

NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of the members of RKEC Projects Limited (CIN: L43900AP2005PLC045795) will be held on Thursday, the 18th September 2025 at 11:30 A.M. through Video Conferencing (“VC”) / Other Audio Visuals Means (“OVAM”) to transact the following business:

1. TO RECEIVE, CONSIDER AND ADOPT:

- a) The Audited Standalone Financial Statements of the Company with notes forming part thereof, for the Financial Year ended 31st March 2025 together with the Reports of the Board of the Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company with notes forming part thereof, for the Financial Year-end 31st March 2025 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 31st March 2025, consisting of Balance Sheet as at 31st March 2025 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 RE-APPOINT MR. G V 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” Mr. G V 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:

3. 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 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 2025-26 ending 31st March 2026, has been duly approved by the Board of Directors based on the recommendations of Audit Committee of the Company, 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 2025-26 ending 31st March 2026, as recommended by the Board of Directors based on the recommendation of the Audit Committee of the Company, be and is hereby ratified and confirmed.”

4. TO APPOINT MEHTA AND MEHTA, AS SECRETARIAL AUDITORS OF THE COMPANY

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

“**RESOLVED THAT** pursuant to section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or amendments thereof for the time being in force), and pursuant to the recommendation of the Board of Directors of the Company, Mehta and Mehta, Company Secretaries (Firm Registration No. - P1996MH007500 and Peer review No. - 3686/2023), be and are hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, at such remuneration and on such terms and conditions as may be mutually agreed between the Board of Directors and the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof) and Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

5. RE-APPOINTMENT OF STATUTORY AUDITORS M/S. SARC & ASSOCIATES, CHARTERED ACCOUNTANTS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Sarc &

Associates, Chartered Accountants (Firm Registration No. 006085N), who were appointed as the Statutory Auditors of the Company at the 15th Annual General Meeting for a term of five consecutive years and whose term expires at the conclusion of this Annual General Meeting, be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of this 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting, at such remuneration and on such terms and conditions as may be mutually agreed between the Board of Directors and the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to fix the remuneration payable to the Statutory Auditors and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

6. TO INCREASE THE AUTHORISED SHARE CAPITAL 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 61,64, and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, 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.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 to Rs.100,00,00,000(Rupees One Hundred crore only) divided into 10,00,00,000(Ten 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 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."

7. TO AMEND THE MEMORANDUM OF ASSOCIATION 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 13,61,64, 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 its place:

‘V. The Authorised Share Capital of the Company is Rs.100,00,00,000(Rupees One Hundred crore only) divided into 10,00,00,000 (Ten Crore) 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."

8. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 including any amendment thereto or re-enactment thereof for the time being in force, if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any Body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any Body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 200 Crores (Rupees Two Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to decide, sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

FURTHER RESOLVED THAT for the purpose of giving effect to the above, Board of Directors or Company Secretary of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining

approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval 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 constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or Group entity of the Company or any other person in which any of the Directors of the Company is interested or deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores Only) in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

10. APPROVAL FOR RAISING OF FUNDS THROUGH ISSUANCE OF DEBT INSTRUMENTS UP TO ₹550 CRORES

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, as amended, and all other applicable laws, regulations, rules, notifications, guidelines and circulars, and subject to such approvals, consents, permissions and sanctions as may be necessary from regulatory and statutory authorities, and subject to such terms and conditions as may be prescribed by them while granting such approvals, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted or to be constituted by the Board to exercise its powers), the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of debt securities including but not limited to issue of Non-Convertible Debentures (NCDs), Fully Convertible Debentures (FCDs), Partly Convertible Debentures (PCDs), Foreign Currency Convertible Bonds (FCCBs), Non-convertible debt instruments along with warrants or any other securities or instruments as may be permitted under applicable law, in one or more tranches, through private placement and/or any other mode or combination thereof, whether listed or unlisted, in one or more offerings and/or issuances, for an aggregate amount not exceeding ₹550 Crores (Rupees Five Hundred Fifty Crores only) or its equivalent in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, at such price or prices as may be permissible under applicable law, on such terms and conditions and at such time(s) as the Board in its absolute discretion may deem fit and appropriate and without requiring any further approval or consent from the shareholders at the time of such Issue and allotment..

