



05 Sept 2018

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No: C1,  
G Block, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400051

**INTIMATION OF 13<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY AS  
PER SEBI AND (LISTING OBLIGATIONS DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

Dear Sir/Madam,

Pursuant to Regulation 29 and other applicable regulations of the SEBI and (Listing Obligations Disclosure Requirements) Regulations, 2015, we would like to inform you that 13<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, September 27, 2018 at 11.30 am at "Triveni" Hotel Daspalla, 28-2-48, Suryabagh, Jagadamba Jn, Visakhapatnam - 530020. A copy of the AGM Notice is attached herewith.

Thanks & Best Regards

Yours faithfully,  
For RKEC Projects Ltd

  
Swapna Bansode  
Company Secretary & Compliance Officer



**RKEC Projects Limited**

GST No. : 37AACCR9682A1Z8

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

# NOTICE OF THE AGM



Notice is hereby given that the **13th Annual General Meeting** of the members of RKEC PROJECTS LIMITED will be held on Thursday the **27<sup>th</sup> Day of September 2018 at 11.30 AM at "Triveni", Hotel Daspalla, #28-2-48, Suryabagh, Jagadamba Jn., Visakhapatnam - 530020** to transact the following business:

## ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (both Standalone & Consolidated Financial Statements) consisting of Profit & Loss Account and Cash Flow Statement for the Financial Year ended 31st Mar, 2018 and Balance Sheet of the Company as on that date, Schedules and Notes thereon together with the Reports of the Board of Directors and Auditors thereon.

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

**"RESOLVED THAT** the Audited Financial Statements (both Standalone & Consolidated Financial Statements) of the Company for the Financial Year ended 31st Mar 2018, consisting of Balance Sheet as at 31st Mar, 2018 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 consider the 1st Interim Dividend on Equity Shares and declare a Final Dividend @10% i.e. Re.1/- for every Equity Share for the Financial Year 2017-18.

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

**"RESOLVED THAT** 1st Interim Dividend @ 10% i.e. Re.1/- (Rupee One only) per Equity Share of the Company declared by the Board of Directors of the Company at its meeting held on 13th Nov 2017, be and is hereby confirmed."

**"RESOLVED FURTHER THAT** a Final Dividend @10% i.e. Re.1/- (Rupee One only) per Equity Share of the Company for the Financial Year 2017-18, as recommended by the Board of Directors be and is hereby declared and approved."

3. To appoint Smt. G Parvathi Devi (DIN 00094961), who retire by rotation and being eligible, offer herself for re-appointment as a Director

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

**"RESOLVED THAT** Smt. G Parvathi Devi (DIN 00094961), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is here by re-appointed as a Director of the Company, liable to retire by rotation."

#### 4. **Appointment of Statutory Auditors**

To appoint M/s Brahmananda Reddy & Associates, Chartered Accountants (FRN:016662S) as Statutory Auditors of the Company for a period of 4 years from the Financial Year 2018-19 to Financial Year 2021-2022.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under M/sBrahmananda Reddy & Associates ,Chartered Accountants (Firm’s Registration Number: 016662S be and are hereby appointed as Auditors of the Company, to hold office for a period of five consecutive years commencing from the Financial year 2017-18 at such remuneration as may be fixed by the Managing Director of the Company.”

#### **SPECIAL BUSINESS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only), as recommended by the Audit Committee and approved by the Board of Directors payable to Uppalapati Prakash Cost Accountant (M. No.19328) as Cost Auditor to conduct the audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending 2018-2019 be and is hereby ratified and confirmed.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers/FDI/ ECB, Private equity/High net worth individuals etc. in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the



total outstanding amount so borrowed shall not at any time up to Rs. 500 Crores at any one point of time”

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

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

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

**“RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage and/or charge by the Board of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of any Bank or any Financial Institutions, to secure the term loan(s) or other credit facilities not exceeding Rs.500.00 Crores (Rupees Five Hundred and Fifty Crores only) together with interest, further interest, penal interest, commitment charges, costs, charges, expenses and all other monies payable by the Company on the terms and conditions contained in the Letter of Intent issued by such bank or financial institution.”

