



# RPP Infra Projects Ltd

Ref: 133/SECT/STOCK EXCHANGE /2020-21.

Dated: 01-10-2020

To,  
BSE Limited,  
1<sup>st</sup> Floor 25," P.J Towers"  
Dalal Street,  
Mumbai – 400001  
Scrip Code: 533284

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400051.  
Scrip Code: RPPINFRA

**Sub: Intimation of Notice and Annual Report 2019-20 for the financial year ended March 31, 2020**

Pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the Notice and Annual Report of 25th Annual General Meeting of the Company. The Notice and Annual Report 2019-20 for the financial year ended March 31, 2020 are made available on the Company website: [www.rppiplt.com](http://www.rppiplt.com)

In view of the circular No. 20 dated May 05, 2020 read with circular no. 14 dated April 08, 2020 and Circular No. 17 dated April 13, 2020 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circular dated May 12, 2020, the Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories.

We request you to take the same on record and acknowledge.

Thanking You,

for R.P.P Infra Projects Limited

**Pradeep Kumar Nath**  
Company Secretary & Compliance Officer

Encl: As above

Copy to: 1. National Depository Services India Limited, Mumbai,  
2. Central Depository Services (India) Limited, Mumbai  
3. M/s Cameo Corporate Services Ltd, Chennai. (RTA)

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

☎ : +91 424 2284077  
☎ : +91 424 2282077  
✉ : [ao@rppiplt.com](mailto:ao@rppiplt.com)  
🌐 : [www.rppiplt.com](http://www.rppiplt.com)

CIN : L45201TZ1995PLC006113  
PAN : AAACR9307E  
Service Tax No. AAACR9307EST001  
GSTIN No. : 33AAACR9307E1Z0

## NOTICE

Notice is hereby given that the 25th Annual General Meeting (AGM) of the Members of R.P.P Infra Projects Limited ("the Company") will be held at the Registered Office of the Company at S F No. 454, Raghupathyaikena Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu, on Thursday the 29th October 2020 at 2.00 P.M. and participation at the AGM shall be available for members physically at the venue as well as through Video Conference (VC)/Other Audio Visual Means (OAVM) facility to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2020, the Reports of the Auditors thereon along with Report of Board along with attachment and annexures.
2. To appoint a director in the place of Mr. P Muralidasan (DIN 01771215), who retires by rotation and being eligible, seeks re-appointment.
3. To appointment Mr. Duraiswamy S N, Chartered Accountants, Membership No 026599 as Auditors of the Company for the financial 2020-21 to 2023-24 by passing following resolution as an ordinary resolution.

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Duraiswamy S N, Chartered Accountants, Membership Number 026599 be and are hereby appointed as Statutory Auditors of the Company from for the Financial Year 2020-21 to 2023-24 and be paid such remuneration and reimbursement and out of pocket expenses as may be decided by Board/Management on recommendation of Audit Committee.

### Special Business:

#### 4. To re-appointment Mr. P Arulsundaram as Chairman and Managing Director:

##### To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mr. P. Arulsundaram (DIN 00125403) as Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 1st April 2020 to 31st March 2023 for a salary and other perquisite, allowances or benefits as provided below:

Salary: Rs. 7.00 lakhs per month

Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher education.
- (iii) Leave Travel Concession/allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.

- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use.

RESOLVED FURTHER THAT in case of insufficiency of profit, the Company shall pay by way of salary and/or other allowances as a minimum remuneration within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board/Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013.

#### 5. Re-appointment of Mrs. A. Nithya as Whole Time Director and Chief Financial Officer

##### To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT Pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mrs. A. Nithya, (DIN 00125357) as Whole Time Director and Chief Financial Officer of the Company for a period of three (3) years w.e.f. 1st April 2020 to 31st March 2023 for a salary and other perquisite, allowances or benefits as provided below:

Salary: Rs. 3.00 lakhs per month

Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher educations.
- (iii) Leave Travel Concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use.

RESOLVED FURTHER THAT in case of insufficiency of the profit, the Company shall pay by way of salary and/ or other allowances as a minimum remuneration within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board/Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013..



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### 6. Ratification of Remuneration to Cost Auditor

#### To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Mr. R Gopal, Cost Accountant (M.No.26068) appointed as the Cost Auditor of the Company by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2019-20, amounting to Rs. 1.20 lakh (Rupees One Lakh and Twenty Thousand Only)

excluding taxes(as applicable) and re-imbursement (for travel and out of pocket expenses)be and is hereby ratified and confirmed.

By the Order of the Board  
For **R. P. P Infra Projects Limited**

**P. Arulsundaram**

Chairman and Managing Director

DIN 00125403

Place: Erode

Date: 15th September, 2020

## Notes

1. In view of the prevailing condition due to the outbreak of COVID-19 Pandemic and direction issued by Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May 2020 and the Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated 12th May 2020, ("the relevant Circulars"), Companies has been permitted and advised to hold annual general meetings through Video Conferencing ("VC") or other audio visual means ("OAVM") during the calendar year 2020. In compliance with the relevant Circulars and other applicable provisions of the Companies Act, 2013 the 25th Annual General Meeting of the Members of the Company (the "AGM"), is being conducted through VC in addition to the physical meeting that would be held at the Registered Office of the Company. Hence, Members who wish to attend the meeting physically can come to venue of meeting, i.e. Registered Office of the Company. Company, however, has also made provision for participation in the AGM through VC/OAVM.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXY IS APPLICABLE ONLY FOR THE PERSONS WHO WISH THE PROXY TO ATTEND THE PHYSICAL MEETING AT THE VENUE.**
3. The explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), setting out the material facts and reasons, in respect of Item No. 4 to 6 of this Notice, is annexed.
4. Mr. Duraiswamy S N, Chartered Accountants, Membership No 026599, Statutory Auditors of the Company appointed for five years at 25th AGM hold office until the conclusion of 29th AGM. As per the amendment effective 7th May 2018 in Section 139 of Companies Act, 2013, the appointment is no more required to be ratified at each AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23th October 2020 (Friday) to 29th October 2020 (Thursday) (both days inclusive).
6. All documents referred to in accompanying Notice or Explanatory statement shall be open for inspection at the registered office of the Company between 11 AM to 1 PM on all working days except Saturdays till the date of AGM.
7. The Register of Contract by maintained by the Company under the Companies Act, 2013, will be available for inspection by the member at the AGM.
8. The relevant details as required under Section 196(4) of the Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 of ICSI for Directors/ Managing Director/ Whole Time Director who are proposed to be appointed/ re-appointed as per the respective provisions is provided in the explanatory statement/ annexures.
9. Members whose shareholding is in the electronic mode are requested to direct change of address notification and update of Saving Bank Account details to their respective Depository Participant(s). If the shares are held in physical form are requested to register their e-mail address with the company/RTA of the company.
10. Members are requested to address all correspondence including dividend to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited, (Unit: R.P.P Infra Projects Limited), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai – 600 002, or by e-mail to investor@cameoindia.com.
11. The Securities and Exchange Board of India (SEBI) had 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 their PAN to their Depository Participant(s). Members holding in physical form shall submit their PAN details to the Company.
12. 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 to at least 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

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AGM without restriction on account of first come first served basis.

13. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or e-voting during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at gsmishra.1977@gmail.com with a copy marked to secretary@rppi.com. In case they attend in person, they can submit hard copy at the meeting also.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy is available only for person who wish to send proxy for attending meeting physically at the registered office for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report containing Financials, Audit Report and Board Report along with Annexures has been uploaded on the website of the Company at www.rppi.com. The Notice can also be accessed from the websites of the National Stock Exchange of India Limited and Bombay stock Exchange Limited. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
17. Instruction for Voting Through Electronic Means/Attending AGM Through VC and E-voting during AGM: 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 MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - I. The instructions for Shareholders for remote e-voting are as under:
    - (i) The voting period begins on Monday, 26th October 2020 (10:00 A.M.) and ends on Wednesday, 28th October 2020 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd October

2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusing yourlogin credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b>	
<b>Date of Birth (DOB)</b>	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then



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directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- II. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- (i) For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
  - (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

III. Instructions for shareholders attending the AGM through VC/OAVM are as under:

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id: [secretary@rrpipl.com](mailto:secretary@rrpipl.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id [secretary@rrpipl.com](mailto:secretary@rrpipl.com). These queries will be replied to by the company suitably by email.
- (vi) In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholders who wish to register as speakers are requested to visit [www.evotingindia.com](http://www.evotingindia.com) and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence, shareholders are encouraged to send their questions etc. in advance
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

IV. Instructions for shareholders for e-voting during the AGM are as under:

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- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - (ii) Only those shareholders, who are 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 available during the AGM.
  - (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  - (iv) Shareholders 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.
- V. Note for Non – Individual Shareholders and Custodians
- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - (iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (vi) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [secretary@apollosindoori.com](mailto:secretary@apollosindoori.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- VI. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). Further, all grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th \Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd October 2020.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut -off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- 18. Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & Associates, Company Secretaries LLP has been appointed as the Scrutinizer to scrutinize the e-voting process and poll in a fair and transparent manner.
  - 19. The e-voting details will be provided by CDSL and details of members if required, shall be confirmed with Registrar and Share Transfer Agents, Cameo Corporate Services Limited.
  - 20. Scrutinizer shall not later than 48 hours of the conclusion of the AGM prepare and provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to each of the resolution and provide the same to the Chairman or a person authorized by him in writing and such person may declare the result of the voting forthwith.
  - 21. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.apollosindoori.com](http://www.apollosindoori.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and Bombay stock Exchange Limited, where equity shares are listed and also to voting agency.
  - 22. Pursuant to Section 124 of the Companies Act, 2013, all dividends remaining unclaimed or unpaid for seven years from the date of transfer to Company's unpaid dividend account are required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the amended provisions of the Companies Act, 2013.



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The following statement showing the details of transfer:

S. No.	Financial year	Amount paid/To be paid (₹)	Year of transfer to IEPF
1.	2013-14	6199.00	September, 2021
2.	2014-15	7755.00	September, 2022
3.	2015-16	66586.00	September, 2023
4.	2016-17	132996.00	September, 2024
5.	2017-18	44172.50	September, 2025
6.	2018-19	Nil	NA

23. Members, who have not en cashed the dividend so far in respect of the aforesaid period, are requested to make their claim to Share Transfer Agent / Compliance Officer of the company at the earliest.
24. he format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. Members holding shares in physical form are requested to submit these additional details to Share transfer Agent in the prescribed form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
25. At the ensuing Annual General Meeting, Mr. P Muralidasan (DIN 01771215) Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment. Profile of Mr. P Muralidasan is provided at the end of this notice along with other directors.
26. The Company has appointed Duraiswamy S N, Chartered Accountant as statutory auditor of the Company at its Board meeting held on 14th March 2020 to fill the casual vacancy caused by the Resignation of M/s Sundaram & Narayanan, Chartered Accountants earlier statutory auditor only for the financial year 2019-20 and to hold the office till conclusion of 25th AGM. Subsequently his appointment was approved by the Members of the Company at its 17thExtra ordinary General Meeting of the Company held on 12th June 2020. The Audit Committee after consideration has decided to re-appointment Mr. Duraiswamy S N, Chartered Accountant, Membership no: 026599, Erode as the statutory auditor for further period of four (4) years so that his term will be of total five (5) years.
27. Details of the terms of re-appointment of the statutory auditor is as below as per the Regulation 36(5) of the SEBI (LODR) Regulations, 2015:
- (i) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:
- Duraiswamy S N, Chartered Accountant Membership number: 026599 was appointed as the Statutory Auditors of the

Company from for the Financial Year 2020-21 to 2023-24 and be paid such remuneration and reimbursement and out of pocket expenses as may be decided by Board/ Management on recommendation of Audit Committee and there is no material change in the fee payable to Duraiswamy S N, Chartered Accountant, Statutory Auditors in relation to outgoing auditor fee structure.

- (ii) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

Duraiswamy S N, Chartered Accountant Membership number:026599 was appointed as the Statutory Auditors of the Company, from the date of Extra Ordinary General Meeting until the conclusion of the forth coming Annual General Meeting under casual Vacancy due to the Company had received a resignation letter dated February 14, 2020 from M/s Sundaram & Narayanan, Chartered Accountants it was due to resignation of partner from the audit firm (M/s Sundaram & Narayanan ) who is in charge of audit of R.P.P infra Projects Limited in the audit firm hence the audit firm will not continuing as a auditor of the company.

Companies is based on Erode and books of accounts is maintained at registered office, Duraiswamy S N, Chartered Accountant also erode based Statutory auditor having other companies statutory Audit including Banks Audits .

Further the company did not find suitable Statutory Auditor except Mr. Duraiswamy S N, Chartered Accountant in the Erode due to lockdown imposed by Government in short of time period. As per recommendation by Audit Committee, the Board approved the Appointment of Duraiswamy S N, Chartered Accountant Membership number: 026599 as the Statutory Auditors of the Company subject to Shareholder Approval in the forthcoming Annual General Meeting

28. The roadmap showing directions to reach the venue of the AGM is annexed at the end of Annual Report for convenience of members. However, as informed, since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Members can exercise their discretion for attending the meeting at the time of pandemic.

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

### Item No. 4

Mr. P Arulsundaram (DIN 00125403) has been last re-appointed as Chairman and Managing Director of the Company for a period of three years and his term has expired on 31st March 2020. The Company has been constantly performing well and producing better results year after year. With a view to have his continued guidance, it is proposed to re-appoint him as Chairman and Managing Director of the Company for a period of three years w.e.f. 1st April 2020 to 31st March 2023.

His appointment including the terms and conditions including of salary, perquisites and allowances has been duly considered, recommended and approved by the Nomination and Remuneration Committee and the Board. The remuneration being paid is same as paid to him during last two years and approved at 23rd Annual General Meeting of the Company. Board has duly considered the current pandemic and has decided to continue with remuneration as being paid to him earlier. Further, the Chairman and Managing Director considering the pandemic has waived his remuneration for two quarters (six months) comprised of 4th quarter of 2019-20 and 1st quarter of 2020-21 (i.e. from Jan 2020 to June 2020). The present remuneration is much below the level of remuneration generally being paid by the similar size of the Company. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of the profit of the Company remains the same as approved by shareholders at the Annual General Meeting dated 7th September 2018. Profile of Mr. P Arulsundaram is provided at the end of the explanatory statement.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution for approval of the Members.

### Item No. 5

Mrs. A. Nithya (DIN 00125357) had been last re-appointed as Whole Time Director and Chief Financial Officer of the Company for a period of three years and her term has expired on 31st March 2020. She is in-charge of finance, accounting and treasury functions of the Company and also oversees the compliances. With a view to have her continued guidance, it is proposed to re-appoint her as Whole Time Director and Chief Financial Officer of the Company for a period of three years w.e.f. 1st April 2020 to 31st March 2023.

Her appointment including the terms and conditions including of salary, perquisites and allowances has been duly considered, recommended and

approved by Nomination and Remuneration Committee and the Board. The remuneration being paid is same as paid to him during last two years and approved at 23rd Annual General Meeting of the Company. Board has duly considered the current pandemic and has decided to continue with remuneration as being paid to her earlier. Further, the Whole Time Director and Chief Financial Officer considering the pandemic has waived her remuneration for two quarters (six months) comprised of 4th quarter of 2019-20 and 1st quarter of 2020-21 (i.e. from Jan 2020 to June 2020). The present remuneration is much below the level of remuneration generally being paid by the similar size of the Company. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of profit of the Company remains the same as approved by shareholders at the Annual General Meeting dated 7th September 2018. Profile of Mrs. A. Nithya is provided at the end of the explanatory statement.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution for approval of the Members.

### Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company and the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of Mr. R. Gopal, Cost Accountant (M.No.26068) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2019-20 at a remuneration of Rs. 1.20 lakh (Rupees One Lakh and Twenty Thousand Only) excluding taxes as applicable and re-imbursment of travel and out of pocket expenses incurred by him. In view of the requirement of the Act as set out above, the approval of members are required to ratify the remuneration payable to the Cost Audit for the financial year 2019-20 and hence being placed for approval of members.

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

The Board recommends the resolution for approval of the Members.





## R.P.P INFRA PROJECTS LIMITED

Details of Director under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:

### 1. Detail of Non Executive Director seeking reappointment:

<b>Name of the Director</b>	Mr. P. Muralidasan
<b>Director Identification Number (DIN)</b>	01771215
<b>Date of Birth</b>	03.08.1964
<b>Address</b>	23B-2, Victory Ace, Gandhi Nagar, Mohanur Road, Namakkal – 637002.
<b>Nationality</b>	Indian
<b>Date of First Appointment on the Board</b>	01.04.2008
<b>Qualifications</b>	B.E (Civil)
<b>Expertise in Specific Functional Area</b>	Construction Industry
<b>Brief Resume</b>	He holds a Bachelor's degree in Civil Engineering from Bangalore University. He has over 28 years of experience in the Construction Industry.
<b>Terms and Conditions of Appointment/ Re-appointment</b>	Non-Executive Director
<b>Details of remuneration sought to be paid</b>	No remuneration
<b>Last Remuneration Drawn</b>	NA
<b>Relationships between Directors Inter-se</b>	NIL
<b>Directorship in Companies</b>	1. Lunkar Finance Pvt Ltd 2. R.P.P. Ventures Pvt Ltd
<b>Chairman/ Member in the Committee of the Boards of Other Public Companies</b>	NIL
<b>Shareholding in the Company (As on 31st March 2020)</b>	156
<b>Number of meetings of the Board attended during the year</b>	Five

### 2. Detail of Executive Director seeking reappointment:

<b>Name of the Director</b>	Mr. P Arulsundaram	Mrs. A Nithya
<b>Director Identification Number (DIN)</b>	00125403	00125357
<b>Date of Birth</b>	01.04.1966	11.03.1973
<b>Address</b>	No.11, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode – 638002.	No. 11, Raghupathynaicken Palayam, Annaikalpalayam, Railway Colony, Lakkapurampudur, Erode – 638002
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board</b>	04.05.1995	19.02.1999
<b>Qualifications</b>	B.E (Civil)	MBA
<b>Expertise in Specific Functional Area</b>	Civil works in the fields of transportation/ power/commercial buildings and irrigation projects.	Finance, accounting and treasury functions
<b>Brief Resume</b>	He holds Bachelor's degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem. He has over 30 years of experience in civil works in the field of transportation/ power/commercial buildings and irrigation projects.	She holds Master's degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of the company.
<b>Terms and Conditions of Appointment/ Re-appointment</b>	Proposed to be re-appointed as Chairman and Managing Director	Proposed to be re-appointed as Whole Time Director and Chief Financial Officer

## ANNUAL REPORT 2019-2020

<b>Details of remuneration sought to be paid</b>	Salary: Rs. 7.00 lakh per month	Salary: Rs. 3.00 lakhs per month
	Perquisites and allowances: (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization. (ii) Education of children covering tuition fees and other expenses on higher educations. (iii) Leave Travel concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year. (iv) Club fees subject to a maximum of two clubs. (v) Personal accident insurance premium. (vi) Use of Company maintained cars with drivers for business and personal use.	
<b>Last Remuneration Drawn</b>	Same as above	Same as above
<b>Relationships between Directors Inter-se</b>	Mrs. A Nithya's husband	Mr. P Arulsundaram's wife
<b>Directorship in Companies</b>	1. Dexterity KPO Services Private Limited 2. R P P Stocks And Securities Private Limited 3. Greatful Mercantile Private Limited 4. Sanskar Dealcom Private Limited 5. R.P.P. Energy Systems Private Limited 6. Arve Impex Private Limited 7. RRP Ventures Private Limited	1. Dexterity Business Analysts Private Limited 2. R P P Stocks And Securities Private Limited 3. SPAC Terminal Market Complex Limited 4. Greatful Mercantile Private Limited 5. Sanskar Dealcom Private Limited 6. R.P.P. Energy Systems Private Limited 7. Lunkar Finance Private Limited 8. RPP-ANNAI (JV) Private Limited 9. Supreme Poultry Private Limited
<b>Chairman/ Member in the Committee of the Boards of Other Public Companies</b>	NIL	NIL
<b>Shareholding in the Company (As on 31st March 2020)</b>	65,43,443	54,24,898
<b>Number of meetings of the Board attended during the year</b>	Five	Five

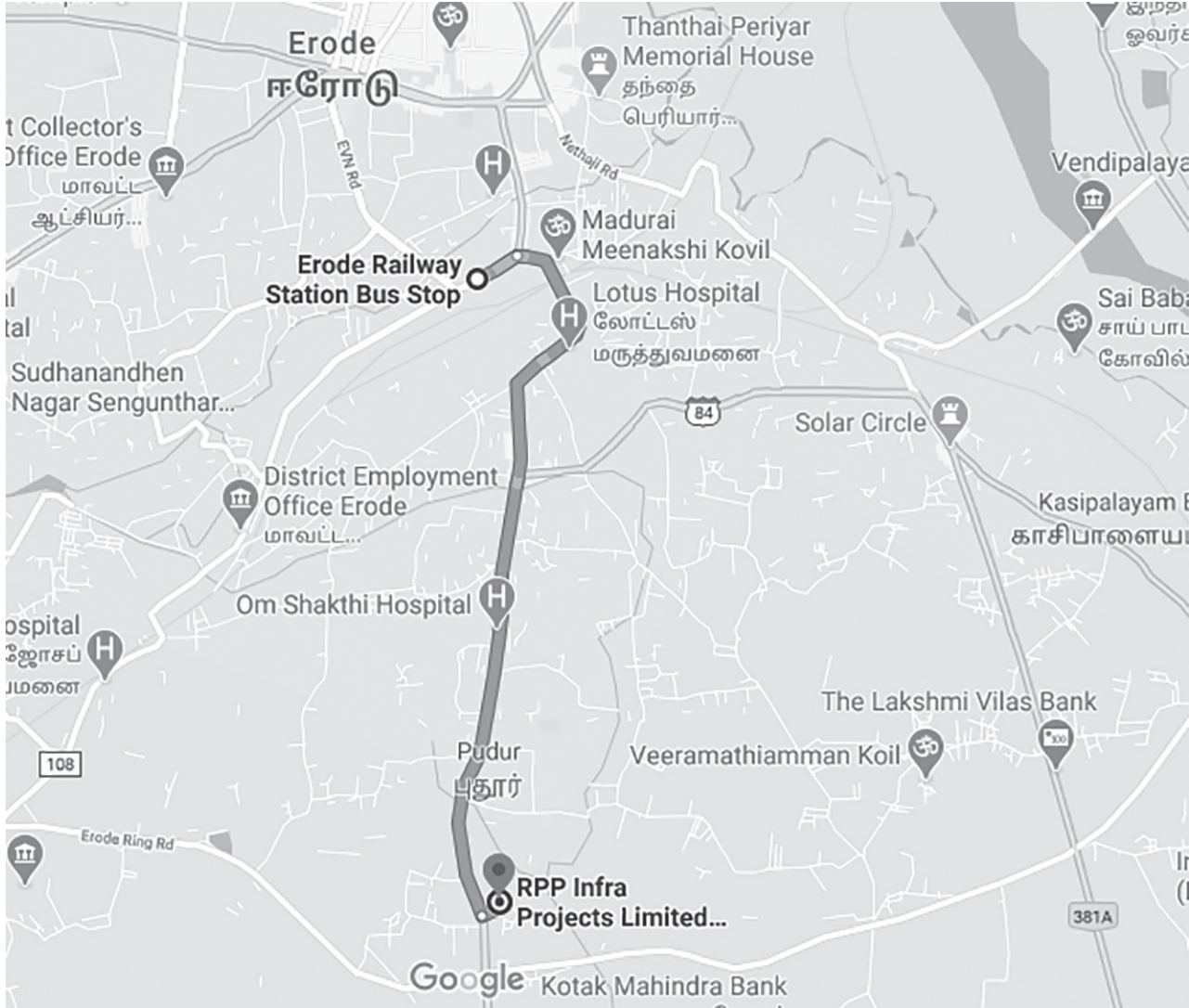
By the Order of the Board  
For **R. P. P Infra Projects Limited**

**P. Arulsundaram**  
Chairman and Managing Director  
DIN 00125403

Place: Erode  
Date: 15th September 2020



Route Map to the Venue of the AGM



ANNUAL REPORT 2019-2020



**R.P.P. INFRA PROJECTS LIMITED**

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode – 638002.

**Form No. MGT-11  
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]  
25th Annual General Meeting - 29th October 2020

Name of the member (s) :

E-mail ID :

Registered Address :

Folio No./Client Id :

DP ID No. :

I/We, being the member(s) of..... shares of the above named company, hereby appoint

1. Name :

E-mail ID :

Address :

Signature :

or failing him

2. Name :

E-mail ID :

Address :

Signature :

or failing him

3. 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 the 25th Annual General Meeting of the company, to be held on Thursday, October 29th, 2020 at 2.00 P.M at Registered Office of Company at S F No. 454, Raghupathynaicken Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:



**R.P.P INFRA PROJECTS LIMITED**

<b>Resolution No.</b>	<b>Resolution</b>
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2020, the Reports of the Auditors thereon along with Report of Board along with attachment and annexures
2	Appointment of a Director in the place of Mr. P Muralidasan (DIN 01771215), who retires by rotation and being eligible, seeks re-appointment.
3	Appointment of Statutory Auditors
<b>Special Business</b>	
4	Re-appointment of Mr. P Arulsundaram as Chairman and Managing Director
5	Re-appointment of Mrs. A. Nithya as Whole Time Director and Chief Financial Officer
6	Ratification of Remuneration to Cost Auditor

Signed this ..... day of .....2020

Folio No. :

DP ID No. :

Client ID No. :

Affix Re. 1/-  
Revenue  
Stamp and  
sign across

\_\_\_\_\_  
Name of the Member/Proxy

\_\_\_\_\_  
Signature of the Member/Proxy

**Note:** This form of proxy in order to be effective should be duly stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

ANNUAL REPORT 2019-2020



R.P.P. INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode – 638002.

ATTENDANCE SLIP

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]  
(To be presented at the entrance of the Meeting venue)  
25th Annual General Meeting - 29th October 2020

Registered Folio No. :

DP ID No. :

Client ID No. :

No. of Shares Held :

I hereby record my presence at the 25th Annual General Meeting of the company held on Thursday, October 29th 2020 at 2.00 PM Registered Office of Company at S F No. 454, Raghupathynaicken Palayam, Railway Colony Post, Poondurai Road, Erode - 638002, Tamil Nadu.

\_\_\_\_\_  
Name of the Member/Proxy

\_\_\_\_\_  
Signature of the Member/Proxy

**Note:**

1. Only member/proxy holder can attend the meeting.
2. Member/proxy holder should bring his/her copy of the annual report for reference at the meeting.





ANNUAL REPORT 2019-2020



**R.P.P. INFRA PROJECTS LIMITED**

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode – 638002.

**Form No. MGT-12  
Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**25th Annual General Meeting - 29th October 2020**

**BALLOT PAPER**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Name of the First Named Shareholder (In block letters)</b>	
2.	<b>Postal Address</b>	
3.	<b>Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)</b>	
4.	<b>Class of Share</b>	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:





Sl. No.	Item of Business	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
<b>Ordinary Business</b>				
1	To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2020, the Reports of the Auditors thereon along with Report of Board along with attachment and annexures.			
2	Appointment of a Director in the place of Mr. P Muralidasan (DIN 01771215), who retires by rotation and being eligible, seeks re-appointment.			
3	Appointment of Statutory Auditor.			
<b>Special Business</b>				
4	Re-appointment of Mr. P Arulsundaram as Chairman and Managing Director.			
5	Re-appointment of Mrs. A. Nithya as Whole Time Director and Chief Financial Officer.			
6	Ratification of Remuneration to Cost Auditor.			

Place: Erode  
Date: 29.10.2020

\_\_\_\_\_  
Signature of the Member/Proxy/Authorised Representative



# LEVERAGING **STRENGTHS** BUILDING **RESILIENCE** ADVANCING **POSSIBILITIES**

RPP Infra Projects Limited | 2019-20 Annual Report



# INSIDE THIS REPORT

## Strategic *stewardship*



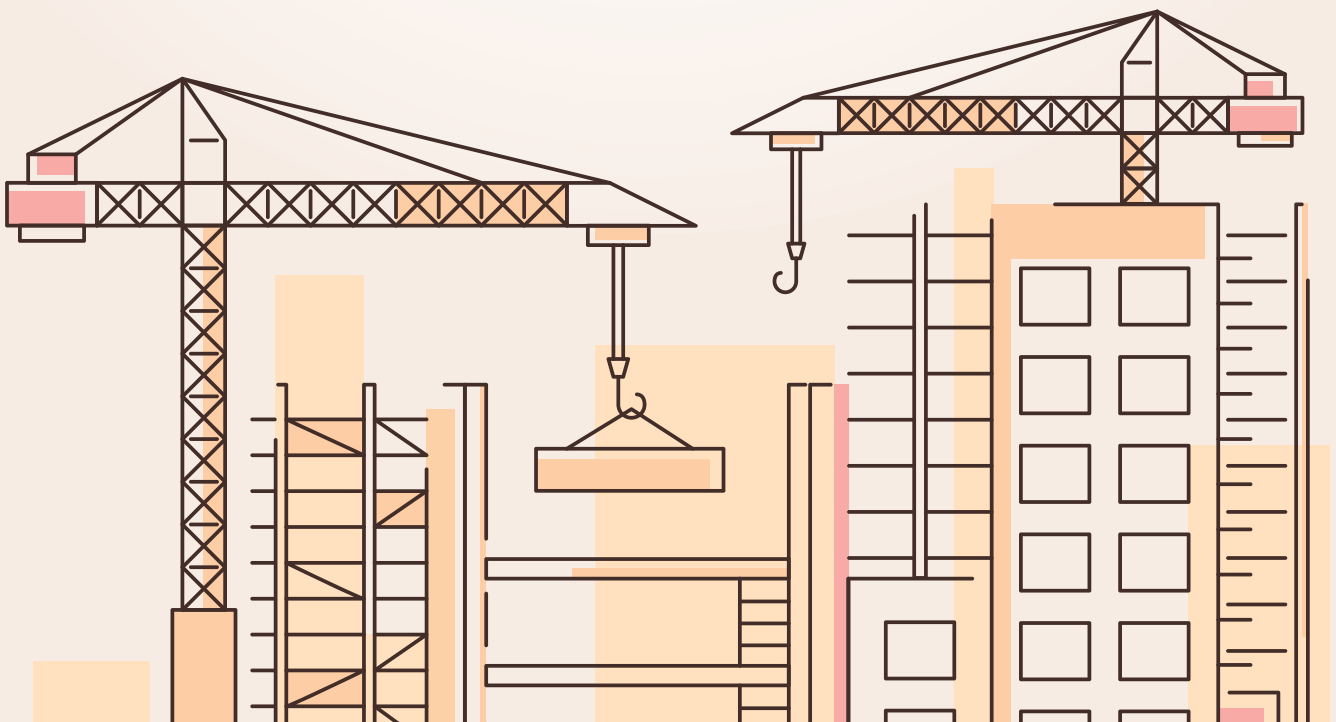
## Statutory *information*



The financial year ended 31 March 2020 provided an opportune time for RPP Infra Projects to take stock of its business and adjust to the challenges of the marketplace.

Importantly, our unique inherent strengths and the deep resilience we built over the years only fortified our ability to withstand the pressures posed by the Covid-19 pandemic, even as we focused on reinforcing our foundations to advance possibilities and capture opportunities

When we look back at our legacy and look forward to plan for the future, we are reminded that every project we undertake impacts individuals, communities and the nation, motivating us to continuously innovate to create sustainable value for all.





R.P.P INFRA PROJECTS LIMITED

# CHAIRMAN'S LETTER TO SHAREHOLDERS

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## Dear shareholders,

Hope you all are staying safe and practicing precaution.

It gives me great pleasure to present the annual performance of the Company for the financial year 2019-20. We are in a very different time which was unimaginable till the beginning of the calendar year 2020, and the last few months have been one of the most unprecedented due to the Covid-19 pandemic. The contagion has caused nationwide lockdowns, severely impacting life and the economy.

During the pandemic, your Company took a number of initiatives and efforts to ensure that those who are worst affected, like daily-wagers and outside labourers, are provided with adequate support. Your Company has also actively participated in providing and organising support to the needy communities in and around local areas.

Today, the nation is under the unlock process, as per the guidelines laid down by the government, but still it is far from any kind of normalcy. We are witnessing a new normal and the very concept of normal is being redefined every day. Apart from the pandemic, the nation is also witnessing tensions along the border areas for the past few months, and the direction of the economy also stands impacted by it. However, these crises have also created an opportunity for us to become self-reliant, and your Company actively supports the call of 'Atmanirbhar Bharat' and strives for self-sufficiency.

The Indian economy has been decelerating from the beginning of FY2019-20 owing to global volatility coupled with weak manufacturing, reduced domestic demand and huge volatility in oil prices. The GDP growth has slowed down and has been witnessing sequential fall from Q4 FY2018-19 of 5.8%, ending Q4 FY2019-20 at 4.2%. The Index of Industrial Production (IIP) also registered a fall of 0.8%, as compared to a rise of 3.8% in the last financial year. IIP for infrastructure/construction goods also registered a decline of 4%, as compared to a rise of 7.3% achieved in the last financial year. However, on the positive side, national highway construction registered an increase of 20% over the previous year. Reduction in GDP and other financial parameters were owing to slowdown in private consumption, lower tax collections, fund allocation challenges at the state and central government levels and a steep slowdown in credit growth.



Your Company has 100% projects from the government, who are the safest customer, thus providing stability to the Company even in the most challenging times.

₹2,018 cr

Order book size, FY2019-20

₹585 cr

Revenues (standalone), FY2019-20.

In an effort to stem this slowdown, the government announced a slew of interventions last year, viz. reduction in corporate tax rates from 30% to 22%, a scheme to provide one-time partial credit guarantee to public sector banks for purchase of pooled assets of financially-sound non-banking financial companies, recapitalisation of public sector banks, relaxation of external commercial borrowing guidelines for affordable housing, setting up of a Realty Fund for stalled housing projects, merger of 10 public sector banks into four entities, and revised priority sector lending norms for exports. Further, FY2019-20 also witnessed a major change in monetary policy and repo rate was cut from 6.25% in April 2019 to 4.40% in March 2020.

The already stressed economy came under extreme pressure after the commencement of the severe lockdown and restrictions due to the pandemic, and with a view to provide liquidity and relief to stressed sectors, the government announced a series of monetary and fiscal relief packages. The government also announced a comprehensive economic package of ₹20 lakh cr, which included measures across the industry spectrum. While we understand that these stimulus measures will provide relief to the affected people and some industries, the slowdown in economic activity is expected to significantly lower India's GDP growth in FY2020-21. However, with such reforms and India's innate strengths, we feel that the economy is expected to make an impressive comeback. Already, some sectors have started showing recovery. IMF has forecasted GDP growth of above 6%

for FY2021-22, and we are also positive towards the future.

Your Company continues to have a strong order book, which stood at ₹2,018 cr at the end of FY2019-20, as compared to ₹1,944 cr in FY2018-19. However, challenges remain in the form of liquidity and execution pressures due to the continued impact and uncertainties created by the pandemic. Fortunately, your Company has 100% projects from the government, who are the safest customer, thus providing stability to the Company even in the most challenging times. Further, given the importance laid down by the government to the infrastructure sector owing to it being a catalyst for growth, we expect that the Company would also stand to benefit, and look forward to turnaround and improved performance by FY2020-21.

Performance review

Your Company reported a mixed performance, with nominal changes in revenue and reduced profitability owing to the severe impact caused by the initial fear of the pandemic, coupled with lockdown and restriction imposed post the second week of March 2020. While the Company was on its growth path during FY2019-20, the lockdown and accompanying conditions especially in the last month of the last quarter created a huge impact to expected revenues and profitability. Still, in the longer run, your Company is better placed as compared to others owing to its set strategy of being in the fastest growing spaces and having the safest customer.

On standalone basis, your Company posted total revenue of ₹585 cr in

FY2019-20, as compared to ₹589 cr in FY2018-19. Total cost increased to ₹550 cr in FY2019-20, as against ₹548 cr in FY2018-19. EBITDA for FY2019-20 stood at ₹64.63 cr, as compared to ₹70.67 cr in FY2018-19. Profit after tax for FY2019-20 stood at ₹19.30 cr, as compared to ₹24.35 cr during FY2018-19.

On consolidated basis, revenue stood at ₹607 cr in FY2019-20, as compared to ₹590 cr in FY2018-19. Total consolidated expenses stood at ₹574 cr in FY2019-20, as against ₹550 cr in FY2018-19. Profit after tax for FY2019-20 stood at ₹18.16 cr, as compared to ₹23.41 cr during FY2018-19.

The Board has internally discussed the situation prevalent in the economy and it was decided to conserve revenue to maintain liquidity and hence decided against recommending dividend for the financial year ending 31st March 2020. The promoters have also come forward to infuse liquidity and strengthen the capital base of the Company to meet its requirement of funds. Accordingly, post approval of shareholders and in compliance to provisions of the Companies Act, 2013, and SEBI ICDR Regulation, 2018, the promoters have been issued 40 lakh warrants at a price of ₹90 each, as against the minimum price of ₹56.80 on 14th July 2020.

The Company bagged various new projects in FY2019-20. It also extended its reach and in joint venture with one partner, it has taken up a project in Myanmar for construction of a road for an amount of ₹414 cr. The Company has incorporated the joint venture company in Myanmar with the joint venture partner.

Your Company has also incorporated a subsidiary/joint venture namely RPP-Annai (JV) Private Limited to execute the project tendered in joint venture with Annai Infra Developers Limited, with the Company holding 51%, and the other partner holding 49%.

The Company continues to have a diversified presence in highways, roads & bridges and civil construction in water management, irrigation and power projects. The Company continues to be driven by its strategy of having small and mid-sized government projects with short tenure, and its superior project execution skills provides strong revenue visibility. Further, fast turnaround remains to be the core priority of the Company.

### Outlook

The pandemic has severely impacted the economy and its overall impact and the time by which normalcy will return is still not known. Further, restrictions on working conditions continue to adversely impact the operations of the Company.

Given the emphasis of the government before the start of the pandemic, including the booster dose to catalyse economic growth, focus on infrastructure sector in the Union Budget and various packages introduced post-pandemic to ease stress and fuel economic revival, we expect the turnaround to happen by FY2021-22, though the year would be challenging for the nation as well as the Company. GDP has severely contracted in the first quarter of FY2020-21 and the second quarter is also expected to be impacted on similar lines. The Company has also witnessed

substantial fall in revenue in the first quarter of 2020-21, and the second quarter also doesn't seem to be too encouraging at this point in time.

However, your Company is quite positive about FY2021-22. GDP is expected to rebound to around 6% in FY2020-21, and we also believe that medical science would come up with some concrete solution to substantially lower the risk caused by Covid -19.

The Company is also hopeful that easing financial stress of the government in support of the infrastructure industry, conditions of only local tenders and barring of entry of foreign companies or their joint venture partners for mid-size projects, together with the Company's sole focus on government contracts would yield better results in the coming times.

As we all are passing through a crisis of unprecedented magnitude, we look forward for better times. Let's have faith and stay safe.

In closing, I would like to thank all our customers, vendors and other stakeholders for the confidence and trust placed in the Company. I acknowledge and thank Board members and employees for their invaluable support.

This support and confidence continues to motivate us to outperform every year.

Thank you.

**P. Arulsundaram**

*Chairman & Managing Director*





R.P.P INFRA PROJECTS LIMITED



## ABOUT OUR BUSINESS

### Building for a better tomorrow

RPP Infra Projects is a leading niche infrastructure Company in India. It has completed over 150 projects till date across diverse verticals, including roads, highways and bridges, infrastructure projects, mass housing projects and townships, industrial structures, irrigation and water supply projects, hotels, hospitals, educational institutions and civil structures.