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine and finalise the structure, pricing, terms and conditions of the issuance(s), type of security/instruments, time of issue, number of tranches, tenor, coupon/interest rate(s), listing, redemption period, and other related matters in respect of such securities and to take all necessary steps for the execution of relevant documents, opening of accounts, listing on stock exchanges, filings with regulatory authorities, appointment of intermediaries, and to generally do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of further equity shares of the Company as may be required to be issued and allotted upon conversion of any securities issued and allotted pursuant to and in accordance with the terms of the proposed Offering, and all such further equity shares shall rank pari-passu with the existing fully paid-up equity shares of the Company in all respects, except provided otherwise under the terms of issue and in the offer documents relating to the Proposed Offering.

RESOLVED FURTHER THAT the Board be and is hereby authorized subject to all statutory and regulatory approvals, consents, permissions and/or sanctions of the Government of India, RBI, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and all other concerned Indian or

overseas authorities, including any overseas stock exchange (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches of private or public offerings (including on preferential allotment basis) in domestic or international markets, with or without green shoe option, through prospectus/ offer letter/ offering circular or other permissible/requisite offer documents, Foreign Currency Convertible Bonds ("FCCBs"), and/or any other similar securities convertible into equity shares of the Company at the option of the Company and/or the security holders denominated and subscribed to in foreign currency by eligible persons as determined by the Board of Directors in its discretion including persons who are not holders of equity shares of the Company, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company and such Proposed Offering to be made in such manner and on such terms and conditions or such modifications thereto as the Board (or a duly authorized committee thereof) may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other advisors, subject to applicable law.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the FCCBs shall mean the date on which the Board or Committee decides to open the proposed issuance of FCCBs in accordance with the FCCB Scheme (including any amendments thereto or re-enactment thereof, for the time being in force), or as may be permitted under applicable law.

RESOLVED FURTHER THAT the Committee of Directors of the Board of Directors of the Company, as formed in the discretion of the Board of Directors ("Committee"), be and is hereby authorized to take all decisions and approve, negotiate, finalize and carry out all activities relating to the Proposed Offering, as it may deem fit and proper in the best interests of the Company, without requiring any further approval of the shareholders, including but not limited to:

1. to decide on the actual size and nature of the Proposed Offering and all the terms and conditions of the Proposed Offering, including without limitation timing, opening and closing dates of the issue, pricing, conversion price and to accept any amendments, modifications, variations or alterations thereto;
2. to finalise and arrange for submission of the offering documents in connection with the Proposed Offering and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, overseas or Indian stock exchanges, institutions or bodies;
3. to finalise, sign and execute any agreements or documents required in relation to the Proposed Offering;
4. to make applications to the National Stock Exchange of India Limited for obtaining in-principle and final listing and trading approvals in connection with any Equity Shares that may be issued upon conversion or exchange of the securities issued pursuant to the Proposed Offering and to take all such other actions as may be necessary in connection with obtaining such listing approvals;
5. to settle all questions, difficulties or doubts that may arise in relation to the Proposed Offering, as it may in its absolute discretion deem fit; and

6. to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Proposed Offering.

RESOLVED FURTHER THAT in accordance with the SEBI (Prohibition of Insider Trading Regulations), 2015 (“Insider Trading Regulations”) and any other applicable laws, the Board is of the opinion that the Proposed Offering is in the best interests of the Company and approves that for the purposes of the Proposed Offering, including without limitation preparation of offering documents in relation thereto, the Company may provide relevant information (including any unpublished price sensitive information) to any lead manager(s) or other relevant advisors/persons appointed in connection with the Proposed Offering, subject to compliance with the provisions of Regulation 3 of the Insider Trading Regulations and all other provisions of applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board of Directors either by itself or through finance committee of the Board be and are hereby authorised to obtain approvals, statutory, contractual or otherwise, in relation to the Issue and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the foregoing resolutions and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of the Board or any Director(s) or Officer(s) of the Company for the purpose of giving effect to the above resolution and to take such steps and to execute all such documents, agreements and writings as may be necessary, proper or expedient.”

