



HEC

INFRA PROJECTS LIMITED

ENGINEERING CONSULTANTS & CONTRACTORS



ANNUAL REPORT

2019-20

CONTENT OF THIS REPORT

PAGE NO.

Company Information	5
Notice of Annual General Meeting	6
Directors' Report	21
Corporate Governance Report	47
Management Discussion and Analysis Report	61
Financial Statement:-	
Independent Auditor's Report on Financial Statement	66
Balance Sheet	74
Statement Profit & Loss Account	75
Cash Flow Statement	76
Notes to Accounts	77

:-COMPANY INFORMATION:-

BOARD OF DIRECTORS

Mr. Gaurang Shah	Managing Director
Mrs. Rupal Shah	Executive Director
Mrs. Ritu Jalan	Independent Director
Mr. Sachin Kansal	Independent Director
Mr. Asit Shah	Independent Director

AUDIT COMMITTEE

Mr. Sachin Kansal	Chairman
Mr. Asit Shah	Member
Mrs. Ritu Jalan	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Sachin Kansal	Chairman
Mr. Asit Shah	Member
Mrs. Ritu Jalan	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Asit Shah	Chairman
Mrs. Ritu Jalan	Member
Mr. Gaurang Shah	Member

REGISTERED OFFICE

Sigma-1 Corporates, Corporate
House No. 6, Nr. Maan Party
Plot Cross Road, Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380054

WEBSITE

www.hecprojects.in

CHIEF FINANCIAL OFFICER

Mr. Pannalal J. Surti

COMPANY SECRETARY

Ms. Jeel H. Patel

STATUTORY AUDITOR

M/s Parth P. Shah & Co.
Chartered Accountant
9, Mahasweta Kadambari Society,
Nr. Nehru Nagar, S. M. Road,
Ambawadi, Ahmedabad-380015
Tel. No: - 9998519313
Email Id: parthshah3690@gmail.com

SECRETARIAL AUDITOR

M/s Jalan Alkesh & Associates
Company Secretary
304, Agrawal Arcade, Nr. Ambawadi Circle,
Ambawadi, Ahmedabad-380006
Tel. No: 079-40024082
Email Id: jalanalkesh@gmail.com

REGISTRAR AND TRANSFER AGENT

Cameo Corporate Services Limited
Subramanian Building No.1, Club House
Road, Chennai-600002,
Tamilnadu.
Tel: +91-44-28460390
Fax: +91-44-28460129
E-mail: cameo@cameoindia.com

NOTICE

Notice is hereby given that the **15th Annual General Meeting** of the Members of **HEC Infra Projects Limited** will be held on **Tuesday, 29th September, 2020 at 12:00 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statement of the Company for the year ended on 31st March, 2020 together with the reports of Board of Directors and Auditors thereon.
- 2 To appoint a Director in place of Mrs. Rupal Gaurang Shah (DIN: 01756092), who retires by rotation and being eligible, offers herself for re-appointment.
- 3 To consider the re-appointment of current auditor, M/s. Parth P. Shah & Co., Chartered Accountant (FRN: 141540W), as a Statutory Auditor of the Company and to fix their remuneration and to pass the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is here by accorded to the approval for re-appointment of M/s. Parth P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. 141540W), as the Statutory Auditors of the Company for second term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of 20th Annual General Meeting to be held in the year 2025, at such remuneration and reimbursement out of pocket expense, if any, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and Statutory Auditor of the Company."

SPECIAL BUSSINESS:

4 Appointment of Mr. Nipam Shah (DIN: 08808329) as an Independent Director

To consider and, if thought fit, to pass the following Resolution, with or without modifications, 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") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, relevant applicable regulations(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Nipam Shah (DIN: 08808329), who was appointed as an Additional Non-Executive Director and also as an Independent Director of the Company by the Board of Director with effect from 31st August, 2020 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Nipam Shah as a candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 31st August, 2020 up to 30th August, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5 Appointment of Mr. Yogesh Shah (DIN: 06971596) as an Independent Director

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a **Special 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”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, relevant applicable regulations(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Yogesh Shah (DIN: 06971596), who was appointed as an Additional Non-Executive Director and also as an Independent Director of the Company by the Board of Director with effect from 31st August, 2020 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Yogesh Shah as a candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 31st August, 2020 up to 30th August, 2025.”

“RESOLVED FURTHER THAT, pursuant to Regulation 17 (1A) of the SEBI the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Yogesh Shah (DIN: 06971596) after he attains the age of 75 years, as an Independent Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6 Re-appointment of Mr. Gaurang Shah (DIN: 01756079) as Managing Director of the Company w.e.f. 1st October, 2020

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the company be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Gaurang Shah (DIN: 01756079), as Managing Director of the Company for a period of 5 years with effect from 1st October, 2020 upto 30th September, 2025, on the terms & Conditions as mentioned in the draft agreement to be entered in to between the Company and Mr. Gaurang Shah, a draft whereof duly initialed by the Chairman for the purpose of identification as placed before this meeting, which Agreement is hereby specifically approved with the powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Gaurang Shah within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

1 Term of Appointment:

With effect from 1st October, 2020 to 30th September, 2025.

2 Remuneration:

- I Salary: Rs. 30,58,913/- on an annual basis including basic Salary, any perquisites and other allowances/benefits as may be decided by the Board of Directors of the Company, from time to time. The Board of Directors shall have the power to give annual increment in the Salary of Mr. Gaurang Shah as recommended by the Nomination and Remuneration Committee.

II Perquisites and Allowances:

All perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

III Commission:

In addition of the Salary, Perquisites and Allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Section 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendments/ modification in the Rules, Act and/or applicable laws in this regards) shall also be payable.

3 Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Managing Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being in force.

4 Overall Remuneration:

The aggregate of salary, perquisites, allowances, commission and performance Bonus in any one financial year shall not exceed the limit prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force.

5 Other Terms and Conditions:

- a. Mr. Gaurang Shah, shall be vested with substantial powers of the management in subject to the supervision, control and direction of the Board.
- b. As long as Mr. Gauarang shah functions as Managing Director of the Company, no sitting fees will be paid to him for attending the meeting of Board of Directors or Committee thereof.
- c. Mr. Gaurang Shah shall be liable to retire by rotation whilst he continue to hold office of Managing Director; however his retirement will not break his length of service.
- d. Mr. Gaurang Shah shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. The Office shall be liable to termination with 3 months' notice from either side.
- f. The terms and conditions of the said re-appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto."

"RESOLVED FURTHER THAT notwithstanding anything to the above, in the event of any loss or inadequacy of the profit in any financial year of the Company during the term of office of Mr. Gaurang Shah as Managing Director of the company, the remuneration payable to him shall be in accordance with the limit prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors(including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Gaurang Shah from time to time to the extent the Board of Directors may deem appropriate on

the recommendation of the Nomination and Remuneration Committee, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“RESOLVED FURTHER THAT Mr. Gaurang Shah, Managing Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to enter into an Agreement (including any revision in terms and conditions of aforesaid re-appointment and/or agreement, if required) on behalf of the Company with Mr. Gaurang Shah, in terms of the aforesaid draft agreement.”

“RESOLVED FURTHER THAT the Board of Director 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.”

7 Approval to enter in to Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to enter into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arm’s length basis with related parties within the meaning of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to the Notice on such terms and conditions as may be agreed between the Company and its related party.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds, things, settle any queries, doubt that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effects to this Resolution in the best interest of the Company.”

Date: 31/08/2020

Place: Ahmedabad

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

REGISTERED OFFICE

Sigma-1 Corporates, Corporate
House No. 6, Nr. Maan Party
Plot Cross Road, Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380054
Tel: +91-79-40086771-74; Web:- www.hecprojects.in;
Email:- elect@hecproject.com

Jeel Patel
(Company Secretary)
Membership No.: A46202

NOTES:

- 1 An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as "AGM"), as set out under Item No(s). 4 to 7 above and the relevant details of the Directors as mentioned under Item No(s). 4 to 7 above as required by Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
- 2 The Board of Directors have considered and decided to include the Item No(s). 4 to 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
- 3 In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 4 Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 5 The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 6 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided
- 7 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hecprojects.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 8 AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

- 9 Members holding Shares in Electronic mode are requested to register/ update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the company electronically.
- 10 The Company has engaged the services of Accurate Securities & Registry Private Limited, Registrar and Transfer Agent as the authorized agency for conducting of e-AGM and providing e-voting facilities.
- 11 The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 12 All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
- 13 The Register of Members and Share Transfer Books will remain close from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for the purpose of annual closing and Annual General Meeting.
- 14 The Members of the company holding Shares as on Monday, 31st August, 2020 (Cut-off date for entitlement of Annual Report), shall be eligible for receiving the Annual Report 2019-20 along with the notice of the 15th Annual General Meeting, by electronic mode to all the members whose email addresses are registered with the Depository Participant(s).
- 15 Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
- 16 Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, change of address/name etc. to their Depository Participant. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
- 17 All the Shareholders of the Company are holding Shares in Demat mode, and none of the Shareholders are having Shares in Physical Mode.
- 18 Route map and prominent land mark for easy location of venue of the AGM is not provided in the Annual Report since Annual General Meeting is to be held through VC/OAVM.
- 19 **THE INSTRUCTIONS FOR ATTENDING AGM AND REMOTE E-VOTING ARE AS UNDER:-**

A. Instructions for attending the AGM through VC/OAVM are as under:-

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at elect@hecproject.com. The same will be replied by the company suitably.

B. Instructions for e-voting:-

1. In view of the current extraordinary circumstances due to the pandemic caused by covid-19 prevailing in the country the company is offering e-voting facility to all Members of the Company pursuant to provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the SEBI Listing Regulations. A person, whose name is recorded in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on cut-off date i.e. 22nd September, 2020 only shall be entitled to avail the facility of remote e-voting to enable the members to cast their votes electronically. Members can cast their vote online from 09:00 A.M. (IST) on Friday 25th September, 2020 to 05:00 P.M. (IST) on Monday 28th September, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked.
2. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
3. Only those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
4. The details of process and manner for remote e-voting are as under:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
 Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

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

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

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
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5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

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

- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- c. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 5. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@hecproject.com.

6. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jalanalkesh@gmail.com with a copy marked to evoting@nsdl.co.in.
 7. The voting rights of Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on Tuesday, 22nd September, 2020 (cut-off date for entitlement of voting rights) for determining the eligibility to vote at the Meeting.

In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM.
20. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?"
 21. The Board of Directors have appointed M/s. Jalan Alkesh & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer will submit his report to the chairman or any person authorized by him immediately after the conclusion of the AGM of the Company.
 22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 29th September, 2020.
 23. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.hecprojects.in and the same shall be communicated to National Stock Exchange of India Limited where the shares of the Company are listed.
 24. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Pratik Bhatt (Tel No.: 02224994738) at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.: 3

M/s. Parth P. Shah & Co., Chartered Accountants (ICAI Firm Registration No. 141540W) were appointed as Statutory Auditors of the Company by the Members at the Extra Ordinary General Meeting (EOGM) held on 16th December, 2015 to hold office as Statutory Auditor of the company till the conclusion of 15th AGM of the Company to be held in the year 2020.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Parth P. Shah & Co. Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting to be held in the year 2025 at such remuneration and reimbursement out of pocket expense, if any, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and Statutory Auditor of the Company.

M/s. Parth P. Shah & Co., statutory auditors have conducted the statutory audit of the company from FY 2015-16 to FY 2019-20 and their performance was found to be satisfactory. Before recommending their re-appointment, the Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Parth P. Shah & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Parth P. Shah & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Ordinary Resolutions set out in Item no. 3 of the notice for the approval of members.

Item No.: 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Nipam Shah (DIN: 08808329) as an Additional Non-Executive Director of the Company under Section 161 (1) of the Companies Act, 2013 with effect from 31st August, 2020.

In terms of Section 161 (1) of the Companies Act, 2013, Mr. Nipam Shah holds office as an Additional Director only up to the date of forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company received a notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Nipam Shah (DIN: 08808329) for the office of Independent Director of the Company.

Mr. Nipam Shah, aged 57 years is a Bachelor of Engineering in Mechanical field from Gujarat Technological University. He has an experience of More than 35 years in the Manufacturing and Trading of Spare parts.

The other details of Mr. Nipam Shah in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. Nipam Shah is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Nipam Shah fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Nipam Shah's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice relating to the appointment of Mr. Nipam Shah as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 31st August, 2020 upto 30th August, 2025, for the your approval. Mr. Nipam Shah has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received the consent in writing to act as Director and intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 along with declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for the approval of the Members.

Except, Mr. Nipam Shah, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

Item No.: 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Yogesh Shah (DIN: 06971596) as an Additional Non-Executive Director of the Company under Section 161 (1) of the Companies Act, 2013 with effect from 31st August, 2020.

In terms of Section 161 (1) of the Companies Act, 2013, Mr. Yogesh Shah holds office as an Additional Director only up to the date of forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company received a notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Yogesh Shah (DIN: 06971596) for the office of Independent Director of the Company.

Mr. Yogesh Shah, aged 72 years is a Bachelor of Commerce from Gujarat University. He is having an experience of more than 50 years in Administration and Finance.

The other details of Mr. Yogesh Shah in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Mr. Yogesh Shah is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Yogesh Shah fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Yogesh Shah's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.5 of this Notice relating to the appointment of Mr. Yogesh Shah as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 31st August, 2020 upto 30th August, 2025, for the your approval. Mr. Yogesh Shah has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received the consent in writing to act as Director and intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 along with declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

As per the provision of the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, notified on 9th May, 2018, approval of the Shareholders by way of Special Resolution is required for continuation of directorship of Non-executive Independent Director after he attains the age of 75 years.

Accordingly, the Board recommends the Special Resolution set out at Item No.5 of the Notice for the approval of the Members.

Except, Mr. Yogesh Shah, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No.5 of the Notice.

Item No.: 6

Mr. Gaurang Shah, aged 57 years with a qualification of Bachelor of Mechanical Engineer, had more than 35 years of experience in the Electro Mechanical Industry. He joined the company as a Director w.e.f. 6th October, 2005. He had setup the Business in the name of HEC Infra Projects Limited ("the Company"). He was one of the founder, Promoter and Managing Director of the Company. Mr. Gaurang Shah, who is well-versed in understanding EPC Electro Mechanical Sector and having an experience of executing various projects of Electrical, Mechanical, Solar, Water Distribution and also having experience of Industrial Projects for various companies and corporations. He is having a vast experience in designing in Switch-gears, Power Distribution Network, Power Transmission, Water Distribution, Solar Power Plants and ELV Products. Mr. Gaurang Shah has a practical technical knowledge of manufacture, assemble, fabricator of Panels and accessories, D.C. drivers, Power Control Systems and their Spare Parts and transformers. Mr. Gaurang Shah is overseeing the day to day functioning of the Company at all levels. He also holds Directorship in other companies Like Highvolt Power and Control Systems Private Limited. He is also a members of Stakeholder Relationship Committee of the Company. He is related with Mrs. Rupal Shah, Director of the Company. As on 31st March, 2020, he holds 11,44,982 equity shares of Rs. 10/- each of the Company.

Mr. Gaurang Shah, Managing Director of the Company was re-appointed pursuant to provision of Section 196, 197, 203 and other applicable provisions read with Schedule V to the Companies Act, 2013 by the members in the 10th Annual General Meeting held on 30th September, 2015 for a period of 5 (five) years with effect from 1st October, 2015 to 30th September, 2020.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved the appointment of Mr. Gaurang Shah as Managing Director for the further period of 5 (five) years with effect from 1st October, 2020 till 30th September, 2025.

Mr. Gaurang Shah is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and given his consent to act as Managing Director of the Company. Mr. Gaurang Shah satisfy all the conditions as set out in Part I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under regulation 36 (3) of Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Gaurang Shah, Managing Director of the Company may be considered to be concerned and interested in the said resolution as also in the draft Agreement since it relates to his own re-appointment. Mr. Rupal Shah, may also be considered as concerned or interested in the same, being relative of Mr. Gaurang Shah. None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

Item No. 7

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

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

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

The Company has existing transactions with its related party, which is in the ordinary course of business and at arm's length basis. However, the value of transactions with related party in respect of financial year 2019-20 and the estimated value of transaction are likely to exceed 10% of the annual turnover of the Company, based on the audited financial statements for year ended 31st March, 2020.

