



RPP Infra Projects Ltd

30th May 2024

To,

Department of Corporate Services,
Bombay Stock Exchange Limited,
25th Floor, PhirozeJeeJeeBhoy Towers,
Dalal Street, Mumbai- 400 001.
Scrip Code: 533284

National Stock Exchange of India
limited
Exchange Plaza,
BandraKurlaComplex, Bandra (East),
Mumbai - 400051.
Scrip Code: RPPINFRA

Dear Sir/Madam,

Ref: Script Code: 533284

Sub: Annual Secretarial Compliance Report for the Financial year ended March 31, 2024

Pursuant to SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2024.

Kindly take on record the same.

Thanking you

Yours Faithfully

For R.P.P INFRA PROJECTS LIMITED

ARULSUNDARAM NITHYA

WHOLE TIME DIRECTOR

Regd Office :
S.F. No. 454, Raghupathyaikeni Palayam,
Railway Colony (Post), Poondurai Road,
Erode - 638 002. Tamilnadu. India.

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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E



**Secretarial compliance report of M/S R.P.P INFRA PROJECTS LIMITED for the
year ended 31st March, 2024**

I, N Srividya, have examined all the documents and records made available to us and explanation provided by M/s R.P.P Infra projects Limited ("the listed entity"),

- (i) the filings/ submissions made by the listed entity to the stock exchanges,
- (ii) website of the listed entity,
- (iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,
- (iv) Any other documents, as may be relevant, which has been relied upon to make this certification

for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act ") and the regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The Specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(Not applicable during the review period)



(g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the review period)

(h) Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities) Regulations, 2015; (Not applicable during the review period)

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the review period)

(j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the review period)

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

(l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

Based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(b) No actions have been taken against the listed entity, its directors either by SEBI or by Stock Exchange under the aforesaid acts/ Regulations/Circulars/Guidelines issued thereunder except reported hereunder

(c) The clause 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors is not applicable for the year under review



We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>	Partial compliance only	Certain requirements of standard yet to be complied
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Partially Complied	Company has a functional website. Company is taking steps to update the website with relevant information according to Reg. 46 of SEBI LODR.
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	NIL
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p>		The company has no material subsidiary



	(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NIL	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Nil
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Partially Complied	Details as per report given below
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Partially complied	Details as per report given below
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Action taken given in the	No other action taken by Stock exchanges

	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	column are table below	(BSE/NSE) expect as provided below
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	As per the tabular column given below	The additional non compliances are listed below.

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

S N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Act ion taken by	Type of Action	Details of violation	Fi ne amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Re marks
1	SEBI(LODR) 2015	Regulation 34	Late Submission of Annual Report	BSE	Mail received from BSE for late submission	The Annual Report should be uploaded to the stock exchange on the date	NA	It has been observed that the company has not submitted its annual	The Company has submitted the annual report on the date of dispatch . However, it has been uploade	NA



					ssi on of An nu al re po rt	of dispat ch		repor t on the date of dispa tch	d under wrong tab. So it was rectified and uploade d under the correct tab on the next day.	
2	SEBI Circular CIR/CF D/CMD- 1/142/20 18 dated November 19, 2018	Regula tion 33 of SEBI (LODR) 2015	The unaudite d financials have not been uploaded in the results tab within 30 minutes from the time of conclusio n of the board meeting in 4 th quarter	B S E	M ail rec eiv ed fro m BS E sta tin g the rea so ns for del ay	The unau dited financ ials has not been uploa ded in the result s tab withi n 30 minut es from the time of concl usion of the board meeti ng in the quart er	N A	It has been obser ved that the comp any has not uploa ded the unau dited result in the Resul ts tab withi n 30 minu tes from the time of concl usion of the board meeti ng in	The compan y has uploade d the results within 30 minutes from the conclusi on of the board meeting under the tab "board meeting." "	NA

								the quarter		
3	SEBI(LODR)2015	Regulation 17	The company has not appointed an independent director within 3 months from the date of resignation of the Previous Independent director	BSE and NSE	FIN Levied	The company has not appointed an independent director within 3 months from the date of resignation of the Previous Independent director	Rs 5,90,000 from the date of resignation of the Previous Independent director	The Company should fill in the gap of independent director within 3 months from the date of resignation.	The Company has made a 1 day delay in appointment of new independent director. However the Company has paid the fee amount levied	NA
4	SEBI (Prohibition of Insider Trading) Regulations, 2015	Reg. 3(5) & 3(6) of SEBI (PIT) Regulations, 2015	Non Compliance of SDD	BSE and NSE	Inspection	Certain events are not reported in SDD software	NIL	The Stock Exchange has inspected many times and all the devia	The stock Exchange has inspected many times and have given clean report	NA

								tions has been rectifi ed		
5	SEBI(LO DR)2015	Regula tion 23(9)	Delay in submissio n of Related party transactio ns for the period ended 30 th Septembe r 2023	B S E a n d N S E	FI N E lev ied	Subm ission of relate d party transa ction shoul d be done on the same day when the financ ial result have been publis hed	Rs 5, 90 0 fr om BS E an d Rs 59 00 fr om N SE	The Com pany has subm itted the relate d party trans actio n repor t on the next day after the finan cial result have been publi shed	The Compan y has paid the necessar y fine amount	NA
6	SEBI(LO DR)2015	Regula tion 31	Discrepan cy received from the stock exchange for the quarter ended 30 th June 2023	B S E	M ail rec eiv ed	Differ ence in perce ntage of A B OR C2 is more than 5 in Prom oter group	N A	The Com pany is yet to give reply and the status is still pendi ng in BSE	The Compan y has filled the necessar y intimati on to stock exchang e. Waiting for their reply.	NA