11. APPROVAL FOR RAISING OF CAPITAL UP TO ₹500 CRORES

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), Securities and Exchange Board of India Act, 1992 (“SEBI Act”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts

(Regulation) Rules, 1957 (“SCRA”/”SCRR”), Income Tax Act, 1961 (“IT Act”), Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 read with the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force), and subject to the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Stock Exchanges, Registrar of Companies, and such other statutory/regulatory authorities), circulars or notifications issued thereunder as may be applicable from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by any of them while granting such approvals and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee duly constituted or to be constituted by the Board), the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares of the Company of face value of ₹10 each (the “Equity Shares”) and/or other equity linked securities including warrants convertible into equity shares, fully or partly, in one or more tranches and/or one or more issuances, by way of further public offering (FPO), and/or private placement and/or qualified institutions placement(s) (QIP) in accordance with Chapter VI of the SEBI ICDR Regulations and/or rights issue and/or any other permissible mode and/or combination thereof, for an aggregate amount not exceeding ₹500 Crores (Rupees Five Hundred Crores only), or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, at such price or prices as may be permissible under applicable law, in the course of international and/or domestic offerings, in one or more foreign markets and/or domestic markets, through public and/or private offerings and/or by way of, qualified institutions placement (“QIP”) or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, through issue of prospectus and / or preliminary placement document, placement document and/or other permissible / requisite offer documents as may be required under applicable law, to eligible investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (“QIB”) in accordance with the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, trusts, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, insurance companies, banks, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors as may be permissible under applicable laws, whether they be holders of the Securities of the Company or not (collectively called the “Investors”) to all or any of them, jointly or severally, as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms

and conditions including the terms of the issuance, security, rate of interest, as may be deemed appropriate including the discretion to determine the categories of Investors to whom the offer, issuance and allotment of such Securities shall be made, to the exclusion of other categories of Investors, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, and use the proceeds from the Issue, towards inter alia, the pre-payment and / or repayment of debt, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager/book running lead manager/and or placement agents and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board, in foreign currency and/or equivalent Indian Rupees as may be determined by the Board, or in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate (the “Issue”) and without requiring any further approval or consent from the shareholders at the time of such Issue and allotment.

RESOLVED FURTHER THAT in the event of a QIP or any other issue permitted under applicable laws, the pricing and other terms shall be determined in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations or other applicable laws, and the Board be and is hereby authorized to offer such discount as may be permitted under applicable law.

RESOLVED FURTHER THAT the allotment of Equity Shares shall only be to QIBs as defined in the SEBI ICDR Regulations, and such Equity Shares shall be fully paid-up & rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the allotment of such Equity Shares shall be completed within 365 days from the date of passing this special resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT any issue of Equity Shares made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”), with the authority to the Board to offer a discount of not more than five percent or such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT in the event Equity Shares are proposed to be allotted to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the proposed issue of such Equity Shares or any other date in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications to the proposal as may be required by the authorities involved, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including but not limited to the preparation and approval of all offer

documents, determining the mode and manner of the issue, executing agreements, opening bank accounts, and filing necessary forms and documents with relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager, underwriters, depositories, custodians, registrars, monitoring agency, escrow agent, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed for, involved in or concerned with the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to further sign, execute, deliver and complete all documentation on behalf of the Company in relation to the aforesaid resolutions, in connection with the Issue, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft offer document(s) and final offer document(s), seeking listing of Securities and credit thereof, determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be allotted, determining the issue price, face value, execution of various transaction documents, signing of declarations, utilization of the issue proceeds, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board of Directors either by itself or through finance committee of the Board be and are hereby authorised to obtain approvals, statutory, contractual or otherwise, in relation to the Issue and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the foregoing resolutions and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of the Board or any Director(s) or Officer(s) of the Company for the purpose of giving effect to the above resolution and to take such steps and to execute all such documents, agreements and writings as may be necessary, proper or expedient.”

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. The relevant details pursuant to Regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking reappointment / appointment at this AGM are also annexed. Matters under Special Business of the AGM Notice are considered to be unavoidable by the Board of Directors of the Company and hence included.

2. In accordance with the General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/7 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars") (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as the "Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM is being held through Video Conferencing ("VC") facility / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue on Thursday, September 26, 2024 at 11:30 A.M. (IST) and all business shall be transacted through e-voting. The deemed venue for the AGM shall be the registered office of the Company. Since the AGM will be held through VC the route map and attendance slip are not annexed to this AGM Notice.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Corporate members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the 20th AGM through VC/OAVM or to vote through remote voting are requested to send to the Company, certified true scanned copies of the Board Resolution/Letter of Authorisation/Power of Attorney (PDF format only) to the Scrutinizer by email at ashwini.i@mehta-mehta.com with a copy marked to evoting@nsdlindia.com and cs@rkecprojects.com. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at 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.rkecprojects.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. In line with the MCA Circulars, the Notice of the AGM along with Annual Report 2024 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / DPs / RTA and whose names appear on the Register of Members/Beneficial owner and Record of Depositories as on 30 August, 2024 in accordance with the provisions of the Act read with Rules made thereunder and the Circulars. The Company shall send a physical copy of the Annual Report to those Members who request for the same at cs@rkecprojects.com mentioning their Folio No. / DP ID and Client ID, address and contact details.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@rkecprojects.com. Such questions shall be taken up during the meeting or replied by the Company suitably. The Company reserves the right to restrict the number of questions time depending upon the availability of time at the AGM.