Some of the major competitive advantages of the Company include:



## FIVE-YEAR FINANCIAL HIGHLIGHTS

(₹ in cr)

Sl. No.	Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
1.	Income from operations	575.69	580.69	499.13	366.34	314.69
2.	Total income	585.31	589.39	505.47	369.45	319.72
3.	EBIDTA	64.63	70.66	72.40	53.35	51.22
4.	Interest	22.68	23.24	18.57	16.71	18.56
5.	Depreciation	7.16	6.38	6.79	5.04	4.85
6.	Tax	15.49	16.70	33.56	7.69	7.14
7.	Net profit	19.30	24.35	13.48	23.91	20.67
8.	Equity share capital	22.60	22.60	22.60	22.60	22.60
9.	Networth	236.17	215.72	193.67	173.50	151.00
10.	Gross fixed assets	96.99	89.92	62.88	58.61	51.57
11.	Net fixed assets	51.83	51.74	30.23	32.22	28.69
12.	Total assets	569.07	595.46	512.13	458.01	360.07
13.	Book value per share (₹)	104.50	95.45	85.69	76.77	66.81
14.	Turnover per share (₹)	25.47	25.69	22.08	16.21	13.92
15.	Earnings per share (₹)	0.85	1.08	0.60	1.06	0.91
16.	EBIDTA/Gross turnover (%)	0.11	0.12	0.14	0.14	0.16
17.	ROCE (%)	0.22	0.26	0.35	0.28	0.31



## Q&A WITH THE LEADERSHIP

The Company's fundamentals remain solid, anchored on the resilient portfolio of verticals we are present in, combined with a strong balance sheet to weather any short-term challenges.

- A. Nithya, Director

### Q: There exists substantial turmoil in the market? How are we responding to these developments?

**A:** Yes, the times are challenging and we are focused on responding to the changes confidently, backed by our conviction and ability to shift with the times. What I believe will stand us in good stead today and well into the future is our reputation as a builder of choice. We take pride in our ability to deliver solutions with the best balance of quality, cost and efficiency, even as we fortify our position as a niche infrastructure Company that works with governments and partners to shape the infrastructure industry, connect communities and build for a better tomorrow.

### Q: What is your reading of the economy?

**A:** The global economy is projected to register negative growth in 2020, disadvantaged mainly by the ongoing Covid-19 pandemic and the United

States-China geopolitical tension over technology. Our discussions in general and the outlook certainly points to trying times for businesses before the situation shows any improvement. Further, with the global supply chain being highly interconnected, achieving stable economic recovery for each country hinges upon the successful containment of the Covid-19 pandemic. Constant vigilance hence is essential, otherwise the occurrence of subsequent waves of virus outbreaks can cause further economic hardship. Though the stringent lockdowns imposed by the government did contain the spread of the virus to some extent in India, the economy was substantially negatively impacted, with the GDP of the first quarter of 2020-21 declining dramatically. However, economic resilience and the government's thrust on revival through infrastructure development bodes well for both the economy as well as the construction sector.

### Q: How would you review the performance of RPP Infra for the year under report?

**A:** We performed reasonably well, being able to hold on to our revenues, which stood at ₹585 cr for the year. We also reported a reasonably resilient order book performance for the year. One of the high points of the year was our first-ever foray into Myanmar, which promises good prospects with the opening up of the markets to international companies. We bagged a prestigious road construction contract with a local JV partner that brings

sound understanding of the market. We also joined hands with Annai Infra Developers Limited to strengthen our tendering and execution capabilities for projects that suit our cash flow expectations and risk profile.

In the near-term, our operations that were halted during the government-imposed movement restrictions have since resumed activities and our project sites are operating at near-optimal capacity, in compliance with all health and safety procedures. The business outlook is supported by a robust order book of ₹2,018 cr. However, order book replenishment prospects are expected to be challenging at least over the medium-term before government infrastructure spending picks up.

### Q: What gives us the conviction of achieving sustainable performance in the future?

**A:** The Company's fundamentals remain solid, anchored on the resilient portfolio of verticals we are present in, combined with a strong balance sheet to weather any short-term challenges. Further, one of our biggest competitive advantages is the 100% tilt of our order book towards government contracts that helps secure our receivables. Further, being a niche player facilitates faster decision-making and hence opportunity-capture, and thus we remain highly agile and adaptable to change, which will hold us well once the government restarts the tendering process, which is hoped for in the second half of the current fiscal year.

# Corporate Information

## Board of Directors

Mr. P Arulsundaram, Chairman & Managing Director  
Mrs. A Nithya, Whole-time Director & CFO  
Mr. P Muralidasan, Non-Executive Director  
Mr. K Rangasamy, Independent Director  
Mr. P R Sundararajan, Independent Director  
Mr. R Kalaimony, Independent Director

## Audit Committee

Mr. K Rangasamy, Chairman  
Mr. P R Sundararajan  
Mr. P Muralidasan

## Nomination and Remuneration Committee

Mr. P R Sundararajan, Chairman  
Mr. K Rangasamy  
Mr. P Muralidasan

## Stakeholders' Relationship Committee

Mr. P Muralidasan, Chairman  
Mr. P R Sundararajan  
Mrs. A Nithya

## Corporate Social Responsibility Committee

Mr. P R Sundararajan, Chairman  
Mr. P Muralidasan  
Mrs. A Nithya

## Legal and Finance Committee

Mr. P R Sundararajan, Chairman  
Mr. P Muralidasan  
Mrs. A Nithya

## Share Allotment Committee

Mr. P Arulsundaram  
Mrs. A Nithya  
Mr. K Rangasamy

## Company Secretary

Mr. Pradeep Kumar Nath

## Registered Office

S F No. 454, Raghupathynaiken Palayam,  
Railway Colony Post, Poondurai Road,  
Erode - 638 002, Tamil Nadu.

## Bankers

Indian Overseas Bank  
Bank of India  
IDBI Bank  
EXIM Bank

## Statutory Auditors

S. N. Duraiswamy  
7 Kandappa Lane, Opp. Borough Road,  
Telephone Bhawan near Iswaraiyaa Hotel, Erode-638001.

## Internal Auditors

M/s. Karthikeyan & Jayaram  
'Sri Towers', 30 Bharathidasan Street,  
Teachers Colony, Erode – 638011

## Cost Auditor

Mr. R Gopal  
34, Meenakshi Kalyana Mandapam Street,  
Varnapuram, Bhavani, Erode – 638302.

## Secretarial Auditor

BGS MISHRA & ASSOCIATES,  
Company Secretaries LLP  
#76, 2nd Floor, P.S. Sivasamy Salai,  
Mylapore, Chennai – 600004.

## Registrar & Share Transfer Agent

M/s. Cameo Corporate Services Limited  
Subramanian Building, No.1 Club House Road,  
Chennai – 600002.

## Listed At

National Stock Exchange of India Limited  
Symbol: RPPINFRA  
Series: EQ

## BSE Limited

Scrip Code: 533284  
Scrip ID: RPPINFRA

## Website

www.rppiopl.com



# Directors' Report

*Dear members*

Your Directors take pleasure in presenting their 25th Annual Report on the business and operations of the Company, together with the Audited Statement of Accounts for the year ended 31st March 2020.

## 1. Financial Highlights (Standalone and Consolidated)

During the year under review, performance of your Company's standalone and consolidated results are as under: (₹ In Crores)

Particulars	Standalone results		Consolidated results	
	Year ended 31.03.2020	Year ended 31.03.2019	Year ended 31.03.2020	Year ended 31.03.2019
Turnover	575.69	580.69	600.02	580.69
Profit/(Loss) before taxation	34.79	41.05	33.65	40.11
Less : Tax expense	15.49	16.70	15.50	16.70
Profit/(Loss) after tax	19.30	24.35	18.16	23.41
Add : Balance B/F from the previous year	171.52	144.52	177.55	158.99
Balance Profit / (Loss) C/F to the next year		171.52		177.55

### Operations and Performance Review

The Company had normal and improved performance in the financial year 2019-20, as compared to financial year 2018-19. Start of the pandemic and restrictions thereby and subsequent severe and complete lockdown due to Covid-19 from the second week of the March 2020 impacted operations and performance for the last quarter of the financial year 2019-20, thereby adversely impacting revenue and profit for the last quarter as well as financial year 2019-20.

#### Standalone Results

During the year under review, revenue from operations marginally decreased to ₹575.69 crore from ₹580.69 crore in the previous year, declining by 0.86%.

Profit after tax stood at ₹19.30 crore, as against ₹24.35 crore for the previous year. The Company's net worth increased to ₹236.17 crore as on 31st March 2020, as compared to ₹215.72 crore as on 31st March 2019.

#### Consolidated Results

Consolidated revenues for the year under review were ₹600.02 crore, as against ₹580.69 crore in the previous year, recording marginal increase of 3.33% from the previous year.

Consolidated profit after tax was ₹18.16 crore, against ₹23.41 crore for the previous year. The Company's consolidated net worth increased to ₹261.72 crore as on 31st March 2020, from ₹241.23 crore as on 31st March 2019.

In accordance with the Accounting Standard AS-21 on consolidated financial statements, the audited consolidated financial statements are also provided along with the standalone financial statements in the annual report.

## 2. Company's Affairs and Future Outlook

The operations and revenue of the Company at the end of the financial year stood with marginal variation from the last year. The Company was expected to achieve better performance as compared to the last financial year. However, the initial fear of spread of the Covid-19 pandemic linked to the lockdown imposed and abrupt and unplanned stoppage of work at sites substantially impacted the financial performance and profitability of the Company for the last quarter and the financial year 2019-20.

Even otherwise, financial year 2019-20 has seen sequential fall in the GDP and reduction in IIP, which necessitated the Government to intervene and introduce many initiatives to provide momentum to the economy. The Company has kept

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its focus in its identified areas to retain momentum even in challenging times. The Company has cautiously taken up and ventured into new geographical areas to ensure better margins. The Company continues to have optimum mix of projects, which imparts stability and growth – both in terms of revenue and margins.

During the financial year 2019-20, your Company had order inflows of around ₹2,480 crore and orders of around ₹800 crore are in various projects and quite a few of them may mature into contract. The total order book size in hand as on 31st March, 2020 is ₹1,788.12 crore.

Your Company has received the following major contracts during the financial year 2019-20 and till the date of this report:

- Order from Bharat Heavy Electricals Limited for structural works of coal handling plant and ash handling plant area and non-plant structures of unit 1 & 2, consisting of package-1 and package-2 at 2x660 MW Udangudi super critical thermal power project worth ₹45 crore.
- Order from Bruhat Bengaluru Mahanagara Palike for white topping on selected roads in Bengaluru city under phase-3, worth ₹93.08 crore.
- Order from Bharat Heavy Electricals Limited for civil and architectural works of ash handling plant area (excluding fly ash silo) at 2x660 MW Udangudi super critical thermal power project worth ₹18.4 crore.
- Order from Bharat Heavy Electricals Limited for civil and architectural works of non-plant structures/buildings at 2x660 MW Udangudi supercritical thermal power station, stage-I worth ₹58.9 crore.
- Order from Tamil Nadu State Agricultural Marketing Board for construction of enclosure cell masonry structure for accommodating the Cobol 60 source in irradiation plant at Pochampalli PPC in Krishnagiri District, worth ₹0.88 crore.
- Order of modernisation of schools to international standards as centre of excellence & betterment of infrastructure facilities in schools cluster-35A worth ₹9.16 crore.
- Order for construction of balance work of two-lane road on NH specifications from Kaletwa to India-Myanmar Border (Zorinpui) from Km 60.700 to Km 109.200 in Chin State of Myanmar worth ₹367.67 crore.
- Order for strengthening and reconstruction, including raising of isolated structures of the existing road at

Asimganj and Patharkandi town area from Km 252.528 to Km 259.525 of NH-44 (Length=7.00 km) on EPC mode under NH(O) during 2019-20 in the state of Assam, worth ₹18.4 crore.

- Order for providing smart roads at Victoria Road in Thoothukudi City Municipal Corporation (Package-V) worth ₹13.60 crore.
- Order for construction of hospital buildings for New Government Medical College and Hospital for 150 MBBS students at Dindigul in Dindigul District, worth ₹79 crore.
- Order for rehabilitation and modernisation of 1 Anicut and 1 Channel in Thiruppananth Block in Thiruvudaimaruthur Taluk of Thanjavur District and 1 Channel in Thiruppananth Block in Thiruvudaimaruthur Taluk and 2 Channels in Kattumannarkoil, Kumaratchi Blocks in Kattumannarkoil Taluk and 2 Channels in Kumaratchi and Parangipettai Blocks in Chidambaram Taluk of Cuddalore District under Lower Colero on sub-basin worth ₹74.22 crore.

The Government has always given a lot of focus on the infrastructure sector and the sector has a multiplier effect on the Company. Even in budget 2020, the Government has put a major impetus by allocating substantial funds to this sector. Further, the crisis due to the pandemic has also prompted the Government to take a series of monetary and fiscal relief measures to restart economic activities. The Government has announced a comprehensive economic package to the affected people and industries.

The pandemic has severely affected the economy. The execution of projects has also been severely impacted by the lockdown as well as other norms post lockdown and also the conditions of working locally. The slowdown in economic activity is expected to significantly lower India's GDP growth in 2020-21. The Company is unsure of the impact and visibility expected by the end of the financial year. The nation is also witnessing unprecedented situation and it appears that it may take some time to reach normalcy in working.

The details of the affairs of the Company and future outlook have also been provided in other places, including the Management Discussion and Analysis Report forming part of this report.

### 3. Change in Nature of the Business

There was no change in the nature of the business of the Company and its subsidiaries during the year.



## R.P.P INFRA PROJECTS LIMITED

### 4. Dividend

Your Directors regret to inform that owing to squeezing of profit and with a view to conserve resources and liquidity at this challenging time, the Board has decided against recommendation of dividend for the last financial year 2019-20.

### 5. Transfer to Reserves

The Company has not transferred any amount to the reserves during the year.

### 6. Share Capital

During the year under review, no changes in share capital of the Company has taken place and it has not issued any shares, including shares with differential voting rights or sweat equity. However, in compliance to provisions of the Companies Act, 2013 and SEBI ICDR Regulation, 2018 and pursuant to the approval of the members at the general meeting, the Company has allotted 40 lakh warrants convertible into equal number of equity shares to the promoters on 14th July 2020. The warrants have been allotted at ₹90 each on payment of 25% of consideration and on being made fully paid and exercise of conversion, these warrants will result into allotment of 40 lakh equity shares of ₹10 each at premium of ₹80 per share. The warrants need to be made fully paid and converted into equity within 18 months from the date of allotment.

### 7. Extract of Annual Return

The extract of Annual Return in form MGT - 9 for the financial year 2019-20 has been enclosed, forming part of the report as Annexure – 1. The extract in MGT – 9 is also available on the Company's website and the web-link is:

<http://www.rppiopl.com/>

### 8. Board of Directors and Meetings of the Board

The Board is adequately constituted with an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

The Board is constituted in compliance with Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015. The total strength of the Board comprised of six directors at the beginning of the financial year 2019-20. Board comprised of two executive promoter directors, one non-executive director and three independent directors, with one woman director being part of it at the end of the financial year 2019-20. The composition of the Board was proper throughout the period, as per the Companies Act, 2013. However, for a small period of five days, the composition was not in compliance to Regulation 17 of SEBI (LODR) Regulations, 2015 due to appointment of one independent director, who was later found to be disqualified.

More details about the Board, including the profile of directors are provided in the Corporate Governance Report forming a part of the Board Report.

During the financial year 2019-20, five Board meetings were held on 29th May 2019, 14th August 2019, 14th November 2019, 14th February 2020 and 14th March 2020.

The attendance of Directors in the Board meeting is provided below:

Name of the Director	Number of meetings held	Number of meetings entitled to attend	Number of meetings attended
Mr. P Arulsundaram	5	5	5
Mrs. A Nithya	5	5	5
Mr. P Muralidasan	5	5	5
Mr. K Rangasamy	5	5	5
Mr. P R Sundararajan	5	5	5
Mr. Vijay Agarwal*	5	0	0
Mr. R Kalaimony**	5	2	0

\* Mr. Vijay Agarwal, Independent Director, was relieved from directorship w.e.f. 29th May 2019.

\*\*Mr. R Kalaimony, Independent Director, was appointed as additional director on 3rd September 2019, and vacated the office on 27th September 2019, the date of AGM. He was subsequently again appointed as independent director on 14th November 2019 and has been confirmed as independent director, pursuant to approval of members at EGM dated 12th June 2020.

### 9. Loans, Guarantees and Investments under Section 186

During the financial year 2019-20, the Company has not granted any loan or extended any guarantee or provided any security in connection with the loans to other companies. The Company has made one investment in subsidiary namely RPP Annai (JV) Private Limited through subscription for an amount of ₹51,000/- to subscribe to 5,100 equity shares of ₹10 each. The Company has also incorporated one associate with the other joint venture partner, namely RPP-RK (JV) Private Limited. However, the Company is yet to provide any capital.

The present investment along with earlier investment is within the limit of Section 186 of the Companies Act, 2013. Further, the Company has not made any loan or guarantee or security or investment in subsidiaries, including wholly-owned subsidiaries or joint venture during the financial year 2019-20.

Please refer to note no. 6 of Notes to Accounts for details of all investments made by the Company.

### 10. Contracts or Arrangements with Related Parties

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 for the financial year 2019-20 in the prescribed format AOC - 2 has been enclosed with this report as Annexure – 2.

### 11. Material Changes Affecting the Financial Position of the Company

There are no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company, i.e. 31st March 2020 and till the date of the Directors' Report. However, the effect of the pandemic caused by Covid-19 has not been considered as it affects the general economy as much to the Company and is beyond the control of the Company.

### 12. Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

Information as per Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo has been enclosed with this report as Annexure – 3.

### 13. Subsidiaries, Joint Venture and Associate

The Company has a total of seven subsidiaries, out of which five were wholly-owned subsidiaries (WOS) and one a step-down subsidiary. The Company has incorporated a subsidiary/joint venture company during the year, RPP Annai JV Private

Limited. The Company has also one associate, which has been incorporated during the last financial year. Further, the Company from time to time enters into arrangement/ understanding for quoting for projects or undertaking projects under joint venture and they may be incorporated in case of allotment of project or otherwise, as may be decided by the Company.

As mentioned above, one subsidiary has been incorporated during the previous financial year, namely RPP Annai JV Private Limited and the Company holds 51% of the capital. Further, the Company has subscribed for incorporation of an associate, RPP-RK (JV) Private Limited. However, the Company is yet to make any subscription.

A brief of the subsidiaries is provided below for your information.

#### R.P.P Infra Projects (Lanka) Limited, Sri Lanka

R.P.P Infra Projects (Lanka) Limited is a wholly-owned subsidiary of your Company based in Sri Lanka. The Company, during 2014-15, successfully completed a housing project for the internally displaced people of Sri Lanka's Northern Province for which Hindustan Prefab Limited were the project consultant.

The Company has not taken up any new project during the year under review and has no operating revenues during the financial year ended 31st March 2020. The Company recorded a net loss of ₹0.93 crore for the year ended 31st March 2020.

#### R.P.P Infra Overseas PLC, Mauritius

R.P.P Infra Overseas PLC is a wholly-owned subsidiary of your Company based in Mauritius. The principal activity of the Company is to provide infrastructure project-related consultancy services and SPV for foreign investment.

The Company had no operating revenues during the financial year ended 31st March 2020. The company recorded a net loss of ₹0.18 crore.

#### R.P.P Energy Systems Private Limited, India

R.P.P Energy Systems Private Limited, a wholly-owned subsidiary of your Company, was incorporated mainly to venture into the power segment viz. to procure, sell, supply electricity from various sources, including bio-fuels such as bio-mass, bio-gas, etc., and from coal and thermal energy. The other objectives of the Company are to generate and sell power from all sources, including non-conventional sources, such as solar, wind, etc. The operation of this subsidiary has not yet commenced.





## R.P.P INFRA PROJECTS LIMITED

The Company had no revenues from operations during the year ended 31st March 2020 and had a very insignificant net loss for the year.

### **Sanskar Dealcom Private Limited, India**

Sanskar Dealcom Private Limited, a wholly-owned subsidiary of your Company, is a Company engaged in activities that includes being distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and articles of all kinds, including clearing agents, freight contractors, forwarding agents, licensing agents, general brokers and to carry any kind of commercial business.

The Company had no operational revenues during the year ended 31st March 2020 and had a very insignificant net loss for the year.

### **Greatful Mercantile Private Limited, India**

Greatful Mercantile Private Limited, a wholly-owned subsidiary of your Company, is a Company engaged in activities that include being distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and articles of all kinds, including clearing agents, freight contractors, forwarding agents, licensing agents, general brokers and to carry any kind of commercial business.

The Company had no revenues from operations during the year ended 31st March 2020 and had a very insignificant net loss for the year.

### **Lunkar Finance Private Limited**

Lunkar Finance Private Limited is a step-down subsidiary of your Company. Sanskar Dealcom Private Limited and Greatful Mercantile Private Limited hold the entire paid-up capital of this company and hence is a step-down subsidiary of your Company. It is a non-deposit taking NBFC.

The Company had no operational revenues during the year ended 31st March 2020 and had a very insignificant net loss for the year.

### **RPP-ANNAI (JV) Private Limited**

RPP-Annai (JV) Private Limited has been incorporated on 10th July 2019 to execute a project on joint venture and is in joint venture with Annai Infra Developers Limited. The entire paid-up capital of this company is held in ratio of 51% and 49%, respectively between the company and joint venture partner.

The Company had operational revenues ₹2.34 crore during the year ended 31st March 2020 and had net loss ₹46,000/- for the year.

### **R.P.P Infra Projects Myanmar Ltd**

RPP-RK (JV) Private Limited is an associate of your company and has been incorporated under Myanmar Companies Act, 2017 as a private company Limited by shares. The Company had no operational revenues during the year ended 31st March 2020. The company subsequently changed the name as R.P.P Infra Projects Myanmar Ltd with effect from 21st February 2020.

The Company has kept the financial statements along with the audit reports of all these subsidiaries open for inspection at the registered office of the Company. Further, the Company will provide a copy of the financial statements to any shareholder who asks for it. Further, pursuant to Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries are available on the website of the Company.

As required under the Section 129(3) of Companies Act, 2013 and Regulation 34(2) of SEBI (LODR) Regulation, 2015, consolidated financial statements along with Audit Report thereon of the Auditors forms a part of the financial statements. Further, statements pursuant to Section 129(3) of the Companies Act, 2013, read with rule 5 of Companies (Accounts) Rules, 2014 containing the brief financials of subsidiaries in form AOC-1 is attached with this report as Annexure – 4.

At present, none of the subsidiaries are material subsidiaries. A copy of the policy determining 'material' subsidiaries has been hosted on the website of the Company at the web-link: <http://www.rppi.com/>

## **14. Consolidation of Accounts**

Your Company has prepared Consolidated Financial Statements as per Ind AS prescribed under Section 129, read along with Section 133 and prescribed rules of Companies Act, 2013. The Consolidated Financial Statements reflect the financial position of the Company and Associates. As required by Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'LODR Regulation'), the Audited Consolidated Financial Statements together with the Independent Auditor's Report thereon are annexed and form part of this Annual Report.

## **15. Risk Management Policy**

Risk management is an integral part of the business. The risk management process, inter alia, provides for a review of the risk assessment and mitigation procedures with timely

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reporting to the management and review of the identified risks at periodic intervals to assess the progress of control measures.

The Audit Committee of the Board also oversees and serves as the Risk Management Committee. The Board has also constituted a Risk Management Team. The Committee had formulated a Risk Management policy that outlines the different kinds of risks and risk mitigating measures. Major risks are reviewed for the change in their nature and extent since the last assessment. It also provides control measures for risks and future action plans. Your Board is satisfied that there are adequate systems and procedures in place to identify, assess, monitor and manage risks. The Company believes that the overall risk exposure of present and future risks remains within the risk capacity.

Details about risk and its management are provided appropriately in the report. The Risk Management Team reports to the Audit Committee. The policy and terms of reference have been provided in the Corporate Governance Report forming part of the Directors' Report.

### 16. Directors and Key Managerial Personnel

Your Board, at the beginning of the financial year, had six directors and the same number of directors remains on the Board at the end of the financial year, apart from changes during the year. Details including profile of Directors are provided in the Corporate Governance report which forms a part of the Board report.

Half of the Board of the Company comprises of independent directors (ID) and the Company is complaint of condition of constitution of Board as per Regulation 17(1) of SEBI (LODR) Regulations, 2015. However, owing to resignation of one ID and intervening vacancy in between and delay in filling of vacancy due to appointment of one ID who was disqualified to be appointed as director, for a period of five days the constitution of the Board was not in compliance to the Regulation 17(1) of SEBI (LODR) Regulations, 2015.

Board had appointed Mr. Ramasamy Kalaimonyas ID w.e.f. 3rd September 2019 and he vacated office at the AGM of 2019. However, he was again appointed as ID w.e.f. 14th September 2019 and his appointed has been confirmed by members at the EGM dated 12th June 2020. In opinion of the Board, he carries the expertise and experience, which will help the Company and is a man of integrity and his addition as an independent director will immensely benefit the Board.

In terms of Section 152(6)(d) of the Companies Act, 2013, Mr. P Muralidasan (DIN 01771215) is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has recommended the re-appointment of Mr. P Muralidasan at the ensuing AGM.

Further, appointment and approval of remuneration of Mr. P Arulsundaram (DIN 00125403) as Managing Director, and Mrs. A. Nithya (DIN 00125357) as Whole Time Director and Chief Financial Officer, would also be placed for approval of the members. The same has been duly approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and is being recommended for approval by the Board.

Brief resume of the Director proposed to be re-appointed has been provided in the Notice convening the Annual General Meeting. Specific information about the nature of his expertise in specific functional areas and the names of the companies in which he held Directorship and membership/chairmanship of the Board Committees as per regulation 26(4) of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 have also been provided.

Board of Directors of the Company, at its meeting held on 14th August 2019, had appointed Mr. A. Karthiswaran as Company Secretary and Compliance Officer of the Company w.e.f. 19th August 2019 due to resignation of Mr. K Jayanthar from the post of Company Secretary & Compliance Office w.e.f. 1st June 2019. Mr. A. Karthiswaran, Company Secretary & Compliance Officer of the Company, resigned from the Company on 29th June 2020 and Mr. Pradeep Kumar Nath has been appointed as the Company Secretary & Compliance Officer of the Company with effect from 30th June 2020.

### 17. Significant and Material Orders Passed by the Regulators, Courts Or Tribunals

There are no significant material orders passed by the Regulators/Courts/Tribunals which impact the going concern status of the Company and its future operations.

### 18. Insurance

All insurable interest of the Company, including buildings, furniture and fixtures and other insurable interest are adequately insured.

### 19. Statement in respect of adequacy of Internal



## R.P.P INFRA PROJECTS LIMITED

### Financial Control with Reference to the Financial Statements

#### Internal Controls

A robust system of internal control, commensurate with the size and nature of its business, forms an integral part of the Company's corporate governance policies. Internal Audit has been conducted by qualified external internal auditors. Findings of the internal auditor are reviewed by the management and the report of internal auditor is placed before the Audit Committee and proper follow-up action are ensured wherever required. Statutory Auditors have evaluated the system of internal controls of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business.

#### Internal Financial Controls

As per Section 134(5)(e) of the Companies Act, 2013, the Directors have an overall responsibility for ensuring that the Company has implemented robust systems and frameworks of internal financial controls.

#### These include those policies and procedures that:

- i. Pertain to the maintenance of records which in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles and that the receipts and expenditures are being made only in accordance with authorisations of the management and the Directors of the Company and
- iii. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that can have a material effect on the financial statements.

This provides the Directors reasonable assurance regarding the adequacy and operating effectiveness of controls with regards to reporting, operational and compliance risks to enable them to meet these responsibilities. The Company has devised appropriate systems and frameworks, including proper delegation of authority, policies and procedures, effective IT systems aligned with business requirements, internal audit framework, risk management frameworks and whistle blower mechanism.

The Audit Committee regularly reviews the internal control system to ensure that it remains effective and aligned with

business requirements. Where weaknesses are identified as a result of the reviews, new procedures are put in place to strengthen controls and are in turn reviewed at regular intervals.

The Company has developed a framework for designing and assessing effectiveness of internal controls over financial reporting and has already laid down entity-level policies and process-level standard operating procedures.

The entity-level policies comprise anti-fraud policies (code of conduct including conflict of interest, confidentiality and whistle blower policy) and other policies (organization structure, roles and responsibilities, insider trading policy, related party policy, prevention of sexual harassment policy, risk management policy, policy for materiality of information or events and policy for preservation of documents). The Company has also prepared standard operating Practices for each of its processes of revenue to receive, procure to pay, hire to retire, finance and accounts, fixed assets, treasury, inventory, operations and administrative expenses.

The management assessed the effectiveness of the internal financial controls over financial reporting as of 31st March 2020 and the Board believes that the controls are adequate.

#### 20. Deposits

The Company has not accepted any deposits from members or the public in terms of Section 73 or Section 76 of the Companies Act, 2013.

#### 21. Declaration by Independent Directors

The Independent Directors have submitted the declaration of independence, stating that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

#### 22. Receipt of any Commission by Managing Director/ Whole Time Director from the Company or Receipt of Commission/ Remuneration from Subsidiary

The Managing Director/Whole Time Director are not in receipt of any commission from the Company or any commission/ remuneration from subsidiary.

#### 23. Independent Auditor

The shareholders of the Company, at the Annual General Meeting held on 8th September 2017 has appointed of M/s. Sundaram & Narayanan, Chartered Accountants (ICAI Firm Regn. No. 004204S) as Statutory Auditors of the Company for a period of five years. However, Board of Director of the Company had received their resignation letter 14th February

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2020 specifying that due to resignation of one partner from their audit firm (M/s. Sundaram & Narayanan), who was in charge of audit of R.P.P Infra Projects Limited, they will not be able to continue with the same.

As per section 139(8) of the Companies Act, 2013 the casual vacancy of the Statutory Auditor has to be filled in by Board within 30 days and same is to be approved by the members at the General Meeting within 3 months of appointment. Accordingly, Mr. Duraiswamy S N, Chartered Accountant, bearing the membership No. 026599, Erode, has been appointed as Statutory Auditor of the Company at Board meeting held on 14th March 2020 and the same has been approved by members at the Extra Ordinary General Meeting of the Company held on 12th June 2020. Further, Duraiswamy S N, Chartered Accountant, term was under casual vacancy and hence it is required to reappoint him at the forthcoming Annual General Meeting.

The Company accordingly proposed to reappoint Mr. Duraiswamy S N, Chartered Accountant, as Statutory Auditor for a term of four years. The Company has received consent and certificate under Section 139 and 141 of the Companies Act, 2013 from Mr. Duraiswamy S N, Chartered Accountant.

The Audit Committee had considered the re-appointment Mr. Duraiswamy S N, Chartered Accountant, as statutory auditor and recommended the same to the Board and further for approval of members for the financial years 2020-21 to 2023-24. The disclosure pursuant to Regulation 36 has been provided in the notice to the Annual General Meeting.

### 24. Cost Auditor

As per the requirement of Section 148 of the Companies Act, 2013, the Board of Directors, on the recommendation of Audit Committee, has appointed Mr. R Gopal, Cost Accountant, as Cost Auditor to audit the cost accounts of the Company for the financial year 2019-20 at a remuneration of ₹1,20,000/- (Rupees One Lakh and Twenty Thousand) only plus applicable taxes and reimbursement of out-of pocket-expenses. As required under the Companies Act, 2013, a resolution seeking members' approval for ratification of the remuneration payable to the Cost Auditor forms part of the Notice to the Annual General Meeting.

Cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is maintained by the Company. Cost Auditor has provided his report on the audit of cost records, which has been duly filed with Registrar of Companies. There were no qualifications,

reservations or adverse remarks made by the Cost Auditor in the Audit report of last financial year.

### 25. Secretarial Audit Report

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors has appointed Mr. Gouri Shanker Mishra, Practicing Company Secretary (C.P. No.13581), as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year ended 31st March 2020.

The Secretarial Audit report issued by Mr. Gouri Shanker Mishra, Practicing Company Secretary, in form MR-3 pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, has been enclosed with this report as Annexure – 5.

No qualifications has been made by the secretarial auditor, however, certain observation has been made, which is explained as below:

1. That certain e-forms was delayed and could not be filed within the prescribed period due to some issues, however, Company has taken steps for same and will ensure to comply within the timeline in future.
2. Due to late receipt of the resignation before the Board, same could be only accepted and noted at the subsequent Board meeting. The same has been brought to the notice of the Board.
3. Earlier Statutory Auditors of the Company, M/s Sundaram & Narayanan (FRN 004204S) has made a report to the Central Government dated 11th October 2019 in Form No. ADT – 4 as per Section 143(12) of the Act read with Rule 13(2)(f) of the Companies (Auditor and Auditors) Rules, 2014 reporting suspected fraud of ₹16.77 crore during a period of seven years from 1st April 2009 to 31st March 2016 based on statement made by the Whole Time Directors of the Company before the Income Tax Settlement Commissioner of making of bogus expenses and bogus purchases. The Board has been explained that income tax has treated the same for disallowance due to wrong classification and the expenses were duly incurred but booked under wrong head. Company has represented the same along with detail and legal opinion to Central Government.
4. Based on point number 3, Registrar of Companies, Coimbatore (ROC) has initiated an inquiry under the Section 206(4) of the Act vide their letter dated 18th



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December 2019 to the Company and the Company has provided replies and documents as per the above letter of ROC along with legal opinion.

5. That the Annual Performance Reports for its two overseas subsidiary has been delayed and was filed belatedly.
6. Owing to resignation of one ID intervening vacancy was filled by Company though appointment of other ID within due date. However, on appointment it was noticed that appointed ID has been disqualified under Section 164 of Companies Act, 2013 to act director. Accordingly, Company appointed other ID immediately. However, the gap in appointment exceeded statutory prescribed period by five days and resulted in default of Regulation 17(1) of the SEBI (LODR) Regulation, 2015. The Board has taken note of same.

### 26. Auditors' Report

The Statutory Auditor's Report for both standalone and consolidated financial statements of the Company is provided along with the financial statements.

There are no qualifications or reservation or remarks made by the Statutory Auditors in their Standalone Audit report apart from one mentioning that the mobilisation advance received by the Company from certain departments and the proportionate amount which has to be classified as GST liability has been shown as mobilisation advance liability to the extent of ₹3.80 crore (Refer Note No. 23).

Further, there are no qualifications or reservations or remarks made by the Auditors in their Consolidated Audit report other than that the company has received mobilisation advance from certain departments and the proportionate amount which has to be classified as GST liability has been shown as mobilisation advance liability to the extent of ₹3.80 crore (Refer Note No. 24).

The disclaimer made both in Standalone and Consolidated Financials are self-explanatory. Your Board would like to clarify that the accounts of both overseas subsidiaries in Sri Lanka and Mauritius and branches in Sri Lanka and Bangladesh have been audited and auditor's report does not contain any qualification/reservation. Due to some logistics problem, the same could not be provided to the Statutory Auditors at the time of audit and hence financials have been provided and audit has been done based on information but the auditor's report could not be provided to them at relevant time. Board has taken note of same.

### 27. Audit Committee

The Company has Audit Committee in compliance to Section 177 of Companies Act, 2013 and SEBI (LODR) Regulations, 2013. Details about composition of the Audit Committee, its terms of reference, meetings, etc. have been provided in the Corporate Governance Report.

There were no such incidences where the Board has not accepted the recommendations of the Audit committee during the year.

### 28. Corporate Social Responsibility (CSR)

The Company has Corporate Social Responsibility Committee in compliance to the provisions of the Companies Act, 2013. The Committee has adopted policy for Corporate Social Responsibility. The Committee defines the parameters and observes them for the effective discharge of social responsibility of the Company.

A report on Corporate Social Responsibility, including details as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed with this report as Annexure - 6.

### 29. Nomination & Remuneration Committee

The Company has constituted Nomination and Remuneration Committee in compliance to the Section 177 of Companies Act, 2013 and SEBI (LODR) Regulations, 2013. The Company strongly believes that its human resource has infinite potential and therefore, their development is the key to organizational effectiveness. We commit ourselves to integrate human resources with organizational growth and development for mutual benefit. The Nomination and Remuneration policy has been formulated in compliance to the requirement of Companies Act, 2013 and SEBI (LODR) Regulations, 2013.

The details about composition of the Committee, Nomination and Remuneration Policy and other terms and condition, including its terms of reference, have been provided in the Corporate Governance Report forming part of the Directors' Report.

### 30. Performance Evaluation

Pursuant to provisions of the Companies Act, 2013, and SEBI (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually, including Independent Directors, as well as the evaluation of the working of its Committees, i.e. Audit and Nomination & Remuneration committees.

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A structured format was prepared to rate after taking into consideration inputs received from Directors covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, Board culture and execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of Independent Directors. The performance evaluation of Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

The mechanism for the evaluation of the Board is given in detail in the Corporate Governance report.

### 31. Human Resources

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of its business. It considers people as its biggest asset. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership. Your Company facilitates proper induction and appropriate upgrade for skills.

### 32. Disclosure on Establishment of a Vigil Mechanism

The Board of Directors has adopted a Whistle Blower policy. The policy aims for conducting the affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. Directors and all permanent employees of the Company are covered under the Whistle Blower Policy. A mechanism has been established for Directors/Employees to report concerns about unethical behavior, actual or suspected fraud or violation of code of conduct and ethics. It also provides for adequate safeguards against the victimization of Directors/Employees who avail of the mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases. A copy of the Whistle Blower Policy is also hosted on the website of the Company.

### 33. Secretarial Standard

The Company has complied with the Secretarial Standards, SS-1 and SS-2 issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

### 34. Managerial Remuneration

Disclosures pursuant to Rule 5 of Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014 has been enclosed with this report as Annexure – 7.

### 35. Disclosure as per Listing Regulations

Disclosures pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been provided in Annexure – 8 apart from those which are provided/covered in Corporate Governance.

### 36. Management Discussion and Analysis report

As per Regulation 34(3) and Schedule V of SEBI (LODR) Regulation, 2015, a separate section on Management Discussion and Analysis report forms an internal part of Directors' Report as Annexure – 9.

### 37. Corporate Governance

As per Schedule V of SEBI (LODR) Regulation, 2015, a separate section on corporate governance practices followed by the Company, report on Corporate Governance together with a certificate confirming compliance and CEO/CFO Certificate by the Managing Director and Chief Financial Officer forms an integral part of this Directors' Report as Annexure – 10.

### 38. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has adopted a policy on prevention of sexual harassment of women at workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has also created an Internal Complaints Committee headed by Mrs. A Nithya, Whole-time Director and Chief Financial Officer of the Company who directly reports to the Chairman & Managing Director. During the financial year ended 31st March 2020, the Company has not received any complaints pertaining to sexual harassment. A copy of the policy on sexual harassment is also hosted on the website of the Company.

### 39. Directors' responsibility statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) In the preparation of the annual accounts for the financial year ended 31st March 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2020 and of the profit /loss of the Company for that period;



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- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and
- f) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

### 40. Transfer to Investor Education and Protection Fund

The Company transferred the dividend remaining unclaimed by the members of the company to Investor Education and

Protection Fund. Details pertaining to the transfer have been provided in the notice to Annual General Meeting as well as corporate governance report.

### 41. Acknowledgment

Your Directors take this opportunity to offer their sincere thanks to all stakeholders, including various departments of the central and state governments, government agencies, banks, financial institutions, shareholders, customers and employees who through their continued support and co-operation have helped in your Company's progress.