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

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

**Swapna Bansode**

Company Secretary & Compliance Officer

Date: 31 Aug, 2018  
Place: Visakhapatnam

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

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

3. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books of the Company will remain closed from Friday the 21st Sept, 2018 to Saturday, the 27th Sept, 2018 (both days inclusive);
4. The Company has appointed M/s. Bighsare Services Private Limited., as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as RKEC PROJECTS LIMITED.
5. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
6. Members are requested to bring their copies of the Annual Report to the Meeting.
7. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.
8. Electronic copy of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being sent to all the shareholders whose name appears in the pre list furnished by NSDL and CDSL as Beneficial Owner as on 31 Aug, 2018 at the email id's registered with the Company/ RTA / DP for communication purposes. For those shareholders whose name stand registered in the Register of Members as on 31 Aug, 2018 and who have not registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including proxy form and attendance slip is being send to them in the permitted mode. We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you in permitted mode.
9. Every member entitled to vote at a meeting of the company, or on any resolution to be moved



thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

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

Particulars	
Name	<b>G Parvathi Devi</b>
Date of Birth	<b>10.06.1964</b>
Date of Appointment as WTD	<b>25.11.2016</b>
No. of shares held in the Company	<b>10,000</b>

# Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013:



Item No.5. Appointment of Cost Auditors and payment of remuneration:

The Board of directors in their meeting held on 31<sup>st</sup> August, 2018 had appointed Mr. Uppalapati Prakash, Cost Accountant (M.No. 19328) as Cost Auditor to conduct cost audit of company's accounts for the financial year 2018-19.

His appointment and payment of remuneration needs to be ratified by the members. Hence, the proposed resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested in the said Resolution. Board recommends passing of the above resolution.

Item No. 6 & 7

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

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

The company is constantly reviewing opportunities for new expansion of its business operations and would, therefore required to borrow in order to achieve greater financial flexibility. The likely borrowing requirements of the Company in next 3-4 years in order to meet funds requirements in respect of the Project(s) undertaken or to be undertaken by the Company which may or will exceed the limit prescribed under Sub Section (1)(c) of section 180, it is hereby proposed to authorize Board to borrow up to a sum of Rs. 500 Crores/- (Rupees Five Hundred Crores only) in any manner as the Board may think necessary or fit do so. The Board recommends Special Resolutions for approval of the Members.

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

Therefore, proposed borrowing of funds by the company which requires creation of charges on the assets of the company requires approval of members by passing a Special resolution. Hence, proposed resolution at Sl.No.7.