9. The Register of Members and the Share Transfer books of the Company will remain closed from 11th September, 2025 to 18th September, 2021 (both days inclusive) for the purpose of the 19th AGM

10. Further, Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from their registered email address, mentioning their name, DP ID and Client ID number and mobile number, at least 48 hours in advance before the commencement of the Meeting i.e. latest by 11:00 a.m.. (IST) on 16 September 2025 through email to cs@rkecprojects.com. Such questions shall be taken up during the meeting or replied by the Company suitably. The Company reserves the right to restrict the number of questions time depending upon the availability of time at the AGM.

11. The Board of Directors have appointed Mrs. Ashwini Inamdar (Certificate of Practice No: 11226) M/s Mehta & Mehta, Company Secretaries as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.

12. The Scrutiniser will, after the conclusion of e- voting at the AGM, scrutinise the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare voting results (consolidated) within two working days from the conclusion of the AGM. The voting results along with the consolidated Scrutiniser's Report, will be placed on the website the Company at www.rkecprojects.com and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited. It shall also be displayed on the Notice Board at the Registered Office of the Company.

13. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts.

14. Members are requested to notify the change in address, if any , with pincode numbers immediately to the RTA i.e. M/s. Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai — 400072, India .Telephone No.- 022-62638200, E mail ID- info@bigshareonline.com.

15. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Bank account maintained in India with complete name, branch account type, account number and address of Bank with pin code number, if not furnished earlier. Members may contact their respective Depository Participants for availing this facility.

16. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the AGM Notice by e-mail and holds shares as on the cut-off date i.e. on 22 September 2025, may obtain the User ID and password by sending a request to e-mail address evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting his/her vote. In the case of forgot password, the same can be reset by using “Forgot User Details/Password?” option available on www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 15 September, 2025 at 9:00 A.M. and ends on Wednesday, 17 September, 2025 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. 12th September 2025, 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 12th September 2025.

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After

successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are 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 i.e. NSDL** 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	- 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL 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.

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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 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 ashwini.i@mehta-mehta.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Prajakta Pawle at evoting@nsdl.co.in Members may also write to the Company Secretary at the Company's e-mail address cs@rkecprojects.com.

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.
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 attested scanned copy of Aadhar Card) to 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.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.
5. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date and any person who is not a member as on that date should treat this AGM Notice for information purposes only. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members/Beneficial owner of the Company as on the cut-off date will be entitled to vote during the AGM.

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 meeting” menu against company name. You are requested to click on VC/OAVM link placed

under Join 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 (info@rkecprojects.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.
7. 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:

Name	Mr. Venkata Rama Mohan Gudapati
DIN	00094961
Designation	06602693
Qualifications	Degree of Bachelor of Science
Experience	He possesses an experience of over 13 years, specialization in Marine and Bridge Works.
Date of Birth	10-06-1988
Date of Appointment as Director	29-05-2019
No. of shares held in the Company	100
Relationship with other Directors, Manager and other Key Managerial Personnel	Son in law of Promoter/Chairman-Shri. G Radhakrishna and Promoter/Whole Time Director Smt. G Parvathi Devi.

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

Sd/-

Deepika Rathi

Company Secretary & Compliance Officer

Date: 23 August, 2025

Place: Visakhapatnam



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

Item No. 3

RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records for products covered under the aforesaid Rules conducted by a Cost Accountant in practice. Your Company is engaged in Civil Construction.

On recommendations of the Audit Committee, the Board of Directors of the Company, at its meeting held on 28 May 2025, 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 2025-26 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. 4

TO APPOINT MEHTA AND MEHTA, AS SECRETARIAL AUDITORS OF THE COMPANY

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 28th May, 2025, has recommended the appointment of M/s. Mehta & Mehta, Company Secretaries (Firm Registration No. - P1996MH007500 and Peer review No. - 3686/2023), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years starting from the conclusion of this 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting, subject to approval of the Members at this Annual General Meeting, shall conduct Secretarial Audit of the Company from the FY 2025-26 to 2029-30.

M/s Mehta & Mehta has provided their consent to act the as Secretarial Auditors of the Company for the proposed period of appointment. They have further confirmed their eligibility, qualifications and confirmation on non-disqualification referred to in Regulation 24A of SEBI Listing Regulations, 2015.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

It is proposed that the remuneration to be paid to the Secretarial Auditors for issuing the Secretarial Audit Report and other reports, certificates or opinions, and for other prescribed services rendered, shall be determined from time to time, by the Board based on the recommendation of the Audit Committee. In addition to the remuneration, the Secretarial Auditors shall be entitled to receive the out-of-pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate, report, opinion, prescribed approved services. The consent and Peer Review Certificate received from M/s Mehta & Mehta, Company Secretaries and the letter of engagement inter-alia containing the terms of engagement including remuneration, shall be available for inspection by the members in electronic form up to the date of Annual General Meeting. The members seeking to inspect these documents may send an email request at : cs@rkecprojects.com Information pursuant to Regulation 36(5) of SEBI Listing Regulations, is as following:

Terms of appointment	M/s Mehta & Mehta, is proposed to be appointed as secretarial auditors for a term of five years, commencing from the 25th Annual General Meeting to the 30th Annual General Meeting of the Company to conduct secretarial audit for FY 2025-26 to 2029-30.
Material changes in fee payable	NA
Basis of recommendation and auditor credentials	The recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done in the past.
Brief Profile of the Auditors	M/s Mehta & Mehta is founded for more than 25 years by Mr. Atul Mehta and Ms. Dipti Mehta. The firm provides legal and secretarial consultancy covering varied areas of the corporate field and other related areas

The Directors recommend the resolution as an Ordinary Resolution for approval. 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.

Item No. 5

RE-APPOINTMENT OF STATUTORY AUDITORS

M/s. Sarc & Associates, Chartered Accountants (Firm Registration No. 006085N), were appointed as the Statutory Auditors of the Company at the 15th Annual General Meeting held on 29th Sep 2020 for a period of five years, i.e., from the conclusion of the said AGM till the conclusion of the 20th AGM.

As per the provisions of Section 139 of the Companies Act, 2013, and the applicable rules made thereunder, an audit firm can be re-appointed for a second term of five consecutive years. M/s. Sarc & Associates have confirmed their eligibility for re-appointment under Sections 139 and 141 of the Companies Act, 2013 and the rules framed thereunder. They have also provided a certificate confirming that their re-appointment, if made, would be in accordance with the conditions laid down under the Act and SEBI LODR Regulations.

Based on the recommendation of the Audit Committee, the Board of Directors has proposed the re-appointment of M/s. Sarc & Associates for a second term of five consecutive years from the conclusion of this AGM till the conclusion of the 25th AGM.

The proposed remuneration payable to the Statutory Auditors shall be in line with the industry standards and as mutually agreed upon between the Board and the Auditors from time to time, based on the scope of work and responsibilities.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

The Board recommends the resolution set out at Item No. 5 to be passed as an Ordinary Resolution.

Item No. 6 &7

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

The present authorized share capital of the Company is 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.

Considering the increased fund requirements of the Company, the Board at it's Meeting held on 23rd Aug 2025, has accorded it's approval for increasing the Authorised Share capital from Rs.50,00,00,000(Rupees fifty crore only) divided into 5,00,00,000(Five Crore) of face value equity shares of Rs. 10 each to Rs.100,00,00,000(Rupees One Hundred crore only) divided into 10,00,00,000 (Ten 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.50,00,00,000(Rupees fifty crore only) divided into 5,00,00,000(Five Crore) of face value equity shares of Rs. 10 each to Rs.100,00,00,000(Rupees One Hundred crore only) divided into 10,00,00,000 (Ten 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: 6 & 7 for approval of the members as an ordinary resolution.

Item No. 8

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of surplus funds as may be available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 200 crores (Rupees Two Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution as set out at item no. 8 except to the extent of their shareholding in the Company.

Item No. 9

APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Sub-section (b) of Section 2 of 185 of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of financing the setup of large solar power projects expenditure and/or working capital requirements including but not limited to purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 9 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 9 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 10

APPROVAL FOR RAISING OF FUNDS THROUGH ISSUANCE OF DEBT INSTRUMENTS UP TO ₹550 CRORES

The Company is focused on strategic growth by means of enhanced volume, cost optimization and efficient project execution and is leveraging cost efficiency to improve margins. The proposed capital raising is intended to strengthen the financial position of the Company and support its strategic initiatives. In view of future outlook and in order to augment long term resources, ensuring long term viability, working capital requirements, reduction of debt and for general corporate purposes and to

ensure enhancing the Shareholder value, the Board of Directors of the Company (“Board”) in its meeting held on August 23, 2025, had approved to create, offer, issue and allot such number of debt securities including but not limited to issue of Non-Convertible Debentures (NCDs), Fully Convertible Debentures (FCDs), Partly Convertible Debentures (PCDs), Foreign Currency Convertible Bonds (FCCBs), Non-convertible debt instruments along with warrants or any other securities or instruments as may be permitted under applicable law, in one or more tranches, through private placement and/or any other mode or combination thereof, whether listed or unlisted, in one or more offerings and/or issuances for an aggregate amount not exceeding ₹ 550 Crores, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended, and all other applicable laws, as may be considered appropriate, subject to such statutory /regulatory/other approvals as may be required, and use the proceeds from the Issue, towards inter alia, the pre-payment and / or repayment of debt, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the Board and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds to create, offer, issue and allot such number of debt securities including but not limited to issue of Non-Convertible Debentures (NCDs), Fully Convertible Debentures (FCDs), Partly Convertible Debentures (PCDs), Foreign Currency Convertible Bonds (FCCBs), Non-convertible debt instruments along with warrants or any other securities or instruments as may be permitted under applicable law, in one or more tranches, and/or any other mode or combination thereof, whether listed or unlisted, in one or more offerings and/or issuances, or any combination thereof, in accordance with applicable law, in one or more tranches, and/or one or more issuances whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or International offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager/book running lead manager, underwriters and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 550 Crore (Rupees Five Hundred Fifty Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under the SEBI ICDR Regulations, Section 42, 62, 71, 179 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable laws and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager / book running lead manager, underwriters and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company. The proposed approval for fund raising are subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the National Stock Exchange (“Stock Exchange”), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

Item No. 11

APPROVAL FOR RAISING OF CAPITAL UP TO ₹500 CRORES

The Company is focused on strategic growth by means of enhanced volume, cost optimization and efficient project execution and is leveraging cost efficiency to improve margins. The proposed capital raising is intended to strengthen the financial position of the Company and support its strategic initiatives. In view of future outlook and in order to augment long term resources, ensuring long term viability, working capital requirements, reduction of debt and for general corporate purposes and to ensure enhancing the Shareholder value, the Board of Directors of the Company (“Board”) in its meeting held on August 23, 2025, had approved raising of capital by issuance of securities i.e. equity shares and equity linked instruments, further public issue of equity securities, and/or private placement and/or by way of one or more qualified institutions placement or a rights issue or through any other permissible mode under applicable laws, and/or any combination thereof, in one or more tranches and/or one or more issuances, for an aggregate amount not exceeding ₹ 500 Crores, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended, and all other applicable laws, as may be considered appropriate, subject to such statutory /regulatory/other approvals as may be required, and use the proceeds from the Issue, towards inter alia, the pre-payment and / or repayment of debt, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the Board and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds / capital by way of issuance of equity shares of face value ₹10 (“Equity Shares”), and/or other securities convertible into Equity Shares (including warrants, or otherwise), or any combination thereof, in accordance with applicable law, in one or more tranches, and/or one or more issuances whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or International offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager/book running lead manager, underwriters and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under the SEBI ICDR Regulations, Section 42, 62, 71, 179 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable laws and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager / book running lead manager, underwriters and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company. The proposed issue of Securities are subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the National Stock Exchange (“Stock Exchange”), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutions placement:

- i. the allotment of Securities shall only be made to qualified institutional buyers (“QIBs”) as defined under SEBI ICDR Regulations;
- ii. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;

iii. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

iv. the floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations;

v. the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;

vi. the equity shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

vii. an issuer shall be eligible to make a QIP if any of its promoters or directors is not a fugitive economic offender;

viii. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;

ix. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;

x. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

xi. the schedule of the QIP will be as determined by the Board or its duly authorized committee; and

xii. Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity

shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the Notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

Date: 23 August, 2025
Place: Visakhapatnam

**By the Order of the Board of the Directors
For RKEC Projects Limited
Sd/-
Deepika Rathi
Company Secretary & Compliance Officer**