For and on behalf of the Board of Directors

Place: Erode  
Date: 29h July 2020

**P Arulsundaram**  
*Chairman & Managing Director*  
DIN 00125403

## Annexure – 1

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

## I. REGISTRATION &amp; OTHER DETAILS:

1. CIN	L45201TZ1995PLC006113
2. Registration Date	4th May 1995
3. Name of the Company	R.PP INFRA PROJECTS LIMITED
4. Category/Sub-category of the Company	Construction and Engineering
5. Address of the Registered office & contact details	SF No.454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode, Tamil Nadu – 638002. Phone: 0424 2284077
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Cameo Corporate Services Limited Subramanian Building, No.1 Club House Road, Chennai, Tamil Nadu– 600002. Phone: 044 28460390

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Name and Description of main Products/Services	NIC Code of the Product/Service	% to total turnover of the Company
Engineering and Construction activities	42204, 42205, 42902, 42909	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary / Associate	% of shared	Applicable Section
1.	<b>R.PP Infra Projects (Lanka) Limited,</b> 521, 1/C, Galle Road, Wellawatta, Colombo – 06.	Foreign Company	Subsidiary	100%	2(87)
2.	<b>R.PP Infra Overseas PLC,</b> Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius.	Foreign Company	Subsidiary	100%	2(87)
3.	<b>R.PP Energy Systems Private Limited,</b> SF No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode, Tamil Nadu - 638 002.	U72200TZ2010PTC016441	Subsidiary	100%	2(87)
4.	<b>Sanskar Dealcom Private Limited,</b> No. 42, 3rd Floor, Kodambakkam High Road, Nungambakkam, Chennai – 600034.	U51101TN2010PTC112943	Subsidiary	100%	2(87)





## R.P.P INFRA PROJECTS LIMITED

S. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary / Associate	% of shared	Applicable Section
5.	<b>Greatful Mercantile Private Limited,</b> No. 42, 3rd Floor, Kodambakkam High Road, Nungambakkam, Chennai – 600034.	U51101TN2010PTC113080	Subsidiary	100%	2(87)
6.	<b>Lunkar Finance Private Limited,</b> No. 42, 3rd Floor, Kodambakkam High Road, Nungambakkam, Chennai – 600034.	U65929TN1999PTC041812	Subsidiary (Step-down)	100%	2(87)
7	<b>Rpp-Annai (JV) Private Limited</b> S.F. No. 454, R. N. Playam Puthur Village, Erode, TN 638002	U45209TZ2019PTC032406	Subsidiary	51%	2(87)
8	<b>R.P.P Infra Projects Myanmar Ltd,</b> No 706, A Block, 50th Street Condominium, 7th Floor, Botahtaung Township, Yangon, Myanmar 11161.	Foreign Company	Associate	49%	2(6)

### IV. SHAREHOLDING PATTERN:

(Equity Share Capital Breakup as percentage of Total Equity)

#### A) Category-wise Shareholding:

Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individuals/HUF	11868391	0	11868391	52.5136	12013391	0	12013391	53.1551	1.7697
b) Central Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Banks/FI									
f) Any Other									
<b>Sub - Total (A)(1)</b>	<b>11868391</b>	<b>0</b>	<b>11868391</b>	<b>52.5136</b>	<b>12013391</b>	<b>0</b>	<b>12013391</b>	<b>53.1551</b>	<b>1.7697</b>
<b>(2) Foreign</b>									
a) NRI - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Other - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Any Other									
<b>Sub - Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>11868391</b>	<b>0</b>	<b>11868391</b>	<b>52.5136</b>	<b>12013391</b>	<b>0</b>	<b>12013391</b>	<b>53.1551</b>	<b>1.7697</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/UTI	849406	0	849406	3.7583	753565	0	753565	3.3342	-0.4240
b) Banks/FI	5900	0	5900	0.0261	264	0	264	0.0011	-0.0249
c) Central Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) State Government(s)									
e) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000

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Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
g) Foreign Institutional Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
i) Others (specify)									
Foreign Portfolio Investor (Corporate) Category II	472000	0	472000	2.0884	879338	0	879338	3.8907	1.8023
Foreign Portfolio Investor (Corporate) Category III	7500	0	7500	0.0331	0	0	0	0.0000	-0.0331
<b>Sub - Total (B)(1)</b>	<b>1334806</b>	<b>0</b>	<b>1334806</b>	<b>5.9060</b>	<b>1633167</b>	<b>0</b>	<b>1633167</b>	<b>7.2262</b>	<b>1.3201</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate	4462280	0	4462280	19.744	2868468	0	2868468	12.6920	-8.1803
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹1 lakh	1079622	848	1080470	4.7807	1156995	848	1157843	5.1231	0.3424
ii) Individual Shareholders holding nominal share capital in excess of ₹1 lakh	2150170	0	2150170	9.5137	3322516	0	3322516	14.7010	5.1872
c) Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Any Other									
Clearing Members	39413	0	39413	0.1743	41259	0	41259	0.1825	0.0081
Escrow Account	0	0	0	0.0000	0	0	0	0.0000	-0.0003
Hindu Undivided Families	832690	0	832690	3.6843	815777	0	815777	3.6095	-0.0748
IEPF	1495	0	1495	0.0066	1747	0	1747	0.0077	0.0011
Non Resident Indians	830869	0	830869	3.6763	746416	0	746416	3.3026	-0.3736
Retirement Benefit Scheme	0	0	0	0	0	0	0	0	0
<b>Sub - Total (B)(2)</b>	<b>9396539</b>	<b>848</b>	<b>9397387</b>	<b>41.5764</b>	<b>8953178</b>	<b>848</b>	<b>8954026</b>	<b>39.6186</b>	<b>-3.0899</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>10731345</b>	<b>848</b>	<b>10732193</b>	<b>47.4824</b>	<b>10586345</b>	<b>848</b>	<b>10587193</b>	<b>46.8448</b>	<b>-1.7698</b>
<b>Total (A)+(B)</b>	<b>22599736</b>	<b>848</b>	<b>22600584</b>	<b>100</b>	<b>22599736</b>	<b>848</b>	<b>22600584</b>	<b>100</b>	<b>0.0000</b>
<b>Grand Total (A)+(B)+(C)</b>	<b>22599736</b>	<b>848</b>	<b>22600584</b>	<b>100.0000</b>	<b>22599736</b>	<b>848</b>	<b>22600584</b>	<b>100.0000</b>	<b>0.0000</b>

### B) Shareholding of promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	P. ARULSUNDARAM	6543443	28.9521	27.8242	6543443	28.9521	27.8242	0.0000
2	A. NITHYA	5324898	23.5606	14.0267	5424898	24	7.44	0.44
3	GOWRIAMMAL	50	0.0002	0.0000	50	0.0002	0.0000	0.0000
4	N.A.YAGAVI	0	0	0.0000	25000	0.1106	0.0000	0.0000
5	THARUNYA N A .	0	0	0.0000	20000	0.0884	0.0000	0.0000

### C) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	<b>P. ARULSUNDARAM</b>				
	At the beginning of the year	6543443	28.9521	6543443	28.9521



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Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			No Change during the year	
	At the end of the year	6543443	28.9521	6543443	28.9521
2	<b>A. NITHYA</b>				
	At the beginning of the year	5324898	23.5606	5324898	23.5607
	Purchase 20-Mar-2020	99447	0.44	5424345	24.0007
	Purchase 27-Mar-2020	553	0.0024	5424898	24.0031
	At the end of the year	5424898	24.0031	5424898	24.0031
3	<b>GOWRIAMMAL</b>				
	At the beginning of the year	50	0.0002	50	0.0002
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			No Change during the year	
	At the end of the year	50	0.0002	50	0.0002
4	<b>N.A.YAGAVI</b>				
	At the beginning of the year	0	0	0	0
	Purchase 31-Mar-2020	25000	0.1106	25000	0.1106
	At the end of the year	25000	0.1106	25000	0.1106
5	<b>THARUNYA N A</b>				
	At the beginning of the year	0	0	0	0
	Purchase 20-Mar-2020	20000	0.0884	20000	0.0884
	At the end of the year	20000	0.0884	20000	0.0884

### D) Shareholding Pattern of top ten shareholders

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	<b>ANAND RATHI GLOBAL FINANCE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	570323	2.5234	570323	2.5234
	At the end of the Year 31-Mar-2020	570323	2.5234	570323	2.5234
	HAVING SAME PAN				
1	<b>ANAND RATHI GLOBAL FINANCE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	133353	0.5900	133353	0.5900
	At the end of the Year 31-Mar-2020	133353	0.5900	133353	0.5900
2	<b>GAGANDEEP CREDIT CAPITAL PVT LTD</b>				
	At the beginning of the year 30-Mar-2019	540000	2.3893	540000	2.3893
	Sale 09-Aug-2019	-62000	0.2743	478000	2.1149
	Sale 30-Aug-2019	-77000	0.3406	401000	1.7742

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 13-Sep-2019	-35000	0.1548	366000	1.6194
	Sale 20-Sep-2019	-25000	0.1106	341000	1.5088
	Sale 30-Sep-2019	-15000	0.0663	326000	1.4424
	Sale 04-Oct-2019	-40000	0.1769	286000	1.2654
	Sale 11-Oct-2019	-15000	0.0663	271000	1.1990
	Sale 18-Oct-2019	-5000	0.0221	266000	1.1769
	Sale 15-Nov-2019	-8775	0.0388	257225	1.1381
	Sale 29-Nov-2019	-15000	0.0663	242225	1.0717
	Sale 06-Dec-2019	-20000	0.0884	222225	0.9832
	Sale 10-Jan-2020	-16405	0.0725	205820	0.9106
	Sale 24-Jan-2020	-7091	0.0313	198729	0.8793
	Sale 21-Feb-2020	-198729	0.8793	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
3	<b>SATPAL KHATTAR</b>				
	At the beginning of the year 30-Mar-2019	500000	2.2123	500000	2.2123
	At the end of the Year 31-Mar-2020	500000	2.2123	500000	2.2123
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM INFRASTRUCTURE ADVANTAGE FUND</b>				
	At the beginning of the year 30-Mar-2019	490000	2.1680	490000	2.1680
	Sale 09-Aug-2019	-36990	0.1636	453010	2.0044
	Sale 16-Aug-2019	-10962	0.0485	442048	1.9559
	Sale 23-Aug-2019	-7144	0.0316	434904	1.9243
	Sale 29-Nov-2019	-4904	0.0216	430000	1.9026
	Sale 06-Dec-2019	-2841	0.0125	427159	1.8900
	Sale 13-Dec-2019	-9494	0.0420	417665	1.8480
	Sale 20-Dec-2019	-11987	0.0530	405678	1.7949
	Sale 27-Dec-2019	-5678	0.0251	400000	1.7698
	Sale 03-Jan-2020	-2500	0.0110	397500	1.7588
	At the end of the Year 31-Mar-2020	397500	1.7588	397500	1.7588
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICRO CAP SERIES XIV</b>				
	At the beginning of the year 30-Mar-2019	56005	0.2478	56005	0.2478
	At the end of the Year 31-Mar-2020	56005	0.2478	56005	0.2478
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICRO CAP SERIES - XV</b>				
	At the beginning of the year 30-Mar-2019	52124	0.2306	52124	0.2306
	At the end of the Year 31-Mar-2020	52124	0.2306	52124	0.2306
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM LONG TERM MICRO CAP TAX ADVANTAGE FUND SERIES III</b>				
	At the beginning of the year 30-Mar-2019	39001	0.1725	39001	0.1725
	Sale 29-Nov-2019	-1627	0.0071	37374	0.1653
	Sale 13-Dec-2019	-987	0.0043	36387	0.1610
	Sale 06-Mar-2020	-727	0.0032	35660	0.1577



R.P.P INFRA PROJECTS LIMITED

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the end of the Year 31-Mar-2020	35660	0.1577	35660	0.1577
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICROCAP SERIES VIII</b>				
	At the beginning of the year 30-Mar-2019	35943	0.1590	35943	0.1590
	At the end of the Year 31-Mar-2020	35943	0.1590	35943	0.1590
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICRO CAP SERIES XI</b>				
	At the beginning of the year 30-Mar-2019	30589	0.1353	30589	0.1353
	At the end of the Year 31-Mar-2020	30589	0.1353	30589	0.1353
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICRO CAP - SERIES - XVII</b>				
	At the beginning of the year 30-Mar-2019	27261	0.1206	27261	0.1206
	At the end of the Year 31-Mar-2020	27261	0.1206	27261	0.1206
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM LONG TERM MICRO CAP TAX ADVANTAGE FUND SERIES IV</b>				
	At the beginning of the year 30-Mar-2019	23034	0.1019	23034	0.1019
	At the end of the Year 31-Mar-2020	23034	0.1019	23034	0.1019
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICRO CAP SERIES XII</b>				
	At the beginning of the year 30-Mar-2019	22460	0.0993	22460	0.0993
	At the end of the Year 31-Mar-2020	22460	0.0993	22460	0.0993
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICROCAP SERIES IX</b>				
	At the beginning of the year 30-Mar-2019	21300	0.0942	21300	0.0942
	At the end of the Year 31-Mar-2020	21300	0.0942	21300	0.0942
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM LONG TERM MICRO CAP TAX ADVANTAGE FUND - SERIES V</b>				
	At the beginning of the year 30-Mar-2019	19930	0.0881	19930	0.0881
	At the end of the Year 31-Mar-2020	19930	0.0881	19930	0.0881
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM LONG TERM MICRO CAP TAX ADVANTAGE FUND - SERIES - VI</b>				
	At the beginning of the year 30-Mar-2019	17996	0.0796	17996	0.0796
	At the end of the Year 31-Mar-2020	17996	0.0796	17996	0.0796
	HAVING SAME PAN				
4	<b>SUNDARAM MUTUAL FUND A/C SUNDARAM SELECT MICROCAP SERIES X</b>				
	At the beginning of the year 30-Mar-2019	13763	0.0608	13763	0.0608
	At the end of the Year 31-Mar-2020	13763	0.0608	13763	0.0608
5	<b>BHAVESH R THAKKAR HUF</b>				
	At the beginning of the year 30-Mar-2019	424990	1.8804	424990	1.8804
	At the end of the Year 31-Mar-2020	424990	1.8804	424990	1.8804
	HAVING SAME PAN				

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Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
5	<b>BHAVESH R THAKKAR HUF</b>				
	At the beginning of the year 30-Mar-2019	175381	0.7760	175381	0.7760
	Sale 06-Sep-2019	-20000	0.0884	155381	0.6875
	Sale 13-Sep-2019	-4000	0.0176	151381	0.6698
	At the end of the Year 31-Mar-2020	151381	0.6698	151381	0.6698
6	<b>PRABHUDAS LILLADHER PRIVATE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	402336	1.7802	402336	1.7802
	Sale 05-Apr-2019	-290	0.0012	402046	1.7789
	Purchase 12-Apr-2019	100	0.0004	402146	1.7793
	Sale 19-Apr-2019	-100	0.0004	402046	1.7789
	Purchase 07-Jun-2019	38	0.0001	402084	1.7790
	Sale 14-Jun-2019	-35735	0.1581	366349	1.6209
	Purchase 21-Jun-2019	81190	0.3592	447539	1.9802
	Purchase 28-Jun-2019	7852	0.0347	455391	2.0149
	Sale 05-Jul-2019	-7525	0.0332	447866	1.9816
	Sale 12-Jul-2019	-300	0.0013	447566	1.9803
	Sale 19-Jul-2019	-150	0.0006	447416	1.9796
	Sale 02-Aug-2019	-229352	1.0148	218064	0.9648
	Sale 23-Aug-2019	-182320	0.8067	35744	0.1581
	Sale 04-Oct-2019	-25648	0.1134	10096	0.0446
	Sale 18-Oct-2019	-10096	0.0446	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
6	<b>PRABHUDAS LILLADHER PVT LTD - CLIENT ACCOUNT</b>				
	At the beginning of the year 30-Mar-2019	110000	0.4867	110000	0.4867
	Sale 23-Aug-2019	-100000	0.4424	10000	0.0442
	Sale 30-Aug-2019	-10000	0.0442	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
6	<b>PRABHUDAS LILLADHER PVT. LTD.</b>				
	At the beginning of the year 30-Mar-2019	81090	0.3587	81090	0.3587
	Purchase 14-Jun-2019	40195	0.1778	121285	0.5366
	Sale 21-Jun-2019	-82446	0.3647	38839	0.1718
	Purchase 28-Jun-2019	100	0.0004	38939	0.1722
	Purchase 05-Jul-2019	10	0.0000	38949	0.1723
	Purchase 12-Jul-2019	107	0.0004	39056	0.1728
	Sale 19-Jul-2019	-217	0.0009	38839	0.1718
	Purchase 26-Jul-2019	22	0.0000	38861	0.1719
	Sale 02-Aug-2019	-22	0.0000	38839	0.1718
	Purchase 09-Aug-2019	500	0.0022	39339	0.1740
	Sale 16-Aug-2019	-89	0.0003	39250	0.1736
	Purchase 23-Aug-2019	283013	1.2522	322263	1.4259
	Purchase 30-Aug-2019	96086	0.4251	418349	1.8510
	Sale 06-Sep-2019	-1000	0.0044	417349	1.8466



R.P.P INFRA PROJECTS LIMITED

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 04-Oct-2019	-1364	0.0060	415985	1.8405
	Sale 11-Oct-2019	-2082	0.0092	413903	1.8313
	Sale 18-Oct-2019	-413903	1.8313	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
6	<b>PRABHUDAS LILLADHER PVT LTD- CLIENT ACCOUNT</b>				
	At the beginning of the year 30-Mar-2019	48058	0.2126	48058	0.2126
	Sale 30-Aug-2019	-47428	0.2098	630	0.0027
	Sale 30-Sep-2019	-630	0.0027	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
6	<b>PRABHUDAS LILLADHER PVT LTD - CLIENT ACCOUNT</b>				
	At the beginning of the year 30-Mar-2019	38762	0.1715	38762	0.1715
	Sale 30-Aug-2019	-38762	0.1715	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
6	<b>PRABHUDAS LILLADHER PRIVATE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	69	0.0003	69	0.0003
	Sale 14-Jun-2019	-69	0.0003	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
6	<b>PRABHUDAS LILLADHER PRIVATE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000
	Purchase 18-Oct-2019	425053	1.8807	425053	1.8807
	Purchase 03-Jan-2020	300	0.0013	425353	1.8820
	Sale 10-Jan-2020	-300	0.0013	425053	1.8807
	Purchase 17-Jan-2020	18	0.0000	425071	1.8807
	Sale 14-Feb-2020	-12	0.0000	425059	1.8807
	Purchase 21-Feb-2020	300	0.0013	425359	1.8820
	Sale 28-Feb-2020	-413693	1.8304	11666	0.0516
	Sale 06-Mar-2020	-500	0.0022	11166	0.0494
	At the end of the Year 31-Mar-2020	11166	0.0494	11166	0.0494
	HAVING SAME PAN				
6	<b>PRABHUDAS LILLADHER PRIVATE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000
	Purchase 30-Sep-2019	630	0.0027	630	0.0027
	At the end of the Year 31-Mar-2020	630	0.0027	630	0.0027
7	<b>PRABHUDAS LILLADHER FINANCIAL SERVICES PVT. LTD.</b>				
	At the beginning of the year 30-Mar-2019	378629	1.6753	378629	1.6753
	Sale 26-Jul-2019	-246470	1.0905	132159	0.5847
	Sale 09-Aug-2019	-132159	0.5847	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
8	<b>VENTURA SECURITIES LIMITED-COLLATERAL ACCOUNT</b>				
	At the beginning of the year 30-Mar-2019	257938	1.1412	257938	1.1412

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Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 03-May-2019	26916	0.1190	284854	1.2603
	Sale 30-Aug-2019	-5000	0.0221	279854	1.2382
	Sale 30-Sep-2019	-279854	1.2382	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
8	<b>VENTURA SECURITIES LIMITED-CLIENT ACCOUNT</b>				
	At the beginning of the year 30-Mar-2019	221	0.0009	221	0.0009
	Sale 05-Apr-2019	-221	0.0009	0	0.0000
	Purchase 19-Apr-2019	25	0.0001	25	0.0001
	Purchase 26-Apr-2019	20	0.0000	45	0.0001
	Purchase 03-May-2019	121	0.0005	166	0.0007
	Sale 10-May-2019	-166	0.0007	0	0.0000
	Purchase 17-May-2019	794	0.0035	794	0.0035
	Purchase 24-May-2019	198	0.0008	992	0.0043
	Sale 31-May-2019	-164	0.0007	828	0.0036
	Purchase 07-Jun-2019	968	0.0042	1796	0.0079
	Sale 14-Jun-2019	-1362	0.0060	434	0.0019
	Purchase 21-Jun-2019	40	0.0001	474	0.0020
	Sale 28-Jun-2019	-276	0.0012	198	0.0008
	Purchase 12-Jul-2019	2	0.0000	200	0.0008
	Sale 19-Jul-2019	-198	0.0008	2	0.0000
	Sale 26-Jul-2019	-2	0.0000	0	0.0000
	Purchase 09-Aug-2019	350	0.0015	350	0.0015
	Purchase 16-Aug-2019	30	0.0001	380	0.0016
	Purchase 23-Aug-2019	564	0.0024	944	0.0041
	Sale 30-Aug-2019	-934	0.0041	10	0.0000
	Sale 30-Sep-2019	-10	0.0000	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
9	<b>JAINAM SHARE CONSULTANTS PVT. LTD</b>				
	At the beginning of the year 30-Mar-2019	240450	1.0639	240450	1.0639
	Sale 12-Apr-2019	-116650	0.5161	123800	0.5477
	Sale 19-Apr-2019	-40000	0.1769	83800	0.3707
	Sale 03-May-2019	-83500	0.3694	300	0.0013
	Sale 05-Jul-2019	-300	0.0013	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
9	<b>JAINAM SHARE CONSULTANTS PVT. LTD</b>				
	At the beginning of the year 30-Mar-2019	86348	0.3820	86348	0.3820
	Purchase 05-Apr-2019	10	0.0000	86358	0.3821
	Purchase 12-Apr-2019	116640	0.5160	202998	0.8981
	Purchase 19-Apr-2019	40100	0.1774	243098	1.0756
	Sale 03-May-2019	-243098	1.0756	0	0.0000
	Purchase 17-May-2019	500	0.0022	500	0.0022
	Sale 24-May-2019	-500	0.0022	0	0.0000





**R.P.P INFRA PROJECTS LIMITED**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 14-Jun-2019	16	0.0000	16	0.0000
	Sale 21-Jun-2019	-16	0.0000	0	0.0000
	Purchase 28-Jun-2019	200	0.0008	200	0.0008
	Purchase 05-Jul-2019	100	0.0004	300	0.0013
	Purchase 12-Jul-2019	100	0.0004	400	0.0017
	Sale 19-Jul-2019	-50	0.0002	350	0.0015
	Purchase 26-Jul-2019	30	0.0001	380	0.0016
	Sale 02-Aug-2019	-80	0.0003	300	0.0013
	Purchase 09-Aug-2019	150	0.0006	450	0.0019
	Purchase 16-Aug-2019	804	0.0035	1254	0.0055
	Sale 23-Aug-2019	-754	0.0033	500	0.0022
	Sale 30-Aug-2019	-200	0.0008	300	0.0013
	Purchase 06-Sep-2019	40592	0.1796	40892	0.1809
	Sale 13-Sep-2019	-100	0.0004	40792	0.1804
	Sale 27-Sep-2019	-40792	0.1804	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
9	<b>JAINAM SHARE CONSULTANTS PVT LTD</b>				
	At the beginning of the year 30-Mar-2019	150	0.0006	150	0.0006
	Sale 05-Apr-2019	-150	0.0006	0	0.0000
	Purchase 07-Jun-2019	200	0.0008	200	0.0008
	Sale 14-Jun-2019	-200	0.0008	0	0.0000
	Purchase 16-Aug-2019	30	0.0001	30	0.0001
	Sale 23-Aug-2019	-30	0.0001	0	0.0000
	Purchase 29-Nov-2019	200	0.0008	200	0.0008
	Sale 06-Dec-2019	-200	0.0008	0	0.0000
	Purchase 06-Mar-2020	600	0.0026	600	0.0026
	Sale 13-Mar-2020	-600	0.0026	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
9	<b>JAINAM SHARE CONSULTANTS PVT LTD</b>				
	At the beginning of the year 30-Mar-2019	5	0.0000	5	0.0000
	Sale 05-Apr-2019	-5	0.0000	0	0.0000
	Purchase 26-Apr-2019	100	0.0004	100	0.0004
	Sale 03-May-2019	-100	0.0004	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
10	<b>SREE SARAVANA ENGINEERING BHAVANI PRIVATE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	222910	0.9863	222910	0.9863
	At the end of the Year 31-Mar-2020	222910	0.9863	222910	0.9863
	NEW TOP 10 AS ON (31-Mar-2020)				
11	<b>INDIA OPPORTUNITIES GROWTH FUND LTD - PINEWOOD STRATEGY</b>				
	At the beginning of the year 30-Mar-2019	200000	0.8849	200000	0.8849
	Purchase 05-Apr-2019	100000	0.4424	300000	1.3273

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Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 10-May-2019	139000	0.6150	439000	1.9424
	At the end of the Year 31-Mar-2020	439000	1.9424	439000	1.9424
12	<b>EL DORADO BIOTECH PRIVATE LIMITED</b>				
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000
	Purchase 28-Feb-2020	413893	1.8313	413893	1.8313
	At the end of the Year 31-Mar-2020	413893	1.8313	413893	1.8313
	HAVING SAME PAN				
12	<b>EL DORADO BIOTECH PVT.LTD .</b>				
	At the beginning of the year 30-Mar-2019	79	0.0003	79	0.0003
	Sale 05-Apr-2019	-79	0.0003	0	0.0000
	Purchase 23-Aug-2019	12473	0.0551	12473	0.0551
	Sale 20-Sep-2019	-1000	0.0044	11473	0.0507
	Sale 27-Sep-2019	-6473	0.0286	5000	0.0221
	Sale 08-Nov-2019	-16	0.0000	4984	0.0220
	Sale 22-Nov-2019	-4046	0.0179	938	0.0041
	Sale 29-Nov-2019	-938	0.0041	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
13	<b>MANJU ARVIND KUMAR KOTHARI</b>				
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000
	Purchase 14-Jun-2019	10419	0.0461	10419	0.0461
	Sale 21-Jun-2019	-3317	0.0146	7102	0.0314
	Purchase 28-Jun-2019	39802	0.1761	46904	0.2075
	Purchase 05-Jul-2019	14143	0.0625	61047	0.2701
	Purchase 12-Jul-2019	9202	0.0407	70249	0.3108
	Purchase 19-Jul-2019	22985	0.1017	93234	0.4125
	Purchase 26-Jul-2019	11471	0.0507	104705	0.4632
	Purchase 02-Aug-2019	10737	0.0475	115442	0.5107
	Purchase 09-Aug-2019	76094	0.3366	191536	0.8474
	Purchase 16-Aug-2019	8177	0.0361	199713	0.8836
	Purchase 23-Aug-2019	8855	0.0391	208568	0.9228
	Purchase 30-Aug-2019	26712	0.1181	235280	1.0410
	Purchase 06-Sep-2019	18480	0.0817	253760	1.1228
	Purchase 13-Sep-2019	23364	0.1033	277124	1.2261
	Purchase 20-Sep-2019	23365	0.1033	300489	1.3295
	Purchase 27-Sep-2019	34155	0.1511	334644	1.4806
	Purchase 30-Sep-2019	400	0.0017	335044	1.4824
	Sale 04-Oct-2019	-26	0.0001	335018	1.4823
	Purchase 11-Oct-2019	17038	0.0753	352056	1.5577
	Sale 22-Nov-2019	-634	0.0028	351422	1.5549
	Sale 13-Dec-2019	-22	0.0000	351400	1.5548
	Purchase 27-Dec-2019	8200	0.0362	359600	1.5911
	Sale 17-Jan-2020	-800	0.0035	358800	1.5875
	Sale 24-Jan-2020	-200	0.0008	358600	1.5866
	Sale 07-Feb-2020	-3939	0.0174	354661	1.5692



**R.P.P INFRA PROJECTS LIMITED**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 14-Feb-2020	20000	0.0884	374661	1.6577
	Sale 13-Mar-2020	-22409	0.0991	352252	1.5585
	Sale 27-Mar-2020	-3568	0.0157	348684	1.5428
	At the end of the Year 31-Mar-2020	348684	1.5428	348684	1.5428
14	<b>AIDOS INDIA FUND LTD</b>				
	At the beginning of the year 30-Mar-2019	7500	0.0331	7500	0.0331
	Purchase 27-Dec-2019	54000	0.2389	61500	0.2721
	Purchase 10-Jan-2020	83838	0.3709	145338	0.6430
	Purchase 28-Feb-2020	100000	0.4424	245338	1.0855
	Purchase 27-Mar-2020	60000	0.2654	305338	1.3510
	At the end of the Year 31-Mar-2020	305338	1.3510	305338	1.3510
15	<b>GLOBE CAPITAL MARKET LIMITED</b>				
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000
	Purchase 12-Jul-2019	55150	0.2440	55150	0.2440
	Purchase 19-Jul-2019	114500	0.5066	169650	0.7506
	Purchase 26-Jul-2019	13150	0.0581	182800	0.8088
	Purchase 02-Aug-2019	50500	0.2234	233300	1.0322
	Purchase 04-Oct-2019	6000	0.0265	239300	1.0588
	Sale 24-Jan-2020	-50	0.0002	239250	1.0586
	At the end of the Year 31-Mar-2020	239250	1.0586	239250	1.0586
	HAVING SAME PAN				
15	<b>GLOBE CAPITAL MARKET LIMITED</b>				
	At the beginning of the year 30-Mar-2019	900	0.0039	900	0.0039
	Purchase 05-Apr-2019	150	0.0006	1050	0.0046
	Sale 12-Apr-2019	-900	0.0039	150	0.0006
	Purchase 24-May-2019	450	0.0019	600	0.0026
	Purchase 31-May-2019	550	0.0024	1150	0.0050
	Purchase 14-Jun-2019	12000	0.0530	13150	0.0581
	Sale 26-Jul-2019	-13150	0.0581	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
	HAVING SAME PAN				
15	<b>GLOBE CAPITAL MARKET LTD</b>				
	At the beginning of the year 30-Mar-2019	75	0.0003	75	0.0003
	Purchase 14-Jun-2019	900	0.0039	975	0.0043
	Purchase 21-Jun-2019	775	0.0034	1750	0.0077
	Sale 28-Jun-2019	-722	0.0031	1028	0.0045
	Purchase 05-Jul-2019	250	0.0011	1278	0.0056
	Purchase 12-Jul-2019	200	0.0008	1478	0.0065
	Sale 19-Jul-2019	-200	0.0008	1278	0.0056
	Purchase 26-Jul-2019	16563	0.0732	17841	0.0789
	Sale 02-Aug-2019	-147	0.0006	17694	0.0782
	Purchase 09-Aug-2019	7532	0.0333	25226	0.1116
	Sale 23-Aug-2019	-177	0.0007	25049	0.1108
	Sale 30-Aug-2019	-30	0.0001	25019	0.1107

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 06-Sep-2019	-215	0.0009	24804	0.1097
	Sale 27-Sep-2019	-24479	0.1083	325	0.0014
	Sale 30-Sep-2019	-250	0.0011	75	0.0003
	Sale 11-Oct-2019	-75	0.0003	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000

**E) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
<b>1</b>	<b>Mr. P ARULSUNDARAM, Chairman &amp; Managing Director</b>				
	At the beginning of the year	6543443	28.9521	6543443	28.9521
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change during the year			
	At the end of the year	6543443	28.9521	6543443	28.9521
<b>2</b>	<b>Mrs. A NITHYA, Whole-time Director &amp; CFO</b>				
	At the beginning of the year	5324898	23.5606	5324898	23.5607
	Purchase 20-Mar-2020	99447	0.44	5424345	24.0007
	Purchase 27-Mar-2020	553	0.0024	5424898	24.0031
	At the end of the year	5424898	24.0031	5424898	24.0031
<b>3</b>	<b>Mr. P MURALIDASAN, Non Executive Director</b>				
	At the beginning of the year	156	0	156	0
	At the end of the year	156	0	156	0
<b>4</b>	<b>Mr. K RANGASAMY, Independent Director</b>				
	At the beginning of the year	0	0	0	0
	At the end of the year	0	0	0	0
<b>5</b>	<b>Mr. P R SUNDARARAJAN, Independent Director</b>				
	At the beginning of the year	0	0	0	0
	At the end of the year	0	0	0	0
<b>6</b>	<b>Mr R.Kalaimony, Independent Director</b>				
	At the beginning of the year	0	0	0	0
	At the end of the year	0	0	0	0
<b>7</b>	<b>Mr. A.Kartheeswaran , Company Secretary</b>				
	At the beginning of the year	0	0	0	0
	At the end of the year	0	0	0	0



## R.P.P INFRA PROJECTS LIMITED

### V. INDEBTEDNESS

(Indebtedness of the Company including interest outstanding/accrued but not due for payment)

(₹ crore)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	91.20	46.80	-	138.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>91.20</b>	<b>46.80</b>	<b>-</b>	<b>138.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-18.12	-12.41	-	-30.53
<b>Net Change</b>	<b>-18.12</b>	<b>-12.41</b>	<b>-</b>	<b>-30.53</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	73.08	34.39	-	107.47
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>73.08</b>	<b>34.39</b>	<b>-</b>	<b>107.47</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager.

(₹ lakh)

S.No.	Particulars of Remuneration	Managing Director Mr. P Arulsundaram	Whole Time Director and Chief Financial Officer Mrs. A Nithya	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63.00	27.00	90.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.86	5.14	7.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>64.86</b>	<b>32.14</b>	<b>97.00</b>
	Overall Ceiling as per the Act			357.60

**B. Remuneration to other directors:**

(₹ lakh)

S.No.	Particulars of Remuneration	Name of Directors			Total Amount
		K Rangasamy	P R Sundarajan	R Kalaimony	
1	Independent Directors				
	Fee for attending board /committee meetings	0.50	0.50	0.00	1.00
	Commission	-	-		-
	Others, please specify	-	-		-
	<b>Total (1)</b>	<b>0.50</b>	<b>0.50</b>	<b>0.00</b>	<b>1.00</b>
2	Other Non-Executive Directors	P Muralidasan			
	Fee for attending board /committee meetings	0.50			0.50
	Commission	-			-
	Others, please specify	-			-
	<b>Total (2)</b>	<b>0.50</b>			<b>0.50</b>
<b>Total (B)=(1+2)</b>					<b>1.50</b>
<b>Total Managerial Remuneration</b>					<b>97.00</b>
<b>Overall Ceiling as per the Act</b>					<b>357.60</b>

**C. Remuneration to other Directors, Key Managerial Personnel Other than MD/Manager/WTD**

(₹ lakh)

S.No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary		
		Mr. K Jayanthar	Mr. A. Karthiswaran	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.68	3.79	4.47
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>0.68</b>	<b>3.79</b>	<b>4.47</b>



R.P.P INFRA PROJECTS LIMITED

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			NIL		
Compounding					

## Annexure – 2

### FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013, including certain arms length transaction under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at arm's length basis.

All transactions entered into with related parties as provided under the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulation, 2015, during the financial year 2019-20 were in the ordinary course of business and on arms length basis.

#### 2. Details of contracts or arrangements or transactions at Arm's length basis:

All transactions entered into with related parties as provided under the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulation, 2015, during the financial year 2019-20 were in the ordinary course of business and on arms length basis and has been duly approved as mentioned in these provisions. There were no materially significant transactions with related parties during the financial year which were in conflict with the interests of the Company.

Suitable disclosure as required by the Accounting Standards (AS18) has been made in the Note No. 43 to Notes to the financial statements related to the related party transection. The same may be treated as part of the report.

The Board has approved a policy for related party transactions which was hosted on the website of the Company.

Details of major related party transections are as under:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	





## Annexure – 3

The Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014:

### A. Conservation Of Energy:

The steps taken for conservation of energy:	The Company is engaged in construction and infrastructure activities and efforts are taken to conserve energy wherever possible by economizing on the use of power and fuel at the various sites. The Company has neither taken any specific steps for utilizing alternate source of energy, nor has made any capital investment on energy conservation equipments.
The steps taken for utilizing alternate sources of energy:	
The capital investment on energy conservation equipments:	

### B. Technology Absorption:

Efforts made, benefits derived, expenditure, import and areas where absorption not taken place: The Company has not absorbed any particular technology from any external sources. However the Company consciously adopts latest technology available in the Industry to assure better quality of work and reduction in cost.

### C. Foreign Exchange Earnings and Outgo

Details of foreign exchange earnings and outgo during the financial year 2019-20 are as follows:

		(₹ in crore)
<b>For the financial year</b>		<b>2019-20</b>
Foreign exchange earnings		3.23
Foreign exchange outgo		4.29

## Annexure – 4

## FORM NO. AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

## Part "A": Subsidiaries

(₹ crore)

Sl No	Name of the Subsidiary	R.P.P Infra Projects (Lanka) Limited	R.P.P Infra Overseas PLC	R.P.P Energy Systems Private Limited	Sanskar Dealcom Private Limited	Grateful Mercantile Private Limited	Lunkar Finance Private Limited	RPP Annai (JV) Private Limited
1	Reporting period for the subsidiary concerned	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	LKR INR/LKR – 0.40	US \$ INR/USD – 75.33	INR -	INR -	INR -	INR -	INR -
3	Share Capital	0.05	0.02	0.05	0.03	0.03	0.42	0.01
4	Reserves & surplus	1.05	15.00	(0.13)	0.14	0.15	15.91	0.00
5	Total assets	7.81	23.91	0.75	0.18	0.19	16.36	2.63
6	Total Liabilities	7.81	23.91	0.75	0.18	0.19	16.36	2.63
7	Investments	-	-	-	0.18	0.18	-	-
8	Turnover	-	0.00	-	-	-	-	24.32
9	Profit before taxation	(0.93)	(0.18)	(0.00)	(0.01)	(0.00)	(0.01)	(0.00)
10	Provision for taxation	-	-	-	-	-	-	-
11	Profit after taxation	(0.93)	(0.18)	(0.00)	(0.01)	(0.00)	(0.01)	(0.00)
12	Proposed Dividend	-	-	-	-	-	-	-
13	% of shareholding	100%	100%	100%	100%	100%	100%	51%

## Notes:

- Names of subsidiaries which are yet to commence operations: None of subsidiaries are yet to commence operations as all were operating company earlier.
- Names of subsidiaries which have been liquidated or sold during the year: Company has neither liquidated nor sold any subsidiaries during the year.



**R.P.P INFRA PROJECTS LIMITED**

**Part "B": Associates and Joint Ventures**

Sl No	Name of the Company	R.P.P Infra Projects Myanmar Ltd
1	Latest audited Balance Sheet Date	Nil
2	Shares of Associate/Joint Ventures held by the company on the year end	Nil
	(i) Number	Nil
	(ii) Amount of Investment in Associates/ Joint Venture	Nil
	(iii) Extent of Holding %	Nil
3	Description of how there is significant influence	Nil
4	Reason why the associate/joint venture is not consolidated	Nil
5	Networth attributable to Shareholding as per latest audited Balance Sheet	Nil
6	Profit / Loss for the year	Nil
	(i) Considered in Consolidation	Nil
	(ii) Not Considered in Consolidation	Nil

**Notes:**

- Names of associates or joint ventures which are yet to commence operations: The associate R.P.P Infra Projects Myanmar Ltd yet to commence of business.
- Names of associates or joint ventures which have been liquidated or sold during the year: Company has neither liquidated nor sold any of associates or joint ventures during the year.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

Date : 30.06.2020  
Place :Erode

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

## Annexure – 5

## SECRETARIAL AUDIT REPORT

## For the Financial Year Ended 31st March 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members

**RPP Infra Projects Limited**

SF No. 454, Raghupathynaiken Palayam,  
Railway Colony Post, Poondurai Road,  
Erode - 638002, Tamil Nadu

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RPP Infra Projects Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The list of major heads/ group of Acts, Law and Regulations as applicable to the Company as per management



## R.P.P INFRA PROJECTS LIMITED

declaration and representation, is mentioned below. In relation to these laws we have relied on the representation made by the Company and its Officers for system and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company.

1. Labour Laws as follows:
  - i. The Employees Provident Funds And Miscellaneous Provision's Act, 1952.
  - ii. Employees' State Insurance Act, 1948.
  - iii. Minimum Wages Act, 1946.
  - iv. Contract Labour (Regular and Abolition) Act, 1970.
  - v. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.
  - vi. Maternity Benefit Act, 1960.
  - vii. Industrial Disputes Act, 1961.
  - viii. Payment of Bonus Act, 1965.
  - ix. Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988.
  - x. Child Labour (Prohibition & Regulation) Act, 1986.
  - xi. Equal Remuneration Act, 1976.
  - xii. Payment of Gratuity Act, 1979.
  - xiii. Industrial Employment (Standing Orders) Act, 1946.
2. Housing Board Act, 1965.
3. Transfer of Property Act, 1882.
4. Building and Other Construction Worker's (Regulation of Employment and Conditions of Services) Act, 1996.
5. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. That certain e-forms required to be filed by the Company has not been filed within the prescribed period under the Act;

2. Resignation of one of the director has been noted and accepted at the immediately next Board Meeting held subsequent to the date of resignation and filed with Registrar of Companies with effective date of the Board Meeting in departure with the provision of Section 168 of the Act;
3. That the Statutory Auditors of the Company, M/s Sundaram & Narayanan (FRN 004204S) has made a report to the Central Government dated 11th October 2019 in Form No. ADT – 4 as per Section 143(12) of the Act read with Rule 13(2)(f) of the Companies (Auditor and Auditors) Rules, 2014 reporting suspected fraud of ₹16.77 Crores during a period of seven years from 1st April 2009 to 31st March 2016 based on statement made by the Whole Time Directors of the Company before the Income Tax Settlement Commissioner of making of bogus expenses and bogus purchases;
4. That the Registrar of Companies, Coimbatore (ROC) has initiated an inquiry under the Section 206(4) of the Act vide their letter dated 18th December 2019 to Company, pursuant to the receipt of the ADT-4 submitted by then Statutory Auditors of the Company, M/s Sundaram & Narayanan (FRN 004204S) and Company has provided the replies and documents as per the above letter of ROC;
5. That the Company has not filed the Annual Performance Reports for its two overseas subsidiary within the prescribed period as required to be done in relation to the Overseas Direct Investment as per Foreign Exchange Management Act, 1999 and the rules and regulations there under;
6. That the composition of the Board of Directors of the Company was not in conformity to the Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulation) for a period of five days from 29th August 2019 to 2nd September 2019 (both day inclusive) as filling of the intermittent vacancy as per Regulation 25(6) of LODR Regulation was delayed beyond the prescribed period by five days due to appointment of one of independent director who was disqualified to act as director under Section 164 of Act.

### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during

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the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes, however, we have been represented that dissent, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

- (a) The Company has altered Memorandum of Association by including one new object at para 6 in its 'Main Object' under Clause III(A) to Memorandum of Association;

- (b) The Company has altered Memorandum of Association and has re-organized 'Object Incidental or Ancillary to the attainment of Main Objects' under Clause III(B) by merging earlier 'Other Objects' in Clause III(C) to Memorandum of Association to bring the same in conformity with Table A of the Schedule I to the Act;
- (c) That the Company has substituted its earlier Articles of Association with new set of Articles of Association in conformity with the provisions of the Act.

For **BGS MISHRA & Associates,**

*Company Secretaries LLP*  
Gouri Shanker Mishra  
Designated Partner  
C P No. 13581  
UDIN: F006906B000517416

Place: Chennai  
Date: 29th July 2020

Note: This report is to be read with our letter of even date which is annexed as an Annexure and forms an integral part of this report.



**R.P.P INFRA PROJECTS LIMITED**

## **Annexure**

To,  
The Members  
**RPP Infra Projects Limited**  
SF No. 454, Raghupathynaiken Palayam,  
Railway Colony Post, Poondurai Road,  
Erode - 638002, Tamil Nadu

Our Secretarial Audit Report of even date is to be read along with this letter.

Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Due to spread of the COVID-19 pandemic, we have verified the documents electronically and wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **BGS MISHRA & Associates,**

*Company Secretaries LLP*

**Gouri Shanker Mishra**

Designated Partner

C P No. 13581

Place: Chennai

Date: 29th July 2020

## Annexure – 6

### Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

#### 1. (a) A brief outline of the company's CSR policy:

The Company, as per its CSR Policy, has decided to engage in following CSR activities:

- Promoting education.
- Reducing child mortality and improving maternal health.
- Encouraging women entrepreneurs and conducting various counselling programs.
- Eradicating hunger, poverty and malnutrition.
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the central government for socio-economic development.

#### (b) Overview of projects or programs proposed to be undertaken

The company has/proposes to undertake the projects in accordance with the CSR policy, as laid down and approved by the Committee and by the Board as earlier mentioned.

#### (c) Reference to the web-link to the CSR policy and projects or programs:

The CSR policy of the Company is available on the Company's website and web-link is: <http://www.rppiil.com/>

#### 2. Composition of the CSR committee:

S. No.	Name	Designation
1	Mr. P R Sundararajan	Independent Director/Chairman
2	Mrs. A Nithya	Executive Director/Member
3	Mr. P Muralidasan	Non-Executive Director/Member

#### 3. Average net profit of the Company for last three financial years:

(₹lakhs)

Net profit	For the financial year ended 31st March		
	2019	2018	2017
	4,105	1,352	2,386
Average net profit for the preceding three financial years	2,614		

#### 4. Prescribed CSR expenditure (2% of the average net profit): ₹52.28 Lacs

#### 5. Details of CSR spent during the financial year:

- a) Total amount spent for the financial year: ₹56.67 Lakhs
- b) Amount unspent: Nil. The Company has spent the expenditure beyond the prescribed amount.





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### 6. The manner in which the amount was spent during the financial year is detailed below

Sl. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Promoting education and environmental sustainability	Education and environmental sustainability	Local area, Erode, Tamil Nadu	-	Direct expenditure on projects of ₹46.67 Lakh	₹318.85 lakh	Through implementing agency "Erode Builders Education Trust" and specified project on environmental sustainability
2.	Covid-19	Covid 19- Pandemic	Local area Erode Tamil Nadu	₹10.00 lakh	Direct expenditure of ₹10 lakh for rice packet distribution to Covid 19- Pandemic Center, Perundurai	₹10 lakh	Through Covid-19 Pandemic Center, Perundurai

### 7. Reasons for unspent CSR amount:

The Company is committed to CSR policies adopted by it. The spent is based on the policy with a view to ensure rightful utilization. During the financial year, the Company has spent much higher amount in CSR from the amount prescribed. Since the projected CSR expenses are to be done based on commitment made, the extra amount as contributed by the Company may be considered by it as contribution for next financial years on cumulative basis.

### 8. Responsibility statement:

The Committee hereby states that implementation and monitoring of Corporate Social Responsibility policy is and will be in compliance with the CSR objectives and policy of the Company.

Place: Erode  
Date: 29th July, 2020

**P R Sundararajan**  
Chairman of the CSR Committee  
DIN: 02181130

**P Arulsundaram**  
Chairman & Managing Director  
DIN: 00125403

## Annexure – 7

**Disclosure pursuant to Rule 5 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

S. No.	Name of the Director	Ratio to median remuneration (times)
1	Mr. P Arulsundaram, Chairman and Managing Director	40
2	Mrs. A Nithya, Whole-Time Director and CFO	17
3	Mr. K Rangasamy, Independent Director	NIL
4	Mr. P Muralidasan, Non Executive Director	NIL
5	Mr. P R Sundararajan, Independent Director	NIL
6	Mr. K Ravi, Independent Director	NIL

\*The Director's other than Managing Director and Whole-Time Director were paid only sitting fees for attending the meeting and were not been paid any remuneration.

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

S. No.	Name of the Director	Percentage increase in remuneration
1	Mr. P Arulsundaram, Chairman and Managing Director	NIL
2	Mrs. A Nithya, Whole-Time Director and CFO	NIL
3	Mr. K Jayanthar, Company Secretary	NIL
4	Mr. K. Rangasamy, Independent Director	NIL
5	Mr. P Muralidasan, Non Executive Director	NIL
6	Mr. P R Sundararajan, Independent Director	NIL
7	Mr. K Ravi, Independent Director	NIL

- (iii) The percentage Increase in the median remuneration of employees in the financial year 2019-20: 17%.

- (iv) The number of permanent employees on the rolls of company:  
There are 249 permanent employees on the rolls of the Company.

- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There was average increase of 37% in remuneration for employees other than Key Managerial Person. However, no increment was provided in managerial remuneration and it remained as last year. On the other side, managerial personnel, Mr. P Arulsundaram, Chairman and Managing Director and Mrs. A Nithya, Whole-Time Director and Chief Financial Officer has waived their salary for three months in financial year 2019-20 of January 2020 to March 2020 and also for three months in 2020-21 of April 2020 to June 2020 owing to pandemic and reduce the stress on financial of the Company.

The increase in managerial remuneration are considered based on their potential, performance and contribution to the overall growth of the Company as well as performance of the Company for other employee. However, revision in



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remuneration of managerial personnel was not undertaken. The present managerial remuneration is still below the level of remuneration generally being paid in the Industry, however, Board has decided to carry on the same level of remuneration.

- (vi) Affirmation that the remuneration is as per the Remuneration policy of the Company:  
The remuneration paid to Key Managerial Personnel is as per the Remuneration Policy of the Company.

### 2. A statement showing the terms of the provisions of section 197 of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) The names of top ten employees in terms of remuneration drawn during the period under review:

Sl No.	Name	Designation	Remuneration (Rs in Lakhs)	Qualification	Experience (Years)	Date of Joining	Age	Last Employed
1.	P. Arul Sundaram	Chairman cum Managing Director	63.00	B.E (Civil)	24	04.05.1995	52	First Employment
2.	A. Nithya	Whole Time Director & CFO	27.00	MBA	20	19.02.1999	46	First Employment
3.	C. Vadivel	DGM – Projects	18.25	DCE	7	02.04.2012	44	URC Construction Pvt Ltd
4.	D. Arjunan	Senior Manager	8.53	B.SC	11	01.01.2008	55	First Employment
5.	P. Karthikeyan	Project Co-Ordinator	8.42	DCE	29	30.12.1990	50	First Employment
6.	K. Ramachandran	Senior Manager	7.79	DCE	8	05.04.2011	46	First Employment
7.	B. Gurumoorthi	Manager-Finance	6.98	DEE, MBA	14	08.09.2005	33	First Employment
8.	K.Sekar	Assistant Manager (Civil Projects.)	6.19	DCE	25	19.06.1995	46	First Employment
9.	T Sivakumar	Senior Engineer	5.98	DCE	17	17.12.2001	36	First Employment
10.	Ulaganathan.A	Project Manager	5.61	DCE	18	15.02.2017	36	First Employment

#### Note:

- a) Employment in all the cases are contractual.
- b) The information in cases of previous employer not provided wherever they have started working with this company.
- c) Out of above, only Mr. P. Arulsundaram, Chairman and Managing Director and Mrs. A. Nithya, Whole Time Director and CFO holds shares beyond 2%, and are promoters of the Company and are spouse. Mr. P. Arulsundaram and Mrs. A. Nithya holds 6543443 equity shares constituting 28.95% and 5424898 shares constituting 24.00% respectively and aggregating to 1,19,68,341 equity shares and 52.95% of the total paid-up capital of the Company at the end of financial year 2019-20.
- (ii) None of the employees of the Company, whether employed for the whole year or part thereof has been in receipt of remuneration in excess of limit provided under the rules, i.e. Rs. 102Lakh per annum or Rs. 8.5Lakh per month. Further none of the employees of the Company whether employed for the whole year or part thereof has been in receipt of remuneration in excess of remuneration drawn by the MD or WTD and holding more than 2% of equity shares of the Company.

## Annexure – 8

[Disclosure pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

### 1. Related Party Disclosure:

- (i) The Company has made relevant disclosure pursuant to and in compliance with the Accounting Standard on "Related Party Disclosures" which is provided in notes to account in the financial statement and may be deemed to be part of the Directors' Report. A declaration to the extent has been provided at the appropriate annexure.
- (ii) The brief disclosure in relation to the disclosure requirements has been provided elsewhere in the report appropriately as required below:

Sl No	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/investments outstanding during the year.
1	Holding Company	<ul style="list-style-type: none"> <li>● Loans and advances in the nature of loans to subsidiaries by name and amount.</li> <li>● Loans and advances in the nature of loans to associates by name and amount.</li> <li>● Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.</li> </ul>
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company.
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.

The related party disclosure as made in point (i) covers all the details as mentioned above. The information as provided is not applicable.

- (iii) Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results is provided in notes to account in the financial statement and may be deemed to be part of the directors report.

The related party disclosure as made in point (i) covers all the details as mentioned above. The information as provided is not applicable

### 2. Management discussion and analysis report:

Management Discussion and Analysis Report forming part of Directors Report is separately provided as Annexure 9.

### 3. Corporate Governance Report:

Details as required under Para C, Para D and Para E of the Schedule V of the SEBI (LODR) Regulation, 2015, Report on Corporate Governance along with declaration by Chief Executive Officer on code of conduct and compliance certificate on compliance of corporate governance and other details as provided as Annexure 10.

### 4. Disclosures with respect to demat suspense/ unclaimed suspense account:

The following are the unclaimed shares in the Demat Suspense Account of the Company as at 31st March 2020:

Particulars	Number of Shareholders	Outstanding shares in the Suspense Account
Aggregate number of shareholders and outstanding shares in the suspense account lying at the beginning and end of the year.	1	80
Total	1	80

During the year, there was no movement of shares in the suspense account has taken place and the shares still remains in suspense account. The shares held in suspense account shall remain frozen till the rightful owners of such shares claim the shares.



## Annexure – 9

### Management's Discussion and Analysis

#### Forward-looking statements & Economic Data

The report may contain forward-looking statements, like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. Any statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, market position, expenditures, and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to these statements and also not liable to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. Further, the economic data has been taken from various source and hence the correctness is based on publication made about the same and company assumes no responsibility towards the correctness of same.

#### INDUSTRY STRUCTURE AND DEVELOPMENTS

The present economic situation is one of the most challenging time for the Indian as well as global economy. The infrastructure sector is also witnessed one of the most stressed time.

Even before the pandemic, Indian economy has been showing very slow growth owing to global volatility coupled with weak manufacturing, reduced domestic demand and huge volatility in oil prices. GDP growth has substantially slowed down in the FY 2019-20 as compared to 6.1 per cent in FY 2018-19. The slow down can be seen based on sequential fall. GDP stood at 5.8% in Q4 FY 2018-19 and stood reduced to 5% in Q1 FY2019-20, 4.5% in Q2 FY2019-20, 4.7% in Q3 FY2019-20 and further to 4.2% in Q4 FY2019- 20. Industrial activity also contracted during FY2019-20. Index of Industrial Production (IIP) registered a fall of 0.8% as compared to a rise of 3.8% in FY2018-19. IIP for Infrastructure/ Construction goods also fell 4% during the year as compared to a 7.3% rise during the previous year. However, on positive side, national highway construction registered an increase of 20% over previous year. The reduction in GDP and other financial parameters were owing to slowdown in private consumption, lower tax collections, fund allocation challenges at the State and Central Government and a steep slowdown in credit growth.

In an effort to stem this slowdown, government announced a slew of interventions last year, viz. reduction in corporate tax rates from 30% to 22%, a scheme to provide a one-time partial credit guarantee to public sector banks (PSBs) for purchase of pooled assets of financially sound non-banking financial companies (NBFCs), recapitalization of public sector banks, relaxation of external commercial borrowing guidelines for affordable housing, setting up of a Realty Fund for stalled housing projects, merger of 10 public sector banks into four entities and revised Priority Sector Lending (PSL) norms for exports. Further, FY2019-20 also witnessed a major change in monetary policy and repo rate was cut from 6.25% in April 2019 to 4.40% in March 2020.

Private sector investments have substantially slowed down in the areas of industrial capex and building infrastructure. Public sector spending, however, remained firm and was robust in the areas of core infrastructure, driven by the Government's commitment to boost investment across multiple infrastructure sectors. The Government also announced the National Infrastructure Pipeline (NIP) of projects worth ₹100+ Lakh Crore up to FY25, with a focus on energy, roads, railways, urban infrastructure and irrigation projects to provide a much-needed productivity boost to the Indian economy and fulfil India's aspiration to become a USD 5 trillion economy by 2025. The NIP, coupled with other 'pro-business' policy initiatives, is expected to lead to a rebound in domestic demand in the medium and long term.

Investments in infrastructure sector creates multiplier effect on growth across other sectors and investment of 1% of GDP results in GDP growth of at least 2% on growth across other sectors. Taking note of role of infrastructure in driving the growth of the economy, through Union budget in February 2020, Government launched National Infrastructure Policy (NIP) for 2020-25. Under the policy, ₹100 Lakh Crore of investment in infrastructure was envisaged. The scheme is expected to be funded by Central and State governments (39% allocation each) and remaining 22% by the private sector. Areas to be covered under NIP include housing, logistics, modern railways, airports, clean energy, safe drinking water, etc. Further, Government abolished dividend distribution tax which would work as a major relief and attract investment.

The infrastructure sector has become the biggest focus area for the Government of India. In Budget 2020 Government

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has put a major impetus by allocating ₹1.7 Lakh Crore for transport infrastructure development in FY 2020-21. The push also included ₹22,000 Crore for power, renewable energy in FY 2020-21 and expansion of National gas grid. Indian railways received an allocation of ₹72,000 Crore, while ₹92,000 Crore was allocated towards highways and road transport. Government has also proposed to permit investments made by FIIs/ FPIs in debt securities issued by Infrastructure debt funds- NBFCs to be transferred/sold to any domestic buyers even during the specified lock-in period of such debt securities. Further, initiatives like 'Housing for all', 'Smart Cities Mission', Regional connectivity scheme are expected to grant momentum to the infrastructure sector. Further, the share of Public Private Participation model is continuously increasing, thereby increasing investor confidence and investment in infrastructure sector.

COVID-19 has had an unprecedented impact not only on loss of human life but also a very adverse impact on the global economy. The pandemic and the nationwide lockdown that it triggered has dealt both demand and supply shocks to the economy, with wide ramifications on revenue collections and economic growth. It is likely to take quite some time for the consequent stress in the economy to be relieved and for growth to revive.

The crisis has prompted the Government to announce a series of monetary and fiscal relief packages to inject liquidity into the system and provide relief to stressed sectors. Apart from the budget announcements, Government has announced various policy measures to combat the impact of COVID-19 pandemic. In order to limit the impact and help restart economic activities, Indian government announced a comprehensive economic package of ₹20 Lakh Crore, which included measures across the industry spectrum. While these stimulus measures will provide relief to the affected people and some industries, the slowdown in economic activity is expected to significantly lower India's GDP growth in FY 2020-21.

Overall, with such reforms and India's innate strengths, we feel that the economy is expected to make an impressive comeback post pandemic. Already, some sectors such as automobiles, cement, steel and FMCG are showing recovery. IMF has also forecasted GDP growth of above 6% for FY 2021-22.

### OPPORTUNITIES AND THREATS

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall

development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads, and urban infrastructure development.

The Government of India is expected to invest heavily in infrastructure sector, mainly highways, renewable energy and urban transport. In April 2020, the Government set a target of constructing roads worth ₹15 Lakh Crore in the next two years. Through Union Budget 2020-21, the Government has already provided a massive push to the infrastructure sector by allocating ₹1.69,637 Lakh Crore to develop the transport infrastructure. Communication sector has been allocated ₹38 Thousand Crore to develop post and telecommunications departments. Indian Railways has received an allocation of ₹72 Thousand Crore under Union Budget 2020-21.

Further, the recent decision and push of Government for 'Aatmanirbhar Bharat' and push for only local tenders upto specific size of contract and local purchases is expected to have a positive impact for the Company.

Your Company is quite conscious of the importance laid by the Government to the sector and sees following as the opportunity for itself:

Projects	Name of New projects	Other Works
Roads	Bharat Mala, Pradhan Mantri Gram Sadak Yozna	Four-laning of national highways, upgradation of state highways into national highways
Urban Infra	Schemes such as Swachh Bharat, Smart Cities, Green Mode of transport	Mass Rapid Transit, Metro Train, Water Supply and Sanitation Projects
Irrigation and River Linking	River Interlinking, Canal / irrigation for cultivation	Governments aggressive river linking targets provides huge opportunity

Management of your Company has put very hard efforts and has made firm presence in few States of India. Further, your management also keeps on looking for profitable opportunity in nearby and boarder countries and also take up the suitable joint venture partner or indulge into subcontract work. Looking at the size, suitability and effective execution, your Company has concentrated in the state of high growth in its core area of operation, yet developing new territories.

Your Company has maintained its focus in three business segments, i.e. infrastructure, water management and building and at the same time retaining its focus and being a frontrunner in the field of irrigation and water supply, civil construction works, national highways, rural roads and other infrastructure



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works. The various initiative of Central and State Government would be extremely beneficial for the Company owing to its strategic advantage of being established and having carved its niche area.

The major threat the infrastructure industry is facing is the impact of global economic condition like all business entities operating in India. To be specific, the contracting and construction markets are quite competitive and require substantial resources and capital investment in equipment, technology and skilled personnel. Further, your Company is increasingly moving towards larger projects which has stringent pre-qualification requirements and as such meets intense competition. Your Company has undertaken international project and are exploring further international opportunities, which has much strict timeline and smaller margins and same is expected to continue. Also the entry of foreign construction companies into the Indian market have reduced the margins. All these are likely to lead to significant challenges to our historical growth rates and acceptable profit and margins. Our contracts are awarded after a competitive bidding processes and satisfaction of other prescribed pre-qualification criteria. The ability of the Company to match the market is always a challenge even though the market are quite open. Further, due to applicability of local conditions, even the timeline of completion of the project, the cost escalation and timely recovery of the money also poses challenge to the industry and so to the Company.

The COVID – 19 pandemic has impacted the infrastructure industry due to its dependence and requirement of huge manpower. Though due to unlock, Company is slowly proceeding towards neutralization, the impact and affect and time in normalcy is still not known. The time it will take to reach normal condition is not known and will continue to be a major threat.

### SEGMENT WISE / PRODUCT WISE PERFORMANCE

Your Company is engaged in the business of infrastructure development. The Company has identified and created the

following three segments:

- (i) Buildings;
- (ii) Water Management;
- (iii) Infrastructure.

The revenue contribution of each of the business segment is as below:

Business Segments	Revenue in Crores	Percentage Revenue
Buildings	165.01	28.66%
Water Management	151.10	26.25%
Infrastructure	259.58	45.09%

The Company has carefully carved its niche area and continues to remain focused at its geographical presence as well as operating verticals/ ventures to capitalize on all emerging opportunities as per its policy with prudence. Your Company has decided to stay engaged in short term project of less than 24 months, with small and medium project size of less than ₹250 Crores, which gives it superior profitability in each project of around 12-13% of EBITDA.

### ORDER BOOK POSITION

Your Company has robust orderbook growing every year. The Company's order book for financial year 2020 reached to ₹2,018 Crores as compared to ₹1,944 Crores in the financial year 2019.

The Company continues its strategy to maintain optimum margin and enhanced profitability and at present, its complete order book are from Government agencies.

The order book size in the financial year 2020 is as below:

Business Segments	Amount in (INR Mn)	Percentage Order Book	Embedded EBITDA Margins
Buildings	4795.81	26.55%	10-12%
Water Management	9554.39	52.90%	15-18%
Infrastructure (Road)	3531.61	19.55%	12-14%

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Following were the major work order inflow in financial year 2019-20:

	Amount (INR)	Segment	State
Structural Work at Thermal Power Project, Kallamoli Village, Tutricorinof BHEL	472 Mn	Buildings	Tamil Nadu
Civil and Architectural works of Ash Handling Plant area of BHEL	206 Mn	Buildings	Tamil Nadu
Construction of integrated storm water Drain	231 Mn	Water Management	Tamil Nadu
Bruhat Bengaluru Mahanagar Palike for White-topping of selected roads	1,079 Mn	Roads & Highways	Karnataka
construction of a two-lane road from Kaletwa to the India – Myanmar – In Joint Venture	4,140 Mn	Road	Myanmar
Construction of Government Medical College and Hospital, Dindugal	981 Mn	Buildings	Tamil Nadu
Rehabilitation and Modernization of Anicut and Channels	775 Mn	Water Management	Tamil Nadu
Civil and architectural works of the non-plant structures / building-BHEL	58.9 Crore	Building	Tamil Nadu
Construction of enclosure cell masonry structure- TNSAMB	0.88 Crore	Building	Tamil Nadu
Modernization of Schools to International Standard- Betterment of Infrastructure	9.16 Crore	Building	Tamil Nadu
Strengthening & reconstruction road at Asimganj and Patharkandi town area	18.4 Crore	Infrastructure	Assam
Smart Roads at Victoria road in Thoothukudi City	13.60 Crore	Infrastructure	Tamil Nadu

Keeping on the objective, management of your Company keeps on reviewing/ revisiting its strategies based on market condition with effort to minimize cost and expenditure and maximize the value for stakeholders. The Company with the view of maximization of profit yet with maintaining minimum risk, still sustain the growth and remain focused, has adopted the strategies and kept the same implemented and followed. The efficient and timely project execution and selection of the territories and work area is extension of the same strategies.

### FINANCIAL PERFORMANCE/ OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India and Ind AS. The management of Company accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in true and fair manner, the form and substance of transactions and reasonably present the state of affairs on the Balance Sheet and Profit of the Company for the year ended on the date.

Pandemic caused due to Covid -19 has impacted the operation and performance for the last quarter of the financial

year 2019-20 adversely impacting revenue and profit. However, Company has not been able to understand the complete impact owing to uncertainties of the Covid -19 and has accordingly not provided for same.

### Standalone Performance:

Your Company has posted total revenue of ₹585.31 Crores in financial year 2019-20 as compared to ₹589.39 Crores in financial year 2018-19. The consumption of materials and other direct operating costs remained at ₹479.48 Crores in financial year 2019-20 as against ₹481.34 Crores in the financial year 2018-19. Total cost increased to ₹550.52 Crores in financial year 2019-20 as against ₹548.34 Crores in the financial year 2018-19.

The EBITDA for the financial year 2019-20 stood at 64.63 Crores as compared to ₹70.67 Crores in financial year 2018-19. Profit after tax for the financial year 2019-20 stood at ₹19.30 Crores as compared to ₹24.35 Crores during the financial year 2018-19.

The Company has maximized usage of the operational efficiency. The Company has devised suitable strategy to by way of optimum utilization of resources available with it, i.e. men, machine and material.

Due to declaration of pandemic owing to spread of Covid -19,





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the operation and performance of the Company for last two weeks of the last month of last quarter has been completely impacted and same has resulted in adversely impact to revenue and profit.

### Consolidated Performance:

During the present year, none of the subsidiary was material subsidiary. The operation in all these subsidiaries are nominal and mostly comprised of the minimal expenses. A new subsidiary has been incorporated during the financial year and details for same has been appropriately provided.

The total consolidated revenue stood at ₹607.96Crores in financial year 2019-20 as compared to ₹590.15Crores in financial year 2018-19. Total consolidated expenses stood at ₹574.31Crores in financial year 2019-20as against ₹550.04Crore in financial year 2018-19. Profit after tax for the financial year 2019-20 stood at ₹18.16 Crores as compared to ₹23.41 Crores during the financial year 2018-19.

As in standalone performance, consolidated performance has impacted due to pandemic caused by spread of Covid -19.

### BUSINESS OUTLOOK

The Covid-19 pandemic and its fallout has made it difficult to forecast the future and timeline for normalcy with any degree of certainty. We are hopeful that by the end of the second quarter, we may have better economic and business activity in terms of tendering, good liquidity and revival of labour, however, getting to pre pandemic position may take substantial time.

Though the turnaround may take reasonable time, infrastructure sector has been focus area for the Government of India. Further to minimize the impact of the crisis, Government has announced a series of monetary and fiscal relief packages to inject liquidity into the system and provide relief to stressed sectors to combat the impact of COVID-19 pandemic. Though these stimulus measures will provide relief to the affected people and industries, the slowdown in economic activity is expected to significantly lower India's GDP growth in FY 2020-21 and we can expect the economy being again in tractor only by FY 2021-22.

Your Company continue to stay focused in three business segment of infrastructure, water management and building. These sectors are also of prime importance for the government. Below are few initiative by Government for its impetus to infrastructure/ growth for improving the quality of life and these initiatives also provides opportunity for the Company:

Business Segments	Name of New projects	Other Works
Roads	Bharat mala, Pradhan Mantri Gram SadakYozna	Four-laning of national highways, upgradation of state highways into national highways
Urban Infra	Schemes such as swachh Bharat, Smart Cities, Green Mode of transport	Mass rapid transit, metro train, water supply and sanitation projects
Irrigation and River Linking	50% of cultivated land in India is still not irrigated	Governments aggressive river linking targets provides huge opportunity

### Growth Strategies

The Company has prudent selection of its business segments, with focus on government contract, which ensures strong delivery even in tough environment. The Company remains to be pure play niche EPC Company. It has strong presence in the fast-growing micro-markets of South India and has spread its footprints in Maharashtra and MP for geographical diversification. Further, in recent time, Company has taken up project in boarder countries. Highways, Roads & Bridges, Civil Construction in Water Management, Irrigation and Power projects help the Company in diversified portfolio presence. Further, Company's focus on small government projects with superior project execution skills with short tenure provides strong revenue visibility.

The Company has de-risked business, which ensures superior profitability projects as below:

Maximum Project Duration	Upto 24 Months	Short Duration Projects
Maximum Project Size	Less than ₹250 Crore	Low Tickets Projects
EBITDA Margins	12 -13 %	Superior Profitability Projects

The Company has implemented diversified geographical location, yet maintaining strong presence at few places, which is can be observed below which provides order book position:

States/ Countries	Order Book Percentage	States/ Countries	Order Book Percentage
Tamil Nadu	52.27	Madhya Pradesh	0.54
Maharashtra	13.47	Gujrat	3.64
Jharkhand	2.61	Myanmar	0.00
Karnataka	8.59	Sri Lanka	0.00
Kerala	3.78	Bangladesh	15.10

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The Company also has mix of project duration, which provides and ensures timely inflows. The Company's present order book can be divided into project duration of 5- 10 months, 11- 15 months and 16-24 months, which in terms of percentage is 2%, 11% and 87%, respectively.

The Company similarly has mix of the project from different segments with varied project durations. The below table would represent the project duration and representation in percentage for each of them:

(₹ Crores)

Project Duration	5- 10 Months	11- 15 Months	16-24 Months
Infra	303.28	210.27	228.92
Building	193.29	54.04	72.37
Water management	200.57	189.16	67.78

The Company also ensures its efficient operation through its business cycle, which comprises of small ticket size projects coupled with stringent onsite operational control, which accelerates project completion, which helps the company to raise milestone bill faster ensuring enhance liquidity.

The Company has large talent pool comprising of over 300 plus employees. It has good captive equipment of around ₹47 Crores. It also has strategic sub-contracting partnership for project upto ₹30 Crores and applies accurate project modelling through cutting edge IT tools. These culminates and ensures efficient operations.

### RISKS AND CONCERNS

Mitigation of risks is the all end-compassing requirement. Broadly speaking, Construction/ Infrastructure Projects face the following type of risks:

**General Economic / Sector Risks:** We derive and expect to derive substantially all of our revenue from infrastructure projects in India. Accordingly, we are heavily dependent on sustained economic development that we operate in and government policies relating to infrastructure development. It is also significantly dependent on budgetary allocations made by central and state governments, participation from multilateral agency sponsored developments, public bodies as well as access to private sector funding. Macro-economic factors in India relating to the infrastructure sector will have a significant impact on our prospects and results of operations. Our results of operations are and would continue to be dependent on the policies adopted by the central and state governments.

**Bidding and execution capabilities:** Infrastructure project development for large projects in India involves a process of pre-qualifying of interested bidders based on technical

and financial strengths. Pre-qualifications criteria are based on factors such as relevant past achievement of project execution, net worth, cash accruals etc. After a project is awarded, completion on time is subject to various factors. We target for efficient project management and execution through efficient deployment of equipment and resources, quick decision making capabilities by on site project managers, strong relationships with suppliers and sub contractors and coordination between project sites and the head office. We monitor the progress of project execution in terms of time, cost, quality, efficiency, manpower resources and deployment of plant and equipment. Our ability to continue to execute contracts effectively, as our business grows, is important to our strategy and results of operations.

**Completion risk:** This is the risk that the project may not be completed on time, or at all, due to various reasons such as cost overruns, technology failure, force majeure, etc. We ensure timely mobilization of site team and other requirements and also ensure timely availability of material/ labour/ equipment in a co-ordinated manner. We have also in place a Monitoring system to monitor the requirement of drawings/ clearances needed from client and ensure that these are communicated in advance and also documented.

**Resource risk:** This risk includes the non-availability of raw materials for the project operation. It also includes the risk that the raw material prices might move adversely. We draw up the project cost estimates based on site conditions, expected duration of the project, seasonal cost/ availability factors while quoting. We also negotiate better rates from suppliers/ service providers, leveraging on the volumes across sites.

**Operating risk:** This is a risk that the project costs would escalate. It also includes the risk that the project will have operational problems. We ensure an elaborate study of the site conditions and the scope of the project and involve cross functional teams at the tendering stage to capture all variables across different processes. The Plan for project execution is then done elaborately with process linkages.

**Casualty risk:** This is the risk of physical damage to the project equipment. It also includes liabilities to third parties on account of accidents at the project site.

**Site risk:** This is the risk that the project site might have legal encumbrances. It also includes the risk that the site has technical problems.

**Cost Management:** We have experienced that our operating expenses constitute a major chunk of our total income. Our



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operating costs which relate to project costs mainly comprise cost of inputs, labour, fuel expenses, sub-contracting expenses and usage of various machinery. These costs are subject to volatility and may fluctuate owing to reasons beyond our control. Our ability to handle these costs in an effective manner will impact our results of operations.

Competition: we face significant competition for the award of projects from a large number of infrastructure companies who also operate in the same regional markets as us. Further, some of our competitors are larger than us, have stronger financial resources or a more experienced management team, or have stronger engineering capabilities in executing technically complex projects. Competition from other infrastructure companies will continue to have a significant impact on our ability to successfully bid for projects at price levels which would generate desired returns for us.

The Company has taken a number of initiatives such as deployment of risk mitigation strategies, superior execution of projects and astute cost management to deal with an overall environment dominated by high interest rates, sluggish demand, liquidity issues and higher input costs. The Company has adopted a pragmatic approach to navigate through the turbulent times and had cut down on overhead expenses and optimally stretched its available resources, making it lean yet effective in order to improve its operational efficiencies.

The Covid-19 pandemic has created two different times and it is said that it may define pre and post pandemic due to affect it has and uncertainty it is created. The impact and coming out of it is one of the major concern.

### RISK MANAGEMENT POLICY

Risk Management is an integral part of the business process. The risk management process, inter alia provides for review of the risk assessment and mitigation procedure and timely report to the management and review of the identified risks at periodical interval to assess the progress of control measures. The Audit committee of the Board reviews the risk management efforts periodically.

The company follows the following risk management framework:

- Risk identification
  - ▶ This function involves pre-emptive strategies to identify potential risks and evolve a framework for mitigation
- Risk assessment and analysis

- ▶ Risk assessment is the objective evaluation of the quantitative and qualitative value of risk related to the uncertainties of a specific situation
- Proactive risk governance measures
  - ▶ This requires the organization to ascertain action plans to address identified issues and forestall potential damage
- Comprehensive risk reporting
  - ▶ Record the causes and mitigation measures for future reference

The reporting systems ensure precise monitoring for quick decision making and smooth running of the operations. Prompt attention is drawn to any risk related function which is then closely monitored to enable appropriate decision making to avoid problems/ regain stability within the shortest possible time.

### INTERNAL CONTROLS AND THEIR ADEQUACY

Your Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations. It has documented procedures covering all financial, operating and management functions. These controls have been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with best practices in these areas as well. The systems are periodically reviewed for identification of control deficiencies and formulation of time bound action plans to improve efficiency at all the levels.

Company conducts internal audit through a firm of independent firm of qualified chartered accountant who are given access to all records and information. The Audit committee of the Board reviews internal control systems and their adequacy, significant risk areas, observations made by the internal auditors on control mechanism and the operations of the company, recommendations made for corrective action and the internal audit reports. The committee reviews with the statutory auditors and the management, key issues, significant processes and accounting policies. The company continues its efforts in strengthening internal controls to enable better management and controls over all processes.

Your Company have a proper Whistle Blower Policy and

proper vigil mechanism for Directors and Employees. The policy enable director and employees to report their genuine concerns, generally impacting / affecting business of our Company, including but not limited to improper or unethical behavior / misconduct / actual or suspended frauds / violation of code of conduct. The policy provides adequate safeguard against victimization to make easy for employee/ director to report any issue.

#### **HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS**

Our continued success will depend in part on our ability to retain and attract key personnel with relevant skills, expertise and experience. We are aware of the challenge in attracting and retaining the best of talents in the industry. All our HR policies and practices are aligned with the overall organizational strategy. Presently, our company has around 249 employees at various levels under its direct employment. We have in place a well-drawn out HR Policy and a working environment encouraging innovation, cost reduction and a time bound completion of projects along with measures targeted to emerge as a merit driven organization in these challenging times. The management has been paying special attention to various aspects like employee training, welfare

and safety thereby strengthening the human resources.

#### **DETAILS OF SIGNIFICANT CHANGES**

(i) Debtors Turnover:	-	3.90
(ii) Inventory Turnover:	-	7.02
(iii) Interest Coverage Ratio:	-	2.53
(iv) Current Ratio:	-	1.84
(v) Debt Equity Ratio:	-	0.24
(vi) Operating Profit Margin (%):	-	15.79%
(vii) Net Profit Margin (%):	-	3.30%

#### **CHANGE IN RETURN ON NET WORTH**

The Company has 8.17% return on net worth during the financial year 2019-20 as compared to 11.29% during the previous financial year 2018-19.

#### **DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed the applicable accounting standards in the preparation of financial statements as applicable to it.



## Report on Corporate Governance:

### 1. Company's philosophy on code of Governance

The Company's philosophy on code of governance is to ensure that its obligations are discharged in a fair and transparent manner in order to protect the interests of its stakeholders. The Company maintains the best practices towards preserving the environment and adherence to the highest safety standards across all operations. The Company aims at achieving transparency, accountability and equity in all facets of its operations and in all interactions with stakeholders, including shareholders, employees, government, lenders and other constituents, while fulfilling the role of a responsible corporate representative committed to good corporate practices. The Company is committed to achieve good standards of Corporate Governance on a continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate culture which aims at true Corporate Governance.

The Company believes that all its operations and actions must result in enhancement of the overall shareholder value in terms of maximizing shareholder's benefits, over a sustained period of time.

### 2. Board of Directors

#### Composition of the Board

Companies' policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the balance and independence of the Board and to separate the Board functions of governance and management. The total strength of the Board at the beginning of financial year comprised of six directors, consisting of two executive promoter directors, one non-executive director and three independent directors. Total strength of the Board at the end of financial year also comprised of six directors, consisting of two executive promoter directors, one non-executive director and three independent directors.

As per the requirement of Regulation 17(1) of SEBI (LODR) Regulation, 2015, the company has an optimum combination of executive and non-executive directors with one woman director and two-third of the total number of directors being non-executive directors at end of financial year. Further, the Chairman being the promoter executive director, more than half of the Board comprises of independent directors. The composition of the Board was proper and in compliance of Regulation 17 of SEBI (LODR) Regulations, 2015 throughout the financial year excluding small period of five days, when appointment of one independent director became improper due to his disqualification to act as director pursuant to Section 164 of Companies Act, 2013.

Mr. Vijay Agarwal, Independent Director, was relieved from directorship w.e.f. 29th May 2019. The Board places on record the valuable contribution made by him during his tenure. Mr. R Kalaimony, Independent Director, was appointed on 3rd September 2019 and subsequently his chair was vacated on 27th September 2019 at the Annual General Meeting. He was again appointed as Independent Director on 14th November 2019 and he has been confirmed as independent director pursuant to approval of members at the Extra-Ordinary General Meeting dated 12th June 2020.

The following is the present composition of our Board and their number of Directorships in other companies:

Name of the Director	Category	Date of appointment	Inter se relationship	Share holding	Directorship in other public companies*	Number of committee positions in other public companies **	
						Chairman	Member
Mr. P Arulsundaram	PD/ED	04.05.1995	Mrs. A Nithya's husband	6543443	-	-	-
Mrs. A Nithya	PD/ED	19.02.1999	Mr. P Arulsundaram's wife	5424898	-	-	-
Mr. P Muralidasan	NED	01.04.2008	-	156	-	-	-
Mr. K Rangasamy	ID	14.11.2016	-	0	-	-	-
Mr. P R Sundararajan	ID	14.11.2016	-	0	-	-	-
Mr. R Kalaimony	ID	14.11.2019	-	0	-	-	-
Mr. Vijay Agarwal****	ID	28.11.2017	-	0	13	1	7

PD- Promoter Director; ED- Executive Director; NED-Non-Executive Director; ID- Independent Director

\* Shareholding including convertible instrument held by directors as on 31st March 2020 has been considered.

\*\* The directorship does not include directorship in Private Limited, which are subsidiary of Public Limited, Section 8 Companies and Companies incorporated outside India.

\*\*\*Membership/Chairmanship of only Audit Committee/Stakeholders' Relationship Committee has been considered.

\*\*\*\* Mr. Vijay Agarwal, Independent Director, was relieved from directorship w.e.f. 29th May 2019.

As required by SEBI (LODR) Regulation, 2015, none of the Directors on the Board are members of more than ten Board-level committees and Chairman of more than five such Committees, across all such companies in which he/she is a Director.

### Directors Profile

**Mr. P Arulsundaram**, Chairman and Managing Director, aged 53 years, holds a Bachelor of Engineering Degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem and a Diploma in Civil Engineering from Kongu Engineering College, Erode, Tamil Nadu. He has over 30 years of experience in civil works in the fields of transportation/power/commercial buildings and irrigation projects. He has been responsible for strategic direction and development of our Company and is in overall control of our operations. His experience and his intimate understanding of the businesses verticals of our operations have played a central role in the rapid growth of our Company.

**Mrs. A Nithya**, Whole-Time Director and Chief Financial Officer, aged 47 years, holds a Master's degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of the Company.

**Mr. P Muralidasan**, Non-Executive Director, aged 55 years, holds a bachelor's degree in Civil Engineering from Bangalore

University. He has over 30 years of experience in the construction industry.

**Mr. K. Rangasamy**, Independent Director, aged 66 years, holds a Master's degree in Agricultural Science from Tamil Nadu Agricultural University, Tamil Nadu. He is a qualified member of Indian Institute of Bankers. He has over 37 years of experience in banking sector.

**Mr. P. R. Sundararajan**, Independent Director, aged 61 years, holds a Bachelor of Engineering (Hons) in Civil Engineering from University of Madras, Chennai and a Master's degree in Structural Engineering from Government College of Technology, Coimbatore. He has over 38 years of experience in engineering industry.

**Mr. R Kalaimony**, Independent Director, aged 55 year, holds a Bachelor's degree in B.E (Civil) Engineer from College of Engineering, Anna University and Master's Degree in Environmental Engineering from College of Engineering. He was associated with Tamil Nadu Electricity Board, now named as TANGEDCO, for more than 20 years under various cadres in execution of many hydro project schemes and contract management of those hydro project schemes.



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### Attendance of Directors at Board Meetings and at Annual General Meeting (AGM)

Following are the attendance of directors in the Board Meetings and at previous AGM:

Name of the Director	No. of Board Meetings held	Board Meetings Attended	Attendance at Previous AGM
Mr. P Arulsundaram	5	5	Yes
Mrs. A Nithya	5	5	Yes
Mr. P Muralidasan	5	5	Yes
Mr. K Rangasamy	5	5	Yes
Mr. P R Sundararajan	5	5	No
Mr. Vijay Agarwal*	0	0	NA
Mr. R Kalaimony**	3	0	NA

\*Mr. Vijay Agarwal, Independent Director relieved from directorship w.e.f. 29th May 2019.

\*\*Mr. R Kalaimony, Independent Director joined as independent director (additional director) on 3rd September 2019 and vacated the office on 27th September 2019 the date of AGM. He was again appointed on 14th November 2019 after AGM and hence not eligible to attend the AGM

### Board meetings held during the year

The Board of Directors met five times during the year under review on 29th May 2019, 14th August 2019, 14th November 2019, 14th February 2020 and 14th March 2020. The interval between two meetings was within the maximum period mentioned under section 173 of the Companies Act, 2013 and the Listing Agreement.

### Committee of Directors

The Board has following committees during the financial year 2019-20:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility (CSR) Committee
- Legal and Finance Committee

Further, the Company in the current financial year 2020-21 has constituted Share Allotment Committee for the purpose of the allotment of warrants and allotment of equity shares on conversion of the same.

### 3. Audit Committee

#### Composition, Meetings and Attendance

The Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 and Part C of Schedule V of SEBI (LODR) Regulation, 2015. All members of the Audit Committee are financially literate and bring in expertise in the fields of finance, taxation, economics, risk and international finance. Mr. K. Rangasamy, Independent Director, is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. P Muralidasan and Mr. P R Sundararajan. The constitution of the Audit Committee has not changed during the year.

The Audit Committee met five times during the financial year on 29th May 2019, 14th August 2019, 14th November 2019, 14th February 2020 and 14th March 2020.

The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

Name	Category/ Status	Meetings Held	Meetings Attended
Mr. K Rangasamy	Independent / Chairman	5	5
Mr. P R Sundararajan	Independent/ Member	5	5
Mr. P Muralidasan	Non-Executive/ Member	5	5

### Terms of reference

The terms of reference has been set for the Audit Committee by Board in compliance to the Section 177 of Companies Act, 2013 and Regulation 18(3) & Part C of Schedule II SEBI (LODR) Regulation 2015. The following are, inter alia, the main terms of reference provided by the Board of Directors to the Audit Committee:

1. Regular review of accounts, accounting policies and disclosures.
2. Review the major accounting entries based on exercise of judgment by management and review of significant adjustments arising out of audit.
3. Review any qualifications in the draft audit report.
4. Establish and review the scope of the independent audit including the observations of the auditors and review of the quarterly, half-yearly and annual financial statements before submission to the Board.
5. Upon completion of the audit, attend discussions with the independent auditors to ascertain any area of concern.
6. Establish the scope and frequency of the internal audit, review the findings of the internal auditors and ensure the adequacy of internal control systems.
7. Examine reasons for substantial defaults in payment to depositors, debenture holders, shareholders and creditors.
8. Examine matters relating to the Director's Responsibility Statement for compliance with Accounting Standards and accounting policies.
9. Oversee compliance with Stock Exchange legal requirements concerning financial statements, to the extent applicable.
10. Examine any related party transactions, i.e. transactions of the Company that are of a material nature with promoters or management, their subsidiaries, relatives, etc., that may have potential conflict with the interests of the Company.
11. Appointment and remuneration of statutory and internal auditors.
12. Risk assessment and minimization procedures.
13. Management discussion and analysis of financial condition and results of operations
14. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
15. Management letters / letters of internal control weaknesses issued by the statutory auditors.
16. Internal audit reports relating to internal control weaknesses.
17. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
18. Statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

### 4. Nomination and Remuneration Committee

#### Composition, Meetings and Attendance

The Nomination and Remuneration Committee comprises of three Directors, Mr. P R Sundararajan, Independent Director, Mr. K Rangasamy, Independent Director and Mr. P Muralidasan, Non-Executive Director. Mr. P R Sundararajan, Independent Director is the Chairman of the Committee. The constitution of the committee has not changed during the year.

The composition of Nomination and Remuneration Committee is in compliance to the provisions of Section 178 of the Companies Act, 2013, and Regulation 19(1) of the SEBI (LODR) Regulations, 2015.

The Nomination and Remuneration Committee met three times during the year on 26th May 2019, 14th August 2019 and 14th November 2019.

The composition of the Nomination and Remuneration Committee and particulars of meetings attended by the members are given below:

Name	Category/ Status	Meetings Held	Meetings Attended
Mr. P R Sundararajan	Independent / Chairman	3	3
Mr. P Muralidasan	Non-Executive/ Member	3	3
Mr. K Rangasamy	Independent / Member	3	3





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### Terms of reference

The terms of reference has been set for the Nomination and Remuneration Committee by Board in compliance to the Section 178 of Companies Act, 2013 and Regulation 19(4) & Part D of Schedule II of SEBI (LODR) Regulation 2015. The terms of reference of are Regulation 19(4). The terms of reference of the Nomination and Remuneration Committee as set by the Board of Directors inter alia includes following:

1. To determine the remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered).
2. To recommend to the Board appointment/reappointment and removal and evaluation of Independent Directors and the Board.
3. To review the Nomination and Remuneration policy.
4. Establish and administer employee compensation and benefit plans.
5. Such other matters as may be required from time to time under any statutory, contractual or other regulatory requirement.

### Nomination and Remuneration Policy

The Board of Directors has formulated Nomination and Remuneration Policy as follows:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
6. To devise a policy on Board diversity.
7. To develop a succession plan for the Board and to regularly review the plan.

8. To determine the remuneration, review performance and decide on fixed and variable pay of Executive Directors.

Mechanism for Evaluation of Board and Performance evaluation criteria for independent directors

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

#### (A) Criteria for evaluation of Board of Directors:

1. Attendance & active participation in Board, Committee & General Meetings.
2. Adequate preparation for all such meetings.
3. Constructive contribution to formulation of strategy & translation into plans, policies and annual goals.
4. Achievement of sales, productivity & financial goals.
5. Active involvement in quality systems & improvement activities for future growth.
6. Updating knowledge in area of expertise, overall business & industry environment.
7. Open communication with Board members and down the line.
8. Awards & recognitions received by Company.
9. Conduct in ethical manner consistent with the applicable laws.
10. Brand building through contribution to and discharge of social responsibilities.

#### (B) Criteria for evaluation of the Independent Directors:

- i. Qualifications & skills to understand corporate culture, business & its complexities
- ii. Adequate preparation for Board, Committee and General Meetings and updating knowledge in area of expertise.
- iii. Attendance and active participation in above meetings.
- iv. Objective & constructive participation in informed and balanced decision making.
- v. No abuse of position detrimental to Company's/ shareholder's interest and/or personal advantage, direct or indirect.
- vi. Ability to monitor management performance and integrity of financial controls & systems.

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- vii. Active and timely execution of any tasks assigned by the Board.
- viii. Communication in open and fair manner.
- ix. Credibility, directions and guidance on key issues in the best interest of Company.
- x. Ethical conduct consistent with applicable laws, rules and regulations.

### 5. Remuneration to Directors

The details of remuneration paid/payable, sitting fees and commission paid to each of the directors during the year ended 31st March 2020 are given below:

Name of the Director	Remuneration	Sitting Fees	Commission	No. of Shares held
<b>Mr. P Arulsundaram*</b> (Chairman and Managing Director)	64.86	-	-	6543443
<b>Ms. A Nithya*</b> (Whole Time Director and CFO)	32.14	-	-	5424898
<b>Mr. P Muralidasan</b> (Non- Executive Director)	-	0.50	-	156
<b>Mr. K Rangasamy</b> (Independent Director)	-	0.50	-	-
<b>Mr. P R Sundararajan</b> (Independent Director)	-	0.50	-	-
<b>Mr. R Kalaimony</b> (Independent Director)	-	-	-	-

\* Mr. P Arulsundaram, Chairman and Managing Director, and Ms. A Nithya, Whole Time Director and CFO of the Company, had supported to overcome the current economic situation due to Covid-19. They have agreed to waive their salary for a period of six months comprising of 4th quarter for FY 2019-20 and 1st quarter for FY 2020-21.

The company does not pay remuneration to any of its Non-executive Directors barring sitting fees for attending the meeting(s). The sitting fees paid are ₹5,000/- for each meeting of Board and Audit Committee.

There are no material pecuniary relationship between the Company and non-executive directors, other than payment of sitting fee.

The employment of the Chairman & Managing Director and Whole Time Director and Chief Financial Officer is contractual. The employment is for a period of three years, i.e. till 31st March 2020. The contract is terminable by either party after giving prior notice. No severance fee as such has been agreed.

The Company pays remuneration to its Chairman & Managing Director and Whole Time Director and Chief Financial Officer by way of salary and benefits as approved by the shareholders. The Company does not have stock option plans for any of its Directors. The Company has paid a salary of ₹7 lakhs per month to Chairman & Managing Director and ₹3 lakhs per month to the Whole Time Director and CFO and applicable and approved perquisite/benefits.

Chairman and Managing Director and Executive Director are entitled for the following benefits apart from salary:

- i. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- ii. Education of children covering tuition fees and other expenses on higher educations.
- iii. Leave travel concession/allowance: Foreign trip once a year with family or / and inland trip for self and family twice in a year.
- iv. Club fees subject to a maximum of two clubs.
- v. Personal accident insurance premium.
- vi. Use of Company maintained cars with drivers for business and personal use.

The Nomination and Remuneration had recommended re-appointment of Mr. P Arulsundaram, Chairman and Managing Director and Ms. A Nithya, Whole Time Director and CFO, for a



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further period of three years from 1st April 2020 to 31st March 2023 at the same remuneration as earlier. The Board has also approved the same and would be placed for approval of the shareholders at the forthcoming Annual General Meeting.

### 6. Stakeholders' Relationship Committee:

#### Composition, Meetings and Attendance

Stakeholders' Relationship Committee comprises of three Directors. Mr. P Muralidasan, Non-Executive Director, Mrs. A Nithya, Whole-Time Director and Chief Financial Officer and Mr. P.R Sundararajan, Independent Director. Mr. P Muralidasan, Non-Executive Director is the Chairman of the Committee.

Name	Category/ Status	Meetings Held	Meetings Attended
Mr. P Muralidasan	Non-Executive/ Chairman	2	2
Mrs. A Nithya	Promoter/ Executive/ Member	2	2
Mr. P R Sundararajan	Independent/ Member	2	2

#### Terms of Reference

The terms of reference has been set for the Stakeholders' Relationship Committee by the Board in compliance to the Section 178 of Companies Act, 2013 and Regulation 20(4) & Part D of Schedule II of SEBI (LODR) Regulation 2015.

The term of reference to the committee includes overseeing and review of all matters connected with transfer of securities, non-receipt of annual report, notices, dividend and various grievances of the shareholders. The Committee oversees performance of Registrars and Share Transfer Agents of the Company and recommends remedial measures to improve quality of investors' services. The Committee has delegated the authority for share transfers to the Managing Director.

#### Compliance Officer:

Company Secretary acts as Compliance Officer of the Company. Company earlier has designated Mr. A Karthiswaran, Company Secretary who acted as Compliance Officer of the Company till his resignation on 29th June 2020. Company has appointed Mr. Pradeep Kumar Nath as Company Secretary and he acts as Compliance Officer of the Company from date of his appointment.

The constitution of the Committee has not changed during the year.

The Composition of Stakeholders' Relationship Committee is in compliance to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

The Stakeholders' Relationship Committee met two times during the financial year on 30th June 2019 and 14th February 2020.

The composition of the Stakeholders' Relationship Committee and particulars of meetings attended by the members are given below:

#### Stakeholder's Grievance Redressal

During the year ended 31st March 2020, the Company had received one complaint and has redressed the same. No investor complaints/grievances are pending for redressal at the end of the financial year.

### 7. Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee comprises of three Directors, Mr. P R Sundararajan, Independent Director, Mrs. A Nithya, Whole-Time Director and Chief Financial Officer; and Mr. P Muralidasan, Non-Executive Director. Mr. P R Sundararajan is the Chairman of the Committee. The constitution of the Committee has not changed during the year.

The Composition of CSR Committee is in compliance to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has formulated CSR Policy, which is uploaded on the website of the Company. A report on CSR is provided forming part of the Board Report elsewhere.

The Committee had only one meeting during the period on 12th February 2020. The composition of the Corporate Social Responsibility Committee and particulars of meetings attended by the members are given below:

Name	Category/ Status	Meetings Held	Meetings Attended
Mr. P R Sundararajan	Independent/Chairman	1	1
Mrs. A Nithya	Promoter/ Executive/Member	1	1
Mr. P Muralidasan	Non Executive/Member	1	1

### 8. Risk Management Committee

The Audit Committee has also been granted the additional responsibility to foresee and implement the risk management. The terms of reference includes framing, implementation and monitoring of the risk management plans of the Company. The Committee has constituted Risk Management Team for day to day working.

### 9. Legal and Finance Committee

The Board has constituted this Committee to authorize grant of power of attorney to executives, to approve various facilities as and when granted by the Banks and execution of documents for these facilities within the limit set out with a

view to facilitate and expedite the required work.

The Committee comprises of three Directors and Mr. P R Sundararajan, Independent Director is the Chairman of the Committee and Mrs. A Nithya, Whole-Time Director and Chief Financial Officer and Mr. P Muralidasan, Non-Executive Director are members. The constitution of the Committee has not changed during the year.

The Committee met three times during the year on 5th April 2019, 24th June 2019 and 3rd January 2020.

The composition of the Stakeholders' Relationship Committee and particulars of meetings attended by the members are given below:

Name	Category/ Status	Meetings Held	Meetings Attended
Mr. P R Sundararajan	Independent/Chairman	4	4
Mrs. A Nithya	Promoter/ Executive/Member	4	4
Mr. P Muralidasan	Non Executive/Member	4	4

### 10. Share Allotment Committee

The Board has constituted this Committee in the current financial year 2020-21 for the purpose of the allotment of warrants and allotment of equity shares on conversion of same, which has been allotted pursuant to approval of the members at the EGM dated 12th June 2020.

The Committee comprises of three Directors namely Mr. K Rangasamy, Independent Director, Mrs. A Nithya, Whole-Time Director and Chief Financial Officer and Mr. P Arulsundaram, Chairman and Managing Director are members.

### 11. Independent Directors

Independent Directors meet out the criteria of independence. Independent directors have also provided declaration to the Board of their independence from management. In opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

Mr. Vijay Agarwal, Independent Director has resigned before expiry of his term and was relieved from directorship w.e.f. 29th May 2019 owing to his request of not being able to attend the meeting being based out in Mumbai and meeting being regularly held in Erode at the registered office of the Company. No other material reason remained for his resignation other than those provided here and he has specified the same in his resignation letter.

Board had appointed Mr. Ramasamy Kalaimony as ID w.e.f. 3rd September 2019 and he vacated office at the AGM of

2019. However, he was again appointed as ID w.e.f. 14th September 2019 and his appointment has been confirmed by members at the EGM dated 12th June 2020. In the opinion of the Board, he carries the expertise and experience, which will help the Company and is a man of integrity and his addition as independent directors will immensely benefit the Board.

### 12. Separate meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 14th March 2020 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees, which is necessary to effectively and reasonably perform and discharge their duties.

### 13. Familiarisation Programme for Directors

At the time of appointing a Director, a letter of appointment is issued incorporating the role, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliance required from him under the Companies Act, 2013, SEBI (LODR) Regulation, 2015 and other relevant regulations and affirmation taken with respect to the same. A meeting is arranged with the Chairman and Managing Director, Chief Financial Officer to discuss with the newly appointed Director to familiarize him with the Company's operations. Further the Company has put in place



## R.P.P INFRA PROJECTS LIMITED

a system to familiarize the independent directors about the company, its business and the on-going events relating to the Company. Company also organizes site visit for the directors at the time of Board Meeting to make them aware about the process and challenges. The details of the familiarization programmes imparted to independent directors is available on the website of Company at web-link: <http://www.rppi.com/>.

### 14. Skills/ expertise/ competence of Directors

Nomination and Remuneration Committee and Board has noted the skill and expertise required for the directors. They have noted that Company being in business of infrastructure

development, for planning and execution and understanding, people with the engineering background would suit the most. Further, for the Audit and Financial, the directors with the MBA and financial experience will suit the most. Nomination and Remuneration Committee and Board has properly considered the same and feels that Company has proper mix for Board and Committee.

Following table contains the core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:

Name of the Director	Designation	Skill/ Expertise/ Competency
Mr. P Arulsundaram	Chairman and Managing Director	Civil Engineer, 30 years experience in Civil Engineering filed, comprised of transportation / power / commercial buildings and irrigation projects. Suited to lead the company business.
Mrs. A Nithya	Whole Time Director and Chief Financial Officer	Chief Financial Officer, holds a Master's degree in Business Administration from Anna University, Chennai. She is having experience in finance, accounting and treasury functions.
Mr. P Muralidasan	Non Executive Director	Civil Engineer, 30 years experience in Civil Engineering filed.
Mr. K Rangasamy	Independent Director	Master's degree in Agricultural Science from Tamil Nadu Agricultural University, Tamil Nadu. He is having over 37 years of experience in banking sector.
Mr. P R Sundararajan	Independent Director	Civil Engineer, 38 years experience in Civil Engineering filed.
Mr. R Kalaimony	Independent Director	He has more than 20 years of association with Tamil Nadu Electricity Board, now named as TANGEDCO, under various cadres in execution of many Hydro Project schemes and contract management of those Hydro project schemes.

### 15. Subsidiary Companies

The details relating to subsidiaries as on 31st March 2020 along with brief profiles and other details are provided in Directors' Report and its annexure. None of these subsidiaries were material subsidiary during the last financial year.

### 16. General Body Meeting

The details of the Annual General Meetings held during the preceding three years and the Special Resolutions passed there at as under:

AGM	Financial Year	Date & Time	Venue	Details of Special Resolutions passed
22nd	2016-17	Friday 08.09.2017 10.00 A.M.		No Special Resolution
23rd	2017-18	Friday 07.09.2018 10.00 A.M.	Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode – 638 011, Tamil Nadu, India	1. Revision in remuneration of Mr. P Arulsundaram, Chairman and Managing Director; and 2. Revision in remuneration of Mrs. A Nithya, Wholetime Director and Chief Financial Officer
24th	2018-19	Friday, 27.09.2019 10.00 A.M.		1. Alteration of Object clause of the Memorandum of Association of the Company. 2. Adoption of Memorandum of Association as per the provision of Companies Act, 2013. 3. Adoption of Article of Association as per the provision of Companies Act, 2013.

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- No Extra-Ordinary General Meeting (EGM) was held during the year 2019-20
- No Court Convened Meeting of Members was held during the year 2019-20.
- No Special Resolution was passed during last year through Postal Ballot.

Resolution, if any, to be passed through Postal Ballot will be taken up, as and when necessary. As of now, Board has not decided to take any resolution by way of postal ballot.

### **Procedure for conducting voting through postal ballot**

Voting through postal ballot is conducted in compliance to the Section 110 of Companies Act, 2013, read along with Rule 22 of Companies (Management and Administration) Rules, 2014 or as per applicable rules at relevant time. The following is the illustrative steps to conduct the voting through postal ballot:

- Company proceeds to prepare draft of Board resolution, postal ballot notice along with explanatory statement and postal ballot form.
- Obtain consent of the Scrutinizer before the Board Meeting.
- Convene Board meeting to approve the draft documents, appoint Scrutinizer, authorized officer to oversee the entire postal ballot "Calendar of events" process.
- Arrange for printing of address slips, notice, postal ballot forms and self-addressed postage pre-paid envelope (with Scrutinizer's name and address).
- Dispatch of notices to shareholders whose names appear in the Register of members as on particular date as decided by the Board.
- Place postal ballot notice on the Company's website.
- File copies of postal ballot notice with stock exchange where the Company has listed its securities.
- Put an advertisement in newspapers showing the date of dispatch of postal ballot forms and last date for receipt of the filled-in forms.
- Number of forms received at the registered office of the Company are ascertained by scrutinizer. The company ensure that receipt stamp is put on the envelope and the same is kept under safe custody. The filled-in forms received after expiry of thirty days from the date of dispatch of notice shall be treated as if reply from the member has not been received.
- The scrutinizer will submit the report on the outcome of the postal ballot procedure to the Chairman.
- Chairman shall declare the result and publish the same in newspapers. Company shall make arrangements to convey the results to the Shareholders and the Stock Exchanges.
- If the resolution is assented to by requisite majority of the shareholders, then it shall have the same effect of a resolution passed in the General Meeting.
- Company shall file the resolution with the ROC within 30 days of passing.

### **17. Means of Communication**

In terms of Regulation 46 of SEBI (LODR) Regulation, 2015, the Company has been maintaining a functional website, containing basic information about the Company including details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. All the presentation made has been submitted to stock exchanges as well as displayed on the website of the Company. Even transcript of all the calls with the investors are submitted to stock exchanges. The contents of the said website are updated from time to time. There were no specific presentations made to Institutional investors or to analysts during the year.



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The quarterly / yearly financial results of the Company are disseminated at once to the stock exchanges after the approval by the Board. These are published in Business Standard (English) and Maalai Sudar (Tamil), which are national and local dailies respectively, and also hosted on the website of the Company for the benefit of the stakeholders.

Results and reports of the company are also available in [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com). Official news releases are made whenever it is considered necessary and are communicated to stock exchanges. Similarly, presentations made to investors including institutional investors or to analysts are also submitted to stock exchanges and also put on the website of the Company. The Company complies with all norms related to proper disclosure and dissemination of information and will keep adhering to same.

### 18. General shareholder information:

#### a. Information about 25th Annual General Meeting:

Date & Time: Thursday, 29th October 2020 at 2.00 P.M.  
Venue: Registered office of the Company

#### b. Financial Year

The financial year of the Company commences with 1st April every year and ends with 31st March in the succeeding year.

Financial Calendar (Tentative)

Results for the quarter ending:

June 30, 2020	-	By Third week of September, 2020
September 30, 2020	-	By second week of November, 2020
December 31, 2021	-	By second week of February, 2021
March 31, 2021	-	By Fourth week of May, 2021

The dates of each of the meeting would be in compliance to SEBI (LODR) Regulations, 2015 including respective Circular.

#### c. Date of Book Closure

The Register of Members and Share Transfer Books shall be closed for a period of 7 days starting from Friday, 23rd October, 2020 to Thursday, 29th October, 2020 (both days inclusive).

#### d. Dividend payment date

To conserve resources, your Board does not propose to pay any dividend for the financial year 2019-20.

#### e. Listing on Stock Exchanges

The Equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE).

#### f. Stock Exchange Security Code and other related information

National Stock Exchange of India Limited	RPPINFRA
BSE Limited	533284
Depository ISIN Number	INE324L01013
Corporate Identification Number (CIN)	L45201TZ1995PLC006113

#### g. Payment of Listing and Depository Fees

The Company has paid the annual listing fees for the year 2019-20 to NSE and BSE. The Company has also paid custodial fees for the year 2019-20 to National Securities Depository Limited and Central Depository Services (India) Limited.

#### h. Market Price Data:

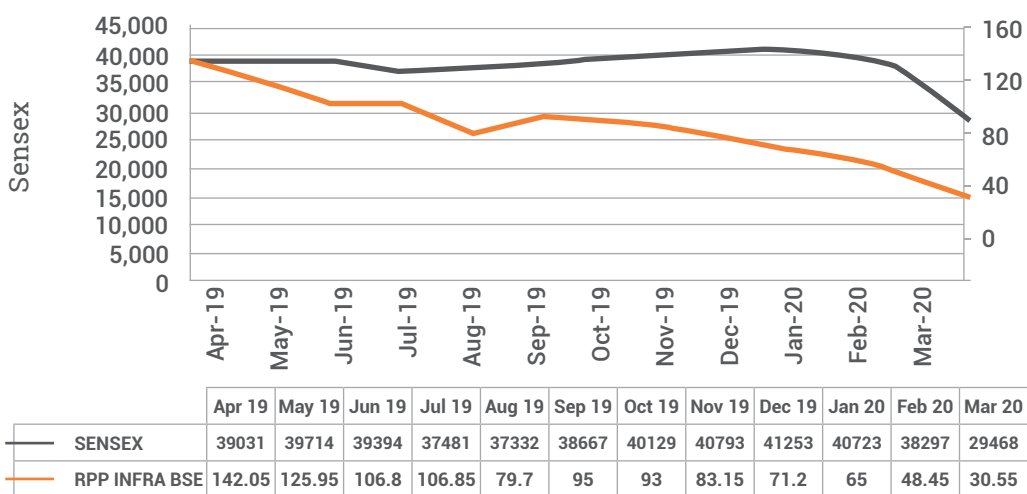
High/Low (₹) during each month of 2019-20 at BSE and NSE

Month	BSE		NSE	
	Low ₹	High ₹	Low ₹	High ₹
April 2019	112.05	109.25	154.80	112.30
May 2019	148.7	120.1	148.00	119.30
June 2019	128	81.8	137.70	81.60
July 2019	110	85.6	123.45	89.50
August 2019	106.5	55.8	109.90	58.65
September 2019	81.45	78.0	109.90	77.55
October 2019	91.1	74.55	99.75	73.90
November 2019	97.25	76.05	96.50	73.60
December 2019	81.95	65.4	86.95	64.15
January 2020	67	64.45	73.00	64.15
February 2020	63.2	43.2	67.35	46.30
March 2020	51	27.25	51.60	28.20

**i. Share Performance in Comparison to Indices**

The following charts compare RPP share prices with the BSE Sensex and NSE Nifty respectively

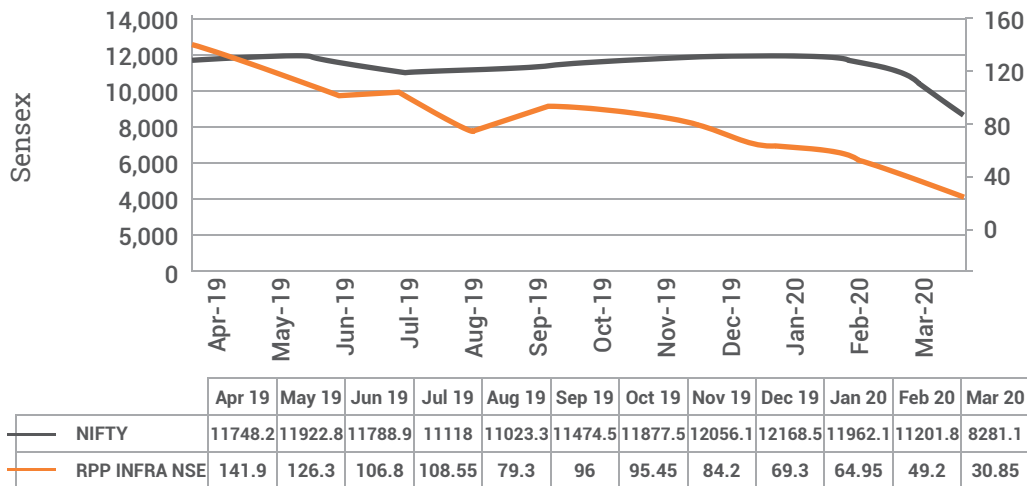
**Sensex Vs RPP Infra**







Nifty Vs RPP Infra



**j. Registrars and Share Transfer Agents**

M/s Cameo Corporate Services Limited,  
 "Subramanian Building"  
 No. 1, Club House Road,  
 Chennai 600 002, Tamil Nadu  
 Email: Cameo@cameoindia.com

**k. Share Transfer Process:**

The Company's shares are traded on the stock exchange only in electronic mode. Shares in physical form are processed by the Registrar and transfer agents M/s Cameo Corporate Services Limited only after getting approval from shareholders committee. Out of total capital only 848 shares representing 0.0038 percent are held in physical form. The share transfers are registered and returned within the period of 15 days of receipt if documents are in order.

**l. Reconciliation of Share Capital Audit:**

Share Capital Audit to reconcile the admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital is done at interval as provided by SEBI. The Share Capital Audit Report confirms that the total issued / paid-up capital is in intact with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. All the shares of the Company is listed and admitted with depository and no difference exists between issued and listed capital.

## m. Shareholding Pattern as on 31.03.2020:

Category	No. of shares held	Percentage of holding
Promoters	12013371	53.16
Non- Promoters		
FPI	879338	3.89
Mutual Funds	753565	3.33
Clearing Members	41259	0.18
Corporate Bodies	2868468	12.69
Non-Resident Indians	746416	3.3
IEPF	1747	0.01
Resident	5296156	23.43
Total	2,26,00,584	100.0000
<b>Total</b>	<b>2,26,00,584</b>	<b>100.0000</b>

## n. Distribution of Holdings as on 31.03.2020:

Share holding	Share holders		Share Amount	
	No of shares	Number	% of total	₹
10 – 5000	4274	87.4565	4346270	1.9230
5001 – 10000	255	5.2179	1871820	0.8282
10001 – 20000	114	2.3327	1759700	0.7786
20001 – 30000	54	1.1049	1397540	0.6183
30001 – 40000	25	0.5115	915250	0.4049
40001 – 50000	14	0.2864	676290	0.2992
50001 – 100000	36	0.7366	2780090	1.2300
100001 & Above	115	2.3531	212258880	93.9174
<b>Total</b>	<b>4887</b>	<b>100.0000</b>	<b>226005840</b>	<b>100.0000</b>

## o. Dematerialization of shares and liquidity:

Dematerialization status of equity shares as on 31st March 2020:

Particulars	No. of Shares	% to Share capital
Central Depository Services (India) Limited	16326280	72.2383
National Securities Depository Limited	6273456	27.7579
<b>Total</b>	<b>22600584</b>	<b>99.9962</b>

Almost the entire paid-up capital of the Company (99.996%) is held in dematerialised mode. Further, since the shares of the Company are traded only in dematerialized form and the shares are frequently traded, the shares of the Company are highly liquid.

- p. There are no Outstanding GDRs/ADRs/Warrants or any Convertible instruments as on 31st March 2020. However, in compliance to provisions of the Companies Act, 2013 and SEBI ICDR Regulation, 2018 and pursuant to the approval of the members

at the general meeting, Company has allotted 40 lakh warrants convertible into equal number of the equity shares to the promoters on 14th July 2020. The warrants has been allotted at ₹90 each on payment of 25% of consideration and on being made fully paid and exercise of conversion, these warrants will result into allotment of 40 lakh equity shares of ₹10 each at premium of ₹80 per share. The warrants needs to be made fully paid and converted into equity within 18 months from date of allotment.



## R.P.P INFRA PROJECTS LIMITED

- q. There are no commodity price risk or foreign exchange risk and hedging activities associated with the Company.
- r. Plant Location: The Company carries out works at various sites, where it executes the contract and the fabrication unit for engineering construction is based at the registered office of the Company.
- s. Website: Company maintains a functional website containing the all the required information as required to be maintained at <http://www.rppi.com/>
- t. Credit Rating: The Company has received A3+ rating from CRISIL during the financial year 2018-19.
- u. **Address for Investor Correspondence:**  
R.P.P Infra Projects Limited,  
Secretarial Department,  
Registered Office: SF No. 454,  
Raghupathynaiken Palayam,  
Railway Colony Post, Poondurai Road  
Erode – 638002  
Tamil Nadu  
Phone: +91 424 2259022  
Fax: +91 424 2253130  
Email: [secretary@rppi.com](mailto:secretary@rppi.com) & [ipo@rppi.com](mailto:ipo@rppi.com)

### 19. Disclosures

#### a. Related Party Transactions

None of the transactions with any of the related parties viz., Promoters, Directors or the Senior Management, their Subsidiaries or relatives were in conflict with the interest of the Company. Suitable disclosures as required by the Accounting Standard (AS 18) relating to "Related Party Transactions" have been made separately in the Annual Report.

All related party transactions are at arm's length and on ordinary course of business and does not have any potential conflict with the interest of Company and are based on consideration of business necessity.

#### b. Details of Non Compliances

During 2019-20 both stock exchanges, BSE and NSE, has imposed penalty of ₹25000+GST respectively for non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for a period of five days. This was basically owing to resignation of one ID and intervening vacancy in between and delay in filling of vacancy due to appointment of one ID who was

disqualified to be appointed as director. The same has been duly detailed elsewhere in Directors' Report. Other than this in previous three years, no penalties or strictures have been imposed on the company by Stock Exchanges, SEBI or any statutory authority for non-compliance on any matter relating to the capital markets.

#### c. Whistle Blower Policy

The Company had adopted the Whistle Blower Policy. Employees can report to Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct policy. No personnel have been denied access to the Audit Committee. A copy of the Whistle Blower Policy is also hosted on the website of the Company.

#### d. Mandatory and Non-Mandatory Compliances

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company continues to follow the principles of good corporate governance and the Board of Directors lays strong emphasis on transparency, accountability and integrity. Your Company has complied with all the mandatory requirements laid down by SEBI (LODR) Regulation, 2015. The non-mandatory requirements compliance have been disclosed at the relevant places.

#### e. Policy on Material Subsidiaries

In terms of SEBI (LODR) Regulation, 2015, the Board of Directors have adopted a policy with regard to the determination of material subsidiaries and has also hosted the same on the website of the Company at web-link: <http://www.rppi.com/>

#### f. Policy on Related Party Transactions

In terms of SEBI (LODR) Regulation, 2015, the Board of Directors of the Company have adopted a policy and also hosted the same on the website of the Company at web-link: <http://www.rppi.com/>

#### g. Commodity price risks and commodity hedging activities

Company has its process to safeguard itself from increase in prices of the essential commodity required by it. However, the Company has no commodity price risks and has not done any commodity hedging activities.

**h. Utilization of funds raised**

Company has not raised any money during the financial year ended 31st March 2020.

**i. Dis-qualification of director**

A certificate from Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & Associates, Company Secretaries LLP that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached at end of this report.

**j. Recommendation of Committee**

The Board has accepted recommendations of Committee, wherever required and no specific event has arose during the financial year, where the Board has not accepted the recommendation.

**k. Fee paid to Statutory Auditor**

Company has paid an amount of ₹10,62,500/- comprising of Tax Audit fee of ₹2,00,000/- and Statutory Audit fee of ₹8,62,500/- plus applicable tax & re-imbusement and out-of-pocket expenses.

**l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has not received any complaints pertaining to sexual harassment during the year and none of the complaint were pending at the beginning of the financial year.

**20. Secretarial Audit and Annual Secretarial Compliance Report**

The Company in compliance to Section 204 of the Companies Act, 2013 has appointed Gouri Shanker Mishra, Partner, BGS MISHRA & Associates, Company Secretaries LLP as Secretarial Auditor who has conducted Secretarial Audit for the financial year ended on 31st March 2020 and provided a report, which forms part of Board Report.

Further, Company has also obtained Annual Secretarial Compliance Report as per SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February 2019, which has been submitted within time as per SEBI Circular to Stock Exchanges.

**21. Non-compliance of any requirement of corporate governance**

The Company is in compliance to all mandatory requirements

in relation to the Corporate Governance Norms and the same has been stated at relevant places as required as per SEBI (LODR) Regulations, 2015 and there are no instances of non-compliance in relation to same.

**22. Compliance to discretionary requirement of corporate governance**

The Company has complied with all the mandatory requirements in relation to the Corporate Governance and wherever required has also taken steps for compliance/implementation of discretionary items.

The details of implementation of discretionary items are provided below:

- a. Since the Chairman is executive, the Company has not provided for Chairperson office of non-executive chairperson.
- b. Company ensures proper disclosure and dissemination of information. Along with quarterly financial result, Company also provides details of its performance in terms of project and other details, which is provided to stock exchanges for dissemination to shareholders. However, Company does not circulate any half-yearly declaration of financial performance or summary of the significant events of six-months to shareholders.
- c. The Companies audit report is without any qualification. It had only disclaimer, which has been duly explained at the appropriate place.
- d. Company has duly adopted discretionary requirement and internal auditor reports are directly placed to the Audit Committee.

**23. Disclosures of the compliance with corporate governance requirements**

The Company has made all required disclosures in relation to the compliance with corporate governance requirements specified in regulations 17 to 27 and clause (b) to clause (i) of sub-regulation (2) of regulation 46.

**24. Details of Unclaimed and Unpaid dividend:**

As at March 31, 2020, dividend amounting to ₹2.58 lakh has not been claimed by shareholders. The Company has been intimating shareholders to lodge their claim for dividend from time to time.

As per the provisions of Section 124 of the Companies Act, 2013, dividends remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be credited to the IEPF.



## R.P.P INFRA PROJECTS LIMITED

The following statements showing the details of unclaimed dividend:

S. No.	Financial Year	Amount Due	Proposed year of transferred to IEPF
1.	2013-14	6199.00	September, 2021
2.	2014-15	7755.00	September, 2022
3.	2015-16	66586.00	September, 2023
4.	2016-17	132996.00	September, 2024
5.	2017-18	44172.50	September, 2025

### 24. Disclosure of the Demat Suspense Account

The following are the unclaimed shares in the Demat Suspense Account of the Company as at 31st March 2020:

Particulars	Number of Shareholders	Outstanding shares in the Suspense Account
Aggregate number of shareholders and outstanding shares in the suspense account lying at the beginning and end of the year.	1	80
<b>Total</b>	<b>1</b>	<b>80</b>

During the year, there was no movement of shares in the suspense account has taken place and the shares still remains in suspense account. The shares held in suspense account shall remain frozen till the rightful owners of such shares claim the shares.

### 26. Code of Conduct

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with covering all the Board Members and Senior Management Personnel of the Company. An affirmation of compliance with the code is received from them on an annual basis. The Code is also hosted on the website of the Company.

A declaration about compliance with Code of Conduct and Ethics for the Board of Directors and Senior Management is provided at the end of this report.

### 27. CEO/CFO Certification:

The Managing Director and Chief Financial Officer have issued certificate pursuant to Regulation 17(8) of SEBI (LODR) Regulation, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs.

A CEO and CFO Certificate as per Regulation 17(8) of SEBI (LODR) Regulations, 2015, is attached at the end of this report.

### 28. Certificate on Compliance of Corporate Governance

Pursuant to Regulation 15(2) of SEBI (LODR) Regulation, 2015, a certificate from a Gouri Shanker Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP certifying the compliance by the Company with the provisions of the Corporate Governance is annexed with this report.

For and on behalf of the Board of Directors

Place: Erode  
Date: 29th July, 2020

**P Arulsundaram**  
Chairman & Managing Director  
DIN 00125403

## Declaration

As provided under SEBI (LODR) Regulation, 2015, the members of Board of Directors and the Senior Management Personnel have affirmed compliance with Companies Code of Conduct and Ethics for the Board of Directors and senior management for the year ended 31st March 2020.

Place: Erode  
Date: 29th July, 2020

**P Arulsundaram**  
*Chairman and Managing Director*  
DIN: 00125403

## CEO and CFO Certificate

Board of Directors  
**R.P.P. Infra Projects Limited**  
Erode

Dear Member of the Board,

We, P Arulsundaram, Chairman and Managing Director and A Nithya, Whole-Time Director and Chief Financial Officer of R.P.P. Infra Projects Limited certify that:

- a) we have reviewed financial statements and the cash flow statement for the Financial Year ended 31st March 2020 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

Place: Erode  
Date: 29th July, 2020

**A Nithya**  
*Chief Financial officer*  
DIN: 00125357

**P Arulsundaram**  
*Chairman and Managing Director*  
DIN: 00125403



R.P.P INFRA PROJECTS LIMITED

## CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members,  
RPP Infra Projects Limited  
SF No. 454, Raghupathynaiken Palayam,  
Railway Colony Post, Poondurai Road,  
Erode - 638002, Tamil Nadu,  
INDIA

We have examined the compliance of conditions of Corporate Governance by RPP Infra Projects Limited ("the Company") for the year ended 31st March 2020 as per Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as stipulated in Regulation 34(3) read with Schedule V of Listing Regulations.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as per relevant provisions of the Listing Regulations for the period 1st April 2019 to 31st March 2020.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **BGSMISHRA & Associates,**  
*Company Secretaries LLP*

**GouriShanker Mishra**  
*Designated Partner*

C P No. 13581

UDIN: F006906B000517537

Place: Chennai  
Date: 29th July 2020

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

**RPP Infra Projects Limited**

SF No. 454, Raghupathynaiken Palayam,  
Railway Colony Post, Poondurai Road,  
Erode - 638002, Tamil Nadu,  
INDIA

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of R.P.P Infra Projects Limited ("the Company") produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its Officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority as on date of this report:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Arul Sundaram Poosappan	00125403	04/05/1995
2	Arulsundaram Nithya	00125357	19/02/1999
3	Muralidasan Perumal	01771215	01/04/2008
4	Rangasamy Kulanthasamy	07103549	14/11/2016
5	Sundararajan	07647740	14/11/2016
6	Ramasamy Kalaimony	08551489	14/11/2019

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **BGSMISHRA & Associates,**  
Company Secretaries LLP

**GouriShanker Mishra**  
Designated Partner

C P No. 13581

UDIN: F006906B000517537

Place: Chennai

Date: 29th July 2020





R.P.P INFRA PROJECTS LIMITED

# Standalone Financial Statements

## Independent Auditor's Report

To  
The Members of  
R.P.P. Infra Projects Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

I have audited the accompanying standalone financial statements of R.P.P INFRA PROJECTS LIMITED ("the Company"), which comprise the Balance sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information, which includes two branches.

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

I conducted my audit in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Companies Act, 2013. My responsibilities under those Standards are further described in the Auditor's

Responsibilities for the Audit of the Financial Statements section of my report

I am independent of the Company in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and i have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my opinion on the standalone financial statements.

#### Emphasis of Matters

I draw attention to note No. 2.03 (viii) of the Standalone financial statements in which the Company describes the uncertainties arising from the Covid-19 Pandemic. My report is not modified in respect of this matter

#### Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and i do not provide a separate opinion on these matters. I have determined the matters described below to be the key audit matters to be communicated in my report.

S.No	Key Audit Matter	Auditor's Response
1.	<p><b>Revenue recognition in accordance with Ind AS 115 "Revenue from Contracts with Customers"</b></p> <p>The Company inter alia engages in Fixed-price development contracts, where, revenue is recognized using the percentage of completion computed as per the input method based on management's estimate of contract costs. (Refer Notes No. 2.14 and 27 to the Standalone Financial Statements)</p> <p>I identified revenue recognition of fixed price development contracts as a KAM considering –</p> <ul style="list-style-type: none"> <li>There is an inherent risk around the accuracy of revenues given, the customised and flexible nature of these contracts in terms of tenure of the projects.</li> </ul>	<p><b>My audit procedures on revenue recognized from fixed price development contracts include</b></p> <ul style="list-style-type: none"> <li>Understanding of the systems, processes and controls implemented by management for recording and calculating revenue and work-in-progress/Contract Assets.</li> <li>On selected samples of contracts, i tested that the revenue recognized is in accordance with the accounting standard by –           <ul style="list-style-type: none"> <li>Evaluating the performance obligation;</li> <li>Testing management's calculation of the estimation of contract cost and onerous obligation, if any. I :</li> </ul> </li> </ul>



**R.P.P INFRA PROJECTS LIMITED**

S.No	Key Audit Matter	Auditor's Response
	<ul style="list-style-type: none"> <li>• Application of revenue recognition accounting standard is complex and involves a number of key judgments and estimates including estimating the future cost-to-completion of these contracts, which is used to determine the percentage of completion of the relevant performance obligation</li> <li>• These contracts may involve onerous obligations on the Company that require critical estimates to be made by management; and</li> <li>• At year-end a significant amount of work in progress (Contract assets and liabilities) related to these contracts is recognised in the balance sheet.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Observed that the estimates of cost to complete were reviewed and approved by appropriate levels of management;</li> <li>▪ Performed a retrospective review of costs incurred with estimated costs to identify significant variations and verify whether those variations have been considered in estimating the remaining costs to complete the contract; and</li> <li>▪ Assessed the appropriateness of work in progress (contract assets) in balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which may require change in estimated costs to complete the remaining performance obligations.</li> </ul>
2	<p><b><u>Interest income</u></b> Accrued Interest on Fixed Deposits was reckoned on an estimated basis. (Refer Note No.28 to the Standalone Financial Statements)</p>	<p>My Audit procedure for estimating the accrued interest included reviewing the list of fixed Deposits and applying the estimated rate of interest for period of such deposits calculated on pro-rata basis</p>
3	<p><b><u>Measurement of contract assets in respect of overdue milestones and receivables in respect of overdue invoices</u></b> The Company, in its contract with customers, promises to transfer distinct services to its customers, which may be rendered in the form of services through design-build contracts, and other forms of construction contracts. The recognition of revenue is based on contractual terms, which could be based on agreed unit price or lump-sum revenue arrangements. At each reporting date, revenue is accrued for costs incurred against work performed that may not have been invoiced. Identifying whether the Company's performance has resulted in a service that would be billable and collectable where the works carried out have not been acknowledged by customers as of the reporting date involves a significant amount of judgment. Assessing the recoverability of contract assets related to overdue milestones and amounts overdue against invoices raised which have remained unsettled for a significantly long period after the end of the contractual credit period also involves a significant amount of judgment</p>	<p>The procedures performed included the following:</p> <ul style="list-style-type: none"> <li>• obtained an understanding of the Company's processes in collating the evidence supporting execution of work for each disaggregated type of revenue;</li> <li>• obtained an understanding of the Company's processes in assessing the recoverability of amounts overdue and process over estimating the expected credit loss allowance;</li> <li>• tested the design and operating effectiveness of the key controls over the completeness and accuracy of the key inputs and assumptions into the provisioning model;</li> <li>• evaluated controls over authorisation and calculation of provisioning model;</li> <li>• for defence contracts which are covered under statutory confidentiality arrangements, for sample of contracts, the auditors have compared the revenue recognised with amounts collected from customers to ensure that the gap between revenue recognised and collections is below the materiality threshold;</li> <li>• evaluated the delivery and collection history of customers against whose contracts un-invoiced revenue is recognised;</li> </ul>

S.No	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> <li>• verified for the sample selected, receipts post balance sheet date upto the approval of the financial statements by the Board of Directors of the Parent Company;</li> <li>• performed an overall assessment of the expected credit loss provision to determine if they were reasonable considering the Company's portfolio, risk profile, credit risk management practices and the macroeconomic environment; and</li> <li>• tested the appropriateness of the disclosures in the financial statements to ensure compliance with Ind AS 115</li> </ul>
4.	<p><b>Physical verification of Inventory</b></p> <p>The Company's management conducts physical verification of inventories during the year at reasonable intervals, however, on account of the COVID-19 related lockdown restrictions, management was able to perform year end physical verification of inventories, only at certain locations. Refer Note No. 2.11 of the standalone financial statements.</p>	<p>The procedures performed included the following:</p> <ul style="list-style-type: none"> <li>• Understood the process and tested the management's internal controls to establish the existence of inventory in relation to the process of periodic physical verification carried out by the management, the scope and coverage of the periodic verification programme, the results of such verification including analysis of discrepancies, if any;</li> <li>• At selected locations subsequent to year-end, where the management appointed third party independent chartered accountants to perform physical verification, sent instructions to the third party chartered accountants to carry out the physical verification and provided samples to be verified by them. I have received the report of the physical verification carried out by the third party independent chartered accountants. Obtained the roll back procedures performed by the management from the subsequent year-end physical verification date to arrive at the quantities as at the balance sheet date. Traced the samples physically verified by the third party independent chartered accountants roll back workings provided by the management.</li> <li>• Inspected, for samples selected, supporting documentation relating to purchases and consumption, and such other third party evidences where applicable.</li> <li>• Tested the analytical reviews performed by the Company such as consumption analysis.</li> </ul>



## R.P.P INFRA PROJECTS LIMITED

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and my auditors' report thereon.

My opinion on the standalone financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the standalone financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I have required reporting that fact. I have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related

to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material

uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its joint operations to express an opinion on the standalone financial statements. I am responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the standalone financial statements of which I am the independent auditor. For the other entities included in the standalone financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

#### Other Matter

I did not audit the financial statements of two branches included in the stand alone financial statements of the Company whose financial statements reflect total assets of ₹78.97 Cr as at 31st March 2020 and the total revenue of ₹225.60 Cr for the year ended on that date, as considered in

the standalone financial statements of these branches have been audited by the branch auditors whose reports have not been furnished to me, and my opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the representation of the Management.

#### Emphasis of Matter

##### I invite attention to:

The mobilisation advance received by the Company from certain departments and the proportionate amount which has to be classified as GST liability has been shown as mobilisation advance liability to the extent of ₹3.80 Crores (Refer Note No. 23).

My Opinion is not modified in respect of this matter.

#### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, I give in the Annexure -B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, I report that:

- I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
- In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- The reports and accounts of the branch offices situated in Sri Lanka and Bangladesh have not been audited by me and I have not received any audit report for the same.
- The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.



**R.P.P INFRA PROJECTS LIMITED**

- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No.39 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **CA S N DURAISWAMY FCA**  
*Chartered Accountant*

Place: Erode  
Date: 30th June, 2020

Membership No: 026599  
UDIN: 20026599AAAADC8623

## Annexure 'A' To The Independent Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

I have audited the internal financial controls over financial reporting of RPP Infra Projects Limited as of March 31, 2020 in conjunction with my audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls

over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting, except relating to the branches in Sri Lanka and Bangladesh.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control





## R.P.P INFRA PROJECTS LIMITED

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In my opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements are operating effectively as at 31 March 2020, except relating to the branches in Sri Lanka and Bangladesh for which I have

neither audited nor received an Independent Auditor's report on the same, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **CA S N DURAISWAMY FCA**

*Chartered Accountant*

Membership No: 026599

UDIN: 20026599AAAADC8623

Place: Erode

Date: 30th June, 2020

## Annexure 'B' To The Independent Auditors' Report

### The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2020.

According to information and explanations given to me, I report that:

1. In respect of the Company's fixed assets:
  - a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) The fixed assets have been physically verified by the management during the year which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c) The title deeds of all the immovable properties of the Company shown under the Fixed Assets schedule are held in the name of Company.
2. The inventories have been physically verified by the management at reasonable intervals during the year. In my opinion, the frequency of such verification is reasonable and no discrepancies were noticed at the time of verification.
3. The Company has granted loans, secured or unsecured to companies, firms, LLP or other parties covered in the registered maintained under Section 189 of the Companies Act, 2013.
  - a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service tax, duty of customs, cess and any other statutory dues to the appropriate authorities have generally been regularly deposited with the appropriate authorities though there had been delay in few cases.
    - (a) The terms and conditions of the grant of such loans are not prejudicial to the Company's interest.
    - (b) The payment of interest and repayment of principal are as per the terms and conditions stipulated.
    - (c) There is no amount overdue on such loans on the year end as at 31-03-2020.
4. In my opinion and according to explanations given to me, the company has complied with the provisions of the sections 185 and 186 of the Act, with respect to the loans given, investment made, guarantees and security given.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. I have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records u/s 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. I have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to me, in respect of statutory dues:

Name of the Statute	Nature of Liability	Amount in ₹
Goods and Service Tax Act	Tax payable under Reverse Charge Mechanism	42,36,926
Service Tax Act	Service tax liability	53,63,313
Income Tax Act	Income tax – 2016-17	13,28,336
Income Tax Act	Income tax – 2018-19	1,54,94,155
Income Tax Act	Income tax – 2014-15	1,09,79,556
Income Tax Act	Income tax – 2010-11	49,95,806
Income Tax Act	Income tax – 2011-12	30,99,224



**R.P.P INFRA PROJECTS LIMITED**

d) Details of dues of Income Tax and Service Tax which have not been deposited as at March 31, 2020 on account of dispute are given below:

Name of Statute	Nature of the due	Amount in ₹	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act	Income Tax	24,14,650	2005-06	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	5,066	2005-06	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	8,268	2007-08	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	2,546	2008-09	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	67,33,908	2008-09	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	1,10,02,825	2009-10	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	4,17,455	2010-11	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	1,78,88,460	2011-12	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	1,42,02,440	2012-13	The Deputy Commissioner of Income Tax, Central Circle II, Coimbatore
Income Tax Act	Income Tax	9,04,031	2013-14	Income Tax Department-CPC
Income Tax Act	Income Tax	28,40,721	2014-15	Income Tax Department-CPC
Income Tax Act	Income Tax	9,20,190	2015-16	Income Tax Department-CPC
Income Tax Act	Income Tax	4,36,51,960	2015-16	Income Tax Department-CPC
Income Tax Act	Income Tax	31,73,650	2016-17	Income Tax Department-CPC
Income Tax Act	Income Tax	6,93,99,910	2016-17	Income Tax Department-CPC
Income Tax Act	Income Tax	28,52,590	2017-18	Income Tax Department-CPC
Income Tax Act	Income Tax	10,20,44,700	2017-18	Income Tax Department-CPC
Service Tax Act	Service Tax	2.52 Crores	2004-09	Commissioner of Central excise dept
Service Tax Act	Service Tax	0.63 Crores	2010	Commissioner of Central excise dept
Service Tax Act	Service Tax	1.87 Crores	2010-11	Commissioner of Central excise dept
Service Tax Act	Service Tax	3.44 Crores	2012	Commissioner of Central excise dept
Service Tax Act	Service Tax	2.18 Crores	2012-13	Commissioner of Central excise dept

- 8. Based on my audit procedures, I have the opinion that the company has not defaulted in repayment of dues to its bank, financial institution, and to the Government for the year ended 31-03-2020. There are no Debenture holders for the Company.
- 9. No monies were raised through initial public offer during the year. The monies raised through term loans were applied for the purpose for which they have been raised.
- 10. Based upon the audit procedures performed, I report that no fraud by the company and no fraud on the Company by its officers / employees has been noticed or reported during the course of my audit.
- 11. The Managerial Remuneration has been paid / provided in accordance with the requisite approvals mandated by Sec. 197 read with Schedule V to the Act.

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12. The Company is not a Nidhi Company and therefore clause 3(12) of the Order is not applicable to the Company and i do not comment upon this provision.
13. In my opinion, all the Related Party Transactions entered into by the Company during the year are in compliance with the provisions Sec. 188 & 177 of the Act and the details thereof have been disclosed in the Financial Statements as required by the Accounting standards and the Act.
14. The Company has not made any preferential allotment / private placement of shares during the year and therefore this clause is not applicable to the Company.
15. The Company has not entered into any non-cash transactions with directors/ persons connected with him as stipulated u/s. 192 of the Act. Clause 3(15) of the Order is therefore not applicable to the Company.
16. In my opinion, the Company is not required to be registered u/s 45-IA of the Reserve Bank of India Act, 1934.

For **CA S N DURAISWAMY FCA**

*Chartered Accountant*

Membership No: 026599

UDIN: 20026599AAAADC8623

Place: Erode

Date: 30th June, 2020



## R.P.P INFRA PROJECTS LIMITED

### Balance Sheet as at 31st March, 2020

(₹ In Crores)

Particulars	Notes	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3	47.67	51.74	30.22
Capital work in progress	4	3.91	3.90	0.18
Other Intangible assets	5	0.26	2.61	0.13
Financial assets		0.00	0.00	0.00
Investments	6	7.17	7.18	7.21
Long Term Loans & Advances	7	2.45	0.00	0.00
Deferred Tax Asset	8	0.00	0.00	2.18
Other Non-Current Assets	9	2.54	2.16	1.80
<b>Total</b>		<b>63.99</b>	<b>67.59</b>	<b>41.73</b>
<b>Current assets</b>				
Inventories	10	24.18	20.24	17.69
<b>Financial assets</b>				0.00
Investments	6	0.00	0.00	0.00
Trade Receivables	11	147.43	163.45	105.72
Cash and Cash equivalents	12	51.57	48.37	79.27
Short Term Loans & Advances	13	35.91	38.50	39.53
Other Financial Asset	14	142.96	170.13	146.31
Other Current Assets	15	103.04	87.19	81.90
Current Tax Assets (Net)		0.00	0.00	0.00
<b>Total</b>		<b>505.08</b>	<b>527.87</b>	<b>470.41</b>
<b>Total assets</b>		<b>569.07</b>	<b>595.46</b>	<b>512.13</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Equity Share Capital	16	22.60	22.60	22.60
Other Equity	17	213.57	193.12	171.07
<b>Total equity</b>		<b>236.17</b>	<b>215.72</b>	<b>193.67</b>
<b>Non-current liabilities</b>				
<b>Financial liabilities</b>				
Borrowings	18	44.92	58.70	11.81
Other Financial Liabilities	19	0.00	0.00	0.00
Deferred Tax Liability (Net)	8	0.88	0.69	0.00
Provisions	20	0.20	0.32	0.68
<b>Total</b>		<b>46.00</b>	<b>59.71</b>	<b>12.49</b>
<b>Current liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	21	49.93	58.12	62.78
Trade payables	22			97.32
(a) Total outstanding dues of micro enterprises & small enterprises		0.63	2.13	0.00
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises		118.70	136.72	0.00
Other current financial liabilities	23	93.50	54.01	94.25
Other Current Liabilities	24	16.82	60.90	41.53
Short Term Provisions	25	2.43	2.29	1.23
Current Tax Liabilities (Net)	26	4.87	5.87	8.86
<b>Total</b>		<b>286.89</b>	<b>320.04</b>	<b>305.97</b>
<b>Total liabilities</b>		<b>332.90</b>	<b>379.75</b>	<b>318.46</b>
<b>Total equity and liabilities</b>		<b>569.07</b>	<b>595.46</b>	<b>512.13</b>

Summary of significant accounting policies

1 & 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

Date : 30.06.2020  
Place :Erode

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

## Statement of Profit and Loss for the year ended 31st March, 2020

(₹ In Crores)

Particulars	Notes	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from operations	27	575.69	580.69
Other income	28	9.62	8.70
<b>Total income</b>		<b>585.31</b>	<b>589.39</b>
<b>Expenses</b>			
Cost of Raw materials and components Consumed	29	155.81	135.31
Direct Operating Cost	30	323.67	346.03
Employee benefits expense	31	13.41	9.42
Finance Cost	32	22.68	23.24
Depreciation and amortization expense	33	7.16	6.38
Other expenses	34	27.79	27.96
<b>Total expense</b>		<b>550.52</b>	<b>548.34</b>
<b>Profit/(loss) before Exceptional</b>		<b>34.79</b>	<b>41.05</b>
Exceptional Item			0.00
<b>Profit / (Loss) after Exceptional Before tax</b>		<b>34.79</b>	<b>41.05</b>
<b>Income Tax Expense</b>			
Current Tax	35	9.74	13.82
Taxes of earlier years		5.62	0.00
Deferred tax		0.14	2.88
<b>Total Tax Expense</b>		<b>15.49</b>	<b>16.70</b>
<b>Profit/(loss) for the year</b>		<b>19.30</b>	<b>24.35</b>
<b>Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss		0.00	0.00
Remeasurement of defined benefit plans		-0.20	0.00
Net change in fair values of investments in equity shares carried at fair value through OCI		0.01	0.00
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.05	0.00
B (i) Items that will be reclassified to profit or loss		0.00	0.00
(ii) Income tax relating to items that will be reclassified to profit or loss		0.00	0.00
Other Comprehensive Income for the period / year, net of tax		-0.14	0.00
<b>Total comprehensive income for the year, net of tax</b>		<b>19.44</b>	<b>24.35</b>
<b>Basic Earnings per share</b>		<b>8.54</b>	<b>10.77</b>
<b>Diluted Earnings per share</b>		<b>8.54</b>	<b>10.77</b>
<b>Summary of significant accounting policies</b>	1 & 2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

Date : 30.06.2020  
Place :Erode



R.P.P INFRA PROJECTS LIMITED

Statement of Cash Flow for the year ended 31st March, 2020

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>PROFIT BEFORE TAX</b>	<b>34.79</b>	<b>41.05</b>
<b>NON-CASH ADJUSTMENTS TO RECONCILE PROFIT/(LOSS) BEFORE TAX TO NET CASH FLOWS</b>		
Add: Depreciation	7.16	6.38
Add: Interest paid	22.68	23.24
Less: Interest received	-2.45	-2.52
Add: (Profit)/Loss on sale of Property, Plant and Equipment (Net)	0.01	0.03
Add: Unrealised Forex (gain)/loss (Net)	-	-
Add: Other non-cash items	0.15	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>62.34</b>	<b>68.17</b>
<b>WORKING CAPITAL ADJUSTMENTS</b>		
Increase / (Decrease) in Trade Payables	-19.51	41.53
Increase / (Decrease) in Other Current Financial Liabilities	26.88	-40.24
Increase / (Decrease) in Other Current Liabilities	-44.08	19.37
Increase / (Decrease) in Short Term Provisions	0.15	1.06
(Increase) / Decrease in Trade Receivables	16.02	-57.73
(Increase) / Decrease in Inventories	-3.94	-2.55
(Increase) / Decrease in Other Non-Current Assets	-0.38	-0.36
(Increase) / Decrease in Short Term Loans & Advances	2.59	1.02
(Increase) / Decrease in Other Financial assets	27.17	-23.81
(Increase) / Decrease in Other Current Assets	-15.85	-5.29
Increase / (Decrease) in Provisions	0.00	-1.30
Other Adjustments	1.02	
Less: Direct Taxes Paid	-16.35	-16.81
<b>Cash Flow from / (used) in Operating Activities</b>	<b>36.04</b>	<b>-16.95</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds from Investments	-0.01	0.00
Payments for Purchase of Property, Plant and Equipment	(0.85)	(38.29)
Proceeds from Sale of Property, Plant and Equipment	0.03	4.20
Interest received	2.45	2.52
<b>Cash Flow from / (used) in Investing Activities</b>	<b>1.63</b>	<b>-31.57</b>

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	0.00	42.23
Repayment of borrowings	-9.35	0.00
Net changes in Long Term Loans & Advances	-2.45	0.00
Interest paid	-22.68	-23.24
Dividend paid including dividend distribution tax	0.00	-1.36
<b>Cash Flow from / (used) in Financing Activities</b>	<b>-34.47</b>	<b>17.63</b>
<b>Net increase in cash and cash equivalents</b>	<b>3.20</b>	<b>-30.90</b>
Add: <b>Cash and Cash Equivalents at the beginning of the period</b>	<b>48.37</b>	<b>79.27</b>
<b>Cash and Cash Equivalents at the end of the period</b>	<b>51.57</b>	<b>48.37</b>

**Notes:**

- Statement of cash flows has been prepared under the indirect method as set out in the IND AS 7 "Statement of cash Flows" as specified in the companies (Indian accounting Standards) Rules, 2015
- Previous year figures have been regrouped/reclassified wherever required

**Reconciliation of Financial Liabilities**

(₹ In Crores)

Particulars	Non-current financial liability	Current financial liability	Total
<b>Balance as at 1st April 2019</b>	<b>58.70</b>	<b>248.85</b>	<b>307.55</b>
Cash inflow	5.10	10.00	15.10
Cash outflow	-6.26	-8.69	-14.95
Effect of changes in foreign exchange rates	0.00		0.00
Other changes	0.00		0.00
<b>Balance as at 31st March 2020</b>	<b>57.54</b>	<b>250.16</b>	<b>307.69</b>

**The cash and equivalents of group entities that are not available to immediate use to the parent or other entities in the group**

Entity	Cash in hand	Bank balances in current accounts
R.P.P Infra Projects Plc Mauritius	0.06	0.11
R.P.P Infra Projects Lanka Limited Srilanka	0.00	0.10

The items mentioned above are freely available to the respective entities without any legal or practical restrictions.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

Date : 30.06.2020  
Place :Erode





## Statement of Changes In Equity for the year ended 31st March, 2020

### a. Equity Share Capital

#### Equity shares of ₹10 each issued, subscribed and fully paid

	Number	₹ in Crore
As at 31 March 2018	2,26,00,584.00	22.60
Issue of share capital	-	-
As at 31 March 2019	2,26,00,584.00	22.60

### b. Other Equity

(₹ in Crore)

Particulars	Share Premium	Retained Earnings	Foreign Currency Translation Reserve	Other Reserves	Total Other Equity
<b>As at 1 April 2019</b>	<b>39.65</b>	<b>151.08</b>	-	<b>2.38</b>	<b>193.12</b>
Profit for the period	-	19.30	-	-	19.30
ITSC	-	1.02	-	-	1.02
Other comprehensive income	-	0.14	-	-	0.14
<b>As at 31st March 2020</b>	<b>39.65</b>	<b>171.54</b>	-	<b>2.38</b>	<b>213.57</b>
<b>As at 1 April 2018</b>	<b>39.65</b>	<b>129.01</b>	-	<b>2.38</b>	<b>171.04</b>
<b>Profit for the period</b>	-	<b>22.07</b>	-	-	<b>22.07</b>
<b>As at 31st March 2019</b>	<b>39.65</b>	<b>151.08</b>	-	<b>2.38</b>	<b>193.12</b>

#### Notes:

A search operation u/s.132 of The Income Tax Act was conducted on the Company during the financial year 2015-16 and the Company had approached the Hon. Income Tax Settlement Commission, Chennai for settlement of the case. The order of Hon.ITSC was received in June 2019 and the effect of the same is being given in the financial statements in the year. The company had admitted certain undisclosed investments for which tax has been duly paid now consequent to the order of the Hon ITSC. Such investments which are to be capitalised as per the order of the Hon ITSC have been capitalised in the balance sheet of the Company as per the order of the Hon.ITSC. Accordingly, the investment value and reserves and surplus are restated at the earliest opening balance as required in para 40B of Ind AS 1 in the balance sheet as at 31st March 2020. By virtue of this value of investment has increased by ₹15.80 cr and the retained earnings by ₹6.56 Cr as on 1 Apr 2017. Taxes paid on admission of such income has been shown as tax expenses upon payment in the financial year ₹9.24 Cr.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

Date : 30.06.2020  
Place :Erode

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 1 : Company Overview

RPP Infra Projects Limited has been engaged in nation-building since 1995. It is engaged in construction across multiple infrastructure verticals like roads, buildings, industrial structures, power, irrigation and water management and has executed many projects in Tamil Nadu, Kerala, Karnataka, Andhra Pradesh, Telungana, Madhya Pradesh and Maharashtra for 20 years.

### Note 2 : Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements.

#### 2.01 Statement of compliance

##### Recent Accounting Developments:

##### 1) New Standards notified and adopted by the Company

MCA on 29 March 2018 notified the new standard for revenue recognition – Ind AS 115 (effective from 1 April 2018) which overhauls the existing revenue recognition standards including Ind AS 18 – Revenue and Ind AS 11 – Construction contracts. The new standard provides a control-based revenue recognition model and provides a five-step application principle to be followed for revenue recognition:

- a) Identification of the contracts with the customer
- b) Identification of the performance obligations in the contract
- c) Determination of the transaction price
- d) Allocation of transaction price to the performance obligations in the contract (as identified in step b)
- e) Recognition of revenue when the Company satisfies a performance obligation.

A number of other standards had been modified on miscellaneous issues with effect from 1st April 2018. Such changes include principle for transfer of asset to, or from, Investment Property (Amendment to Ind AS 40), determination of exchange rate for translation of foreign currency where a pre-payment asset or a deferred income liability is recognized (Amendment to Ind AS 21), segregation of deductible temporary differences in accordance with tax laws and assessing them on that basis to recognise deferred tax asset (Amendment to Ind AS 12), permitting election of fair value or equity method of accounting for investments in associates and joint ventures by venture capital ,mutual fund and other similar organisations (Amendment to Ind AS 28) and Applicability of disclosure requirements to interests classified as held for sale or as discontinued operation (Amendment to Ind AS 112).

None of these amendments have any material effect on the Company's financial statements.

##### 2) Ind AS New Standard notified but not early adopted by the Company

##### (i) New Accounting Standard on Lease

Ind AS 116 replaces existing standard Ind AS 17 "Leases". The standard is effective for annual periods beginning on or after April 1, 2019.

Ind AS 116 introduces a single, on balance sheet lease accounting model for lessees. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short term leases and leases of low value items. Lessor accounting remains similar to the current standard.

The said amendment does not have any impact on the financial statements.

##### (ii) Other amendments

Several other accounting standards have been modified on miscellaneous issues with effect from 1st April 2019. Such changes include clarification/guidance on:



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

- a) business combination accounting in case of obtaining control of a joint operation;
- b) accounting in case of obtaining joint control of an operation wherein there was no joint control earlier;
- c) income tax consequences in case of dividends;
- d) accounting for income tax when there is uncertainty over income tax treatment of an item by tax authorities;
- e) accounting treatment for specific borrowings post capitalization of corresponding qualifying asset;
- f) accounting for prepayment features with negative compensation in case of debt instruments;
- g) accounting for plan amendment, curtailment or settlement occurring in-between the reporting periods in case of long-term employee benefit plans;
- h) accounting for long-term interests in associates and joint ventures to which the equity method is not applied but that in substance form part of the net investment in the associate or joint venture (long-term interests).

None of these amendments are expected to have any material effect on the Company's financial statements.

### 2.02 Basis of Preparation

The Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Statement of Cash Flow together with notes for the year ended March 31, 2019, have been prepared in accordance with applicable Indian Accounting Standards (Ind AS) prescribed under section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules as amended from time to time.

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Division II of Schedule III to the Companies Act, 2013.

#### Operating Cycle

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

#### Current and Non Current Classification

An asset is treated as current when it is:

- (i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- (ii) Held primarily for the purpose of trading
- (iii) Expected to be realised within twelve months after the reporting period, or
- (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

- (i) It is expected to be settled in normal operating cycle
  - (ii) It is held primarily for the purpose of trading
  - (iii) It is due to be settled within twelve months after the reporting period, or
  - (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (i) Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (ii) Level 2- Inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (iii) Level 3- Unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

### Functional and Presentation Currency

Items included in financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

The Financial Statements are presented in Indian Rupees which is company's presentation currency. All financial information presented in Crores has been rounded to two decimals except where otherwise indicated.

### 2.03 Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Assumptions and Key Sources of Estimation Uncertainty

#### (i) Revenue

Revenue is recognised based on the extent of progress towards completion of the performance obligation. This requires the Company to estimate total contract revenue, and remaining cost to complete the contract at the end of each reporting date. The financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, therefore recognized revenue and profit are subject to change as the contract progresses to completion.

#### (ii) Useful life of Property, Plant & Equipment (PPE)

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management which is reviewed at the end of each reporting period. The rate of depreciation adopted by the company has been tabulated in note 2.03.



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### (iii) Expected Credit Loss (ECL)

Expected Credit Loss is prepared based on the historical data for the past two years with half yearly intervals and the probability of default is computed accordingly. The mechanism tries to identify the receivables which would probably result in becoming unrecoverable for the company and additional provision is created by company based on the ECL model.

### (iv) Employee Benefits - Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

### (v) Taxation

Determining of income tax liabilities using tax rates and tax laws that have been enacted or substantially enacted requires the Management to estimate the level of tax that will be payable based upon the Group's/ expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilized..

### (vi) Fair value measurement

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for the fair value measurements. In estimating the fair value of an asset or a liability, the Company used market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engaged third party qualified valuers to perform the valuations in order to determine the fair values based on the appropriate valuation techniques and inputs to fair value measurements. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 45.

### (vii) Provision for contractual obligation

Assessments undertaken in recognising provisions for contractual obligation have been made as per the best judgement of the management based on the current available information.

### (viii) Estimation of uncertainties relating to the global health pandemic from COVID-19:

The SARS-CoV-2 virus responsible for COVID-19 continues to spread across the globe and India, which has contributed to a significant decline in global and local economic activities. The extent to which the COVID-19 pandemic will impact the company's results will depend on future developments, which are uncertain, including, among other things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government mandated or elected by the Company.

## 2.04 Property, Plant and Equipment

Land and buildings, Property, Plant and Equipments held for use in the production or supply of goods or services, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and impairment losses, if any. Property, Plant and Equipment (PPE) in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss.

The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management and initial estimate of decommissioning, restoring and similar liabilities. Such cost includes

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

the cost of replacing part of the plant and equipment and professional fees. Any trade discounts and rebates are deducted in arriving at the purchase price. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components. All other repair and maintenance costs are recognised in profit or loss as incurred. Own fabricated assets are capitalized at cost including an appropriate share of overheads.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

### Depreciation on Property, Plant & Equipment

Depreciation of these PPE commences when the assets are ready for their intended use. It is provided on the cost of PPE (other than leasehold land) less their residual values, using the straight line method over the useful life of PPE as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Company. The Company has used the following rates to provide depreciation on its property, plant and equipment.

Particulars	Rate of depreciation
Land	0.00%
Buildings	3.00%
Plant & Machinery	4.75%
Office Equipment	6.33%
Furniture and Fixtures	6.33%
Computer	16.21%
Light Motor Vehicle	9.50%
Heavy Vehicle	11.31%

The estimated useful lives, residual values and depreciation method are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on additions/deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions except low value items not exceeding ₹5,000/- which are fully depreciated at the time of addition.

On subsequent expenditure on PPE arising on account of capital improvement or other factors, depreciation is provided for prospectively over the remaining useful life.

Depreciation on refurbished/revamped PPE which are capitalized separately is provided for over the reassessed useful life.

### De-Recognition:

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised as in the Statement of Profit and Loss.

Assets not ready for the intended use on the date of the Balance Sheet are disclosed as Capital Work-in-Progress.

### 2.05 Intangible Assets

Intangible assets with finite useful lives that are acquired separately, are carried at cost less accumulated amortisation and accumulated impairment losses. The costs comprises of all cost, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible asset. Amortisation is recognised on a straight line basis over their estimated useful lives from



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

the date of capitalisation. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate being accounted for prospectively.

Computer software are amortized on a straight line basis over a period of 3 years.

### De-recognition

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognised in the Statement of Profit and Loss when the asset is derecognised.

### 2.06 Impairment of tangible and intangible assets

The Company reviews the carrying amount of its tangible and intangible assets and Property, Plant and Equipment (including Capital Works-in -Progress) of a "Cash Generating Unit" (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount and impairment loss is recognised in the Statement of Profit and Loss.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at the end of each reporting period to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

### 2.07 Leases

The determination of whether an agreement is, or contains, a lease is based on the substance of the agreement at the date of inception.

#### Operating leases:

- (i) Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the related assets are classified as operating leases.

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

- (ii) Lease rentals on assets under operating lease are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

### 2.08 Financial instruments

Financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

### 2.09 Financial assets

Financial assets comprises of investments, trade receivables, cash and cash equivalents, term loans and advances and other financial assets.

#### (i) Cash and cash equivalents

Cash and cash equivalents comprise of cash at bank and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from date of purchase, to be cash equivalents.

#### (ii) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

#### (iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

#### (v) Impairment of financial assets

The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

#### (vi) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.





## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

On derecognition of a financial asset in its entirety (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.

### 2.10 Financial liabilities

#### (i) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- (a) the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- (b) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

#### (ii) Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method

#### (iii) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

### 2.11 Inventories

Inventories are stated at lower of cost and net realisable value. Cost of construction / raw materials comprises cost of purchases and includes taxes and duties and is net of eligible credits under CENVAT/ VAT schemes/ Input Tax Credit (ITC). It also includes all other related costs incurred in bringing the inventories to their present location and condition.

Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories. Cost is determined on first in first out basis. Cost of surplus/ obsolete/ slow moving inventories are adequately provided for. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 2.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

### 2.13 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### 2.14 Revenue recognition

#### (i) Construction Contracts

Revenue is measured based on the consideration specified in a contract with a customer. Company recognises revenue when or as it transfers control over a good or service to a customer.

Allocation of transaction price to performance obligations - A contract's transaction price is allocated to each distinct performance obligation and recognised as revenue, when, or as, the performance obligation is satisfied. To determine the proper revenue recognition method, we evaluate whether two or more contracts should be combined and accounted for as one single contract and whether the combined or single contract should be accounted for as more than one performance obligation. This evaluation requires significant judgment; some of our contracts have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts and, therefore, not distinct. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract.

Payment terms - Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract. Payment terms may either be fixed, lump-sum or driven by time and materials (i.e., daily or hourly rates, plus materials). Because typically the customer retains a small portion of the contract price until completion of the contract, our contracts generally result in revenue recognised in excess of billings which we present as contract assets on the statement of financial position. Amounts billed and due from our customers are classified as receivables on the statement of financial position. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component because the intent is to protect the customer. For some contracts, we may be entitled to receive an advance payment. We recognise a liability for these advance payments in excess of revenue recognised and present it as contract liabilities on the statement of financial position. The advance payment typically is not considered a significant financing component because it is used to meet working capital demands that can be higher in the early stages of a contract and to protect us from the other party failing to adequately complete some or all of its obligations under the contract.

Warranty - Certain contracts include an assurance-type warranty clause, typically between 18 to 36 months, to guarantee that the products comply with agreed specifications.

Revenue recognised over time - Our performance obligations are satisfied over time as work progresses or at a point in time when performance obligations are fulfilled and control transfers to the customer. Typically, revenue is recognised over time using an input measure (e.g., costs incurred to date relative to total estimated costs at completion) to measure progress.

Cost-to-cost method - For our long-term contracts, because of control transferring over time, revenue is recognised based on the extent of progress towards completion of the performance obligation. Upon adoption of the new standard we generally use the cost-to-cost measure of progress for our contracts because it best depicts the transfer of control to the customer which occurs as we incur costs on our contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenues, including estimated fees or profits, are recorded proportionally as costs are incurred. Any expected losses on construction-type contracts in progress are charged to earnings, in total, in the period the losses are identified. Previously, such contracts were accounted for under IAS 11 on Construction Contracts. Accordingly, revenue on ongoing contracts was measured on the basis of costs incurred and of margin recognised at the percentage of completion. Margin was recognised only when the

visibility of the riskiest stages of the contract was deemed sufficient and when estimates of costs and revenue was considered to be reliable. The percentage of completion was calculated according to the nature and the specific risk of each contract in order to reflect the effective completion of the project. This percentage of completion could be based on



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

technical milestones defined for the main deliverables under the contracts or based on the ratio between costs incurred to date and estimated total costs at completion. As soon as the estimate of the final outcome of a contract indicated a loss, a provision was recorded for the entire loss. The gross margin of a long-term contract at completion was based on an analysis of total costs and income at completion, which are reviewed periodically and regularly throughout the life of the contract. A construction contract was considered completed when the last technical milestone is achieved, which occurs upon contractual transfer of ownership of the asset or temporary delivery, even if conditional.

**Right to invoice practical expedient** - The right-to-invoice practical expedient can be applied to a performance obligation satisfied over time if we have a right to invoice the customer for an amount that corresponds directly with the value transferred to the customer for our performance completed to date. When this practical expedient is used, we do not estimate variable consideration at the inception of the contract to determine the transaction price or for disclosure purposes. We have contracts which have payment terms dictated by daily or hourly rates where some contracts may have mixed pricing terms which include a fixed fee portion. For contracts in which we charge the customer a fixed rate based on the time or materials spent during the project that correspond to the value transferred to the customer, we recognise revenue in the amount to which we have the right to invoice.

**Contract modifications** - Contracts are often modified to account for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new, or changes the existing, enforceable rights and obligations. Most of our contract modifications are for goods or services that are not distinct from the existing contract due to the significant integration service provided in the context of the contract and are accounted for as if they were part of that existing contract. The effect of a contract modification on the transaction price and our measure of progress for the performance obligation to which it relates is recognised as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

### (ii) Other Operational Income

Other Operational Income Includes Revenue for Technical services provided and accounted on accrual basis.

### (iii) Dividend income:

Dividend income from investments is recognised when the shareholder's right to receive payment is established by the reporting date.

### (iv) Interest Income

Interest income from financial assets is recognised at the effective interest rate method applicable on initial recognition.

### (v) Other Income

- (a) Claims were accounted as income in the year of receipt of arbitration award or acceptance by client or evidence of acceptance.
- (b) Other items of income are accounted as and when the right to receive arises.

## 2.15 Borrowing Costs

Borrowing costs specifically identified to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

## 2.16 Employee Benefits

Employee benefits include salaries, wages, provident fund, employee state insurance and gratuity.

### (i) Defined contribution plans

Employer's contribution to the recognized provident fund which is a defined contribution scheme and ESI Contribution as per law are charged to the Profit and Loss account.

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### (ii) Defined benefit plans

The Gratuity benefit is funded through a defined benefit plan. For this purpose, the Company has obtained a qualified insurance policy from Life Insurance Corporation of India.

### 2.17 Voluntary Retirement Scheme

Expenditure on Voluntary Retirement Scheme (VRS) is charged to the Statement of Profit and Loss when incurred.

### 2.18 Foreign Exchange Transactions

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Indian Rupees, which is the Company's functional currency and the Group's presentation currency.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise. In case of fixed assets they are adjusted to the carrying cost of such assets.

### 2.19 General Administrative Expenses

General administrative expenses which are directly attributable are allocated to activities and the balance is charged to Statement of Profit and Loss.

### 2.20 Income Taxes

Income tax expense represents the sum of the current tax and deferred tax.

#### (i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

#### (ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

### (iii) Current and deferred tax expense for the year

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 2.21 Proposed Dividend

The Company has disclosed dividend, proposed by board of directors after the balance sheet date, in the notes, as provision cannot be created for dividend proposed / declared after the balance sheet date, unless a statute requires otherwise.

### 2.22 Extraordinary and exceptional Items

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

### 2.23 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### 2.24 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

### 2.25 Segment reporting

Operating segments are identified and reported taking into account the different risks and returns, the organization structure and the internal reporting systems.

As per our report of even date

**CA S N DURAISWAMY**

Membership No. :026599

**P. ArulSundaram**

Chairman &

Managing Director

DIN: 00125403

**A. Nithya**

Whole Time Director &

Chief Financial Officer

DIN 00125357

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 3 : Property, plant & equipment

(₹ In Crores)

Particulars	Land	Plant and Machinery	Office Equipment	Furniture and Fixtures	Computer	Buildings	Motor Vehicle	Heavy Vehicle	Total
<b>Gross carrying amount</b>									
<b>As at 31 March 2018</b>	<b>3.31</b>	<b>35.84</b>	<b>0.79</b>	<b>0.22</b>	<b>0.92</b>	<b>0.81</b>	<b>1.76</b>	<b>19.22</b>	<b>62.88</b>
Additions	0.00	24.22	0.22	0.09	0.09	0.00	1.30	6.16	32.07
Disposals	0.00	3.43	0.03	0.01	0.01	0.12	0.43	1.00	5.03
<b>As at 31 March 2019</b>	<b>3.31</b>	<b>56.64</b>	<b>0.98</b>	<b>0.30</b>	<b>0.99</b>	<b>0.69</b>	<b>2.63</b>	<b>24.37</b>	<b>89.92</b>
Additions	0.00	1.55	0.07	0.01	0.12	0.00	0.69	0.67	3.11
Disposals	0.00	0.06	0.00	0.00	0.07	0.00	0.03	0.31	0.47
<b>As at 31 March 2020</b>	<b>3.31</b>	<b>58.13</b>	<b>1.05</b>	<b>0.31</b>	<b>1.05</b>	<b>0.69</b>	<b>3.28</b>	<b>24.73</b>	<b>92.55</b>
<b>Depreciation and impairment</b>									
<b>As at 1 April 2017</b>	<b>-</b>	<b>12.42</b>	<b>0.52</b>	<b>0.07</b>	<b>0.75</b>	<b>0.08</b>	<b>1.09</b>	<b>11.37</b>	<b>26.30</b>
Charge for the year	-	3.51	0.07	0.03	0.09	0.03	0.26	2.82	6.81
Disposals/Adjustments	-	0.12	-	-	-	-	0.34	-	0.46
<b>As at 31 March 2018</b>	<b>0.00</b>	<b>15.81</b>	<b>0.59</b>	<b>0.10</b>	<b>0.84</b>	<b>0.11</b>	<b>1.01</b>	<b>14.19</b>	<b>32.66</b>
Depreciation charge for the year	0.00	3.70	0.08	0.03	0.07	0.02	0.30	2.12	6.32
Disposals/Adjustments	0.00	0.00	0.00	0.00	0.01	0.01	0.02	0.75	0.80
<b>As at 31 March 2019</b>	<b>0.00</b>	<b>19.51</b>	<b>0.67</b>	<b>0.13</b>	<b>0.90</b>	<b>0.11</b>	<b>1.29</b>	<b>15.56</b>	<b>38.17</b>
Depreciation charge for the year	0.00	4.67	0.11	0.02	0.07	0.03	0.42	1.74	7.06
Disposals/Adjustments	0.00	0.02	0.00	0.00	0.00	0.00	0.02	0.31	0.35
<b>As at 31 March 2020</b>	<b>0.00</b>	<b>24.16</b>	<b>0.78</b>	<b>0.15</b>	<b>0.98</b>	<b>0.14</b>	<b>1.69</b>	<b>16.99</b>	<b>44.88</b>
<b>Net Carrying amount</b>									
<b>At 31 March 2020</b>	<b>3.31</b>	<b>33.98</b>	<b>0.26</b>	<b>0.16</b>	<b>0.07</b>	<b>0.55</b>	<b>1.60</b>	<b>7.74</b>	<b>47.67</b>
<b>At 31 March 2019</b>	<b>3.31</b>	<b>37.13</b>	<b>0.31</b>	<b>0.17</b>	<b>0.09</b>	<b>0.58</b>	<b>1.34</b>	<b>8.81</b>	<b>51.74</b>

### Note 4 : Capital Work in Progress

(₹ In Crores)

Particulars	Capital Work in Progress	Total
<b>Gross carrying amount</b>		
<b>As at 31 March 2018</b>	<b>0.18</b>	<b>0.18</b>
Purchases	3.72	3.72
Transfer	0.00	0.00
<b>As at 31 March 2019</b>	<b>3.90</b>	<b>3.90</b>
Purchases	0.71	0.71
Transfer	0.70	0.70
<b>As at 31 March 2020</b>	<b>3.91</b>	<b>3.91</b>
<b>Amortisation and impairment</b>		
<b>As at 31 March 2018</b>	<b>0.00</b>	<b>0.00</b>
Amortisation	0.00	0.00
Adjustment	0.00	0.00
<b>As at 31 March 2019</b>	<b>0.00</b>	<b>0.00</b>
Amortisation	0.00	0.00
Adjustment	0.00	0.00
<b>As at 31 March 2020</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Carrying Amount</b>		
<b>At 31 March 2020</b>	<b>3.91</b>	<b>3.91</b>
<b>At 31 March 2019</b>	<b>3.90</b>	<b>3.90</b>



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 5 : Intangible Assets

(₹ In Crores)

Particulars	Goodwill	ERP Software	Website Development	Intangible asset under Development	Total
<b>Gross carrying amount</b>					
<b>As at 1 April 2017</b>	-	0.10	-	-	0.10
Additions	-	0.08	-	-	0.08
Disposals	-	-	-	-	-
<b>As at 31 March 2018</b>	0.00	0.18	0.00	0.00	0.18
Purchases	0.00	0.19	0.00	2.36	2.55
Transfer	0.00	0.00	0.00	0.00	0.00
<b>As at 31 March 2019</b>	0.00	0.38	0.00	2.36	2.73
Purchases	0.00	0.24	0.00	0.00	0.24
Transfer	0.00	0.09	0.00	2.36	2.44
<b>As at 31 March 2020</b>	0.00	0.53	0.00	0.00	0.53
<b>Amortisation and impairment</b>					
<b>As at 1 April 2017</b>	-	0.10	-	-	0.10
Additions	-	0.01	-	-	0.01
Disposals	-	0.05	-	-	0.05
<b>As at 31 March 2018</b>	0.00	0.05	0.00	0.00	0.05
Amortisation	0.00	0.07	0.00	0.00	0.07
Adjustment	0.00	0.00	0.00	0.00	0.00
<b>As at 31 March 2019</b>	0.00	0.12	0.00	0.00	0.12
Amortisation	0.00	0.00	0.00	0.00	0.00
Adjustment	0.00	(0.15)	0.00	0.00	(0.15)
<b>As at 31 March 2020</b>	0.00	0.27	0.00	0.00	0.27
<b>Net Carrying Amount</b>					
<b>At 31 March 2020</b>	0.00	0.26	0.00	0.00	0.26
<b>At 31 March 2019</b>	0.00	0.26	0.00	2.36	2.61
<b>At 31 March 2018</b>	0.00	0.13	0.00	0.00	0.13

### Note 6 : Investments

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Note 6A : Investments -Non- Current</b>		
<b>Non Trade Investments (5A.1)</b>		
Investment in Equity Instruments	0.09	0.11
<b>Trade Investments (5A.2)</b>		
Investment in Equity Instruments	7.08	7.08
<b>Total investments</b>	<b>7.17</b>	<b>7.18</b>

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 6A.1 : Non Trade Investments

(₹ In INR)

Name of the Body Corporate	Classification	Quoted / Unquoted	Partly Paid / Fully Paid	No of Shares / Units		Extent of Holding (%)			
				As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
3i Infotech Limited(Face Value @ ₹10 per share)	Others	Quoted	Fully Paid	1000.00	1000.00	0.00%	0.00%	0.00	0.00
Hindustan Construction Company Limited(Face Value @ ₹1 per share)	Others	Quoted	Fully Paid	9000.00	9000.00	0.01%	0.01%	0.00	0.02
IVRCL Infrastructure & Projects Limited(Face Value @ ₹2 per share)	Others	Quoted	Fully Paid	900.00	900.00	0.00%	0.00%	0.00	0.00
Sakthi Sugars Ltd(Face Value @ ₹10 per share)	Others	Quoted	Fully Paid	500.00	500.00	0.00%	0.00%	0.00	0.00
MEP Infra Developers (Face Value @ ₹10 per share)	Others	Quoted	Fully Paid	0.00	10000.00	0.00%	0.00%	0.00	0.00
Other Comprehensive Income								0.06	
SPAC Terminal Market Complex Ltd.(Face value @ ₹1 Per Share and Previous Face Value per Share @ ₹10 per share)	Others	Unquoted	Fully Paid	299000.00	299000.00	6.89%	6.89%	0.03	0.09
<b>Total Non Trade Investments</b>								<b>0.09</b>	<b>0.11</b>

### Note 6A.2 : Trade Investments

(₹ In INR)

Name of the Body Corporate	Classification	Quoted / Unquoted	Partly Paid / Fully Paid	No of Shares / Units		Extent of Holding (%)			
				As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
RPP Energy Systems Private Limited (Face value @ ₹10 Per Share)	Wholly Owned Subsidiary	Unquoted	Fully Paid	50000.00	50000.00	100%	100%	0.05	0.05
RPP Infra Overseas PLC(Face value @ ₹10 Per Share)		Unquoted	Fully Paid	4980.00	4980.00	100%	100%	0.02	0.02
RPP Infra Projects (Lanka) Ltd.(Face value @ ₹10 Per Share)		Unquoted	Fully Paid	116143.00	116143.00	100%	100%	0.05	0.05
Greatful Mercantile Pvt. Ltd.(Face value @ ₹10 Per Share)		Unquoted	Fully Paid	211500.00	211500.00	100%	100%	3.55	3.55
Sanskar Dealcom Pvt Ltd.(Face value @ ₹10 Per Share)		Unquoted	Fully Paid	209930.00	209930.00	100%	100%	3.40	3.40
<b>Total Trade Investments</b>								<b>7.07</b>	<b>7.07</b>
<b>Total investments</b>								<b>7.17</b>	<b>7.18</b>
Aggregate Carrying value of Quoted investments								<b>0.00</b>	<b>0.02</b>
Aggregate Carrying value of UnQuoted investments								<b>7.10</b>	<b>7.16</b>
Aggregate Market Value of Quoted Investments								<b>0.00</b>	<b>0.02</b>

#### Notes:

A search operation u/s.132 of The Income Tax Act was conducted on the Company during the financial year 2015-16 and the Company had approached the Hon. Income Tax Settlement Commission, Chennai for settlement of the case. The order of Hon.ITSC was received in June 2019 and the effect of the same is being given in the financial statements in the year. The company had admitted certain undisclosed investments for which tax has been duly paid now consequent to the order of the Hon ITSC. Such investments which are to be capitalised as per the order of the Hon ITSC have been capitalised in the balance sheet of the Company as per the order of the Hon.ITSC. Accordingly, the investment value and reserves and surplus are restated at the earliest opening balance as required in para 40B of Ind AS 1 in the balance sheet as at 31st March 2020. By virtue of this value of investment has increased by ₹15.80 cr and the retained earnings by ₹6.56 Cr as on 1 Apr 2017. Taxes paid on admission of such income has been shown as tax expenses upon payment in the financial year ₹9.24 Cr.

### Note 7 : Long Term Loans & Advances

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Advance to Suppliers	2.45	0.00
Other Long term loans and advances	-	-
<b>Total</b>	<b>2.45</b>	<b>0.00</b>





## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 8 : Deferred Tax Asset / Liability

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Deferred Tax Asset/Liability	0.88	0.69
<b>Total</b>	<b>0.88</b>	<b>0.69</b>

### Note 9 : Other Non-Current Assets

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Prepaid Expense	2.54	2.16
<b>Total</b>	<b>2.54</b>	<b>2.16</b>

### Note 10 : Inventories

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Raw materials- Construction Materials	24.18	20.24
<b>Total inventories at the lower of cost or net realisable value</b>	<b>24.18</b>	<b>20.24</b>

**Note :** Inventory is not pledged as Security.

### Note 11 : Trade Receivables

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured considered good	147.43	163.45
Doubtful		
<b>Total Trade receivables</b>	<b>147.43</b>	<b>163.45</b>
Provision for doubtful receivables		
<b>Total Trade receivables</b>	<b>147.43</b>	<b>163.45</b>

#### Note: 11.1

There are arbitration proceedings going on in respect of the following departments - Rites, Sipcot and Ntecl towards which sums ₹2.13 Crores, ₹0.75 Crores, ₹27.30 Crores respectively are shown as receivables. The company has filed the necessary papers with the arbitrators and the above receivables are considered good for recovery. Third Party balances are subject to external confirmations.

### Note 12 : Cash and Cash Equivalents

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Balances with banks:</b>		
– On current accounts	4.97	4.47
Cheques/ drafts on hand	0.00	0.00
Cash on hand	0.69	0.31
Earmarked Balances	39.44	42.82
Other Bank Balances	6.47	0.77
<b>Total</b>	<b>51.57</b>	<b>48.37</b>

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 13 : Short Term Loans and advances

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, considered good:		
Security Deposits		
Deposits with customers	0.00	0.00
Deposits with Others	0.00	0.00
Advance to employees	0.25	0.16
Advance to sub-contractors	3.16	7.36
Balances with statutory / government authorities	17.61	9.26
Loans & Advances to Subsidiaries	0.00	0.00
Balance with Subsidiaries	0.26	7.09
Non-Trade Receivable	13.52	13.52
Advance to Suppliers	0.00	0.00
Others	1.11	1.11
(Refer Note 11.1)		
<b>Total</b>	<b>35.91</b>	<b>38.50</b>

### Note 14 : Other Financial Assets

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Contract Asset	142.96	170.13
Insurance Claim	0.00	0.00
<b>Total</b>	<b>142.96</b>	<b>170.13</b>

**Note:** Classified as non financial asset as the contractual rights to consideration is dependent on completion of contractual milestone.

### Note 15 : Other Current Assets

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Prepaid expense	0.00	0.83
Other Assets - Srilanka BO	0.00	0.00
Income Tax Paid for FY 2008-09 & 2011-12	0.00	0.00
Project Advance	0.00	0.00
Retention by customers	103.04	86.35
(Refer Note 11.1)		
<b>Total</b>	<b>103.04</b>	<b>87.19</b>



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 16 : Share Capital

(₹ In INR)

Particulars	As at	
	31.03.2020	31.03.2019
<b>Authorised Share Capital</b>		
34,000,000 (March 31, 2020: 34,000,000) equity shares of ₹10/-	34,00,00,000	34,00,00,000
<b>Share Capital</b>		
Issued, Subscribed and Paid up equity capital		
22,600,584 (March 31, 2020: 22,600,584) equity shares of ₹10/- each fully paid up	22,60,05,840	22,60,05,840

#### Note 16.1 : Reconciliation of the number of shares outstanding

(₹ In INR)

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>Reconciliation of No. of shares</b>				
<b>Outstanding at the beginning of the year</b>	2,26,00,584	22,60,05,840	2,26,00,584	22,60,05,840
Add: Shares issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	2,26,00,584	22,60,05,840	2,26,00,584	22,60,05,840

#### Note 16.2 : Terms / rights attached to equity shares

The company has only one class of equity share having a par value of ₹10 per share. Each shareholder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing general meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

#### Note 16.3 : Details of shares held by subsidiaries of ultimate holding company / holding and / or their subsidiaries / associates

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of shares	% Holding	No. of shares	% Holding
<b>Name of equity share holders</b>				
RPP Infra Projects ( Lanka ) Limited	1,16,143.00	100.00%	1,16,143.00	100.00%
RPP Infra Over Seas PLC	4,980.00	100.00%	4,980.00	100.00%
RPP Energy Systems Private Limited	50,000.00	100.00%	50,000.00	100.00%
Sanskar Dealcom Private Limited	2,09,930.00	100.00%	2,09,930.00	100.00%
Greatful Mercantile Private Limited	2,11,500.00	100.00%	2,11,500.00	100.00%
Lunkar Finance Private Limited ( Subsidiary - Stepdown)	4,21,430.00	100.00%	4,21,430.00	100.00%
RPP Annai (JV) Private Limited	5,100.00	51.00%	-	0.00%

#### Note 16.4 : Details of shareholders holding more than 5% shares in the Company are as under:-

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of shares	% Holding	No. of shares	% Holding
<b>Name of equity share holders</b>				
Mr P. Arulsundaram	65,43,443	28.95%	62,88,443.00	27.82%
Mrs A. Nithya	54,24,898	24.00%	55,79,898.00	24.69%
<b>Total</b>	<b>1,19,68,341.00</b>	<b>52.96%</b>	<b>1,18,68,341.00</b>	<b>52.51%</b>

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 16.5 : Proposed dividends on Equity shares:

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
The board proposed dividend on equity shares after the balance sheet date	0.00	0.00
Proposed dividend on equity shares for the year ended 31st March, 2019 : ₹0.50 (PY : ₹0.50 per share)		
Tax on proposed dividend	0.00	0.00

### Note 17 : Other Equity

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Securities premium account	39.65	39.65
Foreign Currency Translation Reserve	0.00	0.00
Revaluation reserve	2.38	2.38
Retained Earnings	171.54	151.08
<b>Total</b>	<b>213.57</b>	<b>186.56</b>

### Note 17.1 : Securities premium account

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Balance at beginning of year	39.65	39.65
Add / Less: Movements	0.00	0.00
<b>Balance at end of year</b>	<b>39.65</b>	<b>39.65</b>

### Note 17.2 : Revaluation reserve

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Balance at beginning of year	2.38	2.38
Add / Less: Movements	0.00	0.00
<b>Balance at end of year</b>	<b>2.38</b>	<b>2.38</b>

### Note 17.3 : Retained Earnings

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Balance at beginning of year	151.08	129.04
Add / Less: Movements	20.46	22.07
<b>Balance at end of year</b>	<b>171.54</b>	<b>151.11</b>

Refer "Statement of Changes in Equity" for additions/deletions in each of these items

- A. Securities Premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act 2013 for specified purposes.

A search operation u/s.132 of The Income Tax Act was conducted on the Company during the financial year 2015-16 and the Company had approached the Hon. Income Tax Settlement Commission, Chennai for settlement of the case. The order of Hon. ITSC was received in June 2019 and the effect of the same is being given in the financial statements in the year. The company had admitted certain undisclosed investments for which tax has been duly paid now consequent to the order of the Hon ITSC. Such investments which are to be capitalised as per the order of the Hon ITSC have been capitalised in the balance sheet of the Company as per the order of the Hon.ITSC. Accordingly, the investment value and reserves and surplus are restated at the earliest opening balance as required in para 40B of Ind AS 1 in the balance sheet as at 31st March 2020. By virtue of this value of investment has increased by ₹15.80 cr and the retained earnings by ₹6.56 Cr as on 1 Apr 2017. Taxes paid on admission of such income has been shown as tax expenses upon payment in the financial year ₹9.24 Cr.



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 18 : Borrowings- Non current

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Secured</b>		
Term Loans		
From Banks (Secured)	13.42	17.08
From NBFC (Secured)	9.73	17.43
<b>Unsecured</b>		
Term Loans		
From Banks (Unsecured)	0.00	0.00
From NBFC (Unsecured)	34.39	46.80
<b>Total</b>	<b>57.54</b>	<b>81.31</b>
Less : Current Maturities of Long Term Debt	12.61	22.61
<b>Total</b>	<b>44.92</b>	<b>58.70</b>

#### Note 18.1 : Nature of Security

Particulars	Loan outstanding	Security	Repayment terms
From Banks			
Secured Loan with Various Banks and Interest @ 9.33%	13.42	Promoters Share	Every Month
From NBFC's			
Term Loan with Non Banking Financial institutions and Interest @ 9.66%	9.73	Promoters Shares	Every Month
Unsecured Loan with Non Banking Financial institutions and Interest @ 4%	21.77	Promoters Shares	Renewal Every Year

#### Net debt reconciliation

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Cash and cash equivalents</b>	51.57	48.37
Liquid investments	-	-
Non Current borrowings including interest	44.92	58.70
Current Borrowings	62.55	80.73
<b>Net (debt)/ Cash &amp; Cash Equivalents</b>	<b>55.90</b>	<b>91.06</b>

Particulars	Other Assets		Liabilities from financing activities		Total
	Cash and bank overdraft	Liquid Investments	Non-current borrowings	Current borrowings	
Net (debt)/ Cash & Cash Equivalents as at 1 April 2017	40.24	-	16.84	80.76	57.36
Cash Flows	57.61		-5.03	51.98	-10.66
Interest expense					-
Interest paid	18.57				-18.57
<b>(Net debt)/ Cash &amp; Cash Equivalents as at 31 March 2018</b>	<b>79.27</b>	<b>-</b>	<b>11.81</b>	<b>132.74</b>	<b>65.28</b>
Cash Flows	-7.66		46.89	-52.01	2.55
Interest expense					-

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

(₹ In Crores)

Particulars	Other Assets		Liabilities from financing activities		Total
	Cash and bank overdraft	Liquid Investments	Non-current borrowings	Current borrowings	
Interest paid	-23.24				23.24
<b>(Net debt)/ Cash &amp; Cash Equivalents as at 31 March 2019</b>	<b>48.33</b>		<b>58.70</b>	<b>80.73</b>	<b>91.06</b>
Cash Flows	25.88		-13.78	-18.18	-57.84
Interest expense					-
Interest paid	-22.68				22.68
<b>(Net debt)/ Cash &amp; Cash Equivalents as at 31 March 2020</b>	<b>51.53</b>		<b>44.92</b>	<b>62.55</b>	<b>55.90</b>

### Note 19 : Other financial liabilities- Non Current

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Security Deposits from Sub Contractor	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

### Note 20 : Provisions- Long term

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Provision for employee benefits</b>	0.00	0.00
Gratuity	0.20	0.32
<b>Total</b>	<b>0.20</b>	<b>0.32</b>

### Note 21 : Borrowings - Current

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Secured</b>		
Loans repayable on Demand from banks (Refer 18B.1)	49.93	54.99
Loans repayable within one year from banks	0.00	3.13
<b>Total</b>	<b>49.93</b>	<b>58.12</b>

#### Note 21.1 : Nature of Security

(₹ In Crores)

Particulars	Loan outstanding	Security	Repayment terms
From Banks			
Working Capital with Various Banks and Interest @ 12.06%	49.93	Personal Security of Vacant land, Building, Factory building, Vacant House, Residential Building @ various places Land & building, vacant land @ various places Immoveable Land and Building property @ Giundy Taluk Personal Guarantee Value of Property	Renewal every year
From NBFC's			
Working Capital with Non Banking Financial institutions and Interest @ 9.78%	-	Personal Guarantee	Renewal Every Year



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 21.2 Fund Based Limit Enjoyed by the Company

(₹ In Crores)

Name of Lending institutions	Type of Loan	Sanctioned Limit	Utilised	
			As at 31.03.2020	As at 31-03-2019
Indian Overseas Bank, Surampatti Branch, Erode	Cash Credit	35.00	30.61	35.77
Bank of India - Coimbatore	Cash Credit	8.00	7.93	7.98
Industrial Development Bank of India ( IDBI), Chennai	Cash Credit	12.97	8.90	11.23
Exim Bank , Chennai	Cash Credit	2.50	2.50	-
TIIC Ltd	Cash Credit	-	-	1.70
Indian Bank, Jaffna	Over Draft	-	-	1.43
<b>Total</b>		<b>58.47</b>	<b>49.93</b>	<b>58.12</b>

### Note 22 : Trade Payables

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Dues to Micro Enterprises and Small Enterprises (Ref. Note 41)	0.63	2.13
Due to others	118.70	136.72
<b>Total</b>	<b>119.33</b>	<b>138.84</b>

### Note 23 : Other financial liabilities - Current

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Current maturities of Long Term Secured Debt	12.61	17.58
Current maturities of Long Term Unsecured Debt	0.00	5.03
Mobilisation Advances / Other Projects Payables	39.06	0.00
Due to directors	0.46	0.43
Expenses payable	1.66	2.94
Statutory dues payable	0.00	7.94
Balance with Subsidiaries	0.00	0.00
Unpaid dividend	0.03	0.03
Retention money - others	39.68	20.06
Secured Advance	0.00	0.00
<b>Total other financial liabilities</b>	<b>93.50</b>	<b>54.01</b>

Note: mobilisation advance received by the Company from certain departments and the proportionate amount which has to be classified as GST liability has been shown as mobilisation advance liability to the extent of ₹3.80 crore

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 24 : Other Current Liabilities

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Mobilisation Advances / Other Projects Payables	0.00	51.56
Statutory dues payable	9.48	0.00
Advances from customers	7.04	4.39
Other Liabilities	0.31	4.95
<b>Total</b>	<b>16.82</b>	<b>60.90</b>

### Note 25 : Provisions - Short Term

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for employee benefits		
Gratuity	0.05	0.05
Other Provisions	0.00	0.00
Provision for Warranty	2.38	2.23
Provision for income tax		
<b>Total</b>	<b>2.43</b>	<b>2.29</b>

### Note 26 : Current Tax Liabilities (Net)

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for Income Tax (Net of Advance income tax)	4.87	5.87
<b>Total</b>	<b>4.87</b>	<b>5.87</b>

### Note 27 : Revenue from Operations

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Contract Revenue	575.69	580.69
Sale of Materials	-	-
Other Operating Revenue	-	-
<b>Total</b>	<b>575.69</b>	<b>580.69</b>

### Note 28 : Other Income

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Hire charges Received	2.99	1.65
Discount Received	0.09	0.05
Interest Income	2.45	2.52
Miscellaneous Income	1.49	2.99





## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Scrap Sales	0.17	0.06
Other sales - Empty Bags	-	-
Consulting Services & Service Charges	0.70	0.48
Profit on Sale of Assets	0.00	-
Windmill Power Generation Income	-	-
Rent Income	-	-
Forex Gain (Net)	0.83	0.95
Royalty Received	0.90	-
Fair value adjustment for investment	-	-
Insurance Claim (P&L)	-	-
<b>Total</b>	<b>9.62</b>	<b>8.70</b>

Note: The amount of interest income on FD's with banks has been estimated on the basis of the rate of interest applicable, the amount of deposit and the period for which the deposit has run.

### Note 29 : Cost of Raw materials and components Consumed

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Inventory at the Beginning of the Period	20.24	17.69
Add: Purchases during the period	159.76	137.86
Less: Inventory at the end of the Period	24.18	20.24
<b>Total</b>	<b>155.81</b>	<b>135.31</b>

### Note 30 : Direct Cost

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Works Contract Cost	260.80	299.13
Other Operating Cost	62.87	46.90
Consultancy charges	-	-
<b>Total</b>	<b>323.67</b>	<b>346.03</b>

#### Note: Joint Venture Agreement

The Company has an unincorporated JV with the Party Ramalingam Construction Company Pvt Ltd with whom a project was jointly bid and obtained. However, the execution was fully done by the company. Company has agreed to pay 2% of Turnover of this project as Royalty to the Partner and this amount has been charged off to the Statement of Profit & Loss.

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 31 : Employee benefit expenses

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Salary Expenses	12.27	8.98
Company's Contribution to Employees' Provident Fund	0.19	0.19
Company's Contribution to Employees' State Insurance Corporation	0.03	0.03
Gratuity	0.08	-0.36
Staff Welfare	0.84	0.57
<b>Total</b>	<b>13.41</b>	<b>9.42</b>

### Note 32 : Finance Cost

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Interest expenses</b>	-	-
On Term Loans and Other Loans	9.56	11.40
On Working Capital Loans	6.94	7.01
<b>Other borrowing costs</b>	-	-
Bank Charges and Bank Guarantee Commission	5.39	4.01
Processing Charges Paid	0.79	0.80
<b>Total</b>	<b>22.68</b>	<b>23.22</b>

### Note 33 : Depreciation and amortization expenses

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Depreciation of tangible fixed assets	7.06	6.38
Amortisation of intangible fixed assets	0.10	-
<b>Total</b>	<b>7.16</b>	<b>6.38</b>

### Note 34 : Other Expenses

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Advertisement	0.01	0.01
Business Development Expenses	0.34	0.21
Brokerage	0.00	0.01
Consulting Fees Paid	0.37	0.04
Donation	0.00	0.03
Miscellaneous Expense	0.66	0.44
Corporate Social Responsibilities	0.57	1.23
Legal Expenses	-	0.00
Legal Fees Paid	0.38	0.05
Packing & Forwarding Charges	0.02	0.01
Equipment Hire Charges	0.82	0.08



R.P.P INFRA PROJECTS LIMITED

Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Insurance	0.54	1.62
Repairs & Maintenance - Machinery	11.15	8.29
Repairs & Maintenance - Office	0.22	0.10
Repairs & Maintenance - Others	5.38	3.77
Postage & Telegraph	0.04	0.06
Professional Charges	0.89	0.73
Books & Periodicals	0.00	0.00
Loss On Sale of Assets	0.01	0.03
Legal Expenses	-	-
Printing and Stationery	0.21	0.18
Rent & Electricity	0.97	1.10
Club Expenses	-	-
Audit Fee	-	-
-Statutory Audit	0.16	0.19
-Other services	0.15	-
Bad Debts	0.09	5.44
Secretarial Expenses	0.10	0.19
Rates & Taxes	0.03	0.05
Telephone Expenses	0.06	0.09
Travelling Expenses	1.22	1.07
Registration and Renewals	0.27	0.28
Deferred Revenue Expenditure	-	-
Royalty Paid	1.17	1.05
Security Service Charges	0.08	0.06
Forex Loss (Net)	0.28	0.09
Reduction in Value of Investment	-	-
Transport Charges	-	0.04
Discount and Freight Charges	-	-
<b>Interest</b>		
On Statutory Dues	1.38	0.02
Other Expenses	0.10	0.26
Warranty Provision (P&L)	0.15	1.16
<b>Total</b>	<b>27.79</b>	<b>27.98</b>

Note 35 : Income Tax Expense

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Current Tax	9.74	13.82
Taxes of earlier years	5.62	-
Deferred tax	0.14	2.88
<b>Total Tax Expense</b>	<b>15.49</b>	<b>16.70</b>

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Income Tax Expense recognised in other Comprehensive Income

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Current tax	-	-
Deferred tax	-	-
A (i) Items that will not be reclassified to profit or loss	-	-
Remeasurement of defined benefit plans	-0.20	-
Net change in fair values of investments in equity shares carried at fair value through OCI	0.01	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.05	-
B (i) Items that will not be reclassified to profit or loss	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
Other Comprehensive Income for the period / year, net of tax	-	-
<b>Total</b>	<b>-0.14</b>	<b>-</b>

The Income Tax Department conducted a search operation u/s 132 of the Income Tax Act 1961 on the Company during March 2016 and recovered documents relating to inadmissible expenses for the years 2010 - 2016. The Company has filed a petition with the Honorable Income Tax Settlement Commission admitting additional tax of ₹17.96 crore. This pertains to financial years 2010-2016. Application was made to Settlement Commission and proceedings are in progress. The afore mentioned amount was paid in December 2017. The tax effects of corrections of prior period errors and of retrospective adjustments made to apply changes in accounting policies are accounted for and disclosed in accordance with Ind AS 12, Income Taxes, as Ind AS 8 does not apply to prior period taxes. Para 80 (b) of Ind AS 12 also says tax expense would include: (b) any adjustments recognized in the period for current tax of prior periods. Necessary adjustment if any will be made in the books of accounts on receipt of order from Honorable Income Tax Settlement Commission.

### Note 36 : The income tax expense for the year can be reconciled to the accounting profit as follows:

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>Profit before tax</b>	<b>34.79</b>	<b>41.05</b>
Income tax expense	8.76	14.34
Less: Exemption/Deductions		
Others		3.65
<b>Add:-Effect of expenses that are not deductible in determining taxable profit</b>		
Expenses not allowed in income tax	0.52	0.25
Tax Effects due to difference in treatment of expenses between acts	0.14	2.88
Others	0.46	0.00
<b>Total</b>	<b>9.87</b>	<b>13.82</b>
Adjustments recognised in the current year in relation to the current tax of prior years	5.62	-
Income tax expense recognised In Statement of Profit & Loss (reating to continuing operations)	15.49	13.82



**Notes to Standalone Ind AS Financial Statements** for the year ended 31st March, 2020  
(₹ In Crores)

<b>Income tax recognised in other comprehensive income</b>	<b>Year ended 31.03.2020</b>	<b>Year ended 31.03.2019</b>
Deferred tax	-	-
Arising on income and expenses recognised in other comprehensive income	-	-
Net fair value gain on investments in equity shares at FVTOCI	0.01	-
Remeasurement of defined benefit obligation	-0.20	-
Total income tax recognised in other comprehensive income	-0.19	-
Bifurcation of the income tax recognised in other comprehensive income into:	0.05	-
Items that will not be reclassified to profit or loss	-0.14	-
Items that may be reclassified to profit or loss	-	-

**Note 37 : Earnings per share (EPS)**

(₹ In Crores)

<b>Particulars</b>	<b>Year ended 31.03.2020</b>	<b>Year ended 31.03.2019</b>
Profit attributable to equity holders	19.30	24.35
Weighted average number of Equity shares for EPS	2,26,00,584	2,26,00,584
<b>EPS (₹per share)</b>		
Basic	8.54	10.77
Diluted	8.54	10.77
Nominal Value of Shares (₹per share)	10.00	10.00

The entity has no Instruments that are called potential equity shares at the end of the financial year.

**Note 38 : Gratuity & other post employment benefit plans**

**Defined Contribution Plan**

The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Insurance Company in the form of a qualifying Insurance Policy.

Each year, the Board of Trustees reviews the level of funding in the gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. The Board of Trustees decides its contribution based on the results of this annual review. Generally, it aims to have a portfolio mix of equity instruments and debt instruments. Generally equity instruments should not exceed 15% of total portfolio. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The plan assets include significant investment in Debt Fund, hence, the Company is not exposed to any market risk.

The following table summarises the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet.

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Changes in Present Value of Obligations

(₹ In Crores)

Particulars	2019-20	2018-19
Present Value of Obligation as at the beginning of the year	0.37	0.78
Interest Cost	0.03	0.06
Current Service Cost	0.07	0.06
Benefits paid	-0.04	0.00
Past Service Cost	0.00	0.00
Actual(Gain)/ Loss on Obligations*	0.03	-0.53
Present Value of Obligations at the end of the year	0.46	0.37

### Changes in Fair Value of Planed Assets

(₹ In Crores)

Particulars	2019-20	2018-19
Fair Value of Plan Assets at the beginning of the year	0.19	0.12
Investment Income	0.02	0.02
Contributions	0.00	-
Benefits Paid	-0.04	-
Employers Contribution	0.01	0.05
Return on plan assets , excluding amount recognised in net interest expense	0.00	-
Actual(Gain)/ Loss on Plan Asset*	0.03	-
Fair Value of Plan Assets at the end of the year	0.21	0.19

(₹ In Crores)

Particulars	2019-20	2018-19
Fair Value of Plan Assets at the beginning of the year	0.19	0.12
Actual Return on Plan Assets	0.01	0.02
Employer's Contribution	0.01	0.05
Fair Value of Plan Assets at the end of the year	0.21	0.19

### Amount recognised in balance sheet

(₹ In Crores)

Particulars	2019-20	2018-19
Present value of projected benefit obligation at the end of the year	0.46	0.37
Fair value of plan assets at the end of year	0.21	0.19
Funded status amount of liability recognised in balance sheet	0.25	0.18

### Expenses Recognised in the Profit & Loss Account

(₹ In Crores)

Particulars	2019-20	2018-19
Current Service Cost	0.07	0.06
Past Service Cost	0.00	0.00
Interest Cost	0.01	0.04
Expected Return on Plan Assets	-	-
Net Actuarial( Gain)/ Loss Recognised In the period	-	-
Expenses Recognised in Statement of Profit and Loss	0.08	0.11



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Other Comprehensive Income

(₹ In Crores)

Particulars	2019-20	2018-19
Actuarial (gains) / losses		
- change in demographic assumptions	-	-
- change in financial assumptions	-	-
- experience variance (i.e. Actual experience vs assumptions)	-0.20	-0.53
- others	-	-
Return on plan assets, excluding amount recognised in net interest expenses	-	-
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
Components of defined benefit costs recognised in other comprehensive income	-	-

### Summary of actuarial assumptions

Particulars	2019-20	2018-19
Discount rate	6.85%	7.70%
Salary growth rate	5%	5%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

### Demographic Assumption

Particulars	2019-20	2018-19
Mortality rate (% of IALM 06-08)	100%	100%
Normal retirement age	58 Years	58 Years
Attrition / Withdrawal rates, based on age: (per annum)		
Upto 30 years	10.00%	10.00%
31-44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

### Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

(₹ In Crores)

Particulars	2019-20	2018-19
Defined Benefit Obligation (Base)	0.46	0.37

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

Particulars	2019-20		2018-19	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	0.53	0.41	0.42	0.33
(% change compared to base due to sensitivity)	13.14%	-11.10%	12.90%	-10.60%
Salary Growth Rate (- / + 1%)	0.41	0.53	0.33	0.42
(% change compared to base due to sensitivity)	-11.40%	13.50%	-11.00%	15.10%
Attrition Rate (- / + 50% of attrition rates)	0.46	0.47	0.36	0.38
(% change compared to base due to sensitivity)	-1.30%	0.90%	-3.10%	2.30%
Mortality Rate (- / + 10% of mortality rates)	0.46	0.46	0.37	0.37
(% change compared to base due to sensitivity)	-0.10%	0.10%	-0.10%	0.10%

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Sensitivity due to mortality & withdrawals are not material & hence impact of change not calculated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

### Note 39 : Commitments and contingencies

#### Contingent Liabilities

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
(a) Counter Indemnities given to Banks in respect of contracts	233.24	182.84
(b) Income Tax Liability that may arise in respect of which Company is in appeal	27.85	23.22
(c) Service Tax liability that may arise in respect of matters in appeal	10.64	10.64

- The Company is contesting the demands and the Management, including its legal counsel/Tax Advisors, believe that it is possible, but not probable, the action will succeed and accordingly no provision for liability has been recognised in the financial statements.
- As per the Income tax portal, a sum of ₹4.78 lakhs is shown as due from the company towards TDS dues. However the company has cleared the entire due on 31-03-2020 and is awaiting the revision in the portal. Due to this reason, this amount is not shown as payable in the contingent liabilities table.
- GST returns have been filed belatedly for most of the Months.
- The reconciliation for purchases and expenditures with the details available in Form 2A, according to the GST portal is under process. No provision for dues of interest on GST dues, if any, is provided in the accounts pending finalisations.

### Note 40 : Segment Information

The company's operations predominantly consist of construction / project activities. Hence there are no reportable segments under Indian Accounting standard -108 - 'Operating Segments'.

### Note 41 : Details of dues to Micro and Small Enterprises as defined under MSMED Act, 2006

There are no overdue amounts payable to Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 based on information available with the Company. Further, the Company has not paid any interest to any Micro and Small Enterprises during the year ended March 31, 2020.





## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### Note 42: Particulars of Unhedged Foreign Currency Exposure as at the Balance Sheet Date

(₹ In Crores)

Particulars	31 March, 2020		31 March, 2019	
	Foreign Currency	Equivalent INR	Foreign Currency	Equivalent INR
<b>Payables</b>				
LKR	19.84	7.70	19.91	8.85
<b>Total</b>	<b>19.84</b>	<b>7.70</b>	<b>19.91</b>	<b>8.85</b>
<b>Receivables</b>				
USD	0.11	7.94	0.10	7.08
TAKA	8.77	7.17	2.18	1.80
LKR	2.27	1.06	0.00	0.00
<b>Total</b>	<b>11.15</b>	<b>16.17</b>	<b>2.28</b>	<b>8.88</b>

### Note 43 : Related Party Transactions

#### (a) Name of related Parties and related party relationship

Related Party where control exists

Sr No	Name of the Related Party	Nature of Relationship
1	RPP Infra Overseas PLC	Subsidiary
2	RPP Infra Projects (Lanka) Limited	Subsidiary
3	RPP Energy Systems Private Limited	Subsidiary
4	Sanskar Dealcom Pvt Ltd	Subsidiary
5	Greatful Mercantile Pvt Ltd	Subsidiary
6	Lunkar Finance Private limited	Step down Subsidiary
7	RPP Annai JV Private Limited	Subsidiary
8	P Arul Sundaram – Chairman & Managing Director	Key Management Personnel
9	A Nithya – Whole Time Director	Key Management Personnel
10	Renaatus Projects Pvt Ltd	Mr. Arul Sundaram (CMD) is the brother of Mr. P. Selvasundaram who is promoter of M/S.Renaatus Projects Pvt Ltd
11	RPP Selvam Infrastructure Private Ltd	Mr. Arul Sundaram (CMD) is the brother of Mr. P. Selvasundaram who is promoter of M/s. RPP Selvam Infrastructure Private Limited
12	P & C Constructions Pvt Ltd	Mrs. A. Nithya (WTD) is one of the share holder in M/s. P & C Construction Pvt Ltd and Mr. Periyasamy Chairman of M/s. P & C Constructions Pvt Ltd is the father of Mrs. A. Nithya
13	Sanjeevi Constructions	Mr. Muralithasan who is the Director, is Managing Partner of the Firm
14	Thaya Constructions	A firm in which Managing Director's Daughters are partners.

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### B. Transactions with Related Parties

(₹ In Crores)

Nature of Transaction/ Relationship/ Parties	2019-20	2018-19
<b>Purchase of Goods &amp; Services/ Work Bills</b>		
<b>Other Related Parties</b>		
P & C Construction Pvt Ltd	0.64	0.29
Sanjeevi Constructions	-	2.75
Renaatus Projects Pvt Ltd	0.21	0.09
Thaya Constructions	1.46	2.45
RPP Plue Metals	0.09	-
<b>Sale of goods/ contract revenue &amp; services</b>		
<b>Subsidiaries</b>		
RPP Annai JV Private Limited	0.90	-
<b>Other Related Parties</b>		
Renaatus Projects Pvt Ltd	-	-
P & C Construction Pvt Ltd	3.90	-
Sanjeevi Constructions	-	-
<b>Subscription to equity shares (including application money paid)</b>		
<b>Subsidiaries</b>		
R.P.P. Energy Systems Pvt Ltd	-	-
RPP Infra Overseas PLC	-	-
RPP Infra Projects (Lanka) Limited	-	-
Sanskar Dealcom Pvt Ltd	-	-
Greatful Mercantile Pvt Ltd	-	-
RPP Annai JV Private Limited	0.01	-
<b>Advances/Loan received/ recovered</b>		
<b>Subsidiaries</b>		
RPP Infra Overseas PLC	-	-
R.P.P. Energy Systems Pvt Ltd	-	-
RPP Annai JV Private Limited	4.99	-
<b>Other Related Parties</b>		
Sanjeevi Constructions	0.16	-
Renaatus Projects Pvt Ltd	-	-
P & C Construction Pvt Ltd	0.33	-
RPP Infra Projects Gabon SA	-	-
<b>Other Related Parties Transactions</b>		
P. Arulsundaram - Chairman and Managing Director	5.29	8.92
Mrs. A. Nithya - Whole Time Directors	12.84	24.11
<b>Other Transactions</b>		
RPP Infra Projects Limited - Bangladesh	5.38	11.85
RPP Infra Projects Limited - Srilanka	2.08	16.64
<b>Out standing Balance as on 31/03/2020</b>		
<b>Subsidiaries</b>		
R.P.P. Energy Systems Pvt Ltd	0.00	-
RPP Infra Overseas PLC	7.94	7.09
RPP Infra Projects (Lanka) Limited	7.70	7.83
Sanskar Dealcom Pvt Ltd	0.00	-
Greatful Mercantile Pvt Ltd	0.00	-
RPP Infra Projects Gabon SA	-	-
RPP Annai JV Private Limited	5.02	-
<b>Branch Office</b>		
RPP Infra Projects Limited - Bangladesh	7.17	1.80
RPP Infra Projects Limited - Srilanka	1.06	1.02



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

Nature of Transaction/ Relationship/ Parties	2019-20	2018-19
<b>Other Related Parties</b>		
Renaatus Projects Pvt Ltd	0.39	0.02
P & C Construction Pvt Ltd	0.01	0.58
Thaya Constructions	0.19	1.15
Sanjeevi Constructions	0.97	0.78
P. Arulsundaram - Chairman and Managing Director	6.58	1.29
Mrs. A. Nithya - Whole Time Directors	17.33	30.17
Annai Infra Developers Limited	2.03	-
Lunkar Finance Private limited	0.01	-
<b>Due to Director ( Current Account)</b>		
P. Arulsundaram - Chairman and Managing Director	0.35	0.41
Mrs. A. Nithya - Whole Time Directors	0.11	0.02
<b>Payment of Salaries/ perquisites (Other than commission to Key management personnel)</b>		
Mr. P. Arulsundaram - Chairman and Managing Director	0.63	0.84
Mrs. A. Nithya - Whole Time Directors	0.27	0.36
<b>Interest paid to Directors</b>		
Mr. P. Arulsundaram - Chairman and Managing Director	0.16	0.21
Mrs. A. Nithya - Whole Time Directors	0.74	1.77

### Note 44 : Financial Instruments Disclosure

#### 44.1 Capital management

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders; and
- Maintain an optimal capital structure to reduce the cost of capital.
- The company maintains its financial framework to support the pursuit of value growth for shareholders, while ensuring a secure financial base. In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Company comprises of equity share capital, retained earnings and other equity attributable to equity holders.. The Company is not subject to any externally imposed capital requirements.

#### 44.2 Gearing ratio

The following table summarizes the capital of the Company and the gearing ratios:

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Total equity as per balance sheet</b>	<b>236.17</b>	<b>215.72</b>
Non- current borrowings	57.54	58.70
Current borrowings	49.93	58.12
Current portion of long term borrowings	12.61	22.61
Cash and Bank balances	51.57	48.37
<b>Net Debt</b>	<b>68.51</b>	<b>91.06</b>
Net debt to Equity ratio	29.01%	42.21%

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### 44.3 Categories of Financial Instruments

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Financial Assets</b>		
<b>Measured at fair value through profit or loss (FVTPL) (mandatorily measured)</b>		
(a) Investment	0.62	0.62
<b>Measured at Amortised cost</b>		
(b) Trade Receivables	147.43	163.45
(c) Cash and Cash equivalents	51.57	48.37
(d) Short Term Loans & Advances	35.91	38.50
(e) Others	142.96	170.13
<b>Financial Liabilities</b>		
<b>Measured at amortised cost</b>		
(a) Borrowings	107.47	116.82
(b) Trade payables	0.00	-
(c) Other financial liabilities	80.89	54.01

### 44.4 Financial Risk Management Objectives

In course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational / financial performance. These include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Management reviews and approves risk Management framework and policies for managing these risks and monitor suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides services to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks

#### 44.4.1 Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are foreign currency exchange risk and interest rate risk.

##### 44.4.1.1 Foreign Currency Risk Management

The company has overseas subsidiaries which are however are not material subsidiaries. Net amount payable / receivable are not hedge and company is hopeful of recovering the same in ensuing financial year. There are no other foreign currency risk exposure to the Company.

##### 44.4.1.2. Interest rate risk.

The Company is not exposed to interest rate risk because of borrowal of funds at fixed interest rates. The company's exposure to interest rate on borrowings are detailed in note 18.

#### 44.4.2 Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The customer profile consists of around 60-70% from Govt. Sectors

The company's exposure to credit risk for trade and other receivables by type of counterparty are as follows

Particulars	Percentage to Total Trade receivables	
	2019-20	2018-19
Govt companies	87%	83%
Others	13%	17%



## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### 44.4.3 Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

#### Contractual maturity of financial liabilities:

(₹ In Crores)

As at March 31, 2020	Due - within 1 year	Due – More than 1 year	Total
Non-Current Borrowings	-	57.54	57.54
Other Non-Current Financial Liabilities	-	-	0.00
Current Borrowings	49.93	-	49.93
Trade Payables	119.33	-	119.33
Other Current Financial Liabilities	80.89	-	80.89
<b>Total</b>	<b>250.16</b>	<b>57.54</b>	<b>307.69</b>

(₹ In Crores)

As at March 31, 2019	Due - within 1 year	Due – More than 1 year	Total
Non-Current Borrowings	-	58.70	58.70
Other Non-Current Financial Liabilities	-	-	0.00
Current Borrowings	58.12	-	58.12
Trade Payables	136.72	-	136.72
Other Current Financial Liabilities	54.01	-	54.01
<b>Total</b>	<b>248.85</b>	<b>58.70</b>	<b>307.55</b>

### Note 45 : Corporate Social Responsibility

#### The CSR expenditure comprises the following:

- Gross amount required to be spent by the Company during the year: ₹Nil
- Amount spent during the year ₹1.23 Crores

(₹ In Crores)

Sl. No.	Particulars	Year ended 31st March 2020			Year ended 31st March 2019		
		Paid	Yet to be Paid	Total	Paid	Yet to be Paid	Total
i.	Construction/ Acquisition of any Asset	-	-	-	-	-	-
ii.	On Purpose other than (i) above	0.57	-	0.57	1.23	-	1.23
	<b>Total</b>	<b>0.57</b>	<b>-</b>	<b>0.57</b>	<b>1.23</b>	<b>-</b>	<b>1.23</b>

## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### NOTE 46 - DISCLOSURE PURSUANT TO CONSTRUCTION CONTRACTS

#### Disclosures pursuant to Indian Accounting standard (Ind AS) 115, Revenue from Contracts with Customers

(a) The Company believes that the information provided vide Note 26 (Revenue from Operations) and vide Note 38 (Segment reporting) is sufficient to meet the disclosure requirements with respect to disaggregation of revenue under Ind AS 115, Revenue from Contracts with Customers.

(b) Reconciliation of the amount for revenue recognised in the Standalone Statement of Profit and Loss with the contracted price:

(₹ In Crores)

Particulars	2019-20	2018-19
Revenue from operations	575.69	580.69
<b>Adjustments:</b>		
Claims	0.00	0.00
<b>Revenue from contract with customers</b>	<b>575.69</b>	<b>580.69</b>

#### (c) Contract balances

(i) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

(₹ In Crores)

Particulars	Note No.	2019-20	2018-19
Trade receivables	11	147.43	163.45
Contract assets : Unbilled revenue	14	142.96	170.13
Contract liabilities - Advance billing to customer	24	7.04	4.39
Contract liabilities - Mobilisation advances	24	39.06	51.56

(ii) Movement in contract balances during the year

(₹ In Crores)

Particulars	Contract assets	Contract liabilities	Net contract balances
Opening balance as at April 1, 2019	170.13	55.95	114.18
Closing balance as at March 31, 2020	142.96	46.10	96.86
<b>Net increase/(Decrease)</b>	<b>-27.17</b>	<b>-9.85</b>	<b>-17.32</b>

Note: Increase in net contract balances is primarily due to higher revenue recognition as compared to progress bills raised during the year.

(iii) Revenue recognised during the year from opening balance of Contract liabilities amounts to ₹19.15 Crores

#### (d) Remaining performance obligations

In case of revenue from Road repair and maintenance, the Company applies the practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations where the Company has a right to consideration from customer in an amount that corresponds directly with the value to the customer of the Company's performance completed to date. Accordingly, the Company recognises revenue by an amount to which the Company has a right to invoice.

Remaining performance obligations are subject to variability due to several factors such as changes in scope of contracts, periodic revaluations of the estimates, economic factors (changes in currency rates, tax laws etc). The aggregate value of transaction price allocated to remaining performance obligations is ₹777.70 Crores out of which 35%-40% is expected to be recognised as revenue in the next year and the balance thereafter.



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## Notes to Standalone Ind AS Financial Statements for the year ended 31st March, 2020

### (e) Changes in significant accounting policies/Transition to Ind AS 115

Ind AS 115, Revenue from contracts with customers was issued on 28 March 2018 and supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue and it applies, with limited exception, to all revenue arising from contracts with its customers. Under Ind AS 115, revenue is recognised when a customer obtains control of goods or services. The Company has adopted Ind AS 115 using the cumulative effect method with the effect of initially applying this standard recognised at the date of initial application i.e. 1 April, 2018. Accordingly, the comparative information i.e. information for the year ended 31 March 2018, has not been restated, however regrouped wherever necessary. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
*Chairman &  
Managing Director*  
DIN: 00125403

**A. Nithya**  
*Whole Time Director &  
Chief Financial Officer*  
DIN: 00125357

Date : 30.06.2020  
Place :Erode

**Pradeep Kumar Nath**  
*Company Secretary*  
M.No: 40148

# Consolidated Financial Statements





## Independent Auditor's Report

To  
The Members of  
R.P.P. Infra Projects Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

I have audited the accompanying consolidated financial statements of R.P.P. Infra Projects Limited ("the Holding Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

I conducted my audit of the consolidated financial statements

in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to my audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the consolidated financial statements.

#### Emphasis of Matters

I draw attention to note No. 2.03 (viii) of the Standalone financial statements in which the company describes the uncertainties arising from the Covid-19 Pandemic. My report is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated financial statements of the current period. These matters were addressed in the context of my audit of the consolidated financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have determined the matters described below to be the key audit matters to be communicated in my report.

S.No	Key Audit Matter	Auditor's Response
1.	<p><b>Revenue recognition in accordance with Ind AS 115 "Revenue from Contracts with Customers"</b></p> <p>The Company inter alia engages in Fixed-price development contracts, where, revenue is recognized using the percentage of completion computed as per the input method based on management's estimate of contract costs. (Refer Notes No. 2.14 and 27 to the Standalone Financial Statements)</p> <p>I identified revenue recognition of fixed price development contracts as a KAM considering –</p>	<p><b>My audit procedures on revenue recognized from fixed price development contracts include</b></p> <ul style="list-style-type: none"> <li>Understanding of the systems, processes and controls implemented by management for recording and calculating revenue and work-in-progress/Contract assets.</li> <li>On selected samples of contracts, I tested that the revenue recognized is in accordance with the accounting standard by –</li> </ul>

S.No	Key Audit Matter	Auditor's Response
	<p>I identified revenue recognition of fixed price development contracts as a KAM considering –</p> <ul style="list-style-type: none"> <li>• There is an inherent risk around the accuracy of revenues given, the customised and flexible nature of these contracts in terms of tenure of the projects.</li> <li>• Application of revenue recognition accounting standard is complex and involves a number of key judgments and estimates including estimating the future cost-to-completion of these contracts, which is used to determine the percentage of completion of the relevant performance obligation;</li> <li>• These contracts may involve onerous obligations on the Company that require critical estimates to be made by management; and</li> <li>• At year-end a significant amount of work in progress (Contract assets and liabilities) related to these contracts is recognised in the balance sheet.</li> </ul>	<ul style="list-style-type: none"> <li>▶ Evaluating the performance obligation;</li> <li>▶ Testing management's calculation of the estimation of contract cost and onerous obligation, if any. I: <ul style="list-style-type: none"> <li>■ Observed that the estimates of cost to complete were reviewed and approved by appropriate levels of management;</li> <li>■ Performed a retrospective review of costs incurred with estimated costs to identify significant variations and verify whether those variations have been considered in estimating the remaining costs to complete the contract; and</li> <li>■ Assessed the appropriateness of work in progress (contract assets) in balance sheet by evaluating the underlying documentation to identify possible delays in achieving milestones which may require change in estimated costs to complete the remaining performance obligations.</li> </ul> </li> </ul>
2	<p><b>Interest income</b></p> <p>Accrued Interest on Fixed Deposits was reckoned on an estimated basis.</p> <p>(Refer Notes No. 2.14 and 28 to the Standalone Financial Statements)</p>	<p>My Audit procedure for estimating the accrued interest included reviewing the list of fixed Deposits and applying the estimated rate of interest for period of such deposits calculated on pro-rata basis.</p>
3	<p><b>Measurement of contract assets in respect of overdue milestones and receivables in respect of overdue invoices</b></p> <p>The Company, in its contract with customers, promises to transfer distinct services to its customers, which may be rendered in the form of services through design-build contracts, and other forms of construction contracts. The recognition of revenue is based on contractual terms, which could be based on agreed unit price or lump-sum revenue arrangements. At each reporting date, revenue is accrued for costs incurred against work performed that may not have been invoiced. Identifying whether the Company's performance has resulted in a service that would be billable and collectable where the works carried out have not been acknowledged by customers as of the reporting date involves a significant amount of judgment. Assessing the recoverability of contract assets related to overdue milestones and amounts overdue against invoices raised which have remained unsettled for a significantly long period after the end of the contractual credit period also involves a significant amount of judgment.</p>	<p>The procedures performed included the following:</p> <ul style="list-style-type: none"> <li>• obtained an understanding of the Company's processes in collating the evidence supporting execution of work for each disaggregated type of revenue;</li> <li>• obtained an understanding of the Company's processes in assessing the recoverability of amounts overdue and process over estimating the expected credit loss allowance;</li> <li>• tested the design and operating effectiveness of the key controls over the completeness and accuracy of the key inputs and assumptions into the provisioning model;</li> <li>• evaluated controls over authorisation and calculation of provisioning model;</li> <li>• for defence contracts which are covered under statutory confidentiality arrangements, for sample of contracts, the auditors have compared the revenue recognised with amounts collected from customers to ensure that the gap between revenue recognised and collections is below the materiality threshold;</li> </ul>



R.P.P INFRA PROJECTS LIMITED

S.No	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> <li>• evaluated the delivery and collection history of customers against whose contracts un-invoiced revenue is recognised;</li> <li>• verified for the sample selected, receipts post balance sheet date upto the approval of the financial statements by the Board of Directors of the Parent Company;</li> <li>• performed an overall assessment of the expected credit loss provision to determine if they were reasonable considering the Company's portfolio, risk profile, credit risk management practices and the macroeconomic environment; and</li> <li>• tested the appropriateness of the disclosures in the financial statements to ensure compliance with Ind AS 115</li> </ul>
4	<p><b>Physical verification of Inventory</b></p> <p>The Company's management conducts physical verification of inventories during the year at reasonable intervals, however, on account of the COVID-19 related lockdown restrictions, management was able to perform year end physical verification of inventories, only at certain locations. Refer Note No. 2.11 of the standalone financial statements.</p>	<p>The procedures performed included the following:</p> <ul style="list-style-type: none"> <li>• Understood the process and tested the management's internal controls to establish the existence of inventory in relation to the process of periodic physical verification carried out by the management, the scope and coverage of the periodic verification programme, the results of such verification including analysis of discrepancies, if any;</li> <li>• At selected locations subsequent to year-end, where the management appointed third party independent chartered accountants to perform physical verification, sent instructions to the third party chartered accountants to carry out the physical verification and provided samples to be verified by them. I have received the report of the physical verification carried out by the third party independent chartered accountants. Obtained the roll back procedures performed by the management from the subsequent year-end physical verification date to arrive at the quantities as at the balance sheet date. Traced the samples physically verified by the third party independent chartered accountants roll back workings provided by the management.</li> <li>• Inspected, for samples selected, supporting documentation relating to purchases and consumption, and such other third party evidences where applicable.</li> <li>• Tested the analytical reviews performed by the Company such as consumption analysis.</li> </ul>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and my auditors' report thereon.

My opinion on the standalone financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the standalone financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I have required reporting that fact. I have nothing to report in this regard.

### Management's Responsibilities for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



## R.P.P INFRA PROJECTS LIMITED

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its joint operations to express an opinion on the standalone financial statements. I am responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the standalone financial statements of which I am the independent auditor. For the other entities included in the standalone financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

### Emphasis of Matter

#### I invite attention to:

The mobilisation advance received by the Company from certain departments and the proportionate amount which has to be classified as GST liability has been shown as mobilisation advance liability to the extent of ₹3.80 Crores (Refer Note No. 24).

My Opinion is not modified in respect of this matter.

### Other Matters

- (a) I did not audit the financial statements of seven subsidiaries, two branches and two jointly controlled operations included in the consolidated financial results and consolidated tear to date results, whose financial statements reflect total assets of ₹130.80 Cr as at 31st March, 2020, total revenues of ₹249.92 and net cash flows amounting to ₹3.32 Cr for the year ended on that date, as considered in the consolidated financial statements. Out of seven subsidiaries, two branches and two jointly controlled operations, the financial statements and other financial information of five subsidiaries and two jointly controlled operations have been audited by other auditors whose reports have been furnished to me and my opinion on the year to date results to the extent they have been derived from such financial statements is based solely on the report of such other auditors. In respect of the financial statement of two of the subsidiary R.P.P. Infra Overseas PLC Mauritius, RPP Infra Projects Gabon, R.P.P. Infra Projects (Lanka) Limited, branch office at Jaffna - Sri Lanka and branch office at Dhaka, Bangladesh, the audited statements were not made available and reliance has been entirely placed only on the certificate by the management.

In my opinion and according to the information and explanations given to me, the given to me by the Management, these financial statements / financial information are not material to the Group.

My opinion on the consolidated Ind AS financial statements, and my report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to my reliance on the unaudited financial statements of the subsidiaries and branches and the Ind AS financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, I report, to the extent applicable, that:

## ANNUAL REPORT 2019-2020

- (a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit of the aforesaid consolidated financial statements.
- (b) In my opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from my examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In my opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls; refer to my separate report in Annexure-A, which is based on the auditor's report of the company and its subsidiary companies incorporated in India. My audit report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the company and its subsidiary companies incorporated in India.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
- The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 39 to the consolidated financial statements.
  - The Group does not have any material foreseeable losses on long-term contracts including derivative contracts.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

For **CA S N DURAISWAMY FCA**

*Chartered Accountant*

Membership No: 026599

UDIN: 20026599AAAADC8623

Place: Erode

Date: 30th June, 2020



## Annexure 'A' To The Independent Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

I have audited the internal financial controls over financial reporting of RPP Infra Projects Limited as of March 31, 2020 in conjunction with my audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating

effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence i have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting, except relating to the branches in Sri Lanka and Bangladesh.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In my opinion, to the best of the information and explanations given to me, except relating to the branches in Sri Lanka and Bangladesh for which I have neither audited nor received an Independent Auditor's report on the same, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as

at March 31, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **CA S N DURAISWAMY FCA**

*Chartered Accountant*

Place: Erode

Membership No: 026599

Date: 30th June, 2020

UDIN: 20026599AAAADC8623





R.P.P INFRA PROJECTS LIMITED

Consolidated Balance Sheet as on 31st March, 2020

(₹ In Crores)

Particulars	Notes	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3	47.68	51.76	30.25
Capital work in progress	4	3.91	3.90	0.18
Other Intangible assets	5	0.26	2.61	0.13
Goodwill		0.27	0.27	0.27
Financial assets		0.00	0.00	
Investments	6	0.09	0.11	0.14
Long Term Loans & Advances	7	2.45	0.00	0.75
Deferred Tax Asset	8	0.00	0.00	2.18
Other Non-Current Assets	9	3.34	2.91	1.80
<b>Total</b>		<b>58.00</b>	<b>61.56</b>	<b>35.70</b>
<b>Current assets</b>				
Inventories	10	24.31	20.37	17.82
<b>Financial assets</b>			0.00	
(i) Investments	6	0.00	0.00	0.00
(ii) Trade Receivables	11	164.37	172.28	120.34
(iii) Cash and Cash equivalents	12	51.97	48.65	92.29
(iv) Short Term Loans & Advances	13	36.81	31.88	28.78
(v) Others Financial Assets	14	142.97	170.36	146.54
Other Current Assets	15	110.15	99.99	85.39
Current Tax Assets (net)		0.00	0.00	0.00
<b>Total</b>		<b>530.57</b>	<b>543.52</b>	<b>491.16</b>
<b>Total assets</b>		<b>588.57</b>	<b>605.08</b>	<b>526.86</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Equity Share Capital	16	22.60	22.60	22.60
Other Equity	17	239.12	218.63	197.26
Equity Attributable to the Shareholders of the Company		261.72		0.00
Non Controlling Interests		0.00		0.00
<b>Total equity</b>		<b>261.72</b>	<b>241.23</b>	<b>219.86</b>
<b>Non-current liabilities</b>				
<b>Financial liabilities</b>				
Borrowings	18	34.45	58.70	11.81
Other Financial Liabilities	20	0.00	0.00	0.83
Deferred Tax Liability ( Net)	8	0.88	0.69	0.68
Provisions	21	0.20	0.32	0.00
<b>Total</b>		<b>35.53</b>	<b>59.71</b>	<b>13.32</b>
<b>Current liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	22	49.93	58.12	62.78
Trade payables			0.00	83.52
(a) Total outstanding dues of micro enterprises & small enterprises	23	0.63	2.13	0.00
(b) Total outstanding dues of creditors other than micro enterprises & small enterprises	23	114.72	128.94	0.00
Other current financial liabilities	24	101.52	45.89	93.45
Other Current Liabilities	25	17.21	60.90	43.21
Short Term Provisions	26	2.43	2.29	1.53
Current Tax Liabilities (Net)	27	4.87	5.87	9.19
<b>Total</b>		<b>291.32</b>	<b>304.13</b>	<b>293.67</b>
<b>Total liabilities</b>		<b>326.85</b>	<b>363.84</b>	<b>307.00</b>
<b>Total equity and liabilities</b>		<b>588.57</b>	<b>605.08</b>	<b>526.86</b>

Summary of significant accounting policies

1 & 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

CA S N DURAISWAMY  
Membership No. 026599

P. ArulSundaram  
Chairman &  
Managing Director  
DIN: 00125403

A. Nithya  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

Pradeep Kumar Nath  
Company Secretary  
M.No: 40148

Date : 30.06.2020  
Place :Erode

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2020

(₹ In Crores)

Particulars	Note No.	Year ended 31.03.2020	Year ended 31.03.2019
<b>Revenue</b>			
(a) Revenue from Operations	28	600.02	580.69
(b) Other Income	29	7.95	9.46
<b>Total Income from Operations (a+b)</b>		<b>607.96</b>	<b>590.15</b>
<b>Expenses</b>			
(a) Cost of Raw materials and components Consumed	30	155.81	135.31
(b) Direct operating Cost	31	346.22	346.03
(d) Employee benefit expense	32	13.41	9.42
(e) Finance Cost	33	22.68	24.50
(f) Depreciation and amortization expense	34	7.16	6.38
(g) Other Expenses	35	29.02	28.40
<b>Total Expenses</b>		<b>574.31</b>	<b>550.04</b>
<b>Profit/(Loss) from ordinary activities before tax and exceptional items</b>		<b>33.65</b>	<b>40.11</b>
Exceptional items		0.00	0.00
<b>Profit / (Loss) after Exceptional Before tax</b>		<b>33.65</b>	<b>40.11</b>
<b>Tax Expense</b>	36	0.00	0.00
a) Current Tax		9.74	13.82
b) Taxes of earlier years		5.62	0.00
c) Deferred tax liability/(asset)		0.14	2.88
<b>Total Tax expense</b>		<b>15.50</b>	<b>16.70</b>
<b>Profit/(loss) for the year</b>		<b>18.16</b>	<b>23.41</b>
<b>Other comprehensive income</b>			
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>			
Remeasurement of defined benefit plans		-0.20	0.00
Net change in fair values of investments in equity shares carried at fair value through OCI		0.01	
Income tax relating to items that will not be reclassified to profit or loss		0.05	0.00
<b>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</b>		0.00	
Items that will be reclassified to profit or loss		0.00	0.00
Exchange differences on translation of Financial Statement of Foreign Companies		-1.17	0.00
Income tax relating to items that will be reclassified to profit or loss		0.00	0.00
<b>Other Comprehensive Income for the year, net of tax</b>		<b>-1.31</b>	<b>0.00</b>
<b>Total comprehensive income for the year, net of tax</b>		<b>19.47</b>	<b>23.41</b>
<b>Profit for the Year Attributable to</b>			
Shareholders of the Company		19.47	23.41
Non Controlling Interest		0.00	0.00
<b>Basic Earnings per share</b>		<b>8.04</b>	<b>10.36</b>
<b>Diluted Earnings per share</b>		<b>8.04</b>	<b>10.36</b>
<b>Summary of significant accounting policies</b>	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

Date : 30.06.2020  
Place :Erode



R.P.P INFRA PROJECTS LIMITED

## Consolidated Statement of Changes In Equity for the year ended 31st March, 2020

### a. Equity Share Capital

Equity shares of ₹10 each issued, subscribed and fully paid

	Number	₹ Crore
<b>As at 31 March 2018</b>	<b>2,26,00,584</b>	<b>22.60</b>
Issue of share capital	-	-
<b>As at 31 March 2019</b>	<b>2,26,00,584</b>	<b>22.60</b>

### b. Other Equity

	Share Premium	Retained Earnings	Foreign Currency Translation Reserve	Other Reserves	Total Other Equity
<b>As at 1 April 2019</b>	<b>55.86</b>	<b>158.99</b>	<b>1.32</b>	<b>2.47</b>	<b>218.64</b>
Profit for the period/Others	-	20.50	-	-	20.50
Foreign Currency Translation	-	-	-1.32	-	-1.32
ITSC	-	-	-	-	-
Other comprehensive income	-	1.31	-	-	1.31
<b>As at 31st March 2020</b>	<b>55.86</b>	<b>180.80</b>	<b>-0.00</b>	<b>2.47</b>	<b>239.12</b>
<b>As at 1 April 2018</b>	<b>55.86</b>	<b>137.23</b>	<b>1.68</b>	<b>2.47</b>	<b>197.25</b>
Profit for the period/Others	-	21.79	-	-	21.79
Foreign Currency Translation	-	-	-0.37	-	-0.37
<b>As at 31st March 2019</b>	<b>55.86</b>	<b>158.99</b>	<b>1.32</b>	<b>2.47</b>	<b>218.64</b>
<b>As at 1 April 2017</b>	<b>55.86</b>	<b>126.93</b>	<b>1.12</b>	<b>2.47</b>	<b>186.39</b>
Profit for the period	-	11.62	-	-	11.62
Dividend for 2017-18	-	-1.36	-	-	-1.36
Additions	-	-	0.56	-	0.56
Other comprehensive income	-	0.04	-	-	0.04
<b>As at 31st March 2018</b>	<b>55.86</b>	<b>137.23</b>	<b>1.68</b>	<b>2.47</b>	<b>197.26</b>

#### Notes :

A search operation u/s.132 of The Income Tax Act was conducted on the Company during the financial year 2015-16 and the Company had approached the Hon. Income Tax Settlement Commission, Chennai for settlement of the case. The order of Hon. ITSC was received in June 2019 and the effect of the same is being given in the financial statements in the year. The company had admitted certain undisclosed investments for which tax has been duly paid now consequent to the order of the Hon ITSC. Such investments which are to be capitalised as per the order of the Hon ITSC have been capitalised in the balance sheet of the Company as per the order of the Hon.ITSC. Accordingly, the investment value and reserves and surplus are restated at the earliest opening balance as required in para 40B of Ind AS 1 in the balance sheet as at 31st March 2020. By virtue of this value of investment has increased by ₹15.80 cr and the retained earnings by ₹6.56 Cr as on 1 Apr 2017. Taxes paid on admission of such income has been shown as tax expenses upon payment in the financial year ₹9.24 Cr.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

Date : 30.06.2020  
Place :Erode

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

## Consolidated Statement of Cash Flow for the year ended 31st March, 2020

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>PROFIT BEFORE TAX</b>	<b>33.65</b>	<b>40.11</b>
<b>NON-CASH ADJUSTMENTS TO RECONCILE PROFIT/(LOSS) BEFORE TAX TO NET CASH FLOWS</b>		
Add: Depreciation	7.16	6.38
Add: Interest paid	22.68	24.50
Less: Interest received	(1.60)	-3.10
Add: Profit/Loss on sale of Property, Plant and Equipment	0.01	0.03
Add: Unrealized foreign exchange losses/(gains)	1.31	0.38
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>63.21</b>	<b>68.29</b>
<b>WORKING CAPITAL ADJUSTMENTS</b>		
Increase / (Decrease) in Trade payables	-15.71	47.54
Increase / (Decrease) in Other Current Financial Liabilities	55.63	-47.57
Increase / (Decrease) in Other Current Liabilities	-43.69	17.68
Increase / (Decrease) in Short Term Provisions	0.15	0.76
Increase / (Decrease) in Current Liabilities ( Net )	0.00	-3.32
(Increase) / Decrease in Trade Receivables	7.91	-51.94
(Increase) / Decrease in Inventories	-3.94	-2.55
(Increase) / Decrease in Other Non-Current Assets	-0.43	1.07
Increase / (Decrease) in Provisions	0.00	0.33
(Increase) / Decrease in Long Term Loans & Advances	-2.45	0.75
(Increase) / Decrease in Short Term Loans & Advances	-4.93	-3.10
(Increase) / Decrease in Other Financial Assets	27.40	-23.82
(Increase) / Decrease in Other Current Assets	-10.16	-14.60
Increase / (Decrease) in Other Financial Liabilities	0.00	-0.83
Increase / (Decrease) in Other Liabilities	1.04	-1.03
Increase / (Decrease) in Deferred Tax Assets / Liabilities		
Less: Direct Taxes Paid	-16.35	-16.70
<b>A Cash Flow from / (used) in Operating Activities</b>	<b>57.66</b>	<b>-29.03</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds from Investments	-0.01	0.03
Payments for Purchase of Property, Plant and Equipment	-0.88	-34.13
Interest received	1.60	3.10



**R.P.P INFRA PROJECTS LIMITED**

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>B Cash Flow from / (used) in Investing Activities</b>	<b>0.71</b>	<b>-30.99</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings		42.23
Repayment of borrowings	-32.43	
Interest paid	-22.68	-24.50
Dividend paid including dividend distribution tax	0.00	-1.36
<b>C Cash Flow from / (used) in Financing Activities</b>	<b>-55.11</b>	<b>16.37</b>
<b>Net increase/(decrease) in cash and cash equivalents(A+B+C)</b>	<b>3.32</b>	<b>-43.64</b>
Add: <b>Cash and cash equivalents at the beginning of the period</b>	<b>48.65</b>	<b>92.29</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>51.97</b>	<b>48.65</b>

1. Statement of cash flows has been prepared under the indirect method as set out in the IND AS 7 "Statement of cash Flows" as specified in the companies (indian accounting Standards) Rules, 2015

2. Previous year figures have been regrouped/reclassified wherever required

**Reconciliation of Financial Liabilities**

Particulars	Non-current financial liability	Current financial liability	Total
<b>Balance as at 1st April 2019</b>	<b>58.70</b>	<b>232.94</b>	<b>291.64</b>
Cash inflow	5.10	10.00	15.10
Cash outflow	-29.34	23.86	-5.48
Effect of changes in foreign exchange rates	0.00	0.00	0.00
Other changes	0.00	0.00	0.00
<b>Balance as at 31st March 2020</b>	<b>34.45</b>	<b>266.80</b>	<b>301.25</b>

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

Date : 30.06.2020  
Place :Erode

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 1 : Company Overview

RPP Infra Projects Limited has been engaged in nation-building since 1995. It is engaged in construction across multiple infrastructure verticals like roads, buildings, industrial structures, power, irrigation and waste management and has executed many projects in Tamil Nadu, Karnataka and Andhra Pradesh (erstwhile) for 20 years.

The company has the following subsidiaries which are engaged in the businesses mentioned below:

RPP Energy systems is engaged in the business of Generation and transmission of electric energy and Distribution of electric energy.

R.P.P Infra Overseas PLC and RPP Infra Projects (Lanka) Limited are engaged in the business of construction contracts and construction activities

Greatful Mercantile Private Limited and Sanskar Dealcom Private Limited are engaged in the business of other non-specialised wholesale trade.

Lunkar Finance Private Limited is in the business of providing non-banking financial services.

### Note 2 : Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements.

#### 2.01 Statement of compliance

##### Recent Accounting Developments:

##### 1) New Standards notified and adopted by the Company

MCA on 29 March 2018 notified the new standard for revenue recognition – Ind AS 115 (effective from 1 April 2018) which overhauls the existing revenue recognition standards including Ind AS 18 – Revenue and Ind AS 11 – Construction contracts. The new standard provides a control-based revenue recognition model and provides a five-step application principle to be followed for revenue recognition:

- a) Identification of the contracts with the customer
- b) Identification of the performance obligations in the contract
- c) Determination of the transaction price
- d) Allocation of transaction price to the performance obligations in the contract (as identified in step b)
- e) Recognition of revenue when the Company satisfies a performance obligation.

A number of other standards had been modified on miscellaneous issues with effect from 1st April 2018. Such changes include principle for transfer of asset to, or from, Investment Property (Amendment