

**RKEC PROJECTS LIMITED**Regd. Office: Door no.10-12-1, 3rd Floor, Rednam Alcazar, Rednam Gardens, Visakhapatnam – 530002.

CIN: L45200AP2005PLC045795

Email: cs@rkecprojects.com Website: www.rkecprojects.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Shareholders
RKEC Projects Limited

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 (the 'MCA Circulars') and any other applicable laws and regulations, the following items of Special business is proposed to be passed by the Shareholders of RKEC Projects Limited (the 'Company') through Postal Ballot by remote electronic voting ('e-voting'):

Item No. 1: Appointment of Mr. Potluri Srinivasa Chakravarthi, (DIN: 07289151), as Non-Executive –Non Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or reenactment thereof for the time being in force), the Articles of Association of the Company and on the basis of recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, respectively, Mr. Potluri Srinivasa Chakravarthi (DIN: 07289151), who was appointed as Additional Director (Non-Executive) by the Board of Directors with effect from 7th January, 2023 in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Non-Executive Director of the Company with effect from 7th January, 2023, subject to liable to retire by rotation.

1
RKEC Projects Limited

PAN : AACCR9682A

Regd. Office : # 10-12-1, 3rd Floor, Rednam Alcazar, Rednam Gardens, Opp. SBI Main Branch, Visakhapatnam-530 002
M: 0891-2574517 Tele Fax: 0891-2574703 Email: info@rkecprojects.com, Website: www.rkecprojects.com

RESOLVED FURTHER THAT Mr. G Radhakrishna, Chairman and Managing Director, Mr. R Jayachandran, Chief Financial Officer and Mrs. Deepika Rathi, Company Secretary & Compliance Officer, be and are hereby severally authorized for and on behalf of the Company to do or cause to do all such acts, deeds and things as may be considered necessary in connection with or incidental to giving effect to the above."

A statement pursuant to Section 102(1) and other applicable provisions of the Act, read with relevant Rules made thereunder, pertaining to the said resolutions setting out the material facts and related particulars are annexed hereto.

Please note that as per the MCA Circulars, there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Shareholders of the Company and no physical ballot forms will be acceptable.

Key Details regarding the Postal Ballot:

Sl. No.	Particulars	Details
1	Link for remote e-voting	https://ivote.bigshareonline.com
2	Cut-off date for eligibility for e-voting	10 March 2023
3	Time period for e-voting	From: 9:00 AM (IST), Monday, March, 13, 2023 To: 5:00 PM (IST), Tuesday, April 11, 2023
4	Result of E-voting	12 April 2023
5	Contact details in case of any grievances or queries	Mr. Prasad Madiwale (DGM) Contact Number : 1800 22 54 22 Email ID : ivote@bigshareonline.com

**By Order of the Board of Directors of
RKEC Projects Limited**

**Date: March 10, 2023
Place: Visakhapatnam**

Sd/-
Deepika Rathi
Company Secretary & Compliance Officer
ACS: 53803

NOTES:

- 1 A statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 2 The details required under Regulation 36(3) of the SEBI Listing Regulations 2015 and SS-2 in respect of appointment of a Director forms part of this Notice.
- 3 In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Registrar and Share Transfer Agent of the Company viz., Bigshare Services Private Limited (Bigshare), or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the cut- off date i.e., March 10, 2023.
- 4 The Notice is available on the website of the Company at www.rkecprojects.com website of the Bigshare at <https://ivote.bigshareonline.com> and on the websites of National Stock Exchange of India Limited www.nseindia.com .
- 5 All Members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a Member as on the cut-off date shall treat this notice for information purpose only.
- 6 Pursuant to MCA Circulars, voting shall be conducted by remote e-voting mechanism only and physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Shareholders would take place through the remote e-Voting system only.
- 7 The Postal Ballot Notice is sent electronically to all the Shareholders who have registered their email addresses with the Company/Depositories/Bigshare. The Shareholders who have not registered their email addresses with Bigshare can register their e-mail address by contacting your Depository Participant and registryour e-mail address in your DEMAT account, as per the process recommended by your DP.

8 The Portal will remain open for remote e-voting as under:

Opening	:	9:00 AM (IST), Monday, March 13, 2023
Closing	:	5:00 PM (IST), Tuesday, April 11, 2023 (both days inclusive)

- 9 Once the vote on Resolutions is cast by Shareholders, they shall not be allowed to change it subsequently.
- 10 All documents, if any, referred to in the Notice, will also be available for electronic inspection by the Shareholders, without any fee, from the date of dispatch of notice through email and up to the last date of e-voting i.e., April 11, 2023 Shareholders seeking to inspect such documents can send an email to cs@rkecprojects.com
- 11 The Board of Directors has appointed CS Ashwini Inamdar, Company Secretary in Practice (FCS - 9409 and CP No. - 11226), Mehta & Mehta ,Company Secretaries, A 103, Reya Society, Above LG Showroom,Opposite Pu La Deshpande Bang, Pune 411030 Ph: +91 7420071553, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 12 The Scrutinizer will unblock the votes after the scheduled date and time for remote e-voting and shall submit his report to the Chairman and Managing Director or CFO or the Company Secretary on or before April 13, 2023. The Results along with the Scrutinizer's Report shall be declared at the Registered office address of the Company and shall be placed on the Company's website www.rkecprojects.com and shall also be communicated to the Stock Exchanges.
- 13 The last date specified by the Company for remote e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

14 The instructions for Shareholders for e-voting are as under:

- i. The voting period begins on 13 March 2023; 9 AM and ends on 11 April 2023; 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date -10 March 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation,

it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.

- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.
 - Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
 - Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.

Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

The Board of Directors at their Meeting held on January 7, 2023, and based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Potluri Srinivasa Chakravarthi (DIN: 07289151) as Additional Director (Non-Executive) of the Company with effect from January 7, 2023, subject to liable to retire by rotation.

Mr. Potluri Srinivasa Chakravarthi holds office as an Additional Director up to the date of next General Meeting or for a period of 3 months from the date of appointment, whichever is earlier, in accordance with the provisions of Section 161 of the Act read with the rules made thereunder and Regulation and 17(1C) of the SEBI Listing Regulations 2015.

He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Directors recommend the said ordinary resolution in Item No. 1 for approval by the Shareholders of the Company.

Except Mr. Potluri Srinivasa Chakravarthi, being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS:

Item No 1:

Brief Profile:

Mr. Potluri Srinivasa Chakravarthi is experienced in Corporate Real Estate with broad and deep familiarity with a comprehensive variety of property types. Proven record of successful completion of multiple simultaneous complicated projects. Extensive expertise in both state and national real estate law.

Name and DIN	Mr. Potluri Srinivasa Chakravarthi (DIN: 07289151)
Age & Date of Birth (DoB)	DOB: 01/09/1965 & Age: 58 years
Nationality	Indian
Date of appointment on the Board	January 7, 2023
Relationship with other Directors, inter-se, Manager and other Key Managerial Personnel of the company	None
Qualification	B.COM Graduate
Nature of expertise in specific functional areas	He has expertise in the field of construction.
Number of shares & % of holding	NIL
List of Directorships held in other Public Limited Companies	None
Chairmanships/Memberships of Committees in other Public Limited Companies	None
Listed entities from which the person has resigned in the past three years	None
Number of Board meetings attended	Not applicable

**By Order of the Board of Directors of
RKEC Projects Limited**

**Date: March 10, 2023
Place: Visakhapatnam**

Sd/-
Deepika Rathi
Company Secretary & Compliance Officer
ACS: 53803