

## NOTICE OF THE 16<sup>th</sup> ANNUAL GENERAL MEETING

---

Notice is hereby given that the Sixteenth Annual General Meeting of the members of RKEC Projects Limited (CIN: L45200AP2005PLC045795) will be held on Monday, the 27<sup>th</sup> September 2021 at 11:00 A.M through Video Conferencing (“VC”) / Other Audio Visuals Means (“OVAM”) 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 2021 together with the Reports of the Board of the Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year-end 31<sup>st</sup> March 2021 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 2021, consisting of Balance Sheet as at 31<sup>st</sup> March 2021 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 Dividend for the Financial Year 2020-21**

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

“**RESOLVED THAT** a Dividend @12% i.e. Rs. 1.20 (Rupee One and Twenty Paise only) per equity share of the company recommended by the Board of Directors of the Company in the Board Meeting held on 14 August 2021, be and is hereby declared and approved.”

#### **3. To re-appoint Gudapati Venkata Rama Mohan (DIN: 06602693), who retires by rotation and being eligible, offer himself 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**”Gudapati Venkata Rama Mohan (DIN; 06602693), who retires by rotation at this meeting pursuant Section 152 of Companies Act 2013, being eligible has offered

himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

## **SPECIAL BUSINESS:**

### **4. Ratification of Recommendation 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 thereof, for the time being in force) M/s Uppalapati & Associates LLP, Cost Accountants, Visakhapatnam (Firm Registration No. 100506) whose appointment as the Cost Auditors of the Company, for the FY 2021-22 ending 31<sup>st</sup> March 2022, has been duly approved by the Board of Directors based on the recommendations of Audit Committee of the Company, be paid a sum Rs.80,000/- (Rupees Eighty 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 2021-22 ending 31<sup>st</sup> March 2022, as recommended by the Board of Directors based on the recommendation of the Audit Committee of the Company, be and hereby ratified.” By the Order of the Board of the Directors for RKEC Projects Limited.

### **5. Re-appointment of Vice Admiral Satish Soni (DIN: 0766074) Independent Non-Executive Director of the company for 2<sup>nd</sup> Term of five consecutive years in terms of Section 149 of Companies Act 2013**

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

**RESOLVED THAT** pursuant to provisions of section 149, 152 & Schedule IV and other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Vice Admiral Satish Soni, (DIN 07664074) who was appointed as an Independent Director of the Company for a term of five years up to 25 Nov 2021 by the members at the Meeting of members of the Company held on the 1<sup>st</sup> December 2016, and whose appointment is to be approved by the Company in general meeting as per section 150 (2) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 24 November 2021 up to 25 Nov 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient for giving effect to this Resolution.”

**6. Re-appointment of Shri Lucas Peter Thalakala (DIN: 07664071) Independent Non-Executive Director of the company for 2<sup>nd</sup> Term of five consecutive years in terms of Section 149 of Companies Act 2013**

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

**RESOLVED THAT** pursuant to provisions of section 149, 152 & Schedule IV and other

applicable provisions of the Companies Act, 2013, and Companies (Appointment and Qualifications of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force) and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Shri Lucas Peter Thalakala, (DIN 07664071) who was appointed as an Independent Director of the Company for a term of five years up to 25 Nov 2021 by the members at the Meeting of members of the Company held on the 1<sup>st</sup> December 2016, and whose appointment is to be approved by the Company in general meeting as per section 150 (2) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 24 November 2021 up to 25 November 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient for giving effect to this Resolution."

**7. Re Appointment of Shri Garapati Radhakrishna (Din: 00073080) as Chairman and Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or any re-enactment(s) thereof for the time being in force (the "Act") and Article No.131 of the Articles of Association of the Company, the consent of the members be and is hereby accorded for the re appointment of Shri Garapati Radhakrishna (Din: 00073080) as Chairman and Managing Director of the Company for a period of 5 (Five) consecutive years with effect from 1<sup>st</sup> December 2021 to 30<sup>th</sup> November 2026 at a remuneration of Rs.1,60,00,000/- per annum (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) including other benefits, allowances, perquisites as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient for giving effect to this Resolution."

