
Director Identification Number (DIN)	01756092	06862697	09637543
Date of Birth	18/11/1965	13/11/1992	22/06/1991
Date of First Appointment	06/10/2005	25/06/2021	24/08/2023
Qualification	M.Com	Master in Construction Management	Company Secretary
Nature of Expertise	She is having 33 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.	She is a qualified Member of Institute of Company Secretaries of India. She has good knowledge of Company Law including matters pertaining to Secretarial, accounts and listing Regulations.
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)	-Independent Director in Air Control chemical and Engineering Company Limited -Independent Director in Aprameya Engineering Limited
Chairman/ Member of Committee in other Public Companies	Nil	Nil	-Chairperson of Audit committee of Air Control Chemical and Engineering Company Limited -Chairperson of CSR committee of Air Control Chemical and Engineering Company Limited -Member of Nomination and Remuneration committee of Aprameya Engineering Limited
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)	Not Applicable

Explanatory statement pursuant to section 102 of Companies Act 2013**ITEM NO.4 TO REGULARIZE Mrs.Raina Singh(DIN:09637543) AS THE DIRECTOR OF THE COMPANY DESIGNATED AS NON-EXECUTIVE DIRECTOR:**

The Board of Directors of the company had appointed **Mrs.Raina Singh(DIN:09637543)** as an Additional (Non-Executive) Director of the Company with effect from August 24,2023. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr., as a candidate for the office of a Director. The brief profile is as below:

Sr.No.	Particulars	Details
1.	Age	32 years
2.	Date of Birth	22/06/1991
3.	Qualification	Company Secretary-Member of ICSI Bachelors of Commerce
4.	Experience	She has experience in field of Corporate laws namely Companies Act,2013,Income tax and Accounting matters and Secretarial matters of more than 4 years
5.	Terms and Conditions of Appointment	As per the provisions of Companies Act,2013
6.	Remuneration sought to be paid	Presently Nil. However Board reserves the right to pay Sitting fees within the limits prescribed under the Companies Act, 2013
7.	Date of first appointment on the Board	August 24,2023
8.	Details of shareholding in the company	Nil
9.	Details of relationship with other Directors, Managers and Key managerial personnel	Not Applicable
10.	Number of Board meeting attended during the financial year	Not Applicable
11.	Details of Directorship in other companies	-Independent Director in Air Control Chemical and Engineering Company Limited -Independent Director in Aprameya Engineering Limited
12.	Membership/Chairmanship of Committees of other Company's Board	-Chairperson of Audit Committee of Air Control Chemical and Engineering Company Limited - Chairperson of CSR Committee of Air Control Chemical and Engineering Company Limited -Member of Nomination and Remuneration Committee of Aprameya Engineering Limited

None of Directors, Key Managerial Personnel of the Company or their relatives, except Mrs. Raina Singh to whom the resolution relates, is interested or concerned in the aforesaid resolution.

ITEM NO.5 TO APPROVE THE APPOINTMENT OF M/S PARESH THOTHAWALA & CO.,CHARTERED ACCOUNTANTS,AHMEDABAD AS A STATUTORY AUDITOR OF THE COMPANY TO FILL CASUAL VACANCY CAUSED DUE TO THE RESIGNATION AND ALSO APPROVE THE APPOINTMENT FOR A TERM OF 5(FIVE) CONSECUTIVE FINANCIAL YEARS, FROM THE CONCLUSION OF 18TH ANNUAL GENERAL MEETING OF THE COMPANY UNTIL THE CONCLUSION OF 23RD ANNUAL GENERAL MEETING OF THE COMPANY AND FIX THEIR REMUNERATION

Since the previous Statutory Auditors M/s. Parth P Shah & Co., Chartered Accountants have resigned as Statutory Auditors of the Company which has caused casual vacancy. To fill such casual vacancy, the Board of Directors of the Company, has proposed M/s. Paresh Thothawala & Co., Chartered Accountants, (Firm Registration No. 114777W) as the Statutory Auditors of the Company upto the Eighteenth Annual General Meeting of the Company and thereafter for 5 (five) consecutive Financial Years. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Additional information about Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-

About M/s. Paresh Thothawala & Co., Chartered Accountants, Ahmedabad.

Term of Appointment: Appointment of M/s. Paresh Thothawala Co., Chartered Accountants, Ahmedabad (Firm Registration No. 114777W), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 23rd AGM.

Proposed Audit fees payable to Auditor and material change in fee payable:

Remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company. There will not be any material change in fee payable as compared to previous auditors.

Basis of recommendation and Auditor Credentials: M/s. Paresh Thothawala & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 114777W) is the Partnership firm. CA Paresh Thothawala is a Fellow Chartered Accountant, CWA, diploma in Information System audit, have passed Insolvency exams conducted by IBC & Bachelorette in Commerce. CA Paresh Thothawala holds 30 Years of experience in various domains such as Statutory Audit, Internal Audit, Taxation, Company Law Compliances, Concurrent Audit, Stock Audit, and Statutory Bank Branch Audit.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution for approval by the shareholders.

Date: 02/09/2023

Place: Ahmedabad

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