



INFRA PROJECTS LIMITED

ENGINEERING CONSULTANTS & CONTRACTORS

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

10TH

ANNUAL REPORT

2014-2015

NOTICE

Notice is hereby given that the 10TH Annual General Meeting of the members of HEC Infra Projects Limited will be held at 11.00 A.M. on Wednesday, 30th September, 2015 at Sigma 1 Corporate, Corporate House No. 6, Sindhu Bhawan Road ,Nr. Mahan Party Plot Crossroad, Bodakdev, Ahmedabad-380 054, Gujarat to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 the Balance Sheet as at that date and Cash flow Statement for the year ended on March 31, 2015 and reports of the Director and the auditor thereon and other documents attached or annexed thereto.
2. To declare dividend on equity shares.
3. To Re-appoint Mr. Gaurang Parmanand Shah, Director of the Company (DIN: 01756079), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, himself for Re-appointment.
4. To Re-appoint Mrs. Rupal Gaurang Shah, Director of the Company (DIN: 01756092), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, himself for Re-appointment.
5. To appoint the Auditor and to fix their remuneration and in this regards pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Raj P. Shah & Co., (Membership No. 44073), as Auditors of the Company, by resolution passed at the 10th Annual General Meeting of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 5th Annual General Meeting (i.e. upto 15th Annual general meeting for the financial year 2020) on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provision of Section 143 of the Companies Act, 2013 M/s. Jalan Alkesh & Associates, Company Secretaries, Ahmedabad be and is hereby appointed as Secretarial Auditors for the purpose of Secretarial Audit in terms of the provisions of the Companies Act, 2013 office from the conclusion of this meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually decided between the Board of Directors and Secretarial Auditors.”

7. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Ritu Vinodkumar Chaudhary (DIN: 06891569), and in respect of whom a notice in writing has been received from a member of the Company signifying the intention to propose her as a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an

Independent Director of the Company, with effect from 30th September, 2015 to 29th September, 2020.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such Acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

8. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Yogesh Popatlal Shah (DIN: 06971596), who was appointed as Additional Director in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years from the date of his appointment by the Board i.e. up to 10th September, 2019.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such Acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

9. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Special resolution**:

RESOLVED THAT in supersession of the earlier resolution passed, if any, consent of the Members of Company be and is hereby accorded under the provision of Section 180 (1) (c) of the Companies Act, 2013 to the Board of Directors to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from cash credit arrangement , discounting of bills and other temporary loans obtained from Company’s banker in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid up share capital of the Company and its free reserve , that is to say, reserve not set apart for any specific purpose; provided the total amount up to which monies may be borrowed by the Board of Director and which shall remain outstanding at any given point of time shall not exceed the sum of Rs 100 Crores (Rupees One Hundred Crores).”

10. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Special resolution**:

RESOLVED THAT in supersession of resolution passed earlier, if any, and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and rules made there under, if any (including any statutory modification or reenactment thereof) and of the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business by creating mortgages, charges, hypothecation as may be necessary on the assets of the Company, both present and future in such manner as the Board may deem fit, provided that the amount to be borrowed shall not exceed Rs. 100.00 Crores (Rupees One Hundred Crores).”

11. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Special resolution**:

RESOLVED THAT, pursuant to Section 188 of the Companies Act, 2013 and of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provision of the Act and the rules, consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any immovable property with

- 1) M/s. High Volt Power and Control Systems Private Limited
- 2) M/s. Paras Engen India Private Limited and
- 3) Swati Switch Gears (India) Private Limited

in which Directors of the Company namely Shri Gaurang Shah and Mrs. Rupal Shah are interested directly, or through his relatives.”

RESOLVED FURTHER THAT, the total value of contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any immovable property with

- 1) M/s. High Volt Power and Control Systems Private Limited
- 2) M/s. Paras Engen India Private Limited and
- 3) Swati Switch Gears (India) Private Limited

in any one financial year should not exceed Rs. 50 Crores.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such Acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

12. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Special resolution**:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provision, if any, of the Companies Act, 2013 , approval of the members of the Company be and is hereby accorded to the appointment of Mr. Gaurang Shah (DIN: 01756079) as the Managing Director of the Company for a period of five years with effect from October 1, 2015, which results in concurrent termination of the earlier appointment with effect from 1st October, 2015, and on such terms and condition including remuneration of Rs. 2.25 lacs per month as set out in the draft agreement to be entered into by the Company with Mr. Gaurang Shah and placed before this meeting, duly initialed by the Chairman for the purpose of identification and which draft is hereby specifically approved.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as Board’) be and is hereby authorized to vary and / or modify the terms and condition of the agreement that may be entered as set out in the said draft agreement including remuneration payable to Mr. Gaurang Shah in such manner as may be agreed between the Board and Mr. Gaurang Shah and within the limit as prescribed in Schedule V of the Companies Act , 2013 including any amendment, modification variation or re-enactment thereof. ”

“RESOLVED FURTHER THAT, the Board of Directors shall have the power to give annual increment of 10 – 20% in the Salary of Mr. Gaurang Shah based on the performance and growth of Profit as may be decided by the Board.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profit of the Company in any financial year, during the term of office of Mr. Gaurang Shah, the remuneration mentioned in the above referred Draft Agreement shall be paid to Mr. Gaurang Shah as minimum remuneration and the same shall be subject to the limits as set out in Section II of part II of Schedule V of the Companies Act, 2013.”

RESOLVED FURTHER THAT any revision in the remuneration payable to Mr. Gaurang Shah shall be within the overall limits as approved by the members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board for its approval, from time to time.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such Acts, deeds and things and execute all such Acts documents, instrument and writing as may be required and to delegate all or any of its powers herein conferred to any committee of Director to give effect to the aforesaid resolution

13. To consider and if thought fit, to pass with or without modifications if any, the following resolution as an **Special resolution**:

"RESOLVED THAT, pursuant to provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or reenactment thereof for time being in force and as may be enacted from time to time and subject to such approvals, permissions and sanctions, if required and as may be necessary, consent of the members of the Company and is hereby by accorded to appointment and remuneration of Mrs. Rupal Shah, Director of the Company to hold office or place of profit under the Company as an Administration - Head or with such designation as the Board of Directors of the Company may, from time to time, decide upon a monthly basic salary and other allowances, benefits, amenities and facilities with effect from 1st April, 2015 on the remuneration not exceeding Rs. 1,75,000.00 (Rupee One Lacs Seventy Five Thousand Only) per month or such other permissible total monthly remuneration that may be prescribed in this behalf from time to time under Section 188 of the Companies Act, 2013 and the rules made there under.

Resolved further that, the Board of Directors of the Company be and are hereby authorized to alter, increase, vary, amend his remuneration and perquisites subject to the condition that total remuneration and perquisites payable to Mrs. Rupal Shah, shall not exceed Rs 2.50 lacs per month.”

Resolved further that, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such Acts and deeds that may be necessary to give effect to the aforesaid resolution.”

Registered Office:

Sigma 1 Corporate, Corporate
House No.6, Sindhu Bhawan
Road, Nr. Mahan Party Plot
Crossroad, Bodakdev,
Ahmedabad-380054

By order of the Board of Directors

Date : 7/09/2015

GAURANG SHAH PARMANAND
(Director)

NOTES:

- A. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETINGS) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY** The proxy from duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting. A person cannot hold more than 50 proxies.

- B. The relative Explanatory Statement , pursuant to section 102 (2) of the Companies Act , 2013, in respect of the special business under item no. 6 to 13 are annexed hereto.
- C. Pursuant to the provision of Section 91 of the Companies Act , 2013, the registered of members and share transfer books of the Company will remain close from 25th September, 2015 to 30th September, 2015 (both the days inclusive), for determining the entailment of the shareholder to the payment of dividend.
- D. Subject to the provision of Section 126 of the Companies Act, 2013 dividend as recommended by the Board of Directors, if declared at the meeting , will be dispatched / remitted to the members whose names appears in the Register of Members as on date of Annual General Meeting.
- E. All documents referred to in the notice and the explanatory statement requiring the approval of the members at the meeting and other statutory register shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the Annual General Meeting.
- F. In terms of the provision of section 124 of the Companies Act, 2013 the amount of dividend not enchased or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the government.
- G. As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their request in Form SH-13 for nomination and Form SH-14 for cancellation/ variation as the case may be to the RTA.
- H. A Map Showing Venue of the Annual General Meeting is also enclosed herewith.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 :

Item No. 3 & 12

Mr. Gaurang Shah is Director of your Company. He is a young and dynamic person. He is an Engineer. Mr. Gaurang Shah is making valuable efforts in the management of the Company. The Board of Directors of the Company its meeting held on 7th September, 2015 based on the recommendation of nomination and remuneration committee have approved the appointment of Mr. Gaurang Shah as the Managing Director of the Company with effect from 1st October, 2015.

Mr. Gaurang Shah is currently the Director of the Company. He is one of the founder of the Company. He has experience of more than 3 decades in the industry. He has vast experience in electro mechanical industry and is known for execution of various projects in the field of electrical, mechanical, solar, water distribution & Industrial projects for various Companies and Corporations. He is having a vast experience in designing in Switchgear, Power Distribution net work, Power transmission, Water distribution, Solar Power Plants & ELV products. Shri Gaurang Shah has practical knowledge in the field of the manufacturing & technical matter specially electrical trunkay projects , administration etc.

Father Name	Parmanand Shah
Date of Birth	04/8/1963

Educational Qualification	B.E.(Mech)
Director Identification Number	01756079
Date of Appointment	06/10/2005
Directorship in other Companies (other than Private Limited Companies)	Nil

Nature of industry	The Company is presently engaged in the business of EPC Contractor			
Date of commencement of commercial production	The Company is already in the business. It is engaged in Service activity.			
Financial performance based on given indicators	The financial performance of the Company is as under: (Amount in Lacs)			
	Particulars	2014-2015 (Audited)	2013-2014 (Audited)	2012-2013 (Audited)
	Total Revenue	12564.69	6095.72	6064.09
	Depreciation	37.20	17.68	17.81
	Profit before Tax	369.00	160.64	149.85
	Profit after tax	247.16	101.09	104.48
Export performance	The Company does not do any export performance.			
Foreign investment and collaborations, if any	There is no foreign investment or collaborations.			

Information about the appointee

Past remuneration	During the year 2014 - 2015 the Company has paid remuneration of Rs. 22.75 lacs per annum. The Company has also paid commission of Rs. 1885966 to Mr. Gaurang Shah.
Recognition/ Awards	Nil
Remuneration proposed	It is proposed to pay him a monthly remuneration of Rs. 2.25 lacs per month, with the power to give annual increment of 10 - 20% in the Salary of Mr. Gaurang Shah based on the performance and growth of Profit as may be decided by the Board.

Other Information

Reasons for loss or inadequate profits	The Company has not suffered any loss during the year 2014 -2015 and during the preceding three years. Further the Board of Directors of the Company believe that in years to come it will have profits.
Steps taken for improvement	The Company is in process of obtaining and executing high value of tender with higher profitability.
Expected increase in productivity and profits in measurable terms	It is expected that Turnover for the year 2014 - 2015 will be approximately Rs. 200.00 crore and Profit after tax will be Rs. 400 lacs approx.

Mr. Gaurang Shah and Mrs. Rupal Shah, Directors of the Company are interested in this resolution.

The details of shares held by the Directors and their relatives are as under:

Sr. No.	Name of Shareholder	Number of Shares held	% of total paid up Capital
1	Gaurang Shah	1144982	76.90
2	Rupal Shah	231000	15.51
3	Rupal Gaurang Shah jointly with Gaurang Parmanand Shah	12400	0.83
4	Rahul Gaurang Shah	100	0.0067
5	Vikram Parmanad Shah	100	0.0067

6	Rahul Gaurang Shah	2218	0.149
	Total	1390800	93.4024

Further 93500 Equity shares are held by Paras Engen India Private Limited constituting 6.28% of total paid up Capital in which Director namely Gaurang shah is interested.