**8. Re Appointment of Smt Garapati Parvathi Devi (Din: 00094961) as Whole Time Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or any re-enactment(s) thereof for the time being in force (the "Act") and Article No.131 of the Articles of

Association of the Company, the consent of the members be and is hereby accorded for the re appointment of Smt Garapati Parvathi Devi (Din: 00094961) as Whole Time Director of the Company for a period of 5 (Five) consecutive years with effect from 1<sup>st</sup> December 2021 to 30<sup>th</sup> November 2026 at a remuneration of Rs.1,60,00,000/- per annum (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) including other benefits, allowances, perquisites as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient for giving effect to this Resolution."

**9. To increase the Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company**

To consider and if thought fit to pass with or without modifications the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made there under, including any statutory modification(s) or any re-enactment(s) thereof enabling provisions of the Memorandum and Articles of Association of RKEC Projects Limited ("the Company" ) and other laws, notifications and regulations as may be applicable the authorized share capital of the Company is hereby increased from Rs. 25,00,00,000 Crores (Rupees Twenty Five Crores only) divided into 2,50,00,000(Two Crore Fifty Lakh) equity shares of face value of Rs. 10 each to Rs.50,00,00,000(Rupees fifty crore only) divided into

5,00,00,000(Five Crore) equity shares of face value of Rs. 10 each ranking pari-passu in all respects with the existing equity shares of the Company.

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13 and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for substituting the existing clause V of Memorandum of Association of the Company relating to Authorised Share Capital of the Company with the following new clause in it's place:

‘V. The Authorised Share Capital of the Company is Rs.50,00,00,000 (Rupees fifty crore only) divided into 5,00,00,000(Five Crore only) equity shares of Rs. 10 (Rs. Ten only) each. The Company shall have the power from time to time, to increase or reduce the share capital, to issue any shares with special rights or privileges as to voting, dividend, repayments of capital or otherwise or to subject the shares to any restrictions, limitations, and conditions and to vary, modify or abrogate any such rights, privileges, restrictions or conditions. The rights of the holders of any class of shares for the time being forming part of the capital of the Company may be modified,affected, varied, extended or surrendered.’

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to sign and submit necessary form with the Registrar of the Companies and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient for giving effect to this Resolution."

**By the Order of the Board of the Directors  
For RKEC Projects Limited  
Sd/-**

**Date: 14<sup>th</sup> August, 2021  
Place: Visakhapatnam**

**Deepika Rathi  
Company Secretary & Compliance Officer**

## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. 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 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting 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.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, and SEBI Circulars dated 15th January, 2021 read with 12th May, 2020 (SEBI Circulars), 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.
4. 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.
5. 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.
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 by NSDL.

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.rkecproject.com](http://www.rkecproject.com). The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited at [www.nseindia.com](http://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](http://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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. 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 Monday, the 20th day of September 2021 to Monday, the 27th day of September, 2021 (both days inclusive).
10. The Company has appointed M/s Big share 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.
11. 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.
12. Electronic copy of the Notice of the Annual General Meeting along with Annual Report is being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 27<sup>th</sup> August, 2021 at the email ID's registered with the Company/ RTA / DP for communication purposes. 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.
13. 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:

<b>PARTICULARS</b>	
Name	<b>Gudapati Venkata Rama Mohan</b>
Date of Birth	<b>10.06.1988</b>
Date of Appointment as Director	<b>29.05.2019</b>
No. of shares held in the Company	<b>Nil</b>

14. Since AGM will be held through VC/OVAM, the route map and attendance slips are not annexed to this notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-**

The remote e-voting period begins on Thursday, 23<sup>rd</sup> September, 2021 at 9:00 A.M. and ends on Sunday, 26<sup>th</sup> September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18<sup>th</sup> September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18 September 2021.