Accordingly, on recommendation of the Audit Committee and Meeting of the Board of Directors held on 14th February, 2020 approved related party transactions and it is proposed to seek approval of the members by way of Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Power) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related party transactions in one or more tranches.

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

Name of the Related Party	Nature of Relationship	Nature of Transaction proposed to be entered
Highvolt Power and Control Systems Private Limited	A Body corporate in which Mr. Gaurang Shah and Mrs. Rupal Shah are the Director of the Company. Further Mr. Gaurang Shah holds 32.70% and Mrs. Rupal Shah holds 21.36% Shares in the Company.	Sale, Purchase or supply of any goods or material
Swati Switchgears (India) Private Limited	A Body corporate in which Mr. Gaurang Shah holds 0.36% and Mrs. Rupal Shah holds 13.40% of the Share capital. Further the relatives of Directors holds 31.71% of total Share capital. In addition to this Paras Engen India Private Limited holds 5.72% of Share Capital, in which 100% of Share Capital is held by Mr. Gaurang Shah and his relatives.	Sale, Purchase or supply of any goods or material or Services. Leasing of Property of any kind

Brainscape Solutions Private Limited	A Body corporate in which Mrs. Rupal Shah holds 5 % shares of the paid up capital. Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% and Ms. Priya Shah (Daughter of Mr. Gaurang Shah and Mrs. Rupal Shah) holds 30% shares of Brainscape Solutions Private Limited. Thus Mr. Gaurang Shah and Mrs. Rupal Shah are directly or indirectly interested through their relative.	Supply of any goods or material and availing or rendering of any services.
Lumos Building Automation Private Limited	A Company in which relative of Mr. Gaurang Shah are the Director and Shareholders.	Sale, Purchase or supply of any goods or material
Shree Krishna Cold Storage	A firm in which Mr. Gaurang Shah and relative of Mr. Gaurang Shah are the partners.	Sale, Purchase or supply of any goods or material
Rahul G Shah And Co	A Proprietorship in which Mr. Rahul Shah (son of Mr. Gaurang Shah and Mrs. Rupal Shah) is a proprietor. Thus they are directly interested.	Availing and Rendering of any services
Ms. Priya G. Shah	Ms. Priya Shah is a Daughter of Mr. Gaurang Shah and Mrs. Rupal Shah, hence they are direct relative of both the Directors of the Company	Appointment to any office or place of profit in the company & Availing and Rendering of any services
Mr. Rahul G. Shah	Mr. Rahul Shah is a Son of Mr. Gaurang Shah and Mrs. Rupal Shah, hence they are direct relative of both the Directors of the Company	Appointment to any office or place of profit in the company & Availing and Rendering of any services

The Aggregate value of transactions of the Company with per related party does not exceed ₹ 50 Crore Rupees per year. The approval is being sought for a period of 5 (five) financial years.

Mr. Gaurang Shah and Mrs. Rupal Shah are deemed to be interested in the proposed resolution. Other than this none of other directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested, financially or otherwise, except to the extent of his/ her respective shareholding, if any, in the Company, in the resolution set out in item No. 7 of the Notice.

The Board recommends the Special Resolution at Item No. 7 of the Notice for approval of the Members.

Date: 31/08/2020

Place: Ahmedabad

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

REGISTERED OFFICE

Sigma-1 Corporates, Corporate
House No. 6, Nr. Maan Party
Plot Cross Road, Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380054
Tel: +91-79-40086771-74; Web:- www.hecprojects.in;
Email:- elect@hecproject.com

Jeel Patel
(Company Secretary)
Membership No.: A46202

ANNEXURE TO THE EXPLANATORY STATEMENT

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting

[Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2]

Name of Director	Mrs. Rupal Gaurang Shah	Mr. Gaurang Parmanand Shah	Mr. Nipam Chandrakant Shah	Mr. Yogesh Papatlal Shah
Director Identification Number (DIN)	07956092	07956079	08808329	06971596
Date of Birth	13/11/1965	04/08/1963	20/01/1963	11/12/1947
Date of First Appointment	06/10/2005	06/10/2005	-	-
Qualification	M.Com	B.E. (Mechanical)	B.E. (Mechanical)	B.Com
Nature of Expertise	She is having 30 years of experience in accounts, finance and administration department of the company. She also actively takes part in decision making process related to our operations and provides useful inputs for formulation of various strategies.	He is having 35 years of experience of executing various projects of Electrical, Mechanical, Solar, Water Distribution and also having experience of Industrial Projects for various companies and corporations. He is having a vast experience in designing in Switchgears, Power Distribution Network, Power Transmission, Water Distribution, Solar Power Plants and ELV Products.	He is having an experience of More than 35 years in the Manufacturing and Trading of Spare parts.	He is having an experience of 50 years of Experience in Administration and Finance.
Shareholding in the Company	2,43,400 Equity Shares (includes individual of 2,31,000 equity shares and 12,400 equity shares held in joint name with Mr. Gaurang Shah)	11,44,982 Equity Shares	Nil	1,200 Equity Shares
Directorship in other Company	Highvolt Power And Control Systems Private Limited	Highvolt Power and Control Systems Private Limited	Nil	Nil
Chairman/ Member of Committee in other Public Companies	Nil	Nil	Nil	Nil
Relationship with Other Director	Mr. Gaurang Shah (Spouse)	Mrs. Rupal Gaurang Shah (Spouse)	None	None

DIRECTORS' REPORT

To
The Members of
HEC Infra Projects Limited

The Directors have pleasure in presenting the 15th Annual Report of HEC Infra Projects Limited for the financial year ended 31st March, 2020.

1. Financial Results and Appropriations:

Financial Results of the Company for the year under review along with the figures for the previous year is as follows:

(₹in Lakhs Except per Share data)

Particulars	31st March, 2020	31st March, 2019
Revenue from Operations	3923.03	8008.26
Other Income	85.50	100.49
Total Revenue	4008.54	8108.75
Profit before Interest, Depreciation , Extraordinary items & tax	399.19	688.71
Less: Interest	299.11	404.91
Depreciation	25.17	31.29
Extraordinary Items	00	00
Profit before Exceptional item & tax	74.91	252.50
Exceptional Item	00	00
Profit before Tax	74.91	252.50
Current Tax	23.00	75.00
Deferred Tax	(1.90)	(5.88)
Taxation in respect of earlier year	00	(11.95)
Net Profit after tax	53.81	195.33
Add: Balance brought forward from last year	1845.63	1674.70
Amount available for appropriation & to be c/f	1899.45	1845.63
EPS (Basic & Diluted)	2.65	9.63

The Financial Results for the Half year ended and year ended are available on the company website of the company www.hecprojects.in

2. State of Company's Affairs:

The Company has earned revenue from operation of ₹ 3923.03 Lacs during the year ended on 31st March, 2020 as against ₹ 8008.26 Lacs earned during the previous year ended on 31st March, 2019, with a fall of 51 % as compared to previous year. The Company has also earned other income of ₹ 85.50 Lacs during the year under review as against ₹ 100.49 Lacs earned during the previous year, with a Decrease in 15 % as Compared to previous year.

The Company earned Profit Before Tax (PBT) of ₹ 74.91 Lacs and Profit After Tax (PAT) of ₹ 53.81 Lacs during the year ended on 31st March, 2020 as compared to previous year ended on 31st March, 2019 of ₹ 252.50 Lacs and ₹ 195.34 Lacs respectively, showing a fall of 70 % in Profit Before Tax and 72 % in Profit After Tax (PAT).

3. Impact of COVID-19:

The Country witnessed lockdown due to outbreak of COVID-19 pandemic in the March, 2020. There were restrictions of varying across the states and city. This impacted the business operations of the company significantly. Our Company is engaged in the business of providing Services related to Electro-Mechanical Projects as EPC Contractor, hence, the execution & operation of the various project site have been delayed, which will further resultant into the postponement of Cash flow and accordingly minor impact will be there on Financial Results for the half year and year ended on 31st March, 2020 as well as its upcoming results.

4. Change in Nature of Business:

During the year under review, there has been no change in the nature of business of the Company.

5. Material Changes and Commitment affecting financial position:

There are no such material changes and commitments affecting the financial position of the Company, which has occurred during the financial year 2019-20 and till the date of this Board's Report.

6. Reserves and Surplus:

The Company has not transferred any amount to the reserve for the year ended 31st March, 2020. The Opening Balance of Surplus of Profit and Loss as shown in the Reserves and Surplus is ₹ 1845.63Lacs. The whole of net profit for the year of ₹ 53.81Lacs is transferred to Surplus of Profit and Loss as shown in the Reserves and Surplus. The Closing Balance of Surplus of Profit and Loss as shown in the Reserves and Surplus is ₹ 1899.45Lacs. The Opening and Closing Balance of Securities Premium stands at ₹ 741.03 Lacs. The Opening and Closing Balance of General Reserves stands at ₹ 10.00Lacs.

7. Dividend:

In view of the fact that due to COVID 19, uncertainties have increased in overall economy and looking to the uncertainties, it is necessary to retain the reserve funds and therefore your Directors have proposed not to recommend any dividend for the year.

8. Deposits:

During the year under review, the Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the companies (Acceptance of Deposits) Rules, 2014.

Pursuant to Rule 2 (1) (c) (viii) of Companies (Acceptance of Deposit) Rules, 2014 an aggregate amount of deposit taken from the Directors is ₹ 1229.41 Lac.

The Directors have given a declaration stating that the amount deposited is out of own funds and not by way of borrowings from others.

9. Subsidiary, Associate and Joint Venture:

During the year under review, no company has become or ceased to be subsidiary, joint venture or associate of the Company.

10. Particulars of Loans given, Investments made, Guarantees given and Securities provided:

The details of loans and investments, if any, are specified in the notes to the Balance Sheet. The Company has not provided any guarantee or Security for the loans availed by others.

11. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

Particulars relating to conservation of energy and technology absorption stipulated in the Companies (Accounts), 2014 are not applicable to HEC Infra Projects Limited ("the company") and the details regarding foreign exchange earnings and expenditure, if any, is specified in the notes to the Balance Sheet.

12. Director's Responsibility Statement:

As required under the provisions of Section 134 (5) of the Companies Act, 2013, your Directors confirm that:

- i in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed and there are no material departures from the same;
- ii they 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 31st March, 2020 and of the Profit & Loss of the Company for financial year ended 31st March, 2020;
- iii they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv they have prepared the annual accounts on a 'going concern' basis;
- v they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Particulars of Employees:

During the year under review, there was no employee who has drawn remuneration in excess of the limits set out under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure pertaining to Remuneration and other details as required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rule, 2014 is attached as **Annexure- A**.

14. Directors and Key Managerial Personnel:

Director:

Your Board Comprised of 5 (Five) Directors which includes 1 (One) Managing Director, 1 (One) Executive Director and 3 (Three) Non-Executive Independent Directors. Your Directors on the Board possess experience, competency and are renowned in their respective fields. All Directors are liable to retire by rotation except independent Directors.

In accordance with the provision of Section 152(6) of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Rupal Gaurang Shah, retires by rotation and being eligible, has offered herself for re-appointment. Item seeking your approval on the above re-appointment is included in the Notice convening the Annual General Meeting.

During the year, there is no change in the Board of Directors, none of the Directors have been appointed and resigned.

Key Managerial Personnel:

During the year under review, there was no change in the Key Managerial Personnel of the Company for the financial year ended 31st March, 2020.

15. Declaration by Independent Director:

The Company has received necessary declaration from each independent Director under Section 149(7) of the Companies Act, 2013, that he/ she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. Annual Performance Evaluation:

The Company has in place a criteria for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include performance evaluation of the non-executive directors and executive directors.

Pursuant to the provisions of Section 134(3)(p), 149 (8) and Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent directors was carried out by the entire Board and the performance Evaluation of the Board, its Chairman, Non-Independent Directors and working of Committees was carried out by the Independent Directors.

17. Extract of Annual Return:

Pursuant to the provisions of Section 134(3) (a) of the Companies Act, 2013, the extract of Annual Return in prescribed format form part of the Board's Report as **Annexure-B**. The web link of the same pursuant to provision of Section 92 (3) of the Companies Act read with the applicable rules and circular issued by Ministry of Corporate Affairs on 28th August, 2020, is placed on the website of the Company i.e. www.hecprojects.in/investors/corporateGovernance

18. Auditors and Auditors Report:

Statutory Auditor & Audit Report:

The term of M/s. Parth P. Shah & Co., Chartered Accountants, Ahmedabad, Statutory Auditor of the Company will be concluding at the conclusion of the ensuing Annual General Meeting.

The Audit Committee and Board of Directors of the Company respectively at their meeting held on 31st August, 2020 subject to the approval of the Shareholders, recommended the appointment of M/s. Parth P. Shah & Co., Chartered Accountants (Firm Registration Number: 141540W) as Statutory Auditors of the Company to hold office for their second term of 5 (five) years i.e. from the conclusion of ensuing AGM till the conclusion of 20th AGM to be held in the financial year 2025.

Further, they have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the act and that they are not disqualified for the appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor's Report for the financial year ended 31st March, 2020 does not contain any qualification, reservation or adverse remark.

The Auditor's Report is enclosed with the financial statements in this Annual Report.

Secretarial Auditor and Secretarial Audit Report:

Pursuant to provision of Section 204 of the Companies Act, 2013, the Board of Directors of the Company appointed M/s. Jalan Alkesh & Associates, Practicing Company Secretary, as the Secretarial Auditor of the company for the financial year ended 31st March, 2020. The Secretarial Audit Report relating thereto is annexed herewith as an **Annexure-C** to this Report.

The Secretarial Auditor's Report for the financial year ended 31st March, 2020 does not contain any qualification, reservation or adverse remark.

Internal Auditor:

M/s. N. K. Kapadia & Co., a reputed firm of Chartered Accountants, is the Internal Auditors of the Company. The Audit Committee of the Board of Directors in consultation with the Internal Auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit.

None of the Auditors of the company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Cost Auditor:

The provision of Cost Audit is not applicable to the Company; hence Company has not appointed cost Auditor.

19. Company's policy on Director's, KMPs & other employees appointment & remuneration including criteria for determining Qualification, Attributes, Independence, etc.:

The Company has formulated and adopted the Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Policy of the Company, inter alia, provides the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, Positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Policy is also available on the website of the Company www.hecprojects.in

20. Details on Internal Financial Controls Related to Financial Statements:

Your Company has in place adequate internal control systems commensurate with the size of its operations. These systems enable the Company to comply with applicable laws, procedures, Practices and standard guidelines to protect Company's interest. The internal Auditors team carries out the extensive Audits throughout the year across all the functional area and submit its report to the Audit Committee. The Audit Committee actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them in accordance with the changes in the business dynamics, if required.

21. Risk Management:

Your company has established a well-defined risk management policy to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk management strategy as approved by the board of directors is implemented by the company management. The Policy is available for at the Website of the Company <https://www.hecprojects.in/investors/>

22. Industrial Relation:

The Relations between the employees and management have remained cordial and harmonious during the year under review.

23. Credit Rating:

During the year Credit Analysis & Research Limited (CARE) has revised the credit rating of the company from CARE BBB to “CARE BBB-”(Outlook: Stable) for its Long Term Bank Facilities and re-affirmed the rating as “CARE A3” for its short term Bank Facilities.

A detailed Analysis of the financial results is given in the Management Discussion and Analysis Report which forms part of this report.

24. Segment Reporting:

The Company is engaged in the EPC Electro-Mechanical Project Business as an only reportable segment in accordance with Accounting Standard on Segment Reporting AS-17.

25. Number of Board Meeting:

During the year 05 (Five) meeting were held on 30th May, 2019, 28th August, 2019, 14th November, 2019, 6th December, 2019 and 14th February, 2020. The particulars of Directors, their attendance during the financial year 2019-20 has been disclosed in the Corporate Governance Report forming part of this Annual Report.

26. Composition of Audit Committee:

The Audit Committee Comprises of the following Members:

Name	Designation	Status
Mr. Sachin K. Kansal	Non- Executive Independent Director	Chairman
Mr. Asit R. Shah	Non- Executive Independent Director	Member
Mrs. Ritu A. Jalan	Non- Executive Independent Director	Member

Further details relating to the Audit Committee are provided in the Corporate Governance Report, which forms as an integral part of the Annual Report.