						(Category : Indian (Individuals/Hindu undivided Family)) P. ARU L SUN DAR AM & NITH YA ARU LSUN DAR AM YAG AVI				
7	SEBI(LODR)2015	Regulation 76	Discrepancy received from the stock exchange for the quarter ended 31 st December 2023 and year ended 31 st March 2024	BSE	Mail received	Reason of difference 11-15 not given in XBRL filing though there are difference in Issued capital vs Listed	NA	The Company is yet to give reply and the status is still pending in BSE	Discrepancy related to 31 st Dec is already closed by stock exchange. The Company has resubmitted the revised xbrl after rectifying all the issues highlight	NA

						Capital vs Total Number of shares. Require to correct y /Reason of difference to be mentioned clearly in XBRL filing.			ted by stock exchange.	
8	SEBI(LODR)2015	Regulation 33(1)(d)	Discrepancy received from the stock exchange for the year ended 31 st March 2024	BSE	Mail received	According to the financial results submitted by the Company for the quarter ended March 2023, Company is hereby	NA	The Company is yet to give reply and the status is still pending in BSE	The company has already submitted the peer review certificate of statutory Auditor, Stock exchange has to revert on it.	NA

						requested to provide valid peer review certificate and Firm registration number as per Reg 33(1)(d) of SEBI LOD R.				
9	SEBI(LODR)2015	Regulation 18(1)(a), 18(1)(b), 19(1)(a) & 19(1)(b)	Discrepancy received from the stock exchange for the quarter ended 31 st December 2023	BSE and NSE	Mail received	The Company did not have 3 members in the Audit Committee and Nomination & Remuneration Committee	NA	The Company did not have 3 members in the Audit Committee and Nomination & Remuneration Committee	Re-constitution of both the committees happened on 08 th November 2023. We have revised the xbrl and again submitted. So waiting for bse response.	NA

						and also did not have 2/3 rd of its members as independent director		e and also did not have 2/3 rd of its members as independent director		
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The listed entity has taken the following actions to comply with the observations made in previous reports:

S No	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Financial amount	Observations / Remarks of Practising Company Secretaries	Management Response	Remarks
1	SEBI (LODR) Regulation, 2015	Regulation 30 (6)	Deviation of sub para (4) of Para A of Part A of Schedule III.	NSE	Warning letter issued	Delay in Submission of Financial Result for the December, 2022 Quarter to the	N/A	Delay as per Reg. 30(6)	Company has noted the warning and assured to be compliant in the future.	NIL

						Stock Exchange.				
2	SEBI (LODR) Regulation, 2015	Regulation on 32(1) of SEBI (LODR) Regulation, 2015	Non-submission of Statement of deviation and variations for the quarter ended 31 st December 2022.	BSE	Reminder Email sent by BSE	Non-submission of Statement in XBRL as well as PDF of Deviation(s) or variation(s) for the quarter ended December 2022	NA	Non-compliance still continuing in FY 2022-23	Company is awaiting confirmation of fund utilization from Auditors	NIL
3	SEBI (LODR) Regulation 2015	Regulation 34 of SEBI (LODR) Regulation, 2015	Non-compliance of Reg. 34 of SEBI (LODR)	NSE	Reminder email sent by NSE	Non-filing of Annual Report in XBRL mode for FY 2021-22 - Stand alone and Consolidat	NA	Company has complied as on date of signing this report	Company has filed the XBRL of annual report FY 2021-22 in stock exchange websites on 24.05.2023	To be more cautious of filing requirements in the future

						ed to the Stock Exchange.				
4	SEBI (Prohibition of Insider Trading) Regulations, 2015	Reg. 4 of SEBI (PIT) Regulations, 2015	Non-compliance of Reg. 4 of SEBI (PIT) regulations, 2015 during the closure period in April 2022	N A	N A	Promoter's shares pledged with Anand Rathi Global Finance Ltd invoked the pledge and transferred the shares to itself on 16/4/2022, which is within the trading window closure period.	N A	Transfer of Promoter shares was effected during the Trading Window closure period	The pledge of promoters shares were invoked by a third party M/s Anand Rathi Global Finance Ltd. Promoters has no control over the actions of the third part.	NIL
5	SEBI (Prohibiti	Reg. 3(5) &	Non-complian	N S	E ma	Non-filing	N. A	SDD certifi	Compan y was	NIL

on of Insider Trading) Regulations, 2015	3(6) of SEBI (PIT) Regulations, 2015	ce of 3(5) & 3(6) for the quarter ended 30 th June 2022, 30 th September 2022 and 31 st December 2022.	E	il re mi nd er se nd by NS E	of SDD compl iance certifi cate to Stock Excha nge as requir e by the SEBI PIT Regul ations ,2015	cates was not filed with BSE for Quart er ende d June, Septe mber and Dece mber 2022. How ever the comp any has filed SDD compl iance certifi cate for Quart er ende d 31.03. 2023	maintain ing SDD in excel format. Compan y was evaluati ve vendors of SDD software . Compan y installed SDD software in the month of May 2023.	
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Date: 29.05.2024

Place: Chennai

N.S. Srividhya

NARASIMHAN SRIVIDHYA

Practicing Company Secretary

CP No.14058

Peer Review Certificate No:829/2020

Unique Code: P2004TN081200

UDIN:A034428F000478740

N.S. Srividhya

NARASIMHAN SRIVIDHYA

Company Secretary In Practice

Mem. No : 34428

Cap : 14058