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

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts



in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="618 342 1443 1003">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="618 1041 1443 1199">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="618 1245 1443 1864">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual</li></ol>

	meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
---	-------------------------

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [admin@mehta-mehta.com](mailto:admin@mehta-mehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@rkecprojects.com](mailto:info@rkecprojects.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self
3. attested scanned copy of Aadhar Card) to [info@rkecprojects.com](mailto:info@rkecprojects.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 [cs@rkecprojects.com](mailto:cs@rkecprojects.com). The same will be replied by the company suitably.

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

---

### Item No. 4

#### **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 June 2021, approved and appointed, M/s Uppalapati & Associates LLP, Cost Accountants, Visakhapatnam (Firm Registration No. 100506) as the Cost Auditors of the Company for the FY 2021- 22 ending 31st March 2022 to audit the cost records of the Company at a remuneration of Rs. 80,000/- 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. 5

#### **Re-appointment of Vice Admiral Satish Soni (DIN: 0766074) Independent Non-Executive Director of the company for 2<sup>nd</sup> Term of five consecutive years in terms of Section 149 of Companies Act 2013**

Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, is applicable to the company. In order to comply with the provisions of Section 149(4) of Companies Act, 2013, it is proposed to appoint Vice Admiral Satish Soni (DIN 07664074) Company. The Company has received from Vice Admiral Satish Soni (i) consent in writing to act as director in Form DIR -2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, to the effect, that he



is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

#### Brief Profile of Vice Admiral Satish Soni

##### Particulars

Brief Resume	Vice Admiral Satish Soni, Independent Director of the Company, has served Indian Navy for 4 decades. He has held the appointments of Flag officer commanding in Chief Southern Naval Command, Deputy Chief of naval Staff, Commandant National Defence Academy and Chief of Staff Eastern Naval Command in the rank of Vice Admiral. A Sword of honour of his batch, he has been commended by the chief of Naval Staff and is recipient of Param Ati Visisth Seva Medal, Ati Visisth Seva Medal, and Nau Sena Medal,.
Nature of expertise in the specific functional area.	He posses a vast skill set amid his services rendered in Indian Navy. He is a person who posses versatile qualities.
Disclosure of relationship between directors	None
Chairmanship/Membership of committees of other Public Companies	None
Share Holding	None

In the opinion of the Board, Vice Admiral Satish Soni fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act. The appointment of Vice Admiral Satish Soni as Independent Director is now being placed before the Members for their approval. A copy of the draft letter for the appointment of Vice Admiral

Satish Soni as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors, promoters, Key managerial are interested or concerned in passing of the said resolution. The Board of Directors recommends the resolution as set out at Item No: 5 for approval of the members as an Special resolution.

#### **Item No.6**

#### **Re-appointment of Shri Lucas Peter Thalakala (DIN: 07664071) Independent Non-Executive Director of the company for 2<sup>nd</sup> Term of five consecutive years in terms of Section 149 of Companies Act 2013**

Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, is applicable to the company. In order to comply with the provisions of Section 149(4) of Companies Act, 2013, it is proposed to appoint Shri Lucas Peter Thalakala (DIN 07664071) Company. The Company has received from Vice Admiral Satish Soni (i) consent in writing to act as director in Form DIR -2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, to the effect, that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

#### **Brief Profile of Shri Lucas Peter Thalakala**

##### **Particulars**

##### **Brief Resume**

Shri Lucas Peter Thalakala, Independent Director of the Company is a Post Graduate in Economics from Andhra University and has recently been awarded with the Degree “Doctor of Philosophy in Economics. He has joined the Income Tax Department, Ministry of Finance, GOI in 1987. He has worked in different wings of Income tax department and retired on April 30, 2016 from the post of Commissioner of Income Tax.

Nature of expertise in the specific functional area.

He has rich experience to add value to the Company specially in Income Tax matters.