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

**BY ORDER OF THE BOARD OF DIRECTORS**

**FOR RKEC PROJECTS LIMITED**

**Sd/-**

**Swapna Bansode**

Company Secretary & Compliance Officer

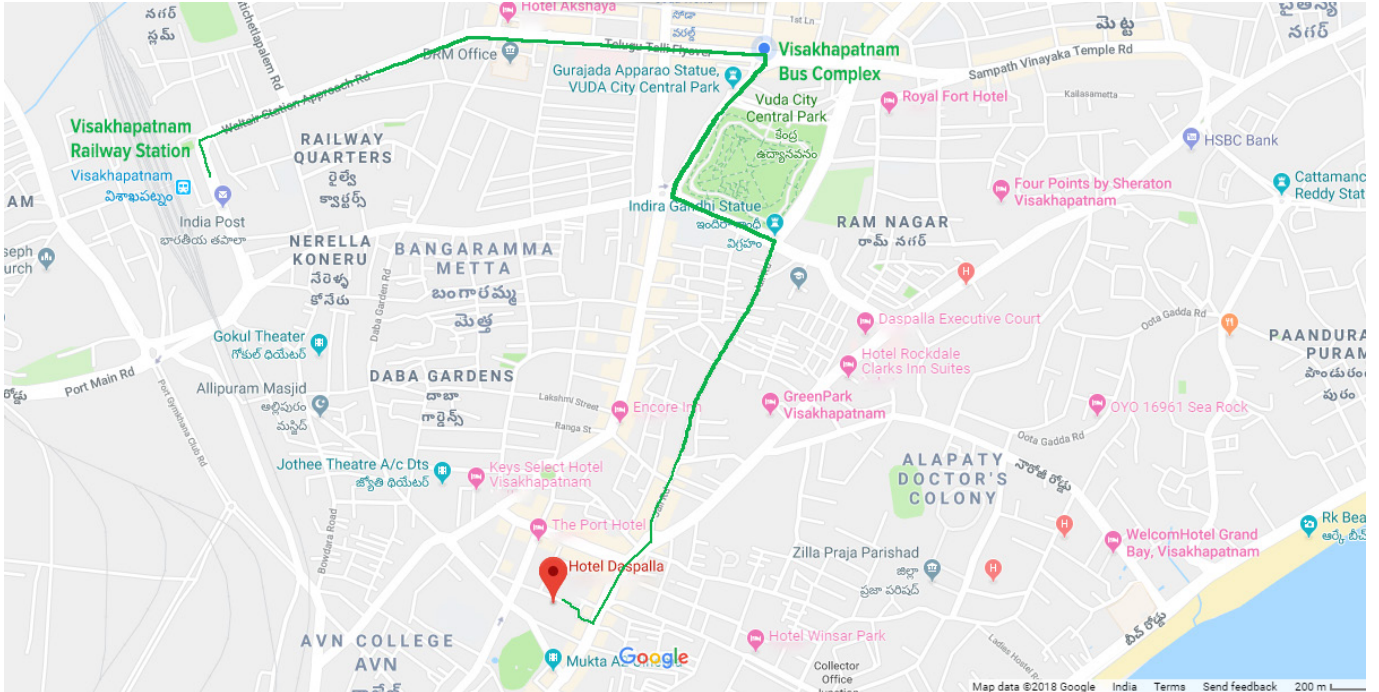
**Date: 31 Aug 2018**

**Place: Visakhapatnam**

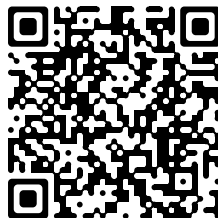
# Route Map of the Venue



## Route Map of the Venue - Annual General Meeting :



Venue:  
**“TRIVENI”, Hotel Daspalla,**  
# 28-2-48, Suryabagh, Jagadamba Jr.,  
Visakhapatnam - 530020  
Andhra Pradesh, India



Scan the above QR Code for Venue



## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L45200AP2005PLC045795**

Name of the Company: **RKEC PROJECTS LIMITED**

Registered office: **10-12/1, 3rd Floor, Rednam Alcazar, Rednam Gardens, Opp SBI Main Branch, Visakhapatnam – 530002.**

Name of the Member (s)		
Registered Address		
E-mail Id	Folio No./Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named Company. Hereby appoint		
Name:	E-mail Id	
Address;		
Signature, or failing him		
Name:	E-mail Id	
Address:		
Signature, or failing him		

**As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at \_\_\_\_\_ Annual General Meeting of members of the Company, to be held on \_\_\_\_\_ at the \_\_\_\_\_ registered office of the Company at \_\_\_\_\_ and at any adjournment thereof in respect of such resolutions as are indicated below:**

**Resolution No:**

S. No	Resolutions	Vote	
1	Adoption of Statement of Profit & loss, Balance Sheet, Report of Directors and Auditors for the Financial Year ended 31st March, 2018		
2	To Declare Final Dividend for the Financial /year 2017-18		
3	To re-appoint Smt. G Parvathi Devi Who retires by rotation		
4	Appointment of M/s Bramhananda Reddy & Associates, Chartered Accountants as Statutory Auditors of the Company & Fixing the remuneration		
5	Appointment of Mr. Uppalapati Prakash as Cost Accountant of the Company & Fixing the remuneration		
6	Authorization to Board of Directors for borrowings (u/s 180 (1) (c))		

**\*Applicable for investors holding shares in Electronic Form.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Shareholder

Signature of Proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting
2. The proxy need not be a member of the Company



## ATTENDANCE SLIP

RKEC Projects Limited

CIN: L45200AP2005PLC045795

10-12/1, 3rd Floor, Rednam Alcazar, Rednam Gardens, Opp.

SBI Main Branch, Visakhapatnam – 530002.

Attendance Slip of

Thirteenth Annual General Meeting

Of RKEC Projects Limited

To be held on 27th day of September, 2018 At 11 a.m. at \_\_\_\_\_ (Venue) Visakhapatnam, Andhra Pradesh 530002.

Regd. Folio / DP ID & Client ID	

I hereby record my presence at the Thirteenth Annual General Meeting on 27th Sept 2018 at 11.00 a.m at \_\_\_\_\_Hotel Visakhapatnam, Andhra Pradesh – 530002.

\_\_\_\_\_  
Shareholder's/Proxy's name in Block Letters

\_\_\_\_\_  
Shareholder's/Proxy's Signature

Note: Shareholders wishing to attend the meeting must bring the attendance slip, duly signed to the meeting and hand it over at the entrance of the hall.