All the recommendations made by Audit Committee were accepted by the Board.

27. Significant and material orders passed by the Regulators or Courts or Tribunal:

There are no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company’s operations in future.

28. Secretarial Standard:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to ‘Meetings of the ‘Board of Directors’ and ‘General Meetings’, respectively, have been duly followed by the Company.

29. Vigil Mechanism/ Whistle Blower Policy:

Pursuant to the provision of Section 177(9) of the Companies Act, 2013 read with Rule 7 of Companies (Meeting of Board and its Power) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 the Company has formulated a vigil mechanism/ Whistle Blower Policy for directors and employees to report concern of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the Company's website at www.hecprojects.in.

30. Corporate Social Responsibility:

The Company is not covered under the criteria 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 Committee.

31. Particulars of contracts or arrangements with related party:

During the financial year under review, all contracts / arrangements / transactions entered by the Company with related parties were in ordinary course of business and on arms' length basis. The details of contracts and arrangements with Related Parties of your Company for the financial year ended 31st March, 2020, are given in note 23 to the Financial Statements, forming part of this Annual Report.

All related party transactions have been approved by the Audit Committee and the Board of Directors of your Company and are reviewed by them on periodic basis. Omnibus approvals were taken for all transactions entered in to by the company with related parties.

The Company's Policy on Related Party Transactions is available on your Company's website <http://www.hecprojects.in/investors>.

Form AOC-2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is set out as **Annexure-D** to this report.

32. Management Discussion and Analysis Report & Corporate Governance Report:

As required under Schedule V (B) and (C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, "Management Discussion and Analysis Report" as well as "Corporate Governance Report", are attached as a separate section forming part of this Annual Report.

Further, during the year under review, the Company has complied with all the mandatory requirements of the Corporate Governance. A certificate from the statutory auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed this Report as an **Annexure-E**.

33. Listing:

Listing The Equity Shares of the Company continue to remain listed on National Stock Exchange of India Limited (NSE) SME Platform. The Company has paid necessary listing fees for the year 2020-21.

34. Policy on prevention of sexual harassment at workplace:

As per the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 (hereinafter referred to as "Prevention of Sexual Harassment Act"), the Company has formulated policy on prevention of Sexual harassment at workplace for prevention, prohibition and redressal of sexual harassment at workplace and an Internal Complaints Committee has also been set up to redress any such complaints received.

Your Company is committed to provide a conducive work environment devoid of discrimination and harassment including sexual harassment.

The policy covers all employees (permanent, contractual, temporary, trainees) irrespective of their nature of employment and also applicable in respect of all allegations of sexual harassment made by an outsider against an employee.

During the year 2019-20, no case of Sexual Harassment was reported.

35. Acknowledgements:

The Board of Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The Board sincerely conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of Board of Directors

Date: 31/08/2020
Place: Ahmedabad

Gaurang Shah
(Chairman & Managing Director)
DIN :07956079

ANNEXURE: A**Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.****A. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2019-20 is as follows:**

(Amount in ₹)

Sr. No.	Name of Directors	Total Remuneration	Median Remuneration	Ratio*
1.	Mr. Gaurang Parmanand Shah	28,23,612	3,11,651	9.06
2.	Mrs. Rupal Gaurang Shah	19,98,996	3,11,651	6.41
3.	Mrs. Ritu Ashish Jalan	35,000	3,11,651	0.11
4.	Mr. Sachin Kanwarlal Kansal	35,000	3,11,651	0.11
5.	Mr. Asit Ramniklal Shah	0	3,11,651	0.00

* The ratio is considered comparing median remuneration of all employees with the remuneration paid to Directors. Please note that Mr. Asit Shah, Independent Director has voluntarily waived his remuneration for the year 2019-20.

The Independent Directors were only paid sitting fees for attending Meetings of the Board and Committees thereof for the year 2019-20.

B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2019-20 are as follows:

Name of the Directors, Chief Financial Officer, Chief Executive Officer, Company Secretary, Manager	Designation	Percentage increase/decrease in remuneration
Mr. Gaurang Parmanand Shah	Managing Director	-6.75
Mrs. Rupal Gaurang Shah	Executive Director	-8.05
Mrs. Ritu Ashish Jalan	Independent Director	25.00
Mr. Sachin Kanwarlal Kansal	Independent Director	42.86
Mr. Asit Ramniklal Shah*	Independent Director	--
Mr. Pannalal Jatashanker Surti	Chief Financial Officer	4.43
Ms. Jeel Hareshbhai Patel	Company Secretary	-0.82

*Percentage Increase/ Decrease is not reported for Mr. Asit Shah, Independent Director of the Company because he voluntarily waived his remuneration as a Sitting fees for the year 2019-20.

C. The percentage increase in the median remuneration of employees in the financial year 2019-20:

(Amount in ₹)

	2019-20	2018-19	Decrease (%)
Median Remuneration of Employees	3,11,651	3,49,245	10.76

D. There were 57 Employees on the rolls of company as on 31st March, 2020.**E. Comparison of average Percentile increase in salary of employees other than the managerial personnel and the percentage increase in the remuneration paid to managerial personnel:**

20:

(Amount in ₹)

	2019-20	2018-19	Decrease (%)
Average salary of all employees (other than Managerial Personnel)	3,67,953	4,16,208	11.59
Managerial Personnel:			
Gaurang Parmanand Shah	28,23,612	30,28,008	6.75
Rupal Gaurang Shah	19,98,996	21,73,996	8.05

The decrease in average salary of employees is due to increase in the number of employees during the financial year 2019-20.

Please note that the decrease in remuneration of Mr. Gaurang Shah and Mrs. Rupal Shah, Managing Director and Executive Director of the Company are due to voluntarily waive off of Bonus received in the year 2019-20.

F. Affirmation that the Remuneration is as per the Remuneration Policy of the Company.

It is hereby affirmed that the remuneration paid to the Directors, Key Managerial personnel and Senior Management is as per the Remuneration Policy.

G. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- None of the employees of the company employed throughout the financial year 2019-20 and were paid remuneration not less than ₹ 1.02 Crores per annum.
- None of the employees employed for a part of the financial year 2019-20 at a rate which, in aggregate, was not less than ₹8.50 Lacs per month.
- None of the employees were employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

For and on behalf of Board of Directors

Date: 31/08/2020
Place: Ahmedabad

Gaurang Shah
(Chairman & Managing Director)
DIN :07956079

ANNEXURE: B**EXTRACT OF ANNUAL RETURN****FORM No. MGT-9****“(As on the Financial Year ended on 31st March, 2020)”**

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & 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	Public Company Limited by Shares/ Indian Non-Government company
v	Address of the Registered office and contact details	Sigma-1 Corporates, Corporate House No. 6, SindhuBhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad-380054. Tel: +91-79-40086771-74 E-mail: elect@hecproject.com Web: www.hecprojects.in
vi	Whether listed Company	Yes National Stock exchange of India Limited (SME Platform)
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. Tel: +91-44-28460390; Fax: +91-44-28460129 E-mail: investor@cameoindia.com

II. PRINCIPAL BUSSINESS ACTIVITES 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/ Services	% to total turnover of the Company
1	Engineering Services	4321	98.76

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	N.A.				

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

i. Category-wise Share Holding:

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in a year
	Demat	Physical	Total	% of total Sh.	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	13,94,932	0	13,94,932	68.80	13,94,932	0	13,94,932	68.80	0
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 Corporates	93,500	0	93,500	4.61	93,500	0	93,500	4.61	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
SUB TOTAL A(1)	14,88,432	0	14,88,432	73.41	14,88,432	0	14,88,432	73.41	0
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRI-individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
SUB TOTAL A(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)	14,88,432	0	14,88,432	73.41	14,88,432	0	14,88,432	73.41	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) FIs	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 (Market Maker)	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	2,89,200	0	2,89,200	14.26	2,98,800		2,98,800	14.74	0.47
ii) Overseas	0	0	0	0	0	0	0	0	0

b) Individuals									
i) Individuals shareholders holding nominal shares capital upto Rs. 1 Lac	1,85,200	0	1,85,200	9.13	1,78,000		1,78,000	8.78	-0.35
ii) Individuals shareholders holding nominal shares capital in excess of Rs. 1 lac	56,400	0	56,400	2.78	56,400	0	56,400	2.78	0
c) Any others	1,200	0	1,200	0.06	0	0	0	0.00	-0.06
-Clearing Member									
-Hindu Undivided Family	7,200	0	7,200	0.36	6,000	0	6,000	0.29	-0.06
SUB TOTAL B(2)	5,39,200	0	5,39,200	26.59	5,39,200	0	5,39,200	26.59	0
Total Public Share- Holding (B)= (B)(1)+(B)(2)	5,39,200	0	5,39,200	26.59	5,39,200	0	5,39,200	26.59	0
C. SHARES HELD BY CUSTODIAN FOR ADRS/GDRS	0	0	0	0	0	0	0	0	0
Grand Total (A + B + C)	20,27,632	0	20,27,632	100	20,27,632	0	20,27,632	100	0

ii. Shareholding of Promoters & Promoter Group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total share	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total share	
1	Gaurang Parmamand Shah	11,44,982	56.47	-	11,44,982	56.47	20.12	-
2	Rupal Gaurang Shah	2,31,000	11.39	-	2,31,000	11.39	09.86	-
3	Paras Engen India	93,500	4.61	-	93,500	4.61	-	-
4	Rupal Gaurang Shah JT.1 Gaurang Parmamand Shah	12,400	0.61	-	12,400	0.61	-	-
5	Unnati Vikram Shah	4,132	0.20	-	4,132	0.20	-	-
6	Rahul Gaurang Shah	2,318	0.11	-	2,318	0.11	-	-
7	Vikram Parmamand Shah	100	0.00	-	100	0.00	-	-
	Total	14,88,432	73.41	-	14,88,432	73.41	29.98	-

iii. Change in Promoter & Promoter's Groups' Shareholding:

There is no Change in the Shareholding of Promoters & Promoter Group.

iv. Shareholding Pattern of top ten Shareholders (Other than directors, Promoters and Holders of GDRs and ADRs):

	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Wealth First Portfolio Managers				
	At the beginning of the year	1,74,000	8.58	1,74,000	8.58
	Date wise Increase/ Decrease in Shareholding during the year:				
	Purchase 10-May-2019	1,200	0.06	1,75,200	8.64
	Purchase 07-Jun-2019	7,200	0.36	1,82,400	9.00
	At the End of the year	1,82,400	9.00	1,82,400	9.00
	Having Same PAN				
1	Wealth First Portfolio Managers P L				
	At the beginning of the year	1,200	0.06	1,200	0.06
	Date wise Increase/ Decrease in Shareholding during the year:				
	Sale 05-Apr-2019	-1,200	0.06	0	0.00
	At the End of the year	0	0.00	0	0.00
2	Sumanju Projects & Services Limited				
	At the beginning of the year	62,400	3.08	62,400	3.08
	Date wise Increase/ Decrease in Shareholding during the year :				
		0	0.00	0	0.00
	At the End of the year	62,400	3.08	62,400	3.08
	Having Same PAN				
	At the beginning of the year	45,600	2.25	45,600	2.25
	Date wise Increase/ Decrease in Shareholding during the year :				
		0	0.00	0	0.00
	At the End of the year	45,600	2.25	45,600	2.25
3	Nitinkumar Jayantilal Patel				
	At the beginning of the year	25,200	1.2428	25,200	1.2428
	Date wise Increase/ Decrease in Shareholding during the year :				
		0	0.00	0	0.00
	At the End of the year	25,200	1.2428	25,200	1.2428

4	Sahil Gupta				
	At the beginning of the year	15,600	0.7693	15,600	0.7693
	Date wise Increase/ Decrease in Shareholding during the year :	0	0.00	0	0.00
	At the End of the year	15,600	0.7693	15,600	0.7693
5	Ilesh Pursothamdas Shah				
	At the beginning of the year	15,600	0.7693	15,600	0.7693
	Date wise Increase/ Decrease in Shareholding during the year :	0	0.00	0	0.00
	At the End of the year	15,600	0.7693	15,600	0.7693
6	Amit Ranjan Das				
	At the beginning of the year	9,600	0.47	9,600	0.47
	Date wise Increase/ Decrease in Shareholding during the year:				
	Sale 26-Jul-2019	-9,600	0.47	0	0.00
	At the End of the year	0	0.00	0	0.00
	Having Same PAN				
6	Amit Ranjan Das				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase/ Decrease in Shareholding during the year:				
	Sale 26-Jul-2019	9,600	0.47	9,600	0.47
	At the End of the year	9,600	0.47	9,600	0.47
7	Tapan Pinakin Anandjiwala				
	At the beginning of the year	8,400	0.41	8,400	0.41
	Date wise Increase/ Decrease in Shareholding during the year :	0	0.00	0	0.00
	At the End of the year	8,400	0.41	8,400	0.41
	Having Same PAN				
7	Tapan Pinakin Anandjiwala				
	At the beginning of the year	3,600	0.18	3,600	0.18
	Date wise Increase/ Decrease in Shareholding during the year :	0	0.00	0	0.00
	At the End of the year	3,600	0.18	3,600	0.18
8	Janakbhai Jayantilal Jani				
	At the beginning of the year	7,200	0.36	7,200	0.36
	Date wise Increase/ Decrease in Shareholding during the year :	0	0.00	0	0.00
	At the End of the year	7,200	0.36	7,200	0.36

9	Prudent Corporate Advisory Services Limited				
	At the beginning of the year	7,200	0.36	7,200	0.36
	Date wise Increase/ Decrease in Shareholding during the year :	0	0.00	0	0.00
	At the End of the year	7,200	0.36	7,200	0.36
10	Diptiben Nipam Shah				
	At the beginning of the year	7,200	0.36	7,200	0.36
	Date wise Increase/ Decrease in Shareholding during the year :	0	0.00	0	0.00
	At the End of the year	7,200	0.36	7,200	0.36

V. Shareholding of Directors and Key managerial Personnel:

Sr No	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Mr. Gaurang Parmanand Shah (Chairman & Managing Director)	11,44,982	56.47	11,44,982	56.47
2	Mrs. Rupal Gaurang Shah (including 12,400 equity shares jointly held with Mr. Gaurang Shah)	2,43,400	12.00	2,43,400	12.00
3	Mrs. Ritu Ashish Jalan	NA	NA	NA	NA
4	Mr. Sachin Knawarlal Kanasal	NA	NA	NA	NA
5	Mr. Asit Ramniklal Shah	NA	NA	NA	NA
6	Mr. Pannalal Jatashanker Surti	100	00	100	00
7	Ms. Jeel Hareshbhai Patel	NA	NA	NA	NA

V. INDEBTNESS:

(Amount in ₹)

Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits*	Total Ineptness
Indebtedness at the beginning of the financial year				
i) Principal Amount	17,91,04,539	10,70,05,268	6,26,200	28,61,09,807
ii) Interest due but not paid	0	0	00	0
iii) Interest accrued but not due	0	0	00	0
Total (i+ii+iii)	17,91,04,539	10,70,05,268	6,26,200	28,61,09,807
Change in indebtedness during the financial year				
i) Addition	93,26,86,561	9,13,27,170	0	1,02,40,13,731

ii) Reduction	92,19,76,169	7,10,99,009	25,000	99,30,75,178
Net Change	1,07,10,392	2,02,28,161	(25,000)	3,09,38,553
Indebtedness at the end of the financial year				
i) Principal Amount	18,98,14,931	12,72,33,429	6,01,200	31,70,48,360
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	18,98,14,931	12,72,33,429	6,01,200	31,70,48,360

* Deposit excluded by virtue of Companies (Acceptance of Deposits) Rules 2014 are not considered.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

(Amount in ₹)

Sr No	Particulars of Remuneration	Name of MD/WTD/Manager		No. of Shares
		Mr. Gaurang Shah (Managing Director)	Mrs. Rupal Shah (Executive Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	28,23,612	19,98,996	48,22,608
	(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	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	28,23,612	19,98,996	48,22,608
	Ceiling as per the Act	As per Companies Act, 2013 and Schedule V of the Companies Act	As per Companies Act 2013 and Schedule V of the Companies Act	

B. Remuneration to other director:

(Amount in ₹)

Sr No	Particulars of Remuneration	Name of Director/ Manager			Total Amount
		Mrs. Ritu Jalan	Mr. Sachin Kansal	Mr. Asit Shah*	
1	Independent Directors				
	·Fee for attending board/committee meetings	35,000	35,000	NA	70,000
	·Commission	-	-	-	-
	·Others, please specify	-	-	-	-
	Total (1)	35,000	35,000	NA	70,000
	Other Non-Executive Directors	-	-	-	-
	·Fee for attending board/committee meetings	-	-	-	-
	·Commission	-	-	-	-
	·Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)= (1+2)	35,000	35,000	NA	70,000
	Total Managerial Remuneration				
	Over all Ceiling as per the Act	As per Companies Act 2013			

***Asit Shah has voluntary waive-off the sitting fees for the Board/ Committee Meeting attended for the F.Y. 2019-20.**

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amount in ₹)

Sr No	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Pannalal Surti (Chief Finance Officer)	Ms. Jeel Patel (Company Secretary)	
1	Gross salary			
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961	5,91,962	3,99,297	9,91,259
	(b)Value of perquisites u/s17(2)Income-tax Act,1961	-	-	-
	(c)Profits in lieu of salary under section17(3) Income-taxAct,1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	-as % of profit	-	-	-
	-Others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	5,91,962	3,99,297	9,91,259

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF 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			N.A.		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			N.A.		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			N.A.		
Compounding					

For and on behalf of Board of Directors

Date: 31/08/2020
Place: Ahmedabad

Gaurang Shah
 (Chairman & Managing Director)
 DIN :07956079

ANNEXURE- C

Secretarial Audit Report for the Financial Year ended on 31st March, 2020

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 31st March, 2020 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 31st March, 2020 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 – Not Applicable during the year under review. ;
 - (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 – Not Applicable during the year under review.
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 – Not Applicable during the year under review.