Disclosure of relationship between None  
directors

Chairmanship/Membership of None  
committees of other Public Companies

Share Holding None

In the opinion of the Board, Shri Lucas Peter Thalakala fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act. The appointment of Shri Lucas Peter Thalakala as Independent Director is now being placed before the Members for their approval. A copy of the draft letter for the appointment of Shri Lucas Peter Thalakala as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors, promoters, Key managerial are interested or concerned in passing of the said resolution. The Board of Directors recommends the resolution as set out at Item No: 6 for approval of the members as Special resolution.

#### **Item No.7**

#### **Re Appointment of Shri Garapati Radhakrishna (Din: 00073080) as Chairman and Managing Director of the Company**

Pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the approval of the shareholders at the ensuing Annual General Meeting, your Directors recommend the re appointment of Shri Garapati aradhakrishna (DIN: 00073080) as Chairman and Managing Director of the Company for a further period of 5 (Five) years w.e.f. 1 December 2021. Brief Profile of Shri Garapati Radhakrishna ia as under:

Shri Garapati Radhakrishna, Chairman and Managing Director of the Company, holds a degree of Bachelor of Engineering (Mechanical) from Andhra University and was awarded a Gold Medal from Government of India for having been adjudged as best Cadet in All India Sainik School's meet at Poona in 1980 and also has represented Andhra Pradesh in Republic Day Parade at Delhi. He possesses an experience of over 35 years, specialization in Marine and Bridge Works. He started his career in 1985 and established M/s R K Engineers and Contractors, his sole proprietor concern, which was taken over by the present Company in the year 2005. He

is instrumental in taking major policy decisions for the Company and plays a vital role in identifying, developing and formulating business strategies and effective Implementation of all projects. Under his able guidance, the company has so far executed 94 Projects successfully worth over 1721 Crores.

<b>Name</b>	Garapati Radhakrishna
<b>Designation</b>	Chairman and Managing Director
<b>DIN</b>	00073080
<b>Address</b>	7-17-9/1,Kirlampudi Layout ,Siva Sivani Public School, China Waltair, Visakhapatnam LB Colony 530017 AP IN
<b>Salary inclusive of all allowances</b>	Not exceeding to Rs. 1,60,00,000 or as may be decided by the board of directors
<b>Perquisites in addition to salary</b>	Free use of Company's car for the business of the Company.
<b>Retirement Benefits</b>	Company's Contribution towards Provident Fund, Gratuity as per the rules of the Company.
<b>Other benefits</b>	Free use of mobile facility.  Reimbursement of expenses incurred for travelling boarding and lodging during business trips and all other expenses actually and properly incurred by them for the business of the Company.  Bonus payable as per rules of the company
<b>Minimum Remuneration</b>	Where in any financial year during the currency of tenure of the Garapati Radhakrishna, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.
<b>Nature of expertise in the specific functional area.</b>	He possesses an experience of over 35 years, specialization in Marine and Bridge Works.He is instrumental in taking major policy decisions for the Company and plays a vital role in identifying, developing and formulating business strategies and effective Implementation of all projects. Under his able guidance, the company has so far executed 94 Projects successfully worth over 1721 Crores.
<b>Chairmanship/ Membership of committees of other Public Companies</b>	None

In accordance with the provisions of the Companies act 2013 read with Schedule V to the Act, the appointment and remuneration is to be approved by members in General Meeting.

Your Directors therefore, recommend for your approval the above proposed resolution in the best interest of the Company.

Except Shri Garapati Radhakrishna, being appointee, Smt Garapati Parvathi Devi, his wife and Shri G V Rama Mohan, Son in Law, none of Directors and KMPs are concerned or interested in the aforesaid resolution.

### **Item No.8**

#### **Re Appointment of Smt Garapati Parvathi Devi (Din: 00094961) as Whole Time Director of the Company**

Pursualt to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the approval of the shareholders at the ensuing Annual General Meeting, your Directors recommend the re appointment of Smt Garapati Parvathi Devi (DIN: 00094961) as Whole Time Director of the Company for a further period of 5 (Five) years

w.e.f. 1 December 2021. Brief Profile of Smt Garapati is as under:

Smt. G Parvathi Devi, Whole Time Director, holds a degree of Bachelor of Science from Andhra University. She monitors the Departmental Heads of Finance, Accounts and Stores. Conducts review meetings, Board Meetings on regular basis, and has rapport with Financial Institutions like public sector and other financial undertakings.

<b>Name</b>	Garapati Parvathi Devi
<b>Designation</b>	Whole Time Director
<b>DIN</b>	00094961
<b>Address</b>	7-17-9/1,Kirlampudi Layout ,Siva Sivani Public School, China Waltair, Visakhapatnam LB Colony 530017 AP IN
<b>Salary inclusive of all allowances</b>	Not exceeding to Rs. 1,60,00,000 or as may be decided by the board of directors
<b>Perquisites in addition to salary</b>	Free use of Company's car for the business of the Company.
<b>Retirement Benefits</b>	Company's Contribution towards Provident Fund, Gratuity as per the rules of the Company.

<b>Other benefits</b>	Free use of mobile facility.  Reimbursement of expenses incurred for travelling boarding and lodging during business trips and all other expenses actually and properly incurred by them for the business of the Company.  Bonus payable as per rules of the company
<b>Minimum Remuneration</b>	Where in any financial year during the currency of tenure of the Garapati Radhakrishna, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.
<b>Nature of expertise in the specific functional area.</b>	She possesses an experience of over 30 years, specialization in Marine and Bridge Works. She is instrumental in taking major policy decisions for the Company and plays a vital role in identifying, developing and formulating business strategies and effective Implementation of all projects.
<b>Chairmanship/ Membership of committees of other Public Companies</b>	None

In accordance with the provisions of the Companies act 2013 read with Schedule V to the Act, the appointment and remuneration is to be approved by members in General Meeting.

Your Directors therefore, recommend for your approval the above proposed resolution in the best interest of the Company.

Except Smt Garapati Parvathi Devi, being appointee, , Shri Garapati Radhakrishna her husband and Shri G V Rama Mohan, Son in Law, none of Directors and KMPs are concerned or interested in the aforesaid resolution.

#### **Item No.9**

#### **To increase the Authorised Share Capital of the Company and consequential amemndment in Memorandum of Association of the Company**

The present authorized share capital of the Company is Rs. 25,00,00,000 Crores (Rupees Twenty Five Crores only) divided into 2,50,00,000(Two Crore Fifty Lakh) equity shares of face value of Rs. 10 each.

Considering the increased fund requirements of the Company, the Board at it's Meeting held on 14 Aug 2021, has accorded it's approval for increasing the Authorised Share capital from

Rs. 25,00,00,000 Crores (Rupees Twenty Five Crores only) divided into 2,50,00,000(Two Crore Fifty Lakh) of face value equity shares of Rs. 10 each to Rs.50,00,00,000(Rupees fifty crore only) divided into 5,00,00,000(Five Crore) equity shares of face value of Rs. 10 each, subject to the approval of the shareholders.

It is therefore proposed to increase the Authorised Share capital from Rs. 25,00,00,000 Crores (Rupees Twenty Five Crores only) divided into 2,50,00,000(Two Crore Fifty Lakh) equity shares of face value of Rs. 10 each to Rs.50,00,00,000(Rupees fifty crore only) divided into 5,00,00,000(Five Crore) equity shares of face value of Rs. 10 each ranking pari-passu in all respects with the existing equity shares of the Company.

Consequently, Clause 'V' of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of members at general meeting.

None of the Directors, promoters, Key managerial are interested or concerned in passing of the said resolution. The Board of Directors recommends the resolution as set out at Item No: 9 for approval of the members as an ordinary resolution.

**By the Order of the Board of the Directors  
For RKEC Projects Limited  
Sd/-**

**Date: 14<sup>th</sup> August, 2021  
Place: Visakhapatnam**

**Deepika Rathi  
Company Secretary & Compliance Officer**