Shri Gaurang Shah satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 13 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the appointment of Shri Gaurang Shah as the Director is in the best interest of the Company and accordingly, recommend the resolution set out in Item No. 12 for approval of the members.

This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement for the item no. 3 and item no. 12.

Item No. 4 & 13

Smt. Rupal Gaurang Shah, is currently the Director of the Company. Smt. Rupal Gaurang Shah has wide experience in the management of the Company.

Pursuant to provision of Section 188 of the Companies Act, 2013 read with the rules made there under, it is necessary to obtain the approval of the members by way of Special resolution for the appointment of Director to a place of profit. It is proposed to appoint Mrs. Rupal Shah as an Administration - Head on a monthly remuneration of Rs. 1,75,000/- (Rupees One Lac Seventy Five Thousand Only) per month with effect from 1st April, 2015.

Name	Rupal Shah
Husband Name	Gaurang Shah
Date of Birth	18/11/1965
Educational Qualification	Master of Commerce
Director Identification Number	01756092
Date of Appointment	06/10/2005
Directorship in other Companies (other than Private Limited Companies)	Nil
Specific functional areas	Mrs. Rupal Gaurang Shah is one of the founder of the Company. Rupal Shah has experience in the field of the accounts, finance and administration of the Company. She provides valuable inputs and her inputs are useful in formulation of various strategies of the Company. She is one of the pioneer in the implementation of accounting system with SAP – B1 module.

Mr. Gaurang Shah and Mrs. Rupal Shah, Directors of the Company are interested in this resolution.

The details of shares held by the Directors and their relatives are as under:

Sr. No.	Name of Shareholder	Number of Shares held	% of total paid up Capital
1	Gaurang Shah	1144982	76.90
2	Rupal Shah	231000	15.51
3	Rupal Gaurang Shah jointly with Gaurang Parmanand Shah	12400	0.83

4	Rahul Gaurang Shah	100	0.0067
5	Vikram Parmanad Shah	100	0.0067
6	Rahul Gaurang Shah	2218	0.149
	Total	1390800	93.4024

Further 93500 Equity shares are held by Paras Engen India Private Limited constituting 6.28% of total paid up Capital in which Director namely Gaurang shah is interested.

The resolution together with the explanatory statement may be treated as disclosure under Clause 42 of the Listing Agreement.

The Board recommends the passing of this Special resolution.

Item No. 6

Pursuant to the provision of Section 204, 143 and other applicable provision of the Companies Act, 2013 and the rules made there under, if any it is necessary to appoint the Secretarial Audit to conduct the Secretarial audit required in terms of the Companies Act, 2013 and the rules made thereunder. It is proposed to appoint M/s. Jalan Alkesh & Associates, Secretarial Auditors to conduct Secretarial audit for the financial year 2015 – 2016. Since the appointment of the auditors requires approval of the members in general meeting, members are requested to appoint M/s. Jalan Alkesh & Associates, Secretarial Auditors, Ahmedabad on such remuneration as may be mutually decided between the Board of Directors and Secretarial Auditors.

The Board of Directors recommends the passing of the resolution set out in the notice. None of the Directors of the Company in anyway are interested or concerned in this resolution.

Item No. 7

In terms of the provision of Section 149, 152, 160 and other applicable provision of the Companies Act, 2013 and of the rules made there under and of Clause 42 of the Listing Agreement it is necessary to appoint Mrs. Ritu Vinodkumar Chaudhary as an Independent Director of the Company from the date of passing of this resolution.

The Company has received a notice in writing from a member of the Company signifying the intention to propose her as a candidate for Director alongwith requisite deposit. The deposit shall be refunded, if she gets elected.

Name of the Appointee	Ritu Vinodkumar Chaudhary
Father Name	Vinodkumar Chaudhary
Date of Appointment	Proposed to be appointed
Educational Qualification	Bachelor of commerce
Number of Shares held in the Company	Nil
Directorship in other Companies	Nil
Date of Birth	05/07/1979
Specific functional areas	Administration, Finance

She has submitted a declaration that she meets the criteria of the independence as required under the provision of the Companies Act, 2013. None of the Directors are related to Mrs. Ritu Vinodkumar Chaudhary.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice except as members of the Company.

The Board recommends the passing of this resolution.

Item No. 8

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Yogesh Popatlal Shah as Independent Director of the Company up to 5 (five) consecutive years up to 10th September, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors alongwith requisite fees. Brief profiles along with other details of the Independent Directors are as follows :

Name of the Director	Yogesh Popatlal Shah
Date of Appointment	11 th September, 2014
Educational Qualification	Bachelor of commerce
Number of Shares held in the Company	Nil
Directorship in other Companies	Nil
Date of Birth	11/12/1947
Specific functional areas	Administration, Finance

The Board of Directors believes that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Mr. Yogesh Popatlal Shah as Independent Directors of the Company for the approval of the shareholders at the ensuing Annual General Meeting. In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 42 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Director are independent of the management. Further, Mr. Yogesh Popatlal Shah have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item No. 8 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 42 of the Listing Agreement.

Item No. 9

In terms of the provision of Section 180 (1) (c) of the Companies Act, 2013 and the rules made there under the Board of Directors cannot borrow money in excess of the paid up Share Capital and free reserves and accordingly as per new law, it is now required that such a resolution be by way of a special resolution. Passing of this Special resolution will give consent to the Board of Directors of the Company to borrow money including various secured and unsecured loans, provided that the total amount borrowed together with the amount to be borrowed from time to time shall not exceed the limit of Rs 100 Crores (Rupees One Hundred Crores).

Your Directors accordingly recommend increase in the borrowing powers to Rs. 100.00 Crores as set out in the resolution at Item No. 9 for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9 of the Notice except as members of the Company.

Item No. 10

As per the provision of Section 180 (1) (a) of the Companies Act, 2013 and the rules made there under the Board of Directors cannot create mortgage or charge on the assets of the Company unless prior approval of the members is obtained. With the increase in amount of borrowing to be made by the Company it is also necessary to create charge or mortgage in favor of any one or more Banks, financial institution or financial Companies or any other person or entity. With this resolution the Board of Directors of the Company intends to borrow money by way of creation of charge or mortgage on the assets of the Company, both present and future, provided that the total amount of charge or mortgage to be created on the assets of the Company shall not exceed the limit of Rs 100 Crores (Rupees One Hundred Crores).

Your Directors accordingly recommend creation of charge or mortgage on assets of the Company as set out in the resolution at Item No. 10 for approval of the members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 of the Notice except as members of the Company.

Item No. 11

Pursuant to provision of Section 188 of Companies Act, 2013 contracts or transactions involving purchase or sale of goods exceeding 25% of the annual turnover or services exceeding 10% of net worth requires prior approval of members in General meeting. Mr. Gaurang Shah and Mrs. Rupal Shah are interested directly, or through his relatives in the Companies namely M/s. Swati Switch Gears (India) Private Limited and M/s. High Volt Power & Control Systems Private Limited and Paras Engen India Private Limited. The Company carries out or proposes to carry out transactions with M/s. Swati Switch Gears (India) Private Limited and M/s. High Volt Power & Control Systems Private Limited and Paras Engen India Private Limited at arms length price. The prices at which transactions are carried out or proposed to be carried out will be as per prevailing market rate. No advance is paid or will be paid for carrying out transactions with M/s. Swati Switch Gears (India) Private Limited and M/s. High Volt Power & Control Systems Private Limited. The Board of Directors of the Company request members to give their approval to the contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any immovable property with M/s. Swati Switch Gears (India) Private Limited and M/s. High Volt Power & Control Systems Private Limited and Paras Engen India Private Limited, provided that total value in aggregate in any one financial year should not exceed Rs. 50 Crores.

The details of Equity shares held by the Directors and their relatives on the date of issue of notice in M/s. Swati Switch Gears (India) Private Limited and M/s. High Volt Power & Control Systems Private Limited and Paras Engen India Private Limited are as under:

1) In High Volt Power & Control Systems Private Limited :

The total Equity Shares of High Volt Power & Control Systems Private Limited is 1072500/- divided into 107250 Equity Shares of Rs. 10/- each. Out of this, Mr. Gaurang Shah holds 43250 Equity Shares which constitute 40.32% and Mrs. Rupal Shah holds 28250 Equity Shares which constitute 26.34% of the total paid up Capital of the Company.

2) In Paras Engen (India) Private Limited :

100% of the Shares are held by the Directors and their relatives. 5000 Equity Shares representing 50% of the Paid up Capital is held by Gaurang Shah and 5000 Equity Shares representing 50% of the Paid up Share Capital is held by Mr. Vikram Shah, relative of Gaurang Shah.

3) In Swati Switch Gears (India) Private Limited :

Swati Switch Gears (India) Private Limited has issued 200000 Equity Shares, in which the Directors of Hec Infra Projects Limited and their relatives hold the following Shares.

Serial No.	Name of Shareholders	Number of Equity Share held	% of total Equity Capital
1	Gaurang Parmanandas Shah	1000	0.5
2	Rupal Gaurang Shah	37510	18.755
3	Vikram Parmananddas Shah	69480	34.74
4	Unati Vikram Shah	30000	15
5	Rameshbhai Popatlal Modi	5000	2.5
6	Shushila Ramesh Modi	2000	1
7	Mrs. Urmila Pramananddas Shah	1450	0.725
8	Rahul Gaurang Shah	14000	7
	TOTAL	160440	79.72

Date : 7th

September, 2015

Place : Ahmedabad

Registered Office:

Sigma 1 Corporate, Corporate House
No.6, Sindhu Bhawan Road, Nr. Maan
Party Plot Crossroad, Bodakdev,
Ahmedabad-380054

By order of the Board of Directors
For, HEC Infra Projects Limited

GAURANG SHAH
(Director)

DIRECTORS' REPORT

To,
The Members of
HEC INFRA PROJECTS LIMITED
Ahmedabad

The Directors hereby present the 10TH Annual Report together with Audited Statement of Accounts for the year ended on 31st March' 2015 which they trust, will meet with your approval.

1. FINANCIAL RESULTS AND APPROPRIATIONS :	Year Ended	Year Ended
	31.03.2015	31.03.2014
	(` in Lacs)	(` in Lacs)
Operational Income	12501.40	6046.11
Other Income	63.29	49.61
Profit before Interest , Depreciation & Taxes	12564.69	6095.72
Less :		
Finance Cost	287.09	278.77
Depreciation	37.20	17.68
Profit Before Tax	368.99	160.63
Current Tax Provision	125.00	50.00
Deferred Tax Provision	-5.45	9.40
Taxation of Earlier Years	2.28	0.15
Net Profit After Tax	247.15	101.08
	-----	-----
Balance Profit for the year available for appropriation	247.15	101.08
Less. (1.) Proposed Dividend on Equity Shares	(14.89)	(6.98)
(2.) Prov. for Tax on Dividend on Equity Shares	(3.03)	(1.17)
(3) Proposed Dividend for Preference Shares	0	(0.93)
(4) Prov. For Tax on Dividend for Preference Shares	0	(0.16)
	-----	-----
	(17.92)	(9.24)
Less: Transferred to General Reserve	(10.00)	(10.00)
	=====	=====
Balance carried to Balance Sheet	219.23	81.84
	=====	=====

2. OPERATIONS:

The total sales and other income during the year have been ` **12564.69** Lacs compared to ` 6095.72 Lacs in the previous year. The Company's Net Profit after interest, depreciation, prior period adjustments & taxes are ` 247.15 Lacs (P.Y. ` 101.08 Lacs).