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

1. Income Tax Act, 1961
2. Goods and Sales Tax Act
3. Employees Provident Fund Act
4. Employees State Insurance Act, 1948
5. Indian Contract Act, 1872
6. Negotiable Instruments Act, 1881
7. Payment of Gratuity Act, 1972
8. Payment of Bonus Act, 1965

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.

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) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.
- (v) Approval under Section 180 of the Companies Act, 2013.

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

**Place : Ahmedabad
Date : 31/08/2020**

**ALKESH JALAN
PROPRIETOR
UDIN: F010620B000636201**

This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

'Annexure A'

To,
The Members of
HEC Infra Projects Limited

Our report of even date is to be read along with this letter.

- 1 Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
- 2 We have followed the audit practices and processes as were appropriated to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3 We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
- 4 The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- 5 Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- 6 The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For, Jalan Alkesh & Associates
Company Secretaries**

**SD/-
ALKESH JALAN
PROPRIETOR**

**Membership No. – 10620
Firm Registration No. - 4580
UDIN: F010620B000636201**

**Place : Ahmedabad
Date : 31/08/2020**

ANNEXURE: D- Form No. AOC-2-**Particulars of contracts/ arrangements made with related parties**

(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 transactions under third proviso thereto.

1). Details of contracts or arrangements or transactions not at arm's length basis:

There was no contracts or arrangements or transactions entered into during the year ended 31st March, 2020, which were not at arm's length basis.

2). Details of material contracts or arrangement or transactions at arm's length basis:

Particulars	Information
Name(s) of the related party	Highvolt Power and Control Systems Private Limited
Nature of relationship	Gaurang Shah and Rupal Shah are Directors and Shareholder of the company.
Nature of Contract/ Arrangement/ Transaction	Transaction for sale, purchase or supply of any goods or material
Duration of the contracts/arrangements or transactions	N.A
Terms of the contracts or arrangements or transactions including the value, if any	The Value of Transaction during the year is ₹ 89,03,100/- Only and the terms of Transaction/ arrangement are specified in the respective Bill
Date of Approval by the Board	21st February, 2019
Amount paid as advances, if any	NIL

Particulars	Information
Name(s) of the related party	Swati Switchgears (India) Private Limited
Nature of relationship	Mr. Gaurang Shah and Mrs. Rupal Shah are the shareholder of the Company and also directly and indirectly interested through their relatives.
Nature of Contract/ Arrangement/ Transaction	Transaction for sale, purchase or supply of any goods or material
Duration of the contracts/arrangements or transactions	N.A
Terms of the contracts or arrangements or transactions including the value, if any	The Value of Transaction during the year is ₹ 74,64,276/- Only and the terms of Transaction/ arrangement are specified in the respective Bill
Date of Approval by the Board	21st February, 2019
Amount paid as advances, if any	NIL

Particulars	Information
Name(s) of the related party	Brainscape Solutions Private Limited
Nature of relationship	Mrs. Rupal Shah is the shareholder of the Company and Both Mr. Gaurang Shah and Mrs. Rupal Shah are directly and indirectly interested through their Relatives.
Nature of Contract/ Arrangement/ Transaction	Transaction for availing and rendering of Services.
Duration of the contracts/arrangements or transactions	N.A
Terms of the contracts or arrangements or transactions including the value, if any	The value of Transaction during the year is ₹ 50,878/- Only and the terms of Transaction/ arrangement are specified in the respective Bill
Date of Approval by the Board	21st February, 2019
Amount paid as advances, if any	NIL

Particulars	Information
Name(s) of the related party	Lumos Building Automation Private Limited
Nature of relationship	Mr. Gaurang Shah has an indirect relationship with the Director of the company. Relative of Director of the company is also a relative of Mr. Gaurang Shah.
Nature of Contract/ Arrangement/ Transaction	Transaction for sale, purchase or supply of any goods or material
Duration of the contracts/arrangements or transactions	N.A
Terms of the contracts or arrangements or transactions including the value, if any	The Value of Transaction during the year is ₹1,33,67,752/- Only and the terms of Transaction/ arrangement are specified in the respective Bill
Date of Approval by the Board	21st February, 2019
Amount paid as advances, if any	NIL

Particulars	Information
Name(s) of the related party	Shree Krishna Cold Storage
Nature of relationship	The Firm in which Mr. Gaurang Shah is a Partner and relative of Mr. Gaurang Shah is also a Partners in the Firm.
Nature of Contract/ Arrangement/ Transaction	Transaction for sale, purchase or supply of any goods or material
Duration of the contracts/arrangements or transactions	N.A
Terms of the contracts or arrangements or transactions including the value, if any	The value of transaction during the year is ₹ 1,55,465/- Only and the terms of Transaction/ arrangement are specified in the respective Bill
Date of Approval by the Board	21st February, 2019
Amount paid as advances, if any	NIL

Particulars	Information
Name(s) of the related party	Ms. Priya Gaurang Shah
Nature of relationship	Ms. Priya Shah is a daughter of Mr. Gaurang Shah and Mrs. Rupal shah, hence she is a relative of Mr. Gaurang Shah and Mrs. Rupal Shah.
Nature of Contract/ Arrangement/ Transaction	Appointment to any office or place of profit in the company.
Duration of the contracts/arrangements or transactions	N.A
Terms of the contracts or arrangements or transactions including the value, if any	The value of Transaction during the year is ₹7,99,596/- Only
Date of Approval by the Board	21st February, 2019
Amount paid as advances, if any	NIL

Particulars	Information
Name(s) of the related party	Mr. Rahul Gaurang Shah
Nature of relationship	Mr. Rahul Shah is a Son of Mr. Gaurang Shah and Mrs. Rupal shah, hence he is a relative of Mr. Gaurang Shah and Mrs. Rupal Shah.
Nature of Contract/ Arrangement/ Transaction	Appointment to any office or place of profit in the company.
Duration of the contracts/arrangements or transactions	N.A
Terms of the contracts or arrangements or transactions including the value, if any	The value of Transaction during the year is ₹12,00,000/- Only
Date of Approval by the Board	21st February, 2019
Amount paid as advances, if any	NIL

For and on behalf of Board of Directors

Date : 31/08/2020
Place : Ahmedabad

Gaurang Shah
(Chairman & Managing Director)
DIN :07956079

ANNEXURE-E

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
HEC INFRA PROJECTS LIMITED

We have examined the compliance of conditions of corporate governance by HEC Infra Projects Limited ('the Company'), for the year ended 31st March, 2020, as stipulated in Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the period ended 31st March, 2020.

The compliance of the conditions of the corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the 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 Regulations, as applicable.

We further 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, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
M. No. 167721

Firm Registration No. 141540W
UDIN: 20167721AAAABA7870

Date : 31/08/2020
Place : Ahmedabad

CORPORATE GOVERNANCE REPORT

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) is given below:

1. Company's Philosophy on Corporate Governance:

Your Company is strongly believe in adopting the best practices in the areas of Corporate Governance. Corporate Governance envisages commitment of the Company towards the attainment of high levels of transparency, accountability and equity with the ultimate objective of increasing long-term shareholder value, keeping in view the needs and interests of all other stakeholders. For the company, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success. We remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors etc. Your Company also believes that good Corporate Governance makes good business sense. Your Company believes in fair dealing, strengthening disclosure practices, timely and appropriate compliance of the applicable regulations and strategic guidance and monitoring by the Board.

2. Board of Directors:

As on 31st March, 2020, there are total 05 (Five) Directors on the Board of Directors. The Board of directors of the Company comprises of 01 (One) Managing Director, 01 (One) Executive Director and 03 (Three) Non-Executive Independent Director.

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors, which is in conformity with the Listing Regulations as of the year ended 31st March 2020. The Chairman of the Board is an Executive Director.

Number of Board Meeting held with dates and attendance:

Date	Board Strength	No. of Directors Present
30th May, 2019	5	5
28th August, 2019	5	5
14th November, 2019	5	4
6th December, 2019	5	4
14th February, 2020	5	4

Composition/ Category of Directors/ Attendance at Board Meetings and Last AGM/ Directorships and Committee Memberships in other Companies:

Name of Director	Category	Attendance at meetings during 2019-20		No. of Other Directorship	No. of Chairmanship and Membership in other Companies Committee	
		Board Meeting	Last AGM		As Chairman	As Member
Mr. Gaurang Shah	Managing Director	5	Yes	1*	Nil	Nil
Mrs. Rupal Shah	Executive Director	5	Yes	1*	Nil	Nil
Mrs. Ritu Jalan	Independent Director	4	Yes	--	Nil	Nil
Mr. Sachin Kansal	Independent Director	5	Yes	1#	2	1
Mr. Asit Shah	Independent Director	3	Yes	1*	Nil	Nil

*Directorship in a Private Company # Directorship in a Public Listed Company

Disclosure of relationship between directors inter-se:

Mr. Gaurang Parmanand Shah and Mrs. Rupal Gaurang Shah are related to each other as a husband and wife. None of the other director is related to any other director of the Company.

Details of Shareholding of Directors:

The number of shares held by the Board of Director as at 31st March, 2020.

Name of Director	Number of Shares held
Mr. Gaurang Shah	11,44,982
Mrs. Rupal Shah	2,43,400 (including 12,400 Jointly held with Mr. Gaurang Shah)
Mrs. Ritu Jalan	Nil
Mr. Sachin Kansal	Nil
Mr. Asit Shah	Nil

3. Board Committees:**(a) Audit Committee:****Composition of Audit Committee:**

The Audit Committee of the Board, comprises three Directors namely Mr. Sachin Kanwarlal Kansal, Mr. Asit Ramniklal Shah and Mrs. Ritu Ashish Jalan. All members of the Audit Committee are Non-Executive Independent Directors. Mr. Sachin K. Kansal, a Chartered Accountant, is the Chairman of the Audit Committee. The Company Secretary of the Company acts as Secretary to the Committee.

The Audit Committee's composition and terms of reference are in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members of the Audit Committee possess requisite qualifications and expertise.

Terms of Reference:

The Audit Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the Statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon 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 (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management;
 - c. 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. modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly/ half yearly financial statements before submission to the board for approval;
 - 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;
 - reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - approval or any subsequent modification of transactions of the listed entity with related parties;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - evaluation of internal financial controls and risk management systems;
 - reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Formulating the scope, functioning, periodicity and methodology for conducting the internal audit
 - 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;
 - discussion with internal auditors of any significant findings and follow up there on;
 - 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;
 - 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;
 - to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - to review the functioning of the whistle blower mechanism;
 - approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
 - The audit committee shall mandatorily review the following information:
 - a. management discussion and analysis of financial condition and results of operations;
 - b. statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - c. management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. internal audit reports relating to internal control weaknesses; and
 - e. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

- To perform such other functions as may be necessary or appropriate for the performance of its duties;
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

Meeting Details:

During the Financial Year 2019-20, 04 (Four) meetings of the Audit Committee were held on 30th May, 2019, 28th August, 2019, 14th November, 2019 and 14th February, 2020. The intervening gap between two Meetings did not exceed 120 days.

Attendance of each Member at the Audit Committee meeting held during the year:

Sr. No	Name	No. of meeting attended
1	Mr. Sachin Kanwarlal Kansal	4
2	Mr. Asit Ramniklal Shah	2
3	Mrs. Ritu Ashish Jalan	4

(b) Nomination and Remuneration Committee:

Composition of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Board, comprises of three Directors viz. Mr. Sachin Kanwarlal Kansal, Mr. Asit Ramniklal Shah and Mrs. Ritu Ashish Jalan. All of them are Non-Executive Independent Directors of the Company. Mr. Sachin Kanwarlal Kansal is the Chairman of the Committee. The Company Secretary of the Company acts as Secretary to the Committee.

The Nomination and Remuneration Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Terms of Reference:

The Nomination and Remuneration Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:

- Formulate and review the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy and any changes thereto, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- Formulate the criteria for evaluation of Independent Directors and the Board and recommend the same for approval
- Devise a policy on Board diversity
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment, re-appointment and / or removal
- Recommend / review remuneration of the Managing Director/ Whole-time Director/ Executive Director (s), based on their performance and defined assessment criteria
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Perform such other functions as may be necessary or appropriate for the performance of its duties
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable

Meeting Details:

During the Financial Year 2019-20, 01 (One) meeting of the Nomination and Remuneration Committee were held on 28th August, 2019.

The attendance of the members at the Nomination and Remuneration meetings held during the year is as under:

Sr. No	Name	No. of meeting attended
1	Mr. Sachin Kanwarlal Kansal	1
2	Mr. Asit Ramniklal Shah	1
3	Mrs. Ritu Ashish Jalan	1

Performance Evaluation Criteria for independent Directors:

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Board, the committees, individual Directors and chairman of the Board. The said criteria, inter-alia, provides certain parameters like attendance, contribution at Board and Committee Meetings, understanding of Company's operations and key competency / area of knowledge, application of knowledge and experience in strategy consideration, interpersonal skills, independence and judgment and compliance with the Code of Conduct which are considered by the Committee and/or the Board while evaluating the performance of each Director.

Remuneration of Directors:

The Company has Remuneration Policy for Directors, Key Managerial Personnel and other employees, recommended by the Nomination and Remuneration Committee and approved by the Board of Director, and is available at the Website of the Company www.hecprojects.in Further, the Company has also devised criteria for performance evaluation of Independent Directors, Board and Committees.

There are no pecuniary relationship or transaction entered in to by the Company with any of the Directors of the Company except as disclosed herein below as regards the remuneration including the sitting fees paid to them.

The aggregate remuneration paid for the year ended 31st March, 2020 to Mr. Gaurang Shah, Managing director was ₹ 28.23 Lacs and Mrs. Rupal Shah, Executive Director was ₹ 19.99 Lacs. Mr. Gaurang Shah & Mrs. Rupal Shah, has voluntarily waive off their Bonus, which received during the year 2019-20.

The Company has paid ₹ 0.35 Lac to Mr. Sachin Kansal and ₹ 0.35 Lac to Mrs. Ritu Jalan as sitting fees for attending Board Meeting and Committee Meetings held during the year. Mr. Asit Shah has voluntarily waived off their Sitting fees due to personal reason for the year 2019-20.

The company has not paid any commission to any Directors for the year 2019-20.

During the year under review, the company does not provide any Bonus or stock options to the Directors of the company.

(c) Stakeholder Relationship Committee:

Pursuant to provision of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Stakeholders Relationship Committee of the Board of Directors of the Company consists of Mr. Asit Ramniklal Shah, Mrs. Ritu AshishJalan and Mr. Gaurang Parmanand Shah. Mr. Asit Ramniklal Shah is the Chairman of the Stakeholder Relationship Committee.

The Stakeholder relationship committee is primarily responsible to consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The Stakeholder relationship Committee's composition and the terms of reference are in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The terms of reference are available at the website of the Company www.hecprojects.in.

Compliance Officer:

Ms. Jeel Patel, Company Secretary of the Company, is designated as the Compliance Officer of the Company as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Investor Grievance Redressal Status:

The status of Investors' Complaints as on 31st March, 2020, is as follows:

No. of complaints as on 1st April, 2019	0
No. of complaints received during the Financial Year 2019-20	0
No. of complaints resolved upto 31st March, 2020	0
No. of complaints pending as on 31st March, 2020	0

5. Separate meeting of Independent Directors:

During the year under review, a Separate Meeting of Independent Directors was held on 7th March, 2020 inter alia, to discuss:

- Evaluation of the performance of the Board as a whole,
- Evaluation of the performance of the Chairman of the Company after taking in to account the views of the Executive Directors and Non-Executive Director.
- Access the quality, quantity and timeliness of flow of information between the management and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the overall performance of the Directors and the Board as a whole.

6. Familiarization Programme:

Your company has conducted the familiarization program for Independent Directors of the Company. The program was designed to familiar the directors with their roles, rights, responsibilities in the company, nature of the industry in which the company operates and Companies plans and operations and Business operations and functioning of various departments of the Company etc.

The detailed familiarization programme for Independent Directors is available on the website of the company at www.hecprojects.in

7. General Body Meeting:

Details of Last three AGM and the summary of Special Resolutions passed therein are as under:

Financial Year	Date	Time	Location	Whether any special resolutions passed at AGM and (No. of such resolution passed)
2016-17	29th September, 2017	11:00 a.m.	Sigma 1 Corporates, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad-380054	-To Approve Related Party Transaction
2017-18	29th September, 2018	11:00 a.m.	Sigma 1 Corporates, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad-380054	NIL
2018-19	27th September, 2019	11:00 a.m.	Sigma 1 Corporates, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad-380054	NIL

Special Resolution(s) passed through Postal Ballot:

There has been no resolution passed through postal ballot during the financial year 2018-19. None of the businesses proposed to be transacted at the ensuing 15th Annual General Meeting require passing a special resolution through postal ballot.

8. Means of Communication:

(a) Financial Result:

The Half Yearly and Yearly Financial Result of the company are submitted to stock exchange and also disclosed at the website of the company i.e. www.hecprojects.in

(b) Stock Exchange:

The Board of Directors has approved a Policy for determining materiality of events for the purpose of making disclosure to the Stock Exchanges. The Managing Director, Executive Director, Company Secretary and Chief Financial Officer are empowered to decide on the materiality of information for the purpose of making disclosures to the stock exchanges. The Company makes timely disclosures of necessary information to NSE in terms of the Listing Regulations and other applicable rules and regulations issued by SEBI.

(c) NSE Electronic Application Processing System (NEAPS):

NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, Financial Result, statement of investor complaints among others, are filed electronically on NEAPS.

(d) SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

(e). Company Website:

In compliance of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate dedicated section under “Investors” on the Company’s website gives information on Annual Report, Half yearly and yearly Financial Results, various announcements made by the company along with the applicable policies of the company are also available on the Company’s website www.hecprojects.in.

9. General Shareholder information:

a.	Corporate Identification Number	L45200GJ2005PLC046870
b.	Registered Office	HEC Infra Projects Limited Sigma-1 Corporates, House No. 6, Sindhu Bhavan Road, Nr. Maan Party Plot Cross Road, Bodakdev, Ahmedabad-380054
c.	15th Annual General Meeting:	
	Day & Date	Tuesday, 29th September, 2020
	Time	12:00 p.m. (IST)
	Venue	The Company is conducting meeting through Video Conference/ Other Audio Visual Means, so there is no as such requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
d.	Financial Year	1st April to 31st March every year
e.	Dividend Payment Date:	Not Applicable.
f.	Listing Details:	
	National Stock Exchange of India Limited(Emerge SME Platform)	Exchange Plaza, Plot no. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051
	Symbol:	HECPROJECT
	ISIN for Depositories:	INE558R01013

The company confirms that Annual Listing Fees for the year 2020-21 has been paid by the Company to NSE Ltd.

g. Market price data-the monthly high and low Prices of the Company’s shares at NSE SME Platform for the year ended on 31st March, 2020:

Sr. No.	Month(s)	High Price	Low Price	Volume
1	April, 2019	141	136	4800
2	May, 2019	133.95	133.95	1200
3	June, 2019	133	127.3	7200
4	July,2019	-	-	-
5	August, 2019	131	131	1200
6	September, 2019	124.45	124.45	1200
7	October, 2019	-	-	-
8	November, 2019	118.25	118.25	1200
9	December, 2019	-	-	-
10	January, 2020	-	-	-
11	February, 2020	-	-	-
12	March, 2020	-	-	-

[Source: NSE website]

h. In case the securities are suspended from trading, the directors report shall explain the reason thereof: Not Applicable

i. Registrar to an issue and Share Transfer Agent:

Cameo Corporate services Limited
Subramanian Building No.1, Club House Road,
Chennai-600002, Tamilnadu.
Tel: +91-44-28460390, Fax: +91-44-28460129
E-mail: cameo@cameoindia.com

j. Share Transfer System:

The Company's shares being in compulsory demat list, are transferable through the depository system. M/s Cameo Corporate Services Limited, the Registrar & Transfer Agents of the Company undertakes all the shares & dividend related work of the shareholders of the Company.

k. Distribution of Shareholding as on 31st March, 2020:

No. of Equity Shares	No. of Shareholders	% to total Shareholder	No. of shares held	% to total Shareholding
1 - 100	6	6.52	600	0.03
101 - 500	0	0.00	0	0.00
501 - 1000	0	0.00	0	0.00
1001 - 2000	42	45.65	50,400	2.48
2001 - 3000	11	11.96	26,218	1.29
3001 - 4000	9	9.78	32,400	1.60
4001 - 5000	5	5.44	23,332	1.15
5001 - 10000	9	9.78	66,000	3.26
10000 - And Above	10	10.87	18,28,682	90.19
Total	92	100.00	20,27,632	100.00

l. Shareholding Pattern as on 31st March, 2020:

Category	No. of Shares held	%
A) Promoters and Promoter Group		
a) Individual	13,94,932	68.80
b) Body Corporate	93,500	4.61
Total Shareholding of Promoter & Promoter Group (A)	14,88,432	73.41
B) Public Shareholding		
I) Institutions:		
a) Market Maker	1,82,400	9.00
Sub-total (B) (I)	1,82,400	9.00
II) Non-Institutions:		
a) Body Corporate	1,16,400	5.74
b) Individual		

-shares up to ₹ 2 Lakh	2,09,200	10.32
-shares in excess of ₹ 2 Lakh	25,200	1.24
c) Hindu Undivided Family	6,000	0.30
Sub-total (B) (II)	3,56,800	17.60
Total Public Shareholding (B)= (B)(I) + (B)(II)	5,39,200	26.59
Total Shareholding (A+B)	20,27,632	100

m. Dematerialization of Shares and liquidity:

The Shares of the Company are compulsorily tradable in dematerialized form through both the Depository Systems in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). A total number of 20,27,632 Equity Shares of the Company constituting over 100.00% of the issued, subscribed and paid-up share capital were held in dematerialized form as on 31st March, 2020.

n. Outstanding ADRs/ GDRs/ Warrants/ Convertible instruments and their impact on equity:

The Company has not issued any GDRs / ADRs/ Warrants or any other instrument, which is convertible into Equity Shares of the Company.

o. Commodity price risk or foreign exchange risk and hedging activities:

The nature of Business of the company does not involve commodity price risk, foreign exchange risk, and accordingly does not require hedging activity.

p. Plant Location: Not Applicable

q. Address for Correspondence:

HEC INFRA PROJECTS LIMITED

CIN: L45200GJ2005PLC046870

Sigma 1 Corporate, Corporate House No. 6, SindhuBhawan Road, Nr. Mahan Party Plot Crossroad, Bodakdev, Ahmedabad-380 054.

Tel No: +91-79-40086771 - 74; Fax No: +91-79-40086771

E-mail: elect@hecproject.com

CAMEO CORPORATE SERVICES LIMITED

Subramanian Building No.1, Club House Road, Chennai-600002, Tamilnadu.

Tel: +91-44-28460390, Fax: +91-44-28460129

E-mail: investor@cameoindia.com

r. List of all credit rating:

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad during the financial year ended 31st March, 2020.

The Company has obtained its credit rating from Care Rating Limited for its Long term and Short term Bank Facilities. During the year Credit Analysis & Research Limited (CARE) has revised the credit rating of the company from CARE BBB to "CARE BBB-"(Outlook: Stable) for its Long Term Bank Facilities and re-affirmed the rating as "CARE A3" for its short term Bank Facilities.

10. Other Disclosure:

I **Disclosure on materially significant related party transactions that may have potential conflict with the interest of listed entity at large:**

All transaction entered into by the Company with related parties, during the financial year 2019-20 with related parties were in its ordinary course of business and on arm's length basis. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with the Rules issued thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015.

The Audit Committee, during the financial year 2019-20, has reviewed Related Party Transactions along with granting omnibus approval in line with the Policy of dealing with Related Party Transactions and the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

II **Details of non-Compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange (s) or the board or any statutory, on any matter related to capital markets, during the last three years:**

There has been no instance of non-compliance by the Company on any matter related to capital markets during last three years, and hence, no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority. re-enactment(s) thereof for the time being in force).

III **Details of establishment of vigil mechanism/ whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism/ Whistle Blower Policy pursuant to provision of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, in which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil Mechanism/Whistle Blower Policy of the Company was received by the Company.

The details of Vigil Mechanism/ Whistle Blower Policy are available on the website of the Company at the link: <http://hecprojects.in/investors>

IV **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**

The company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance.

V **Web link where policy on dealing with related party transaction:**

The Company has formulated a Policy on Related Party Transactions and put up on its website and can be accessed at the link: <http://www.hecprojects.in/investors/>

VI **The Company has not raised funds through preferential allotment or qualified institutions placement as specified under regulation 32 (7A).**

- VII** A Certificate received from Jalan Alkesh & Associates, Company Secretaries, as to none of the Directors of the company are debarred or disqualified from being appointed or continuing as a Directors of the Companies is annexed to this report.
- VIII** The Board of Directors have accepted all recommendation of all the committee of the Board during Financial Year 2019-20.
- IX** Total fees for all services paid by the Listed Entity, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part.

(₹ in Lakh)

Description of Services	Amount
Audit Fees	1.75
Limited Review Certification	0.45
Taxation Matters	0.25
Total	2.45

X Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a policy on prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for prevention, prohibition and redressal of sexual harassment at workplace.

During the year 2019-20, no Complaint of Sexual Harassment was reported.

10. Certificate on Compliance with 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 also placed on the Company's website i.e. www.hecprojects.in/investors/. A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

11. CEO/CFO Certificate:

As required under Regulation 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO/CFO certificate for the financial year 2019-20 signed by Mr. Pannalal Jatashanker Surti, Chief Finance Officer of the Company forms part of this report.

12. Disclosures with respect to Demat suspense account/ unclaimed suspense account: Not Applicable

13. The Company ensures dissemination of applicable information under Regulation 46 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 on the Company's website www.hecprojects.in.

Annexure to Corporate Governance Report of HEC Infra Projects Limited

Declaration regarding Affirmation of Code of Conduct

As provided under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Board of Directors and Senior Management have affirmed complied with the Code of Conduct for the financial year ended 31st March, 2020.

For and on behalf of Board of Directors

Date: 31/08/2020
Place: Ahmedabad

Gaurang Shah
(Chairman & Managing Director)
DIN :07956079

CFO CERTIFICATION

I, **Pannalal Jatashanker Surti**, Chief Finance Officer certify to the Board That,

- A. I have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - 1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2. 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. To the best of my knowledge and belief, no transactions entered into by the company during the years which are fraudulent, illegal or violative of the company's code of conduct.
- C. I 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. I have indicated to the auditors and the Audit committee that:
 - 1. There has not been any significant changes in internal control over financial reporting during the year;
 - 2. There has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3. There has not been any instance during the year of significant fraud of which I 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.

Date: 24/07/2020
Place: Ahmedabad

Chief Finance Officer
Pannalal J. Surti

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (listing obligations and Requirements) Regulations, 2015)

To,
The Members of
HEC Infra Projects Limited
Sigma 1 Corporates, Corporate House No. 6,
Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road,
Bodakdev, Ahmedabad-380054

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of HEC Infra Projects Limited having CIN: L45200GJ2005PLC046870 and having registered office at Sigma 1 Corporates, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mahan Party Plot Cross Road, Bodakdev, Ahmedabad-380054 (hereinafter referred to as 'the company'), produced before us by the Company for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V Para-C clause (10) (i) of the SEBI (listing obligations and Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the Portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers we hereby certify that none of the Directors on the Board of the company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Gaurang Parmanand Shah	01756079	06/10/2005
2	Mrs. Rupal Gaurang Shah	01756092	06/10/2005
3	Mrs. Ritu Ashish Jalan	06891569	30/09/2015
4	Mr. Sachin Kanwarlal Kansal	03566139	10/10/2015
5	Mr. Asit Ramniklal Shah	05285162	19/12/2015

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Jalan Alkesh & Associates
Company Secretaries

Alkesh Jalan
(Proprietor)

FCS No.: 10620

C.P. No.: 4580

UDIN: F010620B000636168

Date: 31/08/2020
Place: Ahmedabad

MANAGEMENT DISCUSSION ANALYSIS REPORT

A) Overview of Economy:

The Indian economy grew at 4.2 per cent in 2019-20, lower than the 6.1 percent figure registered in 2018-19, as the Covid-19 pandemic adversely impacted economic activity in the last month of the fiscal year, especially manufacturing and construction. The full-year GDP growth is the lowest India has registered in 11 years.

The Central Statistics Office had earlier forecast that the economy would grow at 5 per cent in 2019-20. In the January-March quarter, GDP grew at 3.1 per cent as against 5.7 per cent in the corresponding year-ago period. These are the first set of GDP numbers showing the impact of the Covid-19 pandemic and the nationwide lockdown, which came into effect from 25th March.

Economists expect a massive contraction in the first quarter of 2020-21 due to the two-month lockdown, which is likely to pull down the full-year growth to a 5-7 per cent contraction. The Reserve Bank of India's monetary policy committee refrained from providing any growth projections for the first time in its history, citing the huge uncertainties around the pandemic and its impact on various sectors.

B) Overview of EPC Electro-Mechanical Sector:

India's engineering sector is divided into two major segments – heavy engineering and light engineering. The turnover of capital goods industry in India is expected to grow to ₹ 8.05 lakh crore (US\$ 115.17 billion) by 2025. Comparative advantage vis-a-vis peers in terms of manufacturing cost, market knowledge, technology and creativity has been the driving force behind engineering export from India. Engineering export reached US\$ 76.26 billion in FY20 and US\$ 2.31 billion in FY21 (till April 2020). Index of industrial production (IIP) for electrical equipment industry stood at 105.5 in FY20. Export of telecom instruments increased from US\$ 2.58 billion in 2018-19 to US\$ 4.68 billion in 2019-20.

As per Mr Piyush Goyal, Minister for Commerce and Industry and Railways, the Government will make all efforts to ensure that the export of engineering goods reach US\$ 200 billion by 2030.

The Government has also announced to invest ₹ 100 lakh crore (US\$ 1.5 trillion) in infrastructure over the next five years.

Companies engaged in the engineering sector are virtually on a roll. Capacity creation in sectors like infrastructure, power, mining, oil & gas, refinery, steel, automotive, and consumer durables have been driving the demand in the engineering sector. Separately, the approval of significant number of Special Economic Zones (SEZs) across the country and the development of the Delhi-Mumbai Industrial Corridor (DMIC) across seven states is expected to further bolster the engineering sector.

The Government has proposed granting of loans up to ₹ 1 crore (US\$ 0.15 million) for MSMEs within 59 minutes through a committed online portal. Under the Interest Subvention Scheme for MSMEs, ₹ 350 crore (US\$ 52.50 million) was allocated for FY20. With 100 per cent Foreign Direct Investment (FDI) allowed through the automatic route and initiatives like Make in India, major international players have entered the Indian engineering sector due to significant growth opportunities available. FDI inflow in India's miscellaneous mechanical and engineering industries stood at around US\$ 3.64 billion during April 2000 to March 2020 according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT).

C) Engineering Services:

HEC is a leading EPC player in the field of Electro-Mechanical, Solar Projects, Lighting and ELV System. It offers integrated solutions and end-to-end services ranging from design, supply, installation and commissioning of overhead transmission lines, substations, underground cable laying, Switchyard, distribution networks, power quality improvement projects, infrastructure electrification, solar PV plants, battery energy storage system and mini / micro grid projects.

i. TRANSMISSION PROJECTS:

HEC has providing EPC solution in providing transmission Projects and having core strength of handling engineering solutions in EPC projects from procurement to construction services. The areas of service in Transmission project is of Switchyard, Overhead Transmission Line, and cable laying. The Company's substation business focuses on providing turnkey solutions for extra high voltage air insulated / gas insulated substations for utilities and power plants, EHV cable & communication backbone networks and complete electrical & instrumentation solutions for various infrastructure projects. The Company has a wide experience for execution of projects on Turnkey basis for Switchyard up to 220 KV, Overhear transmission line up to 220 KV, and underground cable laying up to 66 KV, Air insulated substations up to 220KV, Smart distribution sub-station and SCADA systems.

During the year company has received Transmission work of Gas Insulated Substation for Gujarat Power Corporation Limited and Supply, Installation, testing and commissioning of Switchyard for Concord Biotech Limited and Virgo Aluminium Limited.

ii. WATER PUMPING STATIONS:

HEC has the ability to provide turnkey projects to clients who are seeking single company approach to project design and implementation. Our vast knowledge and experience in the water pumping station link us to the best resourced companies in the world capable of implementing complete package projects. The Company executes various projects on turnkey basis involving mechanical, electrical instrumentations in government, private and industrial pumping schemes. The Company has in house manufacturing (by way of manufacturing by sister concern companies) of HT panels, LT panels and Distribution Boards (DB) which gives added advantage to end clients. We have executed pumping projects which includes HT Motors up to 6.6 KV along with PLC, SCADA & Automation systems.

During the year the company has received and executed work for various projects for Ahmedabad Municipal Corporation and Gujarat Water Supply and Sewerage Board.

iii. SOLAR:

HEC provides end to end solution EPC (Engineering procurement and construction) in PV solar plants. Installation of medium/large scale grid solar power plants. The Company provides services starting from designing stage till Operations and Maintenance of Projects , guiding customers in government policy issues, land procurement issues, provide the project reports for and approvals for solar plants. HEC also provides roof top solar solutions in Solar PV solution with and without battery backup. We have also provide solutions for specific requirements for any type of roof top such as flat concrete rooftop, metallic rooftop, inclined and tiled rooftop.

The Company has executed Rooftop projects for more than 1MW and Solar Park up to 5 MW till the 31st March, 2020.

iv. LIGHTING:

The Company provides EPC for both indoor and outdoor lighting solutions. Airports, hotels, industrial plants, Hospitals etc. are the sectors in which the company has provided the lighting solutions. The Company has an EPC team which is highly efficient and capable for indoor and outdoor jobs, especially in the field of outdoor lighting. We provide all types of outdoor lighting options including Solar Lighting, Smart Street Lighting, Industrial Plant Lighting, River Front Lighting, Highway Lighting, etc. During the year under review,

During the year under review, the company has received and execute work for supply, installation, testing and commissioning project of lighting for MS Khurana, Tirupati Sarjan Limited and Ranjit Buildcon Limited and J Kumar Infra Projects Limited etc.

v. ELV (Extra Low Voltage) SYSTEMS:

The Company provides ELV Systems to complete the building under EPC Contracts. We have a vast experience in Supply and install complete electrical infrastructure and systems to the highest standard-right down to the

system which operates on extra low voltage (ELV) such as CCTV, Access Control, Fire Detection/ alarm, Data Networks, EPBAX, Background Music System and Voice Evacuation System, HVAC work, Building Management System and TV Distribution.

During the year, the company received and executed project of Tirupati Sarjan Limited for IIT Gandhinagar and Ranjit Buildcon Limited for metro Stations.

D) Risk & Concern:

The Company recognizes that risk is inherent in every business activity. Effectively managing these risks is key to achieving our strategic objectives and the long-term sustainable growth of the business. At industries, risk management encompasses an organized and coherent process of identifying, assessing and managing the existing and potential risks in a planned manner. The Company has framed a comprehensive Risk Management Policy which inter-alia lays down detailed process and policies in the various facets of the risk management function.

The management strives hard to balance business risks and opportunities and analyses potentially negative or positive outcomes. The risk management function is integral to the company and its objectives includes ensuring that critical risk are identified continuously, monitored and managed effectively in order to protect the company's business.

However, the changes in the tax laws, Government policies and regulatory requirement might affect the company's business. Uncontrolled variation in price of input materials could impact the company's profitability to the extent that the same are not absorbed by the market through price increase and / or could have a negative impact on the demand in the market.

E) Internal Control System and their adequacy:

The Company has adequate internal control systems appropriate for the business commensurate with the size and nature of its business having regard to efficiency of operations and for compliance with applicable laws. The primary objective of the internal control system is to ensure that all its assets are safeguarded and protected and prevent any revenue leakage and losses to the Company. The Company has proper system of Identification, treatment and mitigation of risk time to time. The controls are reviewed periodically and strengthened in view of changed processes, systems and regulations. In addition, the external auditor and internal auditors of the company carries out periodical review of the functioning and suggest changes if required.

The Audit Committee of the Board meets periodically to review various aspects of performance of the Company and also reviews the adequacy and effectiveness of the internal control system and suggests improvement for strengthening them from time to time. External Auditor also attends the Meeting and conveys their views on the business process and also of the policies of financial disclosures. When found necessary, the Committee also gives suggestions on this matter.

F) Human Resource & Safety:

Our Company believes that the human capital is key to bring in progress. The Company believes in maintain cordial relation with its employees which is one of the key pillars of the Company's business. The Company's HR policies and practices are built on core values of Integrity, Passion, Speed, and Commitment. The Company's focus is on recruitment of good talent and retention of the talent pool. The Company is hopeful and confident of achieving the same to be able to deliver results and value for our shareholders. As on 31st March, 2020, the total employees on the Company's rolls stood at 57.

G) Financial Performance:

During the financial year 2019-20, Total Revenue declined by 66 % to ₹ 4008.54 Lakhs. Profit before tax and Profit after tax also declined to ₹ 74. 91 Lakhs and ₹ 53.81 Lakhs respectively.

Particulars	For the year ended on	
	31st March, 2020	31st March, 2019
Revenue from Operations	3923.03	8008.26
Other Income	85.50	100.49
Total Revenue	4008.54	8108.75
Purchase of Stock-in-Trade	2560.31	5317.89
Changes in Inventories of Finished Goods, WIP and Stock-in-Trade	(637.44)	(262.74)
Employee Benefit Expenses	402.02	476.47
Other Expenses	1284.45	1888.42
Total Expenditure	3609.35	7420.04
EBIDT	399.19	688.71
Finance Cost	299.11	404.91
Depreciation and Amortization	25.17	31.29
Profit Before Extraordinary Item and Tax	74.91	252.50
Extraordinary Items	0.00	0.00
Profit Before Tax	74.91	252.50
Net Tax Expenses	21.10	57.17
Profit for the year	53.81	195.33

H) Key Financial Ratios:

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in return on net worth of the Company (on standalone basis) are given below:

Particulars	31st March, 2020	31st March, 2019	Changes
Debtors Turnover (times)	1.27	2.17	-0.9
Inventory Turnover (times)	1.53	6.25	-4.72
Interest Coverage Ratio (times)	1.25	1.62	-0.37
Current Ratio (times)	1.89	1.58	0.31
Debt Equity Ratio (times)	1.99	2.25	-0.26
Operating Profit Margin (%)	7.35	6.95	0.4
Net Profit Margin (%)	1.34	2.41	-1.07
Return on Net worth (%)	1.89	6.98	-5.09

I) Opportunity and Threat:

Opportunity:

- * Strategic Joint Venture strengthening business
- * Entering in to a New projects
- * Favorable contract terms
- * Reliable Investors
- * Favorable financing method according to the advance rate and payment dynamics
- * Developing a Functional and coordinated Project team

Threat:

- * Rise in cost of material, cost of transportation may affect the margin
- * Changes in Government Policies
- * Intense competition may reduce profitability
- * Act of God
- * Client Dissatisfaction
- * Customers inability to pay

INDEPENDENT AUDITOR'S REPORT

To
The Members of
HEC INFRA PROJECTS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of HEC INFRA PROJECTS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 26 of the standalone financial statements, as regards to the management evaluation of COVID – 19 impact on the future performance of the Company. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Directors' Report including Annexures to the Directors' Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone 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 Standard and other accounting principles generally accepted in India. This responsibility also 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; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we 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 purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - 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 for which there were any material foreseeable losses.
 - iii There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place : Ahmedabad
Date : 24/07/2020

FOR, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
Membership No: 167721
UDIN: 20167721AAAAV5565

ANNEXURE - A TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **HEC INFRA PROJECTS LIMITED ("The Company")** as of 31st March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Ahmedabad
Date : 24/07/2020

FOR, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
Membership No: 167721
UDIN: 20167721AAAAV5565

ANNEXURE-B TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of HEC INFRA PROJECTS LIMITED for the year ended 31st March, 2020.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) These fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there are no material discrepancies were noticed.
3. According to information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained U/s 189 of the act. Accordingly, clause (3) of the order is not applicable.
4. In our opinion and according to information and explanation given to us, Provisions of section 185 and section 186 are not applicable to the company.
5. The company has not accepted any deposits.
6. To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
7. a) According to the information and explanations given to us, during the year, The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, duty of Customs, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as at March 31, 2020 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Duty Of Customs, Goods and Service Tax or Cess, which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to banks, financial institutions or government, nor has it issued any debentures.
9. The company has not raised any money by way of initial public offer, further public offer (including debt instruments) or term loans. Accordingly, the provisions of clause 3(9) of the order are not applicable to the company.
10. To the best of our knowledge and according to the information and explanations given to us, we report that no fraud by or on the company by its officers and employees has been noticed or reported during the year under audit.
11. According to the information and explanation given to us and based on examination of the records of the company, the Company has paid / provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Act.

12. Company is not a Nidhi Company. Accordingly, paragraph 3(12) of the order is not applicable.
13. According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
Membership No: 167721
UDIN: 20167721AAAAV5565

Place : Ahmedabad
Date : 24/07/2020

BALANCE SHEET AS AT 31ST MARCH,2020

(Amount in ₹)

PARTICULARS	Notes	Year ended 31.03.2020	Year ended 31.03.2019
EQUITY AND LIABILITIES :			
Shareholder's Funds			
(a) Share Capital	2	2,02,76,320	2,02,76,320
(b) Reserves and Surplus	3	26,50,48,311	25,96,66,900
		28,53,24,631	27,99,43,220
Non-Current Liabilities			
(a) Long Term Borrowings	4	15,82,16,574	12,57,45,446
(b) Deferred Tax Liability (Net)		15,60,000	17,50,100
(c) Other Non Current Liability	5	6,01,200	6,26,200
(d) Long Term Provisions		0	0
		16,03,77,774	12,81,21,746
Current Liabilities			
(a) Short Term Borrowings	6	14,57,01,540	15,18,70,942
(b) Trade Payables	7		
Total outstanding dues to micro and small enterprise		6,75,66,803	1,47,37,457
Total outstanding dues to creditors other than micro and small enterprise		18,79,09,498	32,90,35,322
(c) Other Current Liabilities	8	88,38,114	84,93,421
(d) Short Term Provisions	9	0	0
		41,00,15,954	50,41,37,142
TOTAL EQUITY AND LIABILITIES		85,57,18,359	91,22,02,108
ASSETS :			
Non-current Assets :			
(a) Property Plant & Equipment :			
(i) Tangible Assets	10	2,22,44,231	2,23,55,657
(ii) Intangible Assets		0	0
(iii) Capital Work-in-progress		0	0
(iv) Other Non Current Assets	11	5,78,51,459	9,48,96,338
(b) Non-current Investments		0	0
		8,00,95,690	11,72,51,995
Current Assets :			
(a) Inventories	12	15,77,20,234	9,39,76,524
(b) Trade Receivables	13	28,11,24,323	30,86,09,145
(c) Cash and Cash Equivalents	14	3,81,31,826	4,44,66,966
(d) Short Term Loans & Advances	15	29,86,46,287	34,78,97,478
		77,56,22,670	79,49,50,113
TOTAL ASSETS		85,57,18,359	91,22,02,108

The accompanying notes are an integral part of accounts.

Significant Accounting Policies

Notes to Balance Sheet and Statement of Profit and Loss

Contingent Liability & Commitments

As per our Report of even date attached.

1

2 - 27

24

FOR, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
Mem. No. 167721

Place : Ahmedabad
Date : 24/07/2020

FOR & On Behalf of Board of
HEC INFRA PROJECTS LIMITED

(GAURANG SHAH)
MANAGING DIRECTOR
DIN:01756079

(P J SURTI)
CFO

(RUPAL SHAH)
DIRECTOR
DIN:01756092

(JEEL PATEL)
COMPANY SECRETARY
MEM NO:A46202

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2020

(Amount in ₹)

PARTICULARS		Notes	Year ended 31st March, 2020	Year ended 31st March, 2019
I	Revenue from Operations	16	39,23,03,019	80,08,26,343
II	Other Income	17	85,50,488	1,00,48,723
III	Total Revenue		40,08,53,507	81,08,75,066
IV	Expenses:			
	a) Purchase of Stock-in-Trade		25,60,31,139	53,17,89,438
	b) Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	18	(6,37,43,710)	(2,62,74,159)
	c) Employee Benefit Expense	19	4,02,02,441	4,76,47,259
	d) Financial Costs	20	2,99,10,610	4,04,91,067
	e) Depreciation and Amortization Expense		25,16,775	31,29,226
	f) Other Expenses	21	12,84,44,942	18,88,41,758
	Total Expenses		39,33,62,197	78,56,24,589
V	Profit before Exceptional and Extraordinary items and tax		74,91,311	2,52,50,477
VI	Exceptional Items		0	0
VII	Profit before extraordinary items and tax		74,91,311	2,52,50,477
VIII	Extraordinary Items		0	0
IX	Profit before Tax		74,91,311	2,52,50,477
X	Tax Expense :			
	(1) Current tax		23,00,000	75,00,000
	(2) Deferred Tax (Liability Reversed)		(19,01,00)	(5,88,345)
XI	Profit/(Loss) from the period from continuing operations		53,81,411	1,83,38,822
XII	Taxation in respect of the Earlier Years / (Written back)		0	(11,94,760)
XIII	Profit/(Loss) for the period		53,81,411	1,95,33,582
XIV	Earning per Equity Share Of Rs.10/- each (P.Y: Rs. 10/-)	22		
	(1) Basic		2.65	9.63
	(2) Diluted		2.65	9.63

The accompanying notes are an integral part of accounts.
Significant Accounting Policies
Notes to Balance Sheet and Statement of Profit and Loss

1
2 - 27

FOR, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
Mem. No. 167721

Place : Ahmedabad
Date : 24/07/2020

FOR & On Behalf of Board of
HEC INFRA PROJECTS LIMITED

(GAURANG SHAH)
MANAGING DIRECTOR
DIN:01756079

(P J SURTI)
CFO

(RUPAL SHAH)
DIRECTOR
DIN:01756092

(JEEL PATEL)
COMPANY SECRETARY
MEM NO:A46202

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020

(Amount in ₹)

PARTICULARS	Year ended 31st March, 2020	Year ended 31st March, 2019
A Cash flow from Operating Activities		
Net Profit Before Tax	74,91,311	2,52,50,477
Adjustment for:		
Depreciation	25,16,775	31,29,226
Interest Paid (Net)	2,99,10,610	4,04,91,067
(profit)/Loss On Sale Of Fixed Assets	0	0
Rent Received	(28,05,600)	(31,20,600)
Interest Income	(54,13,943)	(60,57,733)
Operating Profit before Working Capital Changes	3,16,99,153	5,96,92,437
Adjustment for:		
(Increase)/Decrease in Inventories	(6,37,43,710)	(2,62,74,159)
(Increase)/Decrease in Trade Receivables	2,74,84,822	18,11,56,628
(Increase)/Decrease in Other Current Assets	4,92,51,191	(20,11,87,584)
Increase/(Decrease) in Trade Payables	(8,82,96,478)	(3,18,97,928)
Increase/(Decrease) Other Current Liabilities	3,44,693	66,19,482
Increase/(Decrease) Short term provisions	0	(2,23,85,841)
Increase/(Decrease) Other Non Current Liabilities	1,90,100	(5,88,345)
Cash Generated from Operation	(4,30,70,229)	(3,48,65,310)
Direct Tax	24,90,100	57,16,895
Net Cash flow from Operating Activities (A)	(4,55,60,329)	(4,05,82,205)
B Cash flow from Investing Activities		
Purchase of Fixed Assets including capital Work in Process	(24,05,349)	(10,40,764)
Sale of Fixed Assets	0	0
Rent Received	28,05,600	31,20,600
Net Cash flow from Investing Activities (B)	4,00,251	20,79,836
C Cash flow from Financing Activities		
Proceeds From Borrowings	2,63,01,725	1,90,81,931
(Increase)/Decrease in Other Non-Current Assets	3,70,19,879	4,67,06,278
Interest Paid	(299,10,610)	(4,04,91,067)
Interest Income	54,13,943	60,57,733
Dividend Paid	0	(24,40,422)
Net Cash flow from Financing Activities (C)	3,88,24,938	2,89,14,453
Net Increase in cash & Cash Equivalents [(A)+(B)+(C)]	(63,35,140)	(95,87,916)
Opening Balnce - Cash & Cash Equivalents	4,44,66,966	5,40,54,882
Closing Balnce - Cash & Cash Equivalents	3,81,31,826	4,44,66,966

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 set out in Accounting Standard 3 on "Cash Flow Statement" issued by "The Institute of Chartered Accountant of India ".

FOR, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
Mem. No. 167721

Place : Ahmedabad
Date : 24/07/2020

FOR & On Behalf of Board of
HEC INFRA PROJECTS LIMITED

(GAURANG SHAH)
MANAGING DIRECTOR
DIN:01756079

(P J SURTI)
CFO

(RUPAL SHAH)
DIRECTOR
DIN:01756092

(JEEL PATEL)
COMPANY SECRETARY
MEM NO:A46202

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 mainly engaged in the electrification services.

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

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.

All the assets and liabilities have been classified as current or non current as per the company's normal operating cycle and other criteria set out in schedule III to the Companies Act, 2013.

1.2 Use of estimates

The preparation of Financial Statements requires management to make assumptions that may affect reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of financial and the reported amounts of revenues and expense. Actual results could differ from those estimates. Any revisions to accounting estimates are recognized prospectively in current and future projects.

1.3 Inventory Valuation

Inventories are valued at cost or net realizable value whichever is lower. Cost of materials is ascertained on FIFO method.

1.4 Property Plant & Equipment

- (a) Property plant & Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment losses, if any. The cost of an item of tangible fixed assets comprises its purchase price, including import duties and other non-refundable taxes or levies and any attributable costs of bringing the asset to its working condition for intended use. Any trade discount and rebates are deducted in arriving at the purchase price.
- (b) Advance paid towards acquisition of tangible fixed assets outstanding at each Balance Sheet date, are shown under long-term loans and advances and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress. All costs relating to the acquisition and installation of fixed assets are capitalised until the asset is ready for use.
- (c) Depreciation
Depreciation on Fixed Assets is provided on Straight Line Method (SLM) and is systematically allocated over the useful life of an asset as specified in part C of Schedule II of The Companies Act, 2013. In respect of Assets costing less than Rs. 5,000/- the rate of depreciation is taken as 100%. Depreciation is computed pro-rata with reference to the number of days of use during the year.

1.5 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.

1.6 Revenue Recognition

Revenue of operating Income is recognized on accrual basis if there is reasonable certainty of its ultimate realization/collection.

In respect of rent Income, revenue is recognised on accrual basis except in case where ultimate collection is considered doubtful.

1.7 Investments

Investments intended to be held for more than a year are classified as long term investments. All other investments are classified as current investments. Long term investments are stated at cost. However provision (if any) for diminution is made to recognize any decline, other than temporary, in the value of investments. Current investments are stated at lower of cost or market value on an individual investment basis.

Current Investments are carried at lower of cost and quoted / fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long- term investments is made only if such a decline is other than temporary in the opinion of the management.

1.8 Accounting for employee benefits

(a) Defined Contribution Plan:

As per applicable laws the eligible employees of the company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and company make monthly contribution at specified percentage of the covered employee salary. The contributions as specified under the law are paid to the respective provident fund authorities as specified by law as per the scheme framed under the governing laws.

(b) Defined Benefit Plan:

HEC provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the payment of Gratuity Act, 1972, the gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of the employment. Liabilities with regard to the gratuity plan are determined by actuarial valuation as of the balance sheet date based upon which, the company contributes all the ascertained liabilities to "HEC INFRA PROJECTS LIMITED EGGAS" (the "Trust") Trustees administer contributions made to the trust and contributions are invested in specific investments as permitted by law.

1.9 Tax Expense

(a) Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the income tax act, 1961. Deferred tax is recognized, subject to consideration of prudence, on timing differences, being the difference between taxable incomes and accounting incomes that originate in one period and is capable of reversal in one or more subsequent periods.

(b) Deferred tax is measured based on the tax rate and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against such deferred tax assets can be realised.

(c) Expenses and assets are recognized net of the amount of Goods and service tax, except :

- When Goods and service tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the taxes paid is recognized as part of cost of acquisition of asset or as part of expenses item, as applicable.
- When receivable and payables are stated with the amount of tax included.
The net amount of Goods and service tax recoverable from, or payable to, the taxation authority is included as part of receivable or payable in the balance sheet.

Accounts of GST Credits Receivable, GST Payable and GST Credits availed are subject to reconciliation with GST Returns.

1.10 Trade Receivables

Trade Receivables outstanding for a period exceeding six months from the date they are due for payment includes trade receivable of ₹13,99,19,531/- (P.Y. ₹ 2,66,19,519/-) for which management is pursuing for its recovery and is negotiating with each party. Based on the current negotiation with the respective parties and various actions taken by the company, management is hopeful for its realization in full and consequently no provision has been made for such trade receivables.

1.11 Contingent Liabilities

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 crystallised. Contingent assets are neither recognized nor disclosed.

1.12 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 it is incurred.
- iii) The Company is in the process of obtaining Confirmation of Balances of Sundry Creditors, Debtors, Loans and Advances which are awaited.
- iv) Expenditure in Foreign currency is ₹ Nil (Previous year : 2,04,898) and Income in Foreign Currency is ₹ Nil (Previous year: Nil)
- v) 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 31.3.2020 other than disclosed in balance sheet.
- vi) Import of goods calculated on CIF basis is Nil.
- vii) The Company operates in a Single Segment namely electrification services and hence segment reporting is not applicable.
- viii) 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.

NOTES FORMING PART OF BALANCE SHEET & PROFIT AND LOSS ACCOUNT

NOTE - 2 SHARE CAPITAL

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Authorised		
21,00,000 Equity Shares of ₹ 10/- each (Previous Year 21,00,000 Equity Shares of ₹ 10/- each)	2,10,00,000	2,10,00,000
	2,10,00,000	2,10,00,000
Issued Subscribed and paid up		
20,27,632 Equity Shares of Rs.10/- each fully paid up (Previous Year 20,27,632 Equity Shares of Rs.10/- each fully paid up)	2,02,76,320	2,02,76,320
	2,02,76,320	2,02,76,320

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

PARTICULARS	OPENING	ADDITION (BUY BACK)	CLOSING
Year ended 31.03.2020			
No Of Equity Shares with voting rights	20,27,632	0	20,27,632
Amt(₹)	2,02,76,320	0	2,02,76,320
Year ended 31.03.2019			
No Of Equity Shares with voting rights	20,27,632	0	20,27,632
Amt(₹)	2,02,76,320	0	2,02,76,320

2.2 Details of Equity Share Holders holding Shares more than 5%

NAME	As at 31st March 2020		As at 31st March 2019	
	Nos.	% Holding	Nos.	% Holding
GAURANG PARMANANDDAS SHAH	11,44,982	56.47%	11,44,982	56.47%
RUPAL GAURANG SHAH [^]	2,43,400	12.00%	2,43,400	12.00%
WEALTH FIRST PORTFOLIO MANAGERS	1,82,400	9.00%	1,75,200	8.64%
SUMANJU PROJECTS & SERVICES LIMITED	1,08,000	5.33%	1,08,000	5.33%

[^] In the above given share details 12,400 shares have been clubbed with Mrs. Rupal Gaurang Shah which are jointly held by Mrs Rupal Gaurang Shah & Mr Gaurang Parmananddas Shah

2.3 TERMS/RIGHTS ATTACHED TO EQUITY SHARE: The company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each equity Share Holder is entitled to one vote per Share.

2.4 DIVIDEND: The board of directors has not proposed any dividend for the current financial year 2019-20 in the board meeting

2.5 During the financial year 2013-14 company has issued 6,97,666 bonus shares in the ratio of 1:1 utilising share premium account.

2.6 During the financial year 2014-15 company has redeemed 93,500 preference shares by way of conversion into equity shares.

2.7 In the event of liquidation of the company, the holders 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 shareholders. The holders of Partly Paid Equity Shares will have to contribute unpaid amount on the the Equity Shares held by them. As per records of the company including its register of members and other declarations received from them regarding beneficial interest, the above shareholder represents both legal and beneficial ownership of shares

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

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

NOTE - 3 RESERVES AND SURPLUS

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Profit & Loss Account		
- Balance B/f.	18,45,63,420	16,74,70,260
- Net Profit for the year	53,81,411	1,95,33,582
- Proposed Dividend on equity shares	0	(20,27,632)
- Tax on Proposed Dividend on equity shares	0	(4,12,790)
Depreciation in respect of assets whose useful life is over	0	0
	18,99,44,831	18,45,63,420
Security Premium		
Opening Balance	7,41,03,480	7,41,03,480
Add: Premium received on issue of shares	0	0
Balance during the year	7,41,03,480	7,41,03,480
General Reserve		
	10,00,000	10,00,000
	10,00,000	10,00,000
Total	26,50,48,311	25,96,66,900

NOTE - 4 LONG TERM BORROWINGS

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Unsecured Loans		
From Directors and others (At variable rates - Repayable on demand)	12,29,41,296	8,55,14,539
	12,29,41,296	8,55,14,539
Secured Loans		
Term Loan from Banks	3,52,75,277	4,02,30,907
	3,52,75,277	4,02,30,907
Total	15,82,16,574	12,57,45,446

4.1 Repayment terms and security offered for the loans are set out as below:

Particulars and security offered	Rate of Interest	Terms of repayment	Repayable In Each installment of ₹
Bank Of India loan secured against Office Building	11.75%^	Monthly	1,38,889
ICICI bank Limited loan is secured by Hyundai Creta	8.50%^	Monthly	24,624
Bank of India loan is secured by Mahindra XUV	8.45%^	Monthly	29,202
HDB Financial Services is secured by Mahindra Bolero	11.01%^	Monthly	14,400
Small Industries Development Bank of India	13.75%^	Monthly	5,50,000

^ Interest rate on loan is varying, which is linked to floating interest rate, from time to time.

Company has taken secured loan facility from SIDBI "Small Industries Development Bank of India". The same has been secured by subservient charge on all the movable and immovable assets of the borrower already charged to Bank of India. Such charges would be subservient to all the existing and prospective charges created/ to be created by the borrower on the said assets in favour of Bank of India, which has extended/would extend business loans (viz. term loans for machineries, business premises and working capital) to the borrower for the same business for which SIDBI has extended the sub-debt. All such aforesaid lenders would be referred to as "Senior Secured Lenders". Company has also given irrevocable and unconditional guarantee of directors 1) Shri Gaurang P Shah 2) Rupal G Shah and all such persons holding a stake of more than 10% in the company. Over and above this, company has also liened Fixed deposit amounting to ₹ 25,00,000.

NOTE - 5 OTHER NON CURRENT LIABILITY

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Deposit from tenant	6,01,200	6,26,200
Total	6,01,200	6,26,200

NOTE - 6 SHORT TERM BORROWINGS

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Loan Repayable on Demand (Secured)		
Cash Credit and L/C from Bank	14,57,01,540	13,03,80,212
Loans From Financial Institutions (Unsecured)	0	2,14,90,730
Total	14,57,01,540	15,18,70,942

- 6.1 Cash Credit facilities from Bank of India is secured by way of hypothecation of stock, book debts and other current assets of the company both present and future and is also secured by personal guarantee of directors. It is also collaterally secured by hypothecation of Plant & Machinery and Equitable mortgage of Following properties. (1) Office premises-61 6 th floor, Titanium, Nr. Prahaladnagar, Ahmedabad owned by the company (2) Corporate house no 6, Sigma corporate 1, Sindhu Bhavan road, Bodakdev, Ahmedabad. Over and above this, personal property of Directors Shri Gaurang P. Shah & Smt Rupal G. Shah's has been given as a Collateral security. Interest rates on Cash Credit Accounts are varying, which are linked to base rate of Bank from time to time.

NOTE - 7 TRADE PAYABLES

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Sundry Creditors for Goods and Expenses & Govt. dues	25,54,76,301	34,37,72,779
Total	25,54,76,301	34,37,72,779

NOTE - 8 OTHER CURRENT LIABILITIES

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Current Portion of Term Loans (Due Within Next 12 Months)	88,38,114	84,93,421
Total	88,38,114	84,93,421

NOTE - 9 SHORT TERM PROVISIONS

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Provision for tax (Net of Advance tax & Tds)	0	0
Total	0	0

NOTE - 10 PROPERTY PLANT & EQUIPMENT: [AT COST]

(Amount in ₹)

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	UP TO 31.03.2019	ADDITION DURING THE YEAR	SALES DURING THE YEAR	UP TO 31.03.2020	UP TO 31.03.2019	FOR THE YEAR	DEDUCTION DURING THE YEAR	UP TO 31.03.2020	AS ON 31-03-2020	AS ON 31-03-2019
BUILDING	1,99,38,619	0	0	1,99,38,619	44,08,494	7,36,001	0	51,44,495	1,47,94,124	1,55,30,125
PLANT & MACHINERY	16,92,410	0	0	16,92,410	10,04,718	1,48,122	0	11,52,840	5,39,570	6,87,692
COMPUTER	36,94,091	0	0	36,94,091	28,03,820	2,59,934	0	30,63,754	6,30,337	8,90,271
FURNITURE & FIXTURE	57,73,965	60,078	0	58,34,043	49,90,960	3,15,723	0	53,06,683	5,27,360	7,83,005
OFFICE EQUIPMENT	71,27,854	0	0	71,27,854	51,18,534	5,34,669	0	56,53,203	14,74,651	20,09,320
VEHICLES	65,89,789	23,45,271	0	89,35,060	41,34,545	5,22,326	0	46,56,871	42,78,189	24,55,244
TOTAL	4,48,16,728	24,05,349	0	4,72,22,077	2,24,61,071	25,16,775	0	2,49,77,846	2,22,44,231	2,23,55,657
Previous year	4,37,75,964	10,40,764	0	4,48,16,728	1,93,31,845	31,29,226	0	2,24,61,071	2,23,55,657	

NOTE - 11 OTHER NON CURRENT ASSETS

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Debtors Over 12 Months		
Outstanding from related parties	0	6,48,903
Outstanding from other parties	2,87,89,261	6,02,51,775
Fixed Deposits with bank Maturing After 12 Months	2,90,62,198	3,39,95,660
Total	5,78,51,459	9,48,96,338

NOTE - 12 INVENTORIES

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(a) Closing Stock of Goods	15,77,20,234	9,39,76,524
Valued at Cost or Market Price whichever is lower and as taken, valued and certified by Director)		
Total	15,77,20,234	9,39,76,524

NOTE - 13 TRADE RECEIVABLES

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
a) Outstanding for more than six months		
Unsecured, Considered Good		
Outstanding from related parties	0	1,74,037
Outstanding from other parties	13,99,19,531	2,64,45,482
Considered Doubtful	0	0
(b) Others		
Unsecured, Considered Good		
Outstanding from related parties	1,29,32,425	0
Outstanding from other parties	12,82,72,366	28,19,89,626
Considered Doubtful	0	0
Total	28,11,24,323	30,86,09,145

NOTE - 14 CASH AND CASH EQUIVALENTS

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(a) Cash on Hand	16,04,684	79,785
(b) Bank Balances in Current Accounts		
(c) In Fixed deposit accounts		
With Bank of India*	3,38,21,791	4,43,87,181
With Small Industries Development Bank of India#	27,05,351	0
Total	3,81,31,826	4,44,66,966

*This fixed deposit is liened in favour of Bank of India as cash margin for bank guarantee limits utilized from the Bank.

#This fixed deposit is liened in favour of SIDBI as security towards loan of ₹ 4 crores sanctioned.

NOTE - 15 SHORT TERM LOANS AND ADVANCES

(Amount in ₹.)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
(Unsecured, Considered Good)		
(a) Advances recoverable in Cash or kind or for Value to be Received	28,67,99,941	34,53,83,052
(b) TDS receivable (Net of Tax Provision)	1,18,46,346	25,14,426
Total	29,86,46,287	34,78,97,478

NOTE - 16 REVENUE FROM OPERATIONS

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Sale of Goods		
Domestic sale of goods	23,35,35,053	50,58,57,035
(Electrical, Electronics, Mechanical & Other goods as per Tender requirements)		
	23,35,35,053	50,58,57,035
Sale Of Services		
Domestic sale of services	15,87,67,966	29,49,69,308
Electro Mechanical Engineering Services		
	15,87,67,966	29,49,69,308
Total	39,23,03,019	80,08,26,343

NOTE - 17 OTHER INCOME

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Discounts & write offs (Net)	3,30,945	8,70,390
Interest & Misc Income	54,13,943	60,57,733
Rent Received	28,05,600	31,20,600
Total	85,50,488	1,00,48,723

NOTE - 18 CHANGES IN INVENTORY

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Closing Stock of Finished Goods	15,77,20,234	9,39,76,524
Opening Stock of Finished Goods	9,39,76,524	6,77,02,365
Decrease /(Increase) in Finished Goods	(6,37,43,710)	(2,62,74,159)
Total	(6,37,43,710)	(2,62,74,159)

NOTE - 19 EMPLOYEE BENEFIT EXPENSES

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Staff Salary & Bonus	3,29,99,039	4,03,09,357
Staff Welfare	1,66,562	46,570
Employers contribution to Provident Fund	17,16,995	19,89,232
Provision for Gratuity	4,27,237	4,41,238
Directors' Remuneration & Sitting fees	48,92,608	48,60,862
Total	4,02,02,441	4,76,47,259

NOTE - 20 FINANCIAL COST

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Bank Charges & Interest	1,77,54,495	2,05,70,814
Interest to Depositors	18,64,384	73,61,542
Interest of Vehicle Loan	97,847	88,593
Interest on Term Loan	54,78,480	12,63,648
Other Interest Expenses	47,15,404	1,12,06,470
Total	2,99,10,610	4,04,91,067

NOTE - 21 OTHER EXPENSES

(Amount in ₹)

PARTICULARS	As at 31st March 2020	As at 31st March 2019
Advertisement Expenses	5,860	29,420
Auditors' Remuneration:		
- Audit Fees	1,75,000	1,75,000
- Limited Review Certification	45,000	45,000
- Taxation Matters	25,000	25,000
Brokerage Charges	293	50,000
Computer & Internet Expenses	78,125	46,675
Consultancy Charges	52,19,714	1,57,67,697
Design & Drawings Charges	0	25,000
Donation	30,000	1,23,500
Electricity	5,47,845	5,08,101
Foreign Exchange Loss	0	16,33,884
Godown Rent & Expenses	8,26,185	9,66,210
Inspection Charges	1,98,571	1,27,027
Insurance	16,16,716	75,83,790

Labour Charges	8,91,38,548	12,27,31,881
Legal charges	1,19,346	4,34,658
Office Expenses & Office upkeep	10,75,977	15,52,039
Petrol & Diesel & Conveyance	16,25,049	20,47,794
Postage and Courier Expenses	1,15,890	1,36,085
Printing & Stationary	8,02,930	7,46,887
Profession Tax	2,400	2,400
Registration Fees	1,03,798	39,000
Repairs and Maintenance	6,98,445	12,65,838
Sales Promotion Expenses	0	5,48,683
Municipal Tax	1,33,926	1,67,393
Service Tax ,Vat & Gst expense	1,34,782	8,64,917
Site Expenses	1,75,35,519	1,94,19,662
Subscription Expenses	0	1,07,010
Telephone	1,56,719	2,30,107
Tender Charges	1,19,571	2,49,560
Testing Charges	6,57,583	3,45,599
Transportation	39,52,508	59,73,755
Travelling	27,58,971	43,04,675
Vehicle Repairs & Maintenance Expenses	5,44,672	5,67,511
Total	12,84,44,942	18,88,41,758

NOTE - 22 EARNING PER SHARE

(Amount in ₹)

PARTICULARS	2019-20	2018-19
Net Profit After Tax available for Equity Share Holders	53,81,411	1,95,33,582
Equity shares outstanding at the beginning of the year	20,27,632	20,27,632
Equity shares allotted during the year pursuant to IPO	0	0
Equity shares outstanding at the end of the year	20,27,632	20,27,632
Weighted Avg. Number of Equity Shares of Rs.10/- each	20,27,632	20,27,632
Basic Earning Per Share	2.65	9.63
Diluted Earning Per share	2.65	9.63

NOTE - 23 RELATED PARTY DISCLOSUREKey Management Personnel & Their Relatives:

SHRI GAURANG PARMANANDDAS SHAH

SMT RUPAL GAURANG SHAH

PRIYA GAURANG SHAH

SHRI PANNALAL J SURTI

JEEL PATEL

RAHUL GAURANG SHAH

Entities in which Key Management Personal have significant influence or control

PR ELECTRICALS
 HIGHVOLT POWER & CONTROL SYSTEMS PRIVATE LIMITED
 SHREE KRISHNA COLD STORAGE
 KALP AGRITECH PRIVATE LIMITED
 SWATI SWITCH GEARS (I) PRIVATE LIMITED
 PARAS ENGN PRIVATE LIMITED
 BRAINSCAPE SOLUTIONS PRIVATE LIMITED
 RAHUL G SHAH & CO.
 LUMOS BUILDING AUTOMATION PRIVATE LIMITED

(Amount in ₹)

NAME	NATURE OF PAYMENT	2019-20	2018-19	NATURE OF RELATION
SHRI GAURANG SHAH	DIRECTOR REMUNERATION (GROSS)	28,23,612	30,28,008	MANAGING DIRECTOR
	INT. ON DEPOSIT	18,64,384	53,22,655	
	CLOSING BALANCE	8,76,77,828	4,97,14,825	
SMT RUPAL GAURANG SHAH	DIRECTOR REMUNERATION (GROSS)	19,98,996	21,73,996	DIRECTOR
	INT. ON DEPOSIT	-	21,07,488	
	CLOSING BALANCE	3,52,63,468	3,57,99,714	
PRIYA GAURANG SHAH	SALARY	7,99,596	8,69,596	RELATIVE OF DIRECTOR
RAHUL G SHAH & CO.	PURCHASE/SERVICE BILLS	-	6,80,860	RELATIVE OF DIRECTOR
RAHUL GAURANG SHAH	SALARY	12,00,000	-	RELATIVE OF DIRECTOR
HIGHVOLT POWER & CONTROL SYSTEMS PRIVATE LIMITED	PURCHASE/SERVICE BILLS	89,03,100	2,70,08,780	COMPANY IN WHICH DIRECTOR IS INTERESTED
SWATI SWITCH GEARS (I) PRIVATE LIMITED	PURCHASE/SERVICE BILLS	74,64,276	86,86,706	COMPANY IN WHICH DIRECTOR IS INTERESTED
BRAINSCAPE SOLUTIONS PRIVATE LIMITED	RENT RECEIVED	-	3,71,700	COMPANY IN WHICH DIRECTOR IS INTERESTED
BRAINSCAPE SOLUTIONS PRIVATE LIMITED	PROFESSIONAL FEES PAID	50,878	1,56,600	
SHREE KRISHNA COLD STORAGE	SALES/SERVICE BILLS	1,55,465	-	FIRM IN WHICH DIRECTOR IS INTERESTED
LUMOS BUILDING AUTOMATION PRIVATE LIMITED	SALES/SERVICE BILLS	1,27,76,960	-	COMPANY IN WHICH DIRECTOR IS INTERESTED
LUMOS BUILDING AUTOMATION PRIVATE LIMITED	PURCHASE/SERVICE BILLS	5,90,792	31,89,257	COMPANY IN WHICH DIRECTOR IS INTERESTED
SHRI PANNALAL J SURTI	CHIEF FINANCIAL OFFICER (SALARY)	5,91,962	5,66,852	CHIEF FINANCIAL OFFICER
JEEL PATEL	SALARY	3,99,297	4,02,609	COMPANY SECRETARY

NOTE - 24 CONTINGENT LIABILITY & COMMITMENTS

(Amount in ₹)

PARTICULARS	2019-20	2018-19
Corporate Bank Guarantee	17,37,53,890	18,75,59,480
Total	17,37,53,890	18,75,59,480

(a) Estimated amounts of contracts remaining to be executed which are under process- ₹23932.23 Lakh

(b) Estimated amounts of contracts remaining to be executed which are yet to begin - ₹11306.54 Lakh

NOTE - 25 INITIAL PUBLIC OFFER

During the financial year 2015-16, the company has made an Initial public Offer(IPO) for 5,38,800 equity shares of ₹ 10 each. The equity shares were issued at a price of ₹ 100 per share (Including premium of ₹ 90 per share). During the financial year 2015-16 company has received ₹ 538.80 lacs from the proceeds received in the IPO.

NOTE - 26

COVID-19 Pandemic has caused unprecedented economic disruption globally and in India. The Company is sensitive about the impact of the Pandemic, not only on the human life but on businesses and industrial activity across the globe, which will be realised only over next few months. The Company has been monitoring the situation closely and has taken proactive measures to comply with various directions / regulations / guidelines issued by the Government and local bodies to ensure safety of workforce across all its plants and offices. The Company has made initial assessment of the likely adverse impact on economic environment in general and operational and financial risks on account of COVID-19. Vide notification dated March 24, 2020 issued by Ministry of Home Affairs a nation-wide lockdown was announced to contain COVID-19 outbreak and the same has been progressively extended later. So far, the Company has been able to sustain its operations and honour commitments under the various Agreements. Further, the Reserve Bank of India has granted relief to borrowers by way of moratorium of interest and principal installments falling due to Indian banks and financial institutions till May 31, 2020. The extent to which the COVID-19 pandemic will impact the Company's results will depend on future developments, which are highly uncertain, including, among other things, bill collections from customers; and support from Governments, banks & financial institutions.

NOTE - 27

Previous year's figures have been regrouped / recasted / reclassified wherever necessary to correspond with the current year's classification / disclosure.

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.

FOR, PARTH P. SHAH & CO
Chartered Accountants,
FRN:141540W

(PARTH P. SHAH)
PROPRIETOR
Mem. No. 167721

Place : Ahmedabad
Date : 24/07/2020

FOR & On Behalf of Board of
HEC INFRA PROJECTS LIMITED

(GAURANG SHAH)
MANAGING DIRECTOR
DIN:01756079

(P J SURTI)
CFO

(RUPAL SHAH)
DIRECTOR
DIN:01756092

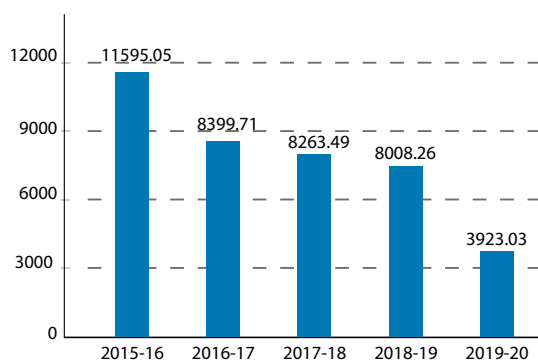
(JEEL PATEL)
COMPANY SECRETARY
MEM NO:A46202

FINANCIAL HIGHLIGHTS: 2019-20

PARTICULARS	2019-20	2018-19	2017-18	2016-17	2015-16
Turnover	3923.03	8008.26	8263.49	8399.71	11595.05
Finance cost	299.11	404.91	355.78	320.66	313.25
Depreciation	25.17	31.29	31.49	31.96	31.92
EBIDT	399.19	688.71	871.9	837.04	740.39
PBT	74.91	252.5	493.24	484.36	394.07
PAT	53.81	195.34	334.13	316.29	255.02
Cash Accruals	78.98	226.63	365.62	348.25	286.94
Share Capital	202.76	202.76	202.76	202.76	202.76
Reserves and Surplus	2650.48	2596.67	2425.74	2091.6	1799.72
Total Networkth	2853.25	2799.43	2628.5	2294.37	2002.48
Total Liability	5703.94	6322.58	6614.3	4875.09	4610.92
Total Capital Employed	4457.02	4080.65	3570.72	2822.02	2458.42
Fixed Asset	222.44	223.55	244.44	252.27	273.34
Net Current Assets	3656.07	2908.13	1910.25	1110.02	1314.07
Current Ratio (In times)	1.89	1.58	1.34	1.26	1.32
Debt Equity ratio (In times)	1.99	2.25	2.42	2.06	2.26
Return on Net Worth (In times)	0.02	0.07	0.13	0.14	0.13
Return on Capital Employed (In times)	0.08	0.16	0.18	0.2	0.2
Dividend (%)	0	0	10	10	10
EPS	2.65	9.63	16.48	15.6	17.01

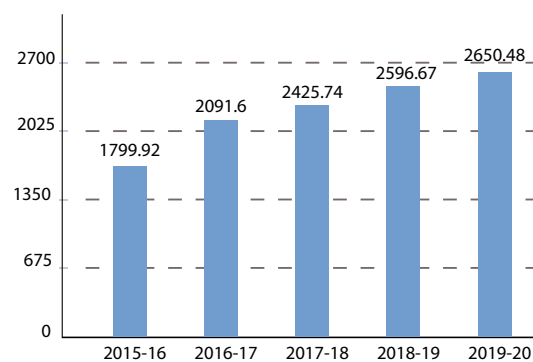
TURNOVER

(₹ in lakhs)



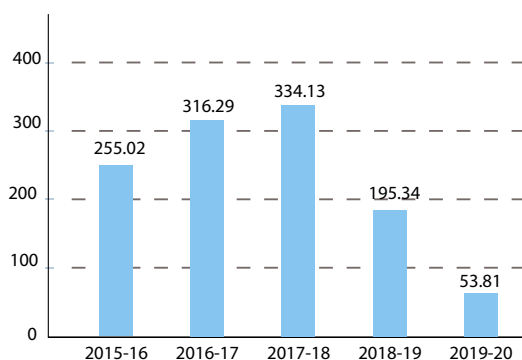
RESERVES AND SURPLUS

(₹ in lakhs)



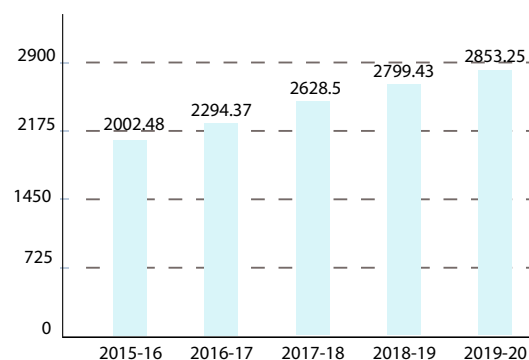
PROFIT AFTER TAX

(₹ in lakhs)



NETWORTH

(₹ in lakhs)





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