

## NOTICE OF THE AGM

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Notice is hereby given that the Fourteenth Annual General Meeting of the members of RKEC Projects Limited will be held on Thursday, the 26th September 2019 at 11:30 A.M. at "Triveni", Hotel Daspalla, #28-2-48, Suryabagh, Jagadamba Jn., Visakhapatnam - 530002 to transact the following business:

### ORDINARY BUSINESS

1. **To receive, consider and adopt:**

- a) the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2019 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year end 31<sup>st</sup> March 2019 together with the Report of the Auditors thereon to pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements (both Standalone & Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March 2019, consisting of Balance Sheet as at 31<sup>st</sup> March, 2019 together with the notes to Financial Statements and Reports of the Board of Directors and Auditors including Annexure thereof laid before this meeting, be and are hereby considered and adopted."

2. **To declare a Dividend of Rs. 2/- for every Equity Share for the Financial Year 2018-19**

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

**"RESOLVED THAT** a Dividend of Rs.2/- (Rupees Two only) per Equity Share of the Company for the Financial Year 2018-19, as recommended by the Board of Directors be and is hereby declared and approved."

3. **To re-appoint Smt. G Sita Ratnam (DIN: 07344104), who retires by rotation and being eligible, offer herself for re-appointment as a Director**

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

**"RESOLVED THAT** Dr. G Sita Ratnam (DIN: 07344104), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

4. **Regularisation of Shri G V Rammohan as Whole-Time Director**

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

**"RESOLVED THAT** pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mr. G.V. Rammohan (DIN: 06602693) who was appointed as additional director of the Company on 29th May, 2019 and who holds office till the date of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 196, 197, 198 and 203 and schedule

V of the Companies Act, 2013 and any other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the appointment of Mr G.V. Rammohan (DIN: 06602693) as a Whole-time Director of the Company for a period of five years with effect from 29th August, 2019 whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of directors of the Company will have the power to revise the terms of remuneration subject to the limits specified in Schedule V of the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time."

5. **Regularisation of Brig J K Rao, VSM (DIN: 08508140) as an Independent Director**

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

**"RESOLVED THAT** Brig J K Rao, VSM (DIN: 08508140) who was appointed by the Board as an Additional Director of the Company with effect from 29 Aug 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 104 of the Articles of Association of the Company but who is eligible for appointment be and is hereby appointed as Independent Director of the Company.

**RESOLVED THAT** that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (SEBI Listing Regulations), as amended from time to time, the appointment of Brig J K Rao, VSM (DIN: 08508140) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and the regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 29 Aug 2019 to 28 Aug 2024."

6. **Ratification of Remuneration of Cost Auditors 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 148 and all 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/s thereof, for the time being in force) M/s Uppalapati & Associates, Cost Accountants, Visakhapatnam (Firm Registration No. 100506) whose appointment as the Cost Auditors of the Company, for the FY 2019-20 ending 31st March 2020, has been duly approved by the Board of Directors based on the recommendations of Audit Committee of the Company, be paid a sum Rs. 75,000/- (Rupees Seventy Five Thousand) only plus applicable tax (GST) and reimbursement of actual out of pocket expenses, if any, as a remuneration for audit of cost records of the Company for the FY 2019-20 ending 31st March 2020, as recommended by the Board of Directors based on the recommendation of the Audit Committee of the Company, be and hereby ratified."

7. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution** for Borrowing the money:

**"RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the

“Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers/FDI/ ECB, Private equity/High net worth individuals etc. in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time up to Rs.1000.00 Crore (Rupees One Thousand Crore Only) at any one point of time.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to negotiate limits with the Bankers/FDI/ECB/Private equity/High net worth individuals etc. for availing the funded and non-funded bank limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand Promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the borrowing limits as prescribed above.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

8. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution** for Borrowing the money:

**“RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage and/or charge by the Board of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of any Bank or any Financial Institutions, to secure the term loan(s) or other credit facilities not exceeding Rs.1000.00 Crore (Rupees One Thousand Crore only) together with interest, further interest, penal interest, commitment charges, costs, charges, expenses and all other monies payable by the Company on the terms and conditions contained in the Letter of Intent issued by such bank or financial institution.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalise with the Lender(s) the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”

**By the Order of the Board of the Directors**

**For RKEC Projects Limited**

Sd/-

**Vijay Kumar Jannada**

**Company Secretary & Compliance Officer**

Date: 29<sup>th</sup> August, 2019

Place: Visakhapatnam

## NOTES

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1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed to this notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy or proxies to attend and, to vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 20<sup>th</sup> day of September 2019 to Thursday, the 26<sup>th</sup> day of September, 2019 (both days inclusive).
4. The Company has appointed M/s Bigshare Services Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as RKEC Projects Limited.
5. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
6. Members are requested to bring their copies of the Annual Report to the Meeting.
7. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.
8. Electronic copy of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 29<sup>th</sup> August, 2019 at the email ID's registered with the Company/ RTA / DP for communication purposes. For those shareholders whose name stand registered in the Register of Members as on 29<sup>th</sup> August, 2019 and who have not registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being send to them in the permitted mode. We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you in permitted mode.
9. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

10. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Meeting.
11. Members may note that the Notice of this meeting has been hosted under the Investor's Tab of Company's website [www.rkecprojects.com](http://www.rkecprojects.com)
12. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
13. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE of India Limited. Therefore, Company is not providing e-voting facility to its shareholders.
14. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
15. The details of Director's appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below:

Particulars	
Name	<b>G Sita Ratnam</b>
Date of Birth	<b>17.01.1967</b>
Date of Appointment as Director	<b>19.11.2015</b>
No. of shares held in the Company	<b>NIL</b>

## Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013:

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### Item No. 4

#### Regularisation of Shri G V Rammohan (DIN: 06602693) as Whole-Time Director of the Company

Shri G V Rammohan, Director-Projects, is 31 Years Old having ten years of stimulating experience in Marine Structures and Buildings. Over a Period of time, he has graduated from being a Jr. Engineer to Managing big ticket Projects for " RKEC Projects Limited", by providing guidance and leading the Team from concept to completion. He has many Projects to his credit, significant of them being

- (a) Second Chemical Berth for Mumbai Port Trust, Value Rs.130,00,00,000/- from Jan 2013 to Jan 2016.
- (b) Multi Liquid Cargo berth for IOCL at Cochin, Value Rs.220,00,00,000/- Feb 2016 to Nov 2018.

He has graduated from GITAM University, Visakhapatnam obtaining a Degree in Bachelor of Engineering (Mechanical), in the year 2009. He also has an exposure to "London South Bank University" for doing a Diploma in International Business in the year 2012.

The Board of Directors at its meeting held on 29 May 2019, after considering the recommendation of Nomination and Remuneration Committee of its meeting held on 29 May 2019, has approved and appointed, Shri G V Rammohan (DIN: 06602693) as an Additional Director [Category - Whole Time Director] of the Company, liable to retire by rotation, to hold the office till the conclusion of the 14th Annual General Meeting of the Company.

Shri G V Rammohan is the relative of Shri Garapati Radhakrishna, Managing Director of the Company and Smt. Garapati Parvathi Devi, Whole-Time Director of the Company.

Accordingly, the Board of Directors recommends to the Shareholders (Members), for their approval, the Ordinary Resolution for an appointment of Shri G V Rammohan as Whole-Time Director of the Company, liable to retire by rotation, in the interest of the Company.

### Item No. 5

#### Regularisation of Brig J K Rao, VSM, as an Independent Director

Brig J K Rao, VSM, (DIN: 08508140), aged 56 years, holds Masters Degree in Strategy & Quantity Survey and Valuation. He has also completed MDMA (Marketing and International Marketing) and PG DM in HR and Finance. He has 32 Years of Experience in Indian Army including 11 years of experience in insurgency operations, 10 years in Infrastructure development and 12 years in HR.

The Nomination & Remuneration Committee at its Meeting held on 29 Aug 2019 considered, approved and recommended to the Board and/or Shareholders (Members), the appointment of Brig J K Rao, VSM, (DIN: 08508140), as an Independent Director for a period of five (5) years effective from 29 Aug 2019.

Subsequently, the Board of Directors at its meeting held on 29 Aug 2019, considered and approved, Brig J K Rao, VSM, (DIN: 08508140) as an Additional Director [Category - Independent Director] of the Company, to hold the office till the conclusion of the 14th Annual General Meeting of the Company.

### Item No. 6

#### Ratification of Remuneration of Cost Auditors of the Company

On recommendations of the Audit Committee, the Board of Directors of the Company, at its meeting held on 29<sup>th</sup> May 2019, approved and appointed, M/s Uppalapati & Associates, Cost Accountants, Visakhapatnam (Firm Registration No. 100506) as the Cost Auditors of the Company for the FY 2019-20

ending 31<sup>st</sup> March 2020 to audit the cost records of the Company at a remuneration of Rs. 75,000/- Only, plus applicable tax (GST) and reimbursement of actual out of pocket expenses, if any.

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration as recommended by the Board of Directors, is subject to ratification by the Shareholders (Members) of the Company.

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

Accordingly, the Board of Directors of the Company recommends the Ordinary Resolution for ratification of the Shareholders (Members) in the interest of the Company.

#### **Item No. 7 & 8**

#### **Consent of the members given to Board of Directors to borrow money in excess of paid up capital and free reserves and to create charges on the assets of the Company**

The provisions of Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company up to the aggregate of its paid up capital and free reserve, and consent of the Shareholders by a special resolution is required in case where the money borrowed, with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves.

The Company is constantly reviewing opportunities for new expansion of its business operations and would, therefore required to borrow in order to achieve greater financial flexibility. The likely borrowing requirements of the Company in next 3-4 years in order to meet funds requirements in respect of the Project(s) undertaken or to be undertaken by the Company which may or will exceed the limit prescribed under Sub Section (1) clause (c) of section 180, it is hereby proposed to authorize Board to borrow up to a sum of Rs.1000.00 Crore (Rupees One Thousand Crore Only) in any manner as the Board may think necessary or fit do so. The Board recommends Special Resolutions for approval of the Members.

The provisions of Section 180 (1) (a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall obtain consent of the members to sell, dispose off or create charges on the assets of the Company.

Therefore, proposed borrowing of funds by the Company which requires creation of charges on the assets of the Company requires approval of members by passing a Special resolution. Hence, proposed resolution at Sl. No. 8.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway, concerned or interested in the said Resolutions. Board recommends passing of the above resolutions.

#### **By Order of the Board of Directors**

#### **For RKEC Projects Limited**

Sd/-

**Vijay Kumar Jannada**

**Company Secretary & Compliance Officer**

Date: 29<sup>th</sup> August, 2019

Place: Visakhapatnam