3. DIVIDEND:

Your Directors are pleased to recommend a dividend of Re 1.00 per share equivalent to 10 % (ten percent) on the paid up share capital of the Company for the year ended 31.03.2015 (previous year Re 1.00 per share) to the Equity Shareholders. The dividend will be paid when declared by the shareholders in accordance with the law. The dividend will be free of tax in the hands of the shareholders, subject to the provision of Income Tax Act, 1961, as amended from time to time. However, the Company will have to pay dividend distribution tax as prescribed under the Income Tax Act, 1961.

4. Disclosure under Rule 5 of Companies (Accounts) Rules, 2014 :**Change in Nature of Company Business :**

The Company is engaged in electro mechanical infrastructure projects. During the year there is no change in the nature of Company's Business.

Details of Directors / Key Managerial Personnel Appointed / Resigned :

During the year under the review, Mr. Yogesh Popatlal Shah was appointed as Additional Director of the Company. During the year under the review Mr. Aniruddhasnh Harendrasinh Gohil was appointed as Additional Director.

In terms of provision of Section 152 (6) of the Companies Act, 2013 Mr. Gaurang Shah and Mrs. Rupal Gaurang Shah, retires by rotation and being eligible offers themselves for reappointment.

During the year under the review, no Directors have resigned. During the year under the review, Mrs. Ekta Rajpurohit was appointed as a Company Secretary and she has resigned during the year itself.

Details of Holding / Subsidiary Companies / Joint Ventures / Associate Companies :

During the year under review, there was no holding / Subsidiary Company / Joint Ventures / Associate Companies were there.

Deposit :

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

Details of Significant and Material Orders passed by Regulators or Courts or Tribunals :

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

Internal Financial Controls :

The Company has appoint an internal auditor for an adequate internal financial controls to support the preparation of the financial statements.

5. INSURANCE:

The properties of the Company stand adequately insured against risks of fire, strike, riot, earthquake, explosion and malicious damage.

6. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under the provisions of Section 134 of the Act, your Directors report that:

(a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period.

(c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) The Directors have prepared the annual accounts on a going concern basis.

(e) The Directors have laid down internal financial controls as required by Explanation to Section 134(5)(e) of the Act to be followed by the Company and such internal financial controls are adequate and are operating effectively.

(f) The Directors have devised proper systems to ensure compliance with the provisions of applicable laws and such systems are adequate and operating effectively.

7. PARTICULARS OF EMPLOYEES:

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8. CONVERSION :

During the year under the review, your Company has converted from Private Limited to the Limited.

9. AUDITORS AND AUDITORS REPORT :

The Auditors M/s. Raj P. Shah & Associates, Chartered Accountants, Ahmedabad hold office until the conclusion of the ensuing Annual General Meeting and have expressed their willingness to be reappointed. The Company has received a letter from a member of the Company proposing the name of M/s. Raj P. Shah & Associates, Chartered Accountants as a Statutory Auditor of the Company. In accordance with the provision of Section 139 of the Companies Act, 2013 M/s. Raj P. Shah & Co., shall hold office up to the annual general meeting for the year 2020, subject to ratification by the members at each annual general meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

The Company has received a certificate from the Auditors to the effect that their appointment if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013

The Notes on Financial Statements referred to in the Auditor's Report are Self-explanatory and do not call for any further comments.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is engaged in providing service activity. The Company is not engaged in any manufacturing activity and hence the particulars required to be reported for the conservation of energy, technology absorption are either nil or not applicable. There is no foreign exchange earnings and outgo during the year under review.

11. DEMATERIALISATION OF SHARES:

The ISIN for the equity shares is INE558R01013. As on 31st March, 2015 total 1488832 equity shares of the Company have been dematerialized. 100% shares of the company are in demat form.

12. LISTING AND CORPORATE GOVERNANCE:

During the year under the review, your Company has been Listed on the Emerge Platform of National Stock Exchange of India Limited. Your Company has been listed with effect from 9th January, 2015.

13. Related Party Transactions

All related party transactions that were entered into during the year under report were on an arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company during the year. No advance is / was paid for entering into related party transactions. The prices paid to the related party transactions are based on the ruling market rate at the relevant point of time. The requisite details in form AOC – 2 is attached herewith as **Annexure - I** which forms part of the Directors Report. Related Party Transactions Policy is available on the website of the Company at www.hecproject.com.

14. Particulars of Loans / Guarantees / Investment :

The Company has not given any loan / guarantee or provided any Security or made any investment to any person (except those required for business purpose).

15. Risk Management Policy

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website at www.hecproject.com

16. Declaration by Independent Directors :

The following Directors are independent in terms of Section 149(6) of the Act and Clause 42 of the Listing Agreement:

(a) Shri Yogesh P. Shah

(b) Shri Aniruddhasinh Harendrasinh Gohil

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

17. Extract of the Annual Return

Pursuant to provision of Section 92 and 134 and other applicable provision of the Companies Act, 2013 and of Rule 12 (1) of Companies (Management and Administration) Rules, 2014 the extract of the annual return in form MGT 9 for the Financial Year ended on 31st March, 2015 is annexed as Annexure II to this Report.

18. Number of Board Meetings

During the year the Board of Directors met 14 times. The details of the Board Meetings are provided in the Corporate Governance Report.

19. Corporate Social Responsibility :

The Company is not covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is not mandatory for the Company to have the Corporate Social Responsibility.

20. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (

permenant, contractual, temporary , trainees) are covered under the policy. There was no compliant received from any employee during the financial year 2014-15 and hence no complaint is outstanding as on 31.03.2015 for redressal.

21. **SECRETARIAL AUDIT REPORT :**

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2015 given by M/s. Jalan Alkesh & Associates, Practising Company Secretary is annexed as Annexure III to this Report. The observations are self explanatory.

22. **ANNUAL PERFORMANCE EVALUATION :**

In compliance with the provisions of the Act and Clause 42 of the Listing Agreement, the performance evaluation was carried out as under:

Board :

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board :

The performance of the Audit Committee, the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Agreement.

Individual Directors :

- (a) Independent Directors: In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) Non-Independent Directors: The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership

23. **POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

The requisite details as required by Section 134(3)(e), Section 178(3) & (4) and Clause 49 of the Listing Agreement is attached herewith and forms part of the Directors Report.

The details in respect Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure IV of the Report.

The details of the remuneration policy of the Company as required in terms of the Clause 42 of the Listing agreement is provided in Annexure V of the Report.

24. SECRETARIAL STANDARDS:

Pursuant to provision of Section 110 of the Companies Act, 2013 mandatory compliance of Secretarial Standards were not notified during the year.

25. MATERIAL CHANGES AND COMMITMENTS:

There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.

26. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

Pursuant to Clause 42 of the listing agreement, the Corporate Governance Report and management discussion and analysis report forms part of the Directors Report which are attached herewith as annexure VI and VII respectively.

27. APPRECIATION:

Your Directors acknowledge the continued support and cooperation received from the Central Government, Shareholders, Banks and other Lenders, suppliers and Dealers.

The Board also wishes to record its sincere appreciation of the total commitment, dedication and hard work, put in by every member of Group.

By order of the Board of Directors
For, HEC INFRA PROJECTS LIMITED

Place : Ahmedabad

Date : 07/09/2015

Gaurang Shah
(Director)

By order of the Board of Directors
For, HEC INFRA PROJECTS LIMITED

Rupal Shah
(Director)

Annexure V**Disclosure under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31 March, 2015

Sr. No.	Name of the Director	Remuneration per annum (In Rs.)	Median Remuneration per annum (In Rs.)	Ratio
1	Gaurang Shah	4775000	240000	19.89 : 1
2	Rupal Shah	3070000	240000	12.79 : 1
3	Yogesh Shah *	122500	240000	0.51 : 1
4	Aniruddh Gohil *	350000	240000	1.45 : 1

* Appointed during the year.

During the year the Company has paid remuneration to Pannalal J. Surti (Chief Financial Officer) of Rs. 377000/- (previous year Rs 314670/-). The increase in the remuneration was 19.80%

During the year the Company has appointed Mrs. Ekta Rajpurohit (Company Secretary). She has worked for two months approx.. She was paid Consolidated salary of Rs. 16000/-

During the year the Company has paid to Mr. Gaurang Shah, Commission of Rs. 25.00 Lacs based on the Orders procured, execution and other criteria for the growth of the Company.

During the year the Company has paid to Mrs. Rupal Shah, Commission of Rs. 12.50 Lacs based on the Orders procured, administrative and technical inputs, execution and other criteria for the growth of the Company.

2. Percentage increase in median remuneration of employees in the financial year – 48.23%

3. The number of permanent employees on the rolls of the company as on 31 March, 2015 – 84

4. The explanation on the relationship between average increase in remuneration and company performance

(Rs. In Lacs)

Particulars	2014 – 2015	2013 – 2014
Total revenue	12564.69	6095.72
EBIDTA	406.20	178.32
EBIDTA as a % of total Income	3.23	2.92
Profit before tax	368.99	160.64
PBT as a % of total Income	2.94	2.64
Provision for income tax	125	50
Net profit for the year	247.16	101.09

During the year the Company net profit has increased by more than 144% and accordingly in order to compensate and retain talented employees the Company has made average increase in median remuneration by more than 48%, which is in line with the current year's performance, market dynamics and as a measure to motivate the employees for better future performance to achieve organization's growth expectations.

5. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

The Company has paid remuneration of Rs. 36.23 lacs to Mr. Gaurang Shah in the financial year 2013 – 2014. The Company has paid remuneration of Rs. 21.93 Lacs to Mrs. Rupal Shah in the financial year 2013 – 2014.

The average increase in Key Managerial Personnel remuneration in comparison to previous year is 43% approx.

Variations in the market capitalization of the company as at the closing date of the current financial year and the previous financial year:

- (i) The market capitalization as on 31.3.2015 was Rs. 6771.18 lacs and as on 31.3.2014 : Not Applicable as the Company was listed during the year.
- (ii) Variation in price earnings ratio as at the closing date of the current financial year and the previous financial year:

Price earnings ratio as on 31.3.2015 was 28.61 and as on 31.3.2014 : Not Applicable as the Company was listed during the year.

(iii) Percentage increase / decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

Not applicable since the Company has never come out with any public offer.

There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

Annexure IV**REMUNERATION POLICY:**

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

I. PREAMBLE:

This Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013, read with the applicable Rules thereto and Clause 42 of the Listing Agreement entered into by the Company with Stock Exchanges, as amended from time to time. This Policy has been formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors based on the recommendations of the NRC.

II. OBJECTIVE:

The objective of the Policy is to ensure that:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

III. COMPLIANCE WITH APPLICABLE LAWS:

The procedure and limits for payment of remuneration under this policy shall be in accordance with provisions of (a) the Companies Act, 2013 read with Rules framed thereunder, (b) Listing Agreement with Stock Exchanges, (c) Articles of Association of the Company and (d) any other applicable law or regulations. In the absence of any of the above provisions, the procedure and limits shall be governed by the prevailing HR Policy of the Company.

IV. REMUNERATION TO NON-EXECUTIVE DIRECTORS:

- (i) Sitting fees within the limits prescribed under the Companies Act, 2013 and rules framed thereunder for attending meetings of the Board and Committees thereof
- (ii) Commission up to 1% of net profit as may be decided by the Board
- (iii) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

V. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:**i) Components:**

Basic salary
Allowances
In kind (car, house, etc.)
Retirals
Reimbursements
Variable Pay
Stock Options

ii) Factors for determining and changing remuneration:

Factors:
Existing compensation

Qualification
Experience
Salary bands
Individual performance
Market benchmark

iii) Variable incentive pay (including Stock Options)
Factors:

Individual Performance	Business/Company Performance
Grade	Return on Assets
Performance Rating	EBIDTA
Comparative performance with KMPs	Operational Revenue (YOY/Budget)
	Return on Investments
	HSE

Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

VI. REMUNERATION TO OTHER EMPLOYEES:

Components:

Basic Salary, Allowances, Retiral Benefits, such other perquisites and/or incentives and/or bonus and/or Variable Incentive Pay (including ESOP) based on factors as above, as may be decided by the Management from time to time as per HR Policy.

CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:

In accordance with the provisions of Section 178(3) of the Act read with Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose are as under:

Criteria for determining qualifications, positive attributes and independence of a director:

I. QUALIFICATIONS:

- (a) He/She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- (b) Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed thereunder and the Listing Agreement with Stock Exchanges.

II. POSITIVE ATTRIBUTES:

- (a) He/She should be a person of integrity, with high ethical standard.
- (b) He/She should be able to commit to his/her responsibilities and devote sufficient time and attention to his/her professional obligation as a director.
- (c) He/She should be having courtesy, humility and positive thinking.
- (d) He/She should be knowledgeable and diligent in updating his/her knowledge.
- (e) He/She should have skills, experience and expertise by which the Company can benefit.
- (f) In respect of Executive/Whole time Director/Managing Director, in addition to I (a) & (b) and II (a) to (e) above, he/she should have strong quality of leadership and team mentoring, recognition, management

skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented and ability to enhance reputation of the organization.

III. INDEPENDENCE:

In respect of an Independent director, in addition to I (a) & (b) and II (a) to (e) above, he/she should fulfill the criteria for being appointed as an Independent Director prescribed under section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and the provisions of Clause 49 of the Listing Agreement as amended from time to time.

By order of the Board of Directors

Place : Ahmedabad

Date : 07/09/2015

Gaurang P. Shah

(Chairman cum Managing Director)

Annexure I**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details of HEC Infra Projects Limited
a)	Name (s) of the related party & nature of relationship	No transactions / contracts were entered which were not at arms length.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any :	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	High Volt Power and Control Systems Private

		Limited [A Private Limited Company in which Director namely Gaurang Shah and Rupal Shah are interested]
b)	Nature of contracts/arrangements/transaction	Transaction for Purchase / Sale of Goods
c)	Duration of the contracts/arrangements/transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any :	To supply / purchase the goods required on need basis at arms length.
e)	Date of approval by the Board, if any :	31 st March, 2014
f)	Amount paid as advances, if any :	Nil

ANNEXURE VII
MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure :

India's Planning Commission has projected an investment of US\$ 1 trillion for the infrastructure sector during the 12th Five-Year Plan (2012-17). India has focused heavily on the sector since the turn of the century, and the sector has contributed to the country's current reputation as one of the fastest growing economies in the world. Foreign investment has helped the sector grow in this duration, with domestic players in the industry also making their mark abroad.

[Source : <http://www.ibef.org/industry/infrastructure-sector-india.aspx>]

Infrastructure development reflects the health of the economy of any nation because infrastructure is directly proportional to the development and growth of the country. Being a rapidly growing nation, India has always given higher importance to the infrastructure sector and it has received considerable attention from the government as well as private players. Indian infrastructure sector mainly includes development of roads, airports, shipping and ports which have contributed greatly to the economy of India over the last decade.

When it comes to development in infrastructure sector, the Government of India has always been very proactive. A large focus has always been given on execution of associated projects via Public Private Partnerships (PPPs), fiscal incentives, tariff policies, budgetary allocations and participation of private companies.

According to research done by Infrastructure Development Finance Co. the infrastructure sector of India contributes more than 8% of the country's GDP. The figures are going to touch 10% by year 2017 to uphold the growth objectives. Indian infrastructure sector is well poised to take a big leap and it provides several investment opportunities for foreign investors from across the world.

Strength :

- 1) The Company has a good track record of Customers.
- 2) The Company has a strong net work.
- 3) The Company has vast experience in executing electro mechanical contracts.
- 4) The Company has a dedicated team for execution of electro mechanical contracts.
- 5) The Company has registration with various Government authorities which makes the Company eligible to bid for more tenders.

Weakness :

- 1) Require high Working Capital requirements.
- 2) Lower Equity Capital is one of the Key weakness as the industry in which the Company operates require high Capital.
- 3) High finance costs is one of the weakness which impede the profitability of the Company.

Opportunities :

- 1) Increase in Government Spending on infrastructure Projects like Power, Energy Sector etc will lead to more demand of electro mechanical projects.
- 2) Development of new cities by the Government will lead to increase in the demand for execution of electro mechanical projects.

Threat :

- 1) Our industry is competitive. Our competition includes both domestic and foreign competitors. However, the level of competition varies from sector to sector. Competition for any contract depends on the size, nature and complexity of the project, as well as the geographical region in which the project is to be implemented. We believe that our multi-sector expertise and execution capabilities, our multi-location presence across geographies, as well as our diverse project portfolio, help distinguish us from our competitors and protect us from downturns in any particular sector or geography.
- 2) Increase in Salaries and Wages is a major threat for the Company. The Company is a labour oriented industry and hence increase in manpower costs is one of the major threat to the Company.
- 3) Delay in payments by the debtors is one of the major threat to the Company.
- 4) Delays in getting approvals / clearances from Government Departments may extend the time period of the project which leads to increase in the project cost.
- 5) High costs of funds availability leads to more outflow on account of finance costs and this leads to pressure on the margin and thus high interest costs is one of the major threat that the Company forsee.

Segment Wise Performance:

The business of the Company falls under a single segment i.e. Electrical Contractors for the purpose of Accounting Standard AS -17.

Risks and Concerns:

While the demand for the infrastructure continues to remain strong, which will require more electro mechanical activity, however the increased investment in the projects requires huge capital and it also requires approval / registration from various authorities which are necessary for executing the government projects. Further high costs of funds continues to be one of the laggard in the development of the Company. Further hike in minimum wages continues to be a drag on the profit. Further change in the government policies can impact the development.

Human Resources and Industrial Relations:

The Company recognizes human resources as its biggest strength which has resulted in getting acknowledgement that the Company is the right destination where with the growth of the organization, value addition of individual employees is assured. The total number of employees as on 31st March, 2015 is 84.

Internal Control:

The Company has an adequate internal control system for safeguarding the assets and financial transactions of the Company. The strong internal control systems have been designed in such a way that, not only it prevent fraud and misuse of the Company's resources but also protect shareholders interest.

Cautionary Statement:

The above Strengths, Opportunities, Weakness and threats are based upon the identification by the management of the Company and there can be no assurance or guarantee upon the above mentioned Strengths, Opportunities, Weakness and threats. The Company cannot quantify the impact of above mentioned Strengths, Opportunities, Weakness and threats on the equity shares of the Company.

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied therein.

ANNEXURE VI
CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy is to conduct its affairs in a manner which is transparent, Clear and evident to those dealing with or having a stake in the Company namely shareholders, lenders, creditors and employees. The Company's philosophy on corporate Governance is thus concerned with the ethics and values of the Company and its Directors, who are expected to Act in the best interest of the Company and remain accountable to share holders and other beneficiaries for their Action.

The Company is committed to provide high quality product and services to its customers and stakeholders, because the Company believes that its long-term survival is entirely dependent on good corporate governance.

2. BOARD OF DIRECTORS:

As on 31st March, 2015 strength of the Board of Directors is 6 (Six).

Attendance of each Director at the Board Meetings and last Annual General Meeting

Sr. No.	Name of Directors	Designation	Board Meeting Attended	Attendance at Last AGM	No. of Directorships in the other public Companies	No. of Chairmanship Membership in other Board /committee.
1.	Gaurang Shah	Chairman cum Managing Director	12	Yes	Nil	Nil
2.	Rupal Gaurang Shah	Director	12	Yes	Nil	Nil
3.	Yogesh Patel	Independent and Non –Executive Director	3	No	Nil	Nil
4.	Aniruddhsnh Gohil	Independent and Non – Executive Director	5	No	Nil	Nil

During the year, the Board had met 14 **times** on

1. 30th June, 2014
2. 4th August, 2014
3. 12th August, 2014
4. 5th September, 2014
5. 12th September, 2014
6. 15th October, 2014
7. 5th November, 2014
8. 6th November, 2014
9. 22nd November, 2014
10. 2nd December, 2014
11. 2nd January, 2015
12. 13th January, 2015
13. 23rd January, 2015
14. 29th March, 2015

All the relevant information such as production, sales, exports, financial results, capital expenditure proposals and statutory dues, among others, are as a matter of routine, placed before the Board for its approval/information.

The Company has thus observed the provisions of the Listing Agreement(s), allowing not more than four months gap between two such meetings.

The information required to be given for the Directors seeking appointment/ reappointment at the Annual General Meeting as per clause 42 are provided in the notice.

INDEPENDENT DIRECTORS MEETING:

Schedule IV to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non independent directors and members of the management. During the year, One meeting of independent directors was held on 29th March, 2015. Mr. Aniruddh H. Gohil was unanimously elected as the Chairman of the Meeting of the Independent Directors. The Independent Director meeting was attended by Mr. Aniruddh H. Gohil and Yogesh P. Shah. At the meetings, the Independent Directors reviewed the performance of the non-independent directors (including the chairperson) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. AUDIT COMMITTEE :

The Board of Directors of the Company has constituted an audit committee pursuant to the provisions of Section 177 of the Companies Act, 2013 to ensure full compliance with all the relevant provisions including code of corporate governance.

AUDIT COMMITTEE :

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on November 6, 2014.

The terms of reference of Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Aniruddhasnh Harendrasinh Gohil is the Chairman of the Audit Committee.

Composition of Audit Committee :

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Aniruddhasnh Harendrasinh Gohil	Chairman	Non Executive Independent
Mr. Yogesh Popatlal Shah	Member	Non Executive Independent
Mr. Gaurang Shah	Member	Executive Director

The Company Secretary, for the time being acts as Secretary of the Committee.

The role of the audit committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956;
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;

- f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 9. Discussion with internal auditors any significant findings and follow up there on.
 10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
 13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition to the above, carry out such other functions/powers as may be delegated by the Board of Directors to the Committee from time to time.

During the year the audit committee met 1 time on 2nd December, 2014.

4. SHAREHOLDERS COMMITTEE :

Our Company has constituted a Shareholders/ Investors Grievance Committee ("Shareholders / Investors Grievance Committee) as per the provisions of Clause 42 of the Listing agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on November 6, 2014.

The terms of reference of Shareholders / Investors Grievance Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock

exchange in due course. Mr. Yogesh Popatlal Shah is the Chairman of the Shareholders / Investors Grievance Committee. The Committee presently comprises of the following Directors :

Composition of Shareholders / Investors Committee :

Composition of Shareholders / Investors Committee :

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Yogesh Popatlal Shah	Chairman	Non Executive Independent
Mr. Aniruddhasinh Harendrasinh Gohil	Member	Non Executive Independent
Mr. Gaurang Shah	Member	Executive Director

The Company Secretary, if any, acts as the Secretary of the Committee.

The Share Transfer committee approves transfers, transmission issue of duplicate share certificates, approval of demat position. The investors Grievance committee consisted of the aforesaid members look after the matters related to the grievances of the shareholders as and when received. Further the committee also looks into other matters referred by the Board. During the period no complaints were received.

5. GENERAL BODY MEETINGS:

The last three annual General Meetings were held as under:

Sr. No.	Financial Year	Day and Date	Time	Location
1	2011 - 2012	Saturday, 29 th September, 2012	10.00 a.m.	Sigma 1 Corporate, Corporate House No.6, Sindhu Bhawan Road, Nr.Mahan Party Plot Crossroad, Bodakdev, Ahmedabad - 380054, Gujarat
2	2012 - 2013	Monday, 30 th September, 2013	10.00 a.m.	Sigma 1 Corporate, Corporate House No.6, Sindhu Bhawan Road, Nr.Mahan Party Plot Crossroad, Bodakdev, Ahmedabad - 380054, Gujarat
3	2013 - 2014	Tuesday, 30 th September, 2014	10.00 a.m.	Sigma 1 Corporate, Corporate House No.6, Sindhu Bhawan Road, Nr.Mahan Party Plot Crossroad, Bodakdev, Ahmedabad - 380054, Gujarat

The Company had not passed special resolutions at the annual general meeting held during the last three years. No resolution is proposed to be passed through postal ballot at the forthcoming annual general meeting. No resolution was passed through postal ballot during last three years.

During the year under review, three Extra Ordinary general meetings were held and Special resolution were passed for :

- 1) Approval from the Members Listing Of Securities on NSE SME EMERGE ITP
- 2) Change in the name of the Company and alteration in Memorandum of Association and Articles of Association for Change of Name.
- 3) Conversion of Preference Shares into Equity.

6. MEANS OF COMMUNICATION:

Your Company complies with Clause 42 of the Listing Agreement. Annual Reports are sent to the Shareholders. Half yearly results and annual reports are also displayed on the Company's website. www.hecprojects.com

7. GENERAL SHAREHOLDER INFORMATION:

(i)	Annual General Meeting Day, Date, Time and Venue	Day : Wednesday Date: 30 th September, 2015 Time: 11.00 a.m. Venue : Sigma 1 Corporate, Corporate House No.6, Sindhu Bhawan Road ,Nr. Mahan Party Plot Crossroad, Bodakdev, Ahmedabad-380 054
(ii)	Next Financial Calendar Year	1 st April, 2015 to 31 st March, 2016 (tentative)
(iii)	Date of Book Closure	25 th September, 2015 to 30 th September, 2015
(iv)	Dividend Payment Date	01 st October, 2015
(v)	ISIN No. for ordinary shares of the Company in Demat form	INE558R01013
(vi)	Registered Office	Sigma 1 Corporate, Corporate House No. 6, Sindhu Bhawan Road, Nr. Mahan Party Plot Crossroad, Bodakdev, Ahmedabad-380 054
(vii)	Registrar and Transfer Agent	M/s Cameo Corporate Services Limited, Subramanian Building", No. 1 Club House Road, Chennai – 600 022
(viii)	Plant Locations	Not Applicable
(ix)	Investor Correspondence	M/s Cameo Corporate Services Limited, Subramanian Building", No. 1 Club House Road, Chennai – 600 022
(x)	Means of Communication	The Company sends its half yearly results to Stock Exchange. Further the same is also displayed on the website of the Company.
(xi)	Any Website where it displays official releases	www.hecproject.com
(xii)	Any presentation made to the institutional investor and analyst	No
(xiii)	Is half yearly report sent to the shareholders	No
(xiv)	Whether Management Discussion and Analysis is a part of this report	Yes
(xv)	Share Transfer System	The work of physical share transfer is presently handled by Registrar and Transfer Agent.
(xvi)	Listing Platform and Listing Symbol	Listing Platform : NSE SME EMERGE ITP Listing Symbol : HECINFRA
(xvii)	The name and address of Stock Exchanges where Company is listed	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) , Mumbai – 400 051
(xviii)	Auditors for the FY 2014-15 and Proposed Auditors for the FY 2015 - 2016	M/s. Raj P. Shah & Co. , Chartered Accountants, Ahmedabad
(ix)	Compliance Officer	Shri Gaurang Shah, Director

8. FINANCIAL CALENDER:

Report Period	: From 1 st April 2015 to 31 st March 2016
Half Yearly Result	: First Week of November, 2015 (tentative)
Second Half Yearly Result	: Last Week of May, 2016 (tentative)

9. DISTRIBUTION OF SHAREHOLDINGS AND SHARE HOLDING PATTERN (AS ON 31-03-2015):SHAREHOLDING PATTERN :

Category	No. of Share holders	% of holding to total
Promoters, Directors, & Relatives of the Promoter	7	93.70
Body Corporates in which Director and their relative are interested	1	6.28
Public	4	0.02
Total	12	100

∇ **Distribution of the Shareholding as on 31st March, 2015**

Slab	No. of Shareholders	% of total Shareholders	No. of Shares	Amount (Rs.)	% of Holding
UPTO - 1000	6	50	600	6000	0.04
1001 - 5000	2	16.67	6350	63500	0.43
5001 & Above	4	33.33	1481882	14818820	99.53
Total	12	100	1488832	14888320	100

10. SHARE PRICES IN COMPARISION TO NSE SENSEX :

The Company is listed on the NSE with effect from 9th January, 2015.

On the basis of the data available from the NSE website the monthly high and low price of the Shares in comparison to NSE Sensex is as under:

Month	Monthly Highest Share Price in Rupees	Monthly Lowest Share Price in Rupees	No. of Shares of Company traded	NSE Nifty Highest	NSE Nifty Lowest
January, 2015	455	455	2218	8996.60	8065.45
February, 2015	475	475	2218	8941.10	8470.50
March, 2015	-	-	0	9119.20	8269.15

11. DISCLOSURES:

(a) Materially significant related party transactions

All the Related Party Transactions are forming part of the notes to the Balance Sheet. Other than those there was no materially significant related party transaction with its promoters, Directors or the management, their subsidiaries or relatives etc. that had a potential conflict with the interest of the Company at large.

(b) Details of non compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange or Securities and Exchange Board of India (SEBI) or any Authority on any matter related to capital markets during last three years: NIL

(c) Whistle Blower Policy

In accordance with the requirements of the Act, read with Clause 49 of the Listing Agreement(s), the Company has a Whistle Blower Policy approved by the Board of Directors. The objectives of the policy are:

a. To provide a mechanism for employees and directors of the Company and other persons dealing with the Company to report to the Audit Committee; any instances of unethical behavior, actual or suspected fraud or violation of the Company's Ethics Policy and

b. To safeguard the confidentiality and interest of such employees/directors/other persons dealing with the Company against victimization, who notice and report any unethical or improper practices.

c. To appropriately communicate the existence of such mechanism, within the organization and to outsiders. Whistle blower policy is available on website of the Company.

The Company confirms that no personnel has been denied access to the audit committee pursuant to the whistle blower mechanism

(d) Familiarisation Programme :

The Company has a detailed familiarization programme for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. The details of such programme are available on the website of the Company.

The Company has laid down procedures to inform the Board Members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

(e) Disclosure of accounting treatment different from accounting standards: None

(f) Subsidiary Company: The Company does not have any subsidiary Company.

(g) Directors Relationship Interse : Mr. Gaurang Shah, Director of the Company is the husband of Mrs. Rupal Shah, Director of the Company. Other than this none of the Directors are related interse.

(h) Outstanding ADR / GDR : Not Applicable.

12. CEO / CFO CERTIFICATION :

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 42 of the Listing Agreement. The Managing Director and the Chief Financial officer also give quarterly certification on financial results to the Board in terms of Clause 39 of the Listing Agreement.

I, Gaurang Shah, the Managing Director appointed in terms of the Companies Act, 2013 and Mr. Pannalal Jatashanker Surti, the Chief Financial Officer of the Company, certify to the Board that:

a. They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

d. They have indicated to the auditors and the Audit committee:

i. significant changes in internal control over financial reporting during the year;

ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

13. **CODE OF CONDUCT :**

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior Management. The code is a comprehensive code applicable to all Directors, Executive as well as Non – executive and members of the Senior Management. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. The Code is also displayed on the website of the Company. Further the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions, that may have a potential conflict with the interest of the Company at large. A declaration given by the Managing Director is given below:

DECLARATION BY THE MANAGING DIRECTOR PERSUANT TO CLAUSE 49 OF LISTING AGREEMENT

To,
The Member of Company
HEC Infra Projects Limited

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2014 – 2015.”

For and on behalf of Board of Directors of
HEC Infra Projects Limited

Place : Ahmedabad
Date : 07/09/2015

Gaurang Shah
(Managing Director)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
HEC INFRA PROJECTS LIMITED

We have examined the compliance of the conditions of corporate governance by HEC Infra Projects Limited (the Company) for the year ended 31st March, 2015, as stipulated in clause 42 of the listing agreement of the said Company with relevant stock exchanges (hereinafter referred to as clause 42).

The compliance of the conditions of the corporate governance is responsibility of the Management. Our examination has been limited to a review of the procedure and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the Directors and the management, we certify that the Company has complied, in all material aspects, with the conditions of corporate governance as stipulated in the above – mentioned Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Raj P. Shah & Co.
(Chartered Accountants)

(Raj Shah)
Proprietor
M. No. 44073
Firm Registration No. 127284W

Place : Ahmedabad
Date : 07/09/2015

Annexure II
Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L45200GJ2005PLC046870
ii.	Registration Date	06/10/2005
iii.	Name of the Company	HEC INFRA PROJECTS LIMITED
iv.	Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v.	Address of the Registered office and contact details	Sigma 1 Corporate, Corporate House No.6, Sindhu, Bhawan Road, Nr. Mahan Party Plot Crossroad, Bodakdev, Ahmedabad- 380054, Gujarat Contact No. +91-79-40086771 - 74 Web Site : www.hecproject.com E-mail : elect@hecproject.com
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building No.1, Club House Road, Chennai-600002, Tamilnadu Contact No. 044 28460390 E-mail : cameo@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/	% to total turnover of the company
1	Electrification Contractor	45	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.					
2.					
3.			NIL		
4.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	1394932	1394932	99.97	1394932	0	1394932	93.69	-6.28
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	93500	0	93500	6.28	6.28
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0

	0								
Sub-total(A)(1):-		139493 2	1394932	99.97	1488432	0	1488432	99.97	1488432
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0	0 0
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									

	0	400	400	0.03	400	0	400	0.03	400
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
	0	0	0	0	0	0	0	0	0
c) Others(Specify)									
Sub-total(B)(2)	0	400	400	0.03	400	0	400	0.03	400
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	400	400	0.03	400	0	400	0.03	400
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	1395332	1395332	100	1488832	0	1488832	100	1488832

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Equity Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Gaurang Shah	1147200	82.21	0	1144982	76.9	0	-5.31
2	Rupal Shah	231000	16.55	0	231000	15.51	0	-1.04
3	Unnati Vikram Shah	4132	0.29	0	4132	0.28	0	-0.01
4	Rupal Gaurang Shah jointly with Gaurang	12400	0.89	0	12400	0.83	0	-0.06
5	Rahul Gaurang Shah	100	0.006	0	2318	0.16	0	0.154
6	Vikram Parmanad Shah	100	0.006	0	100	0.006	0	0
7	Paras Engen India Private Limited	0	0	0	93500	6.28	0	6.28
	TOTAL	1394932	99.952	0	1488432	99.966	0	0.01

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Gaurang Shah	1147200	82.21	09.01.2015	(2218)	Transfer	1144982	76.90
2	Rupal Shah	231000	16.55				231000	15.51
3	Unnati Vikram Shah	4132	0.29				4132	0.27
4	Rupal Gaurang Shah jointly with Gaurang Parmanand Shah	12400	0.89				12400	0.83
5	Rahul Gaurang Shah	100	0.006				100	0.006
6	Vikram Parmanad Shah	100	0.006				100	0.006
7	Paras Engen India Private Limited	0	0	12.09.2014	93500	conversion of Preference Shares	93500	6.28
8	Rahul Gaurang Shah	0	0	23.02.2015	2218	Purchase	2218	0.14
		1394932	99.952				1488432	99.942

(iv) Shareholding pattern of top ten shareholders

Sr. No.		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1.	Pannalal Jatashanker Surti	100	0.0067	100	0.0067
2.	Dhaval Chandravadan Shah	100	0.0067	100	0.0067
3.	Keval Vikram Shah	100	0.0067	100	0.0067
4.	Swati Bijoy Shah	100	0.0067	100	0.0067

(v) Shareholding of Directors and Key Managerial personnel:

Sl. no		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each of the Directors and KMP				
1	Gaurang Parmanand Shah	1147200	82.21	1144982	76.90
2	Rupal Gaurang Shah	231000	16.55	231000	15.51
3	Rupal Gaurang Shah jointly with Gaurang Parmanand Shah	12400	0.89	12400	0.83

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	220295866	34147649	0	254443515
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not paid	0	0	0	0
Total (i+ii+iii)	220295866	34147649	0	254443515
Change in Indebtedness during the financial year				
- Addition				
- Reduction	(18864738)	(5488965)	0	(24352703)
Net Change	(18864738)	(5488965)	0	(24352703)
Indebtedness at the end of the financial year				
i) Principal Amount	201432128	28658684		230090812
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	201432128	28658684	0	230090812

VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sr. No.	Particulars of Remuneration	Name of Managing Director / Whole Time Director		Total Amount
		Shri Gaurang Shah	Smt Rupal Shah	
1	Gross salary			
a	Salary as per provisions contained in Section17(1)of the Income-tax Act,1961	2275000	1820000	4095000
b	Value of perquisites u/s17(2)Income-taxAct,1961	0	0	0
c	Profits in lieu of salary under Section17(3)Income-taxAct,1961	0	0	0
2	Stock Option	0	0	
3	Sweat Equity	0	0	
4	Commission - as % of profit - others, specify...	2500000	1250000	3750000
5	Others, please specify	0	0	0
	Total(A)	4775000	3070000	7845000
	Ceiling as per the Act	N.A. *	N.A. *	

* During the year the status of the Company has been changed from Private Limited to Limited. The remuneration of the Directors was decided and fixed before the commencement of the financial year and hence we have opined that the ceiling status is not applicable for the current year.

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of the Director / Manager		Total Amount (In Rupees)
		(In Rs.)	(In Rs.)	
1.	Independent Directors	Shri Yogesh Shah	Shri anirudh Gohil	
		(In Rs.)	(In Rs.)	
	Fee for attending Board / Committee Meetings	122500	350000	472500
	Commission	0	0	0
	Others – Please specify	0	0	0
	Total B (1)	122500	350000	472500
2.	Other Non Executive Directors			
	Fee for attending Board / Committee Meetings	0	0	0
	Commission	0	0	0
	Others – Please specify [Salary]	0	0	0
	Total B (2)	0	0	0
	Total B (1 + 2)	122500	350000	472500
	<u>Overall Ceilings as per Act</u>	<u>N.A.</u>	<u>N.A.</u>	<u>N.A.</u>

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel (Amount in Rs.)			
		CEO	Company Secretary	CFO	Total
			Ekta Rajpurohit	P.J. Surti	
1.	Gross salary				

	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	0	16000	377000	393000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961				
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total		16000	377000	393000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the Companies Act	Brief description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
NIL					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

Form No. MR-3 For the financial year ended on 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
HEC Infra Projects Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HEC Infra Projects Limited (hereinafter called the company).

Based on my verification of the HEC Infra Projects Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2015 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

(h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

And in general, the Company has systems, process and procedure for the compliance of Other Laws Applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc mentioned above subject to the following :

- a) Non Filing / Late filing of certain forms with the Ministry of Corporate Affairs required under the Companies Act, 2013 was not done in time. However for late filing of forms the Company has paid additional fees.
- b) During the year Company Secretary has resigned and the Company is yet to appoint the same.
- c) Late submission of certain data / return as required in terms of listing agreement / SEBI regulations.

I further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of :

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity of the Company.
- (ii) Redemption/buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger/ amalgamation/ reconstruction etc.
- (v) Foreign technical collaborations.

For, **JALAN ALKESH & ASSOCIATES**
COMPANY SECRETARIES

Date : 07/09/2015

Place : Ahmedabad

ALKESH JALAN

PROPRIETOR

INDEPENDENT AUDITOR'S REPORT

To the Members of HEC INFRA PROJECTS LIMITED

Report on the (Standalone) * Financial Statements

We have audited the accompanying financial statements of **HEC INFRA PROJECTS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) * Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.



Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

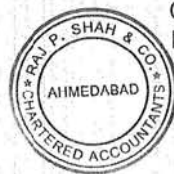
As required by section 143(3) of the Act, we further report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;



- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
- e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015; from being appointed as a director in terms of Section 164(2) of the Act
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:.
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

PLACE: AHMEDABAD
DATE: 5th June, 2015



For RAJ P. SHAH & CO
CHARTERED ACCOUNTANTS
FRN:127284W

(RAJ P. SHAH)
Proprietor
M.No. 44073

Annexure referred to in paragraph 7 Our Report of even date to the members of HEC INFRA PROJECTS LIMITED on the accounts of the company for the year ended 31st March, 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;

(b). As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- ii. (a) The inventory has been physically verified during the period by the management. In our opinion, the frequency of verification is reasonable.

(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has been noticed or reported.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;



- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes
- (c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise
- viii. The Company does not have any accumulated losses at the end of financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- ix. According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of any dues to financial institutions or banks and has not issued debentures.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
- xi. In our opinion, and according to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- xii. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management

PLACE: AHMEDABAD
DATE: 5th June, 2015



For RAJ P. SHAH & CO
CHARTERED ACCOUNTANTS
FRN:127284W

(RAJ P. SHAH)
Proprietor
M.No. 44073

HEC INFRA PROJECTS LTD

BALANCE SHEET AS ON 31.03.2015

PARTICULARS	Notes	31.03.2015 Amount Rs.	31.03.2014 Amount Rs.
I. EQUITY AND LIABILITIES :			
(1) Shareholder's Funds			
(a) Share Capital	2	14888320	14888320
(b) Reserves and Surplus	3	108418102	86365994
(2) Share Application Money pending Allotment		0	0
(3) Non-Current Liabilities			
(a) Long Term Borrowings	4	45924812	59515009
(b) Deferred Tax Liability (Net)		2916485	3461254
(c) Other Long Term Liabilities		601200	601200
(d) Long Term Provisions		0	
Gratuity Provision		1604077	1439429
(4) Current Liabilities			
(a) Short Term Borrowings	5	184166000	194929506
(b) Trade Payables		422065242	167320327
(c) Other Current Liabilities		11458632	11109321
(d) Short Term Provisions		4386557	24190676
TOTAL.....		796429427	563821036

II. ASSETS :

(1) Non-current Assets :

(a) Fixed Assets :

(i) Tangible Assets	6	29888563	31647800
(ii) Intangible Assets		0	0
(iii) Capital Work-in-progress		0	0
(iv) Other Non Current Assets	7	78326361	63959540
(b) Non-current Investments		6761775	7045475
(c) Deferred Tax Assets (Net)		0	0

(2) Current Assets :

(a) Inventories		201627641	48179768
(b) Trade Receivables		263786111	237227087
(c) Cash and Cash Equivalents		21065286	14912197
(d) Other Current Assets		194973690	160849169

TOTAL.....

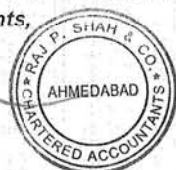
796429427 **563821036**

The accompanying notes are an integral parts of accounts. 1

As per our Report of even date Attached.

FOR, RAJ P. SHAH & CO
Chartered Accountants,
FRN:127284W

(RAJ P. SHAH)
PROPRIETOR
Mem. No. 44073



FOR & On Behalf of Board of HEC INFRA PROJECTS LTD.

(GAURANG SHAH)
DIRECTOR

(P.J.SURTI)
CHIEF FINANCIAL
OFFICER

Place : Ahmedabad
Date : 5th June, 2015


(RUPAL SHAH)
DIRECTOR

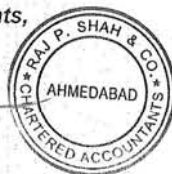
HEC INFRA PROJECTS LTD
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	Notes	31.03.2015 Amount Rs.	31.03.2014 Amount Rs.
I. Revenue from Operations	9	1250139550	604611125
II. Other Income	10	6329481	4960952
III. Total Revenue (I + II)		<u>1256469031</u>	<u>609572077</u>
IV. Expenses :			
- Purchase of Stock-in-Trade		1082610022	448383240
- Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	11	(153447873)	(14749661)
- Employee Benefit Expense	12	32978737	28083666
- Financial Costs	13	28708921	27876950
- Depreciation and Amortization Expense		3720105	1768660
- Other Expenses	14	224999558	102145528
Total Expenses		<u>1219569470</u>	<u>593508383</u>
V. Profit before Exceptional and Extraordinary items and tax (III - IV)		36899561	16063694
VI. Exceptional Items		0	0
VII. Profit before extraordinary items and tax (V - VI)		36899561	16063694
VIII. Extraordinary Items			
IX. Profit before Tax (VII - VIII)		36899561	16063694
X. Tax Expense :			
(1) Current tax		12500000	5000000
(2) Deferred Tax (Liability Reversed)		(544769)	939892
XI. Profit/(Loss) from the period from continuing operations (IX-X)		24944330	10123802
XII. Taxation in respect of the Earlier Years / (Written back)		228703	15023
XIII. Profit/(Loss) for the period (XI + XII)		<u>24715627</u>	<u>10108779</u>
XIV. Earning per Equity Share :			
(1) Basic		16.60	7.24
(2) Diluted		16.60	6.79

The accompanying notes are an integral parts of accounts.


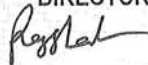
FOR, RAJ P. SHAH & CO
Chartered Accountants,
FRN:127284W



(RAJ P. SHAH)
PROPRIETOR
Mem. No. 44073



Place : Ahmedabad
Date : 5th June, 2015

FOR & On Behalf of Board of HEC INFRA PROJECTS LTD.


(GAURANG SHAH)
DIRECTOR

(RUPAL SHAH)
DIRECTOR


(P.J.SURTI)
CHIEF FINANCIAL
OFFICER

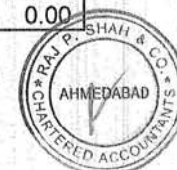
HEC INFRA PROJECTS LTD

Cash Flow Statement for the year ended on 31st March, 2015

	Year ended 3/31/2015	Year ended 3/31/2014
Particulars		
A Cash flow from Operating Activities		
Net Profit Before Tax	369.00	160.64
Adjustment for:		
Depreciation	37.20	17.69
Interest Paid (Net)	287.09	278.77
Dividend Paid	(14.89)	(7.91)
Tax On Dividend	(3.03)	(1.33)
(profit)/Loss On Sale Of Fixed Assets	0.00	0.00
Gratuity Provision	1.65	2.32
Account Written Off	0.00	0.00
Excess Depreciation Written Back	0.00	0.00
Prior Period Expenses/(Income)	0.00	0.00
Rent Received	(29.90)	(27.66)
Interest Income	(33.39)	(20.52)
Operatring Profit before Working Capital Changes	613.72	402.00
Adjustment for:		
(Increase)/Decrease in Inventories	(1534.48)	(147.50)
(Increase)/Decrease in Trade Receivables	(265.59)	386.05
(Increase)/Decrease in Other Current Assets	(341.25)	(1130.37)
Increase/(Decrease) in Trade Payables	2547.45	415.40
Increase/(Decrease) Other Current Liabilities	(109.59)	506.43
Increase/(Decrease) Short term provisions	(198.04)	56.07
Cash Generated from Operation	712.22	488.09
Direct Tax	121.84	59.55
Net Cash flow from Operating Activities (A)	590.38	428.54
B Cash flow from Investing Activities		
Purchase of Fixed Assets including capital Work in Process(Net)	(28.32)	(14.30)
Sale of Fixed Assets		0.00
Rent Received	29.90	27.66
Proceeds From Sale Of Long Term Investment	2.84	(39.76)
Net Cash flow from Investing Activities (B)	4.41	(26.40)
C Cash flow from Financing Activities		
Proceeds From Issue of Share Capital	0.00	(4.95)
Proceeds From Borrowings	(135.90)	(30.61)
Purchase Of Other Non-Current Assets	(143.67)	(81.95)
Interest Paid	(287.09)	(278.77)
Interest Income	33.39	20.52
Net Cash flow from Financing Activities (C)	(533.27)	(375.76)
Net Increase in cash & Cash Equivalaents [(A)+(B)+(C)]	61.53	26.39
Opening Balnce - Cash & Cash Equivalaents	149.12	122.73
Closing Balnce - Cash & Cash Equivalaents	210.65	149.12
	0.00	0.00

Notes to the Cashflow Statement :

- 1 All figures in bracket are Outflow.
- 2 The above Cash flow statement has been prepared under the ' Indirect method ' as sent out in Accounting Standard 3 on "Cash Flow Statement" issued by "The Institute of Chartered Accountant of India ".



NOTES FORMING PART OF ACCOUNTS

NOTE 1

Corporate Information:

HEC Infra Projects Limited is a public company incorporated in India. Its shares are listed on the emerge platform of the National Stock Exchange of India. The Company is engaged in the electrification services.

1. 1 Accounting Policies

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The Accounts are prepared on historical cost convention and materially comply with the mandatory accounting standards issued by Institute of Chartered Accountants of India. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The significant accounting policies followed by the company are as stated below:

a) Fixed Assets

Fixed Assets are stated at cost of acquisition including incidental expenses related to acquisition and installation.

b) Depreciation

Depreciation is systematically allocated over the useful life of an asset on straight line method and on pro rata basis, in case of additions; as specified in part C of schedule II of Companies Act, 2013.

c) Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialise or are known.



d) General

- I) Income and Expenditure are accounted on accrual basis for all known items.
- ii) Miscellaneous Expenditure shown in the Balance Sheet if any will be written off over a period of 5 years from the year in which the same is incurred.

e) Others

Retirement and other employee benefits

The Company contributes towards provident fund, family pension fund and superannuation fund which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution required to be made under the statutes / rules. Provision has been made for gratuity for employees who have put in the qualifying period of service for entitlement of this benefit.

Taxes on income

Tax expense comprises of both current and deferred tax at the applicable enacted / substantively enacted rates. Current tax represents the amount of income-tax payable / recoverable in respect of the taxable income / loss for the reporting period. Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

Provisions and contingencies

A provision is recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation.

A contingent liability is disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent Liabilities are not provided for till the same are crystallized. Contingent assets are neither recognized nor disclosed.

Investment Policy

Long-term investments are carried at cost. Provision, if any required to be made for diminution, is made to recognize a diminution, other than temporary, in the carrying amounts of long-term investments. Current investments are carried individually, at the lower of cost and fair value.



Borrowing costs

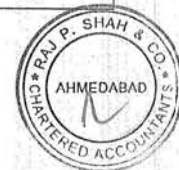
Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

1.2 Details of Security and disclosure for Loan (As referred to Note no. 4 & 5):

Bank of India cash credit Account, Bank of India Corporate loan, & Bank of India mortgage loan a/c are principal secured against all stocks, books debts, term deposits, & Collateral security of Directors Shri Gaurang P. Shah & Smt Rupal G. Shah's personal property (1) Residential Bungalow 59, Milan Park, Sandesh press road, Vastrapur, Ahmedabad owned by Shri Gaurang P. Shah (2) Residential flat no E-54 Royal Orchid, Prahaladnagar road, Ahmedabad owned by Smt Rupal G. Shah (3) Office premises-61 6 th floor, Titanium, Nr. Prahaladnagar, Ahmedabad owned by the company (4) Corporate house no 6, Sigma corporate 1, Sindhu Bhavan road, Bodakdev, Ahmedabad owned by the company (5) Lien of LIC policies of Shri Gaurang P. Shah (6) Plant & Machinery (other than vehicles & office building) owned by the Company.

Vehicle loans are secured by hypothecation of the concerned vehicles as per details below.

Name of the bank	State Bank of Bikaner and Jaipur	State Bank of Bikaner and Jaipur	State Bank Of Bikaner and Jaipur	Bank of Baroda
Type of loan	Vehicle	Vehicle	Vehicle	Vehicle
Loan Account no	61257668460	61147739959	61141210616	03450600000795
Amount sanctioned (Rs.)	1325000	1100000	435000	439694
Sanctioned Date	30/1/2015	26/12/2011	10/10/2011	26/3/2009
Total no of Installments paid	1	39	42	58
No. of balance installment to be paid	34	21	18	9
Amount of EMI	44428	24192	9898	6576
Repayment type	monthly	monthly	monthly	monthly



- 2) The outstanding balances of certain Trade Receivables, Trade Payables, Deposits, Advances and Other Current Assets/Liabilities are subject to confirmation and reconciliation, if any. However, in the opinion of the management, adjustment, if any, will not material.
- 3) The Company does not have any employee whose particulars are required to be disclosed pursuant to Rule 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- 4) The calculation earning per share Basic is calculated as under:

Particulars	2014 - 2015	2013 - 2014
Numerator being net profit after tax	Rs. 24715627	10108779
Denominator being no. of fully paid up equity shares	1488832	1395332
Basic Earnings Per Share	Rs. 16.60	Rs. 7.24

The diluted Earnings per Share is Calculated as under:

Particulars	2014 - 2015	2013 - 2014
Numerator being net profit after tax	Rs. 24715627	10108779
Denominator being Weighted average no. of fully paid up equity shares and convertible instruments, if any. *	1488832	1488832
Diluted Earnings Per Share	Rs. 16.60	Rs. 6.79

* At the time of issue of the Preference Shares the ratio of conversion was not specified. However during the year the Preference Shares were converted in ratio of 1: 1. For the previous year also we have presumed the Preference Shares will be converted in the ratio of 1: 1.

- 5) Expenditure in Foreign currency is Nil and Income in Foreign Currency is Rs. Nil
- 6) According to the information available with the Company regarding the suppliers who constituted a Micro Small or Medium Enterprise [MSME] , there are no amounts due to Small Scale Industrial Undertaking as on 31.3.2015
- 7) Contingent Liability in respect of Bills discounted : Rs 241.95 Lacs (previous year Rs. 117.07 Lacs)



8) The Related party Transactions are as under:

Name	Nature of payment	Of	Amount 2014 – 2015	Previous Year Amount	Nature of relation
Shri Gaurang Shah	Director Remuneration (Gross)		2275000	2123000	Director
	Int. on deposit		1885966	2637932	
	Commission		2500000	1500000	
	Dividend		1144982	573600	
	Closing Balance		21097804	16274421	
Smt Rupal Shah	Director Remuneration (Gross)		1820000	1693000	Director
	Int. on deposit		436183	469379	
	Commission		1250000	500000	
	Dividend		243400	121700	
	Closing balance		7561625	3331229	
Highvolt Power & Control Systems Pvt Ltd	Purchases/service bills		45410782	9464510	Enterprise in which Director is interested
Shri Yogesh Shah *	Director Sitting Fees (Gross)		122500	Not Applicable	Director
Shri Anirudh Gohil *	Director Sitting Fees (Gross)		350000	Not Applicable	Director
Shri Pannalal J. Surti	Chief Financial Officer (Salary)		377000	314670	Chief Financial Officer

* Mr. Anirudh Gohil and Mr. Yogesh Shah have been appointed as Director with effect from 11th September, 2014. For the purpose of the reporting they are treated as related from the date of becoming Director. Any prior event or relation, if any, are excluded for the purpose of reporting.



- 9) Import calculated on CIF basis is NIL.
- 10) The Company operates in a Single Segment namely electrification services and within India and hence segment reporting is not applicable.
- 11) The Key Managerial Personnel Remuneration is within the permissible limits of The Companies Act, 2013 and the rules made there under.
- 12) Previous year's figures have been regrouped / recasted / reclassified wherever necessary to correspond with the current year's classification / disclosure.
- 13) Additional Information required to be given pursuant to the Schedule III of The Companies Act, 2013 are either Nil or not applicable and hence not disclosed for better presentation of accounts.



HEC INFRA PROJECTS LTD
NOTES FORMING PART OF BALANCE SHEET AS ON 31.03.2015

PARTICULARS	31.3.2015 AMOUNT Rs.	31.3.2014 AMOUNT Rs.
NOTE - 2		
SHARE CAPITAL :		
Authorised		
1500000 Equity Shares of Rs.10/- each	15000000	14000000
100000 Redeemable Preference Shares of Rs. 10 Each	0	1000000
	<u>15000000</u>	<u>15000000</u>
Issued Subscribed and paid up		
1488832 Equity Shares of Rs.10/- each fully paid up (Previous Year-1395332 Equity Shares of Rs.10/- each fully paid up)	14888320	13953320
Redeemable Preference Shares of Rs. 10 each fully paid up (Previous year 93500 Redeemable Preference Shares of Rs. 10 each fully paid up)		
	0	935000
	<u>14888320</u>	<u>14888320</u>

Reconciliation of shares outstanding at the beginning and at the end of the reporting period

PARTICULARS	OPENING	ADDITION (BUY BACK)	CLOSING
Year ended 31.03.15			
No Of Equity Shares with voting rights Amt(Rs.)	1395332 13953320	93500 935000	1488832 14888320
No Of Preference Shares Amt(Rs.)	93500 935000	(93500) (935000)	0 0
Year ended 31.03.14			
No Of Equity Shares with voting rights Amt(Rs.)	697666 6976660	697666 6976660	1395332 13953320
No Of Preference Shares Amt(Rs.)	93500 935000	0 0	93500 935000

The company has only one class of Equity & Preference Shares having a par value of Rs. 10/- per share. Each Equity Share Holder is entitled to one vote par Share. The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Directors is subject to approval of the Share Holders in the ensuing Annual General Meeting. During the financial year 2013-14 company has issued 697666 bonus shares in the ratio of 1:1 utilising share premium account. During the year company has redeemed 93500 preference shares by way of conversion into equity shares. Dividend has been paid during the year and in the previous year. In the event of liquidation of the Company, the holder of Equity Shares will be entitled to receive remaining Assets of the Company, after distribution of all Preferential Amounts. The distribution will be in proportion to the number of Equity Shares held by the Share Holders.

List of Equity Share Holders holding Shares more than 5%

Equity Shares of Rs. 10/- each fully paid	31.03.15		31.03.14	
NAME	Nos.	% Holding	Nos.	% Holding
Gaurang Parmananddas Shah	1144482	77%	573900	82%
Rupal Gaurang Shah	231000	16%	115500	17%
Paras Engen Private Limited	93500	6%	0	0%

List of Preference Share Holders holding Shares more than 5%

Preference Shares of Rs. 10/- each fully paid	31.03.15		31.03.14	
NAME	Nos.	% Holding	Nos.	% Holding
Paras Engen Private Limited	0	0%	93500	100%

As per records of the company including its register of members and other declarations received from them regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares

No Shares has been Reserved for Issue under the Employee Stock Option (ESOP).

No Share options are outstanding at the end of the year.

No Money has been received for Share Warrants and Share Application during the year.



HEC INFRA PROJECTS LTD

NOTES FORMING PART OF BALANCE SHEET AS ON 31.03.2015

PARTICULARS	31.3.2015 AMOUNT Rs.	31.3.2014 AMOUNT Rs.
NOTE - 3		
<u>RESERVES AND SURPLUS :</u>		
<u>Profit & Loss Account :</u>		
- Balance B/f.	59754514	50569817
Proposed Dividend on equity shares	(1488832)	(697666)
Tax on Dividend	(303100)	(117208)
Proposed Dividend on preference shares	0	(93500)
Tax on Dividend	0	(15708)
Transfer to General Reserve	0	0
Depreciation in respect of assets whose useful life is over	(871587)	0
- Net Profit for the year	24715627	10108779
	81806622	59754514
 <u>Security Premium</u>		
Opening Balance	25611480	32588140
Less : Utilisation during the year	0	6976650
Balance during the year	25611480	25611480
 <u>General Reserve</u>		
	1000000	1000000
	1000000	1000000
TOTAL.....	108418102	86365994
 NOTE - 4		
<u>NON CURRENT LIABILITIES :</u>		
(1) <u>Long Term Borrowings :</u>		
<u>Unsecured Loans :</u>		
- From Shareholders and Directors, Friends and Relatives	28658684	34147649
	28658684	34147649
<u>Secured Loans :</u>		
Corporate Term Loan from a Bank [for Details refer to Note no. 1 (2)]	0	8012912
Term Loan from Banks, Secured loan against Vehicles and Office premises of the Company [for Details refer to Note no. 1 (2)]	17266128	17354448
	17266128	25367360
Sub Total	45924812	59515009
<u>Other Non Current Liability</u>		
Deposit from Tenant	601200	601200
TOTAL.....	46526012	60116209



HEC INFRA PROJECTS LTD

Note 6

FIXED ASSETS: [AT COST]

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	UP TO	ADDITIONS	SALES	UP TO	FOR THE	DEPRECIATION IN	UP TO	AS ON	AS ON
	31.03.14	DURING THE	DURING THE	31.03.15	YEAR	RESPECT OF ASSETS	31.03.15	31.03.15	31.03.14
		YEAR	YEAR			WHOSE USEFUL			
						LIFE IS OVER			
BUILDING	19938619		0	19938619	1565941	317275	0	1883216	18372678
PLANT & MACHINERY	1585845	106565	0	1692410	208672	157133	0	365805	1377173
COMPUTER	2136110	514217	0	2650327	1315718	349433	12565	1677716	820392
FURNITURE & FIXTURE	5573513	7100	0	5580613	1369846	758679	0	2128525	4203673
OFFICE EQUIPMENT	3909805	591173	0	4500978	559203	1231132	859022	2649357	3350602
VEHICLES	5510262	1613400	0	7123662	1986980	906453	0	2893433	3523282
TOTAL	38654154	2832455	0	41486609	7006360	3720105	871587	11598052	31647800
Previous year	37224375	1429779	0	38654154	5237700	1768650	0	7006360	31647800



HEC INFRA PROJECTS LTD

PARTICULARS	31.3.2015 AMOUNT Rs.	31.3.2014 AMOUNT Rs.
NOTE - 5		
<u>CURRENT LIABILITIES :</u>		
<u>Short Term Borrowings :</u>		
Secured		
Cash Credit and L/C from Bank	184166000	194929506
[for Details refer to Note no. 1 (2)]		
	<u>184166000</u>	<u>194929506</u>
<u>Trade Payables :</u>		
- Sundry Creditors for Goods and Expenses	422065242	167320327
	<u>422065242</u>	<u>167320327</u>
<u>Other Current Liabilities</u>		
- Current Portion of Term Loans	9666700	10185239
- Dividend and Dividend Tax payable	1791932	924082
	<u>11458632</u>	<u>11109321</u>
Provisions (Taxation Net of Advance payments)	4386557	24190676
	<u>4386557</u>	<u>24190676</u>
TOTAL.....	<u><u>622076431</u></u>	<u><u>397549830</u></u>

NOTE - 7

NON CURRENT ASSETS :

Other Non-Current Assets

-Debtors Over 12 Months	67170819	54309740
-Fix Deposits Maturing After 12 Months	11155542	9649800
	<u>78326361</u>	<u>63959540</u>

Non Current Investments
Deposits

6761775	7045475
<u>6761775</u>	<u>7045475</u>

NOTE - 8

CURRENT ASSETS :

Inventories :

- Closing Stock of Goods (Value at Cost or Market Price whichever is lower and as taken, valued and certified by Director)	201627641	48179768
--	-----------	----------

Trade Receivables :

(Unsecured, Good)

(a) Over Six Months	1651447	33518271
(b) Others	262134664	203708816
	<u>263786111</u>	<u>237227087</u>

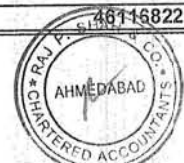
Cash and Cash Equivalents :

(a) Cash on Hand	794966	705308
(b) Bank Balances in Current Accounts	4745	5000
(c) In Fixed deposit accounts	20265575	14201889
	<u>21065286</u>	<u>14912197</u>

Short Term Loans and Advances :

(Unsecured, Good)

(a) Advances recoverable in Cash or kind or for Value to be Received	194973690	160849169
	<u>194973690</u>	<u>160849169</u>
	<u>681452728</u>	<u>481168221</u>



HEC INFRA PROJECTS LTD

PARTICULARS	31.3.2015	31.3.2014
NOTE - 9	AMOUNT Rs.	AMOUNT Rs.
REVENUE FROM OPERATIONS		
Sale of Goods		
Domestic sale of traded goods	1096445550	512844526
	1096445550	512844526
Sale Of Services		
Domestic sale of services	153694000	91766599
	153694000	91766599
TOTAL.....	1250139550	604611125
 NOTE - 10		
OTHER INCOME :		
- Discounts & write offs (Net)	0	143521
- Interest & Misc Income	3339262	2051911
- Rent Received	2990219	2765520
TOTAL.....	6329481	4960952
 NOTE - 11		
CHANGES IN INVENTORY :		
Closing Stock of Finished Goods	201627641	48179768
Opening Stock of Work in Procees	48179768	33430107
Decrease /(Increase) in Stocks	(153447873)	(14749661)
TOTAL.....	(153447873)	(14749661)
 NOTE - 12		
EMPLOYEE BENEFIT EXPENSES		
- Staff Salary	25483198	22214740
- Bonus	1755214	1154110
- Staff Welfare	158377	122500
- Employers contribution to Provident Fund	1206617	760150
- Provision for Gratuity	164648	232163
- Directors' Remuneration & Sitting Fees	4210683	3600000
	32978737	28083663
 NOTE - 13		
FINANCIAL COST :		
- Bank Charges & Interest	21785580	19479083
- Interest to Depositors	2647361	2838009
- Interest of Vehicle Loan	109556	176301
- Interest on Term Loan	2009996	5182507
- Other Interest Expenses	2156428	201050
TOTAL.....	28708921	27876950



HEC INFRA PROJECTS LTD
NOTES FORMING PART OF BALANCE SHEET AS ON 31.03.2015


PARTICULARS	31.3.2015 AMOUNT Rs.	31.3.2014 AMOUNT Rs.
NOTE - 14		
OTHER EXPENSES :		
Advertisement Expenses	2700	60000
Auditors' Remuneration:		
- Audit Fees	102600	90000
- Limited Review Certification	28500	0
- Taxation Matters	39900	35000
Bad Debts	25851957	0
Commission Expense	3750000	2000000
Computer & Internet Expenses	81896	333888
Consultancy Charges	4921881	10332866
Discounts & Write offs(net)	2081199	0
Donation	13600	26000
Electricity	418870	348656
Godown Rent & Expenses	740623	797116
Inspection Charges	645302	603283
Insurance	1009688	396714
Labour Charges	140767129	60043133
Legal charges	636236	603067
Liquidated damages	2285480	0
Office Expenses & Office upkeep	1113205	1411929
Petrol & Diesel & Conveyance	2434073	2079020
Postage and Courier Expenses	201444	100341
Printing & Stationary	224148	345636
Profession Tax	5100	4907
Registration Fees	290709	66493
Repairs and Maintenance	327285	737588
Sales Promotion Expenses	294503	394965
Municipal Tax	181893	151363
Service Tax & Vat	465773	1353382
Site Expenses	17282198	7572088
Subscription Expenses	43531	14354
Telephone	253886	242934
Tender Charges	225601	273776
Testing Charges	170250	45208
Transportation	8584210	3761589
Travelling	3507489	3954991
Vehicle Repairs & Maintenance Expenses	374671	365159
Works Contract Tax	5642028	3600082
TOTAL.....	224999558	102145528

FOR & On Behalf of Board of HEC INFRA PROJECTS LTD.

Date : 5th June, 2015
Place : Ahmedabad


(SAURANG SHAH)
DIRECTOR


(RUPAL SHAH)
DIRECTOR


(P.J. SURTI)
CHIEF FINANCIAL
OFFICER



HEC INFRA PROJECTS LIMITED

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

Tel : 91-79-40086771 - 74

www.hecproject.com

Email address : elect@hecproject.com

CIN : L45200GJ2005PLC046870

ATTENDANCE SLIP

DP ID _____

(To be presented at the entrance) Folio No. /Client ID _____

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company at Sigma 1 Corporate, Corporate House No.6, Sindhu Bhawan Road ,Nr. Mahan Party Plot Crossroad, Bodakdev, Ahmedabad-380 054 on Wednesday, 30th day of September, 2015 at 11.00 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

HEC INFRA PROJECTS LIMITED

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

Tel : 91-79-40086771 - 74

www.hecproject.com

Email address : elect@hecproject.com

CIN : L45200GJ2005PLC046870

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

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

(1)Name: _____

Address: _____

E-mail Id: _____ or falling him;

(2)Name: _____

Address: _____

E-mail Id: _____ or falling him;

(3)Name: _____

Address: _____

E-mail Id: _____ or falling him;

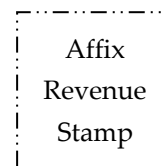
As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 10th Annual General Meeting of the Company to be held on Wednesday, 30th day of September, 2015 at 11.00 a.m. at the Registered office of the Company at Sigma 1 Corporate, Corporate House No.6, Sindhu Bhawan Road, Nr. Mahan Party Plot Crossroad, Bodakdev, Ahmedabad-380 054 and at any adjournment thereof in respect of such resolution as are indicate below :

Resolution No	Particulars of Resolution	Voting	
		For	Against
	ORDINARY BUSINESS		
1	Consider and adopt Financial Statements of the Company for the year ended 31 st March,2015 together with the Reports of the Board of Directors and Auditors' thereon		
2	To declare dividend on equity shares		
3	To Reappoint Mr. Gaurang Parmanand Shah (DIN No. 01756079) who retires by rotation and, being eligible, himself for Re-appointment.		
4	To Reappoint Mrs. Rupal Gaurang Shah (DIN No. 01756092) who retires by rotation and, being eligible, himself for Re-appointment.		
5	To appoint the Auditor of the Company and fixing their remuneration		
	SPECIAL BUSINESS		
6	To Reappoint M/s. Jalan Alkesh & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company.		
7	To appoint Mrs. Ritu Vinodkumar Chaudhary (DIN No. 06891569) as Independent Director of the Company for a period of five years.		
8	To appoint Mr. Yogesh Popatlal Shah (DIN: 06971596) as Independent Director of the Company to hold office for five consecutive years up to 10 th September, 2019.		
9	To authorise Board of Directors to borrow money as per Section 180 (1) (c) of the Companies Act, 2013		
10	To authorise Board of Directors to creating mortgages, charges, hypothecation as may be necessary on the assets of the Company as per Section 180(1)(a) of the Companies Act, 2013		
11	To authorise the Board of Directors to enter into contract or any transaction of purchase, sale or supply of goods or services or sale or purchase of any immovable property		
12	To appoint Mr. Gaurang Shah (DIN: 01756079) as the Managing Director of the Company for a period of five years with effect from October 1, 2015 and fixing their remuneration		

13	To appoint Mrs. Rupal Shah, Director of the Company to hold office or place of profit under the Company as an Administration - Head or with such designation as the Board of Directors of the Company and fixing her remuneration		
----	---	--	--

Signed this _____ day of _____ 2015

Signature of the Shareholder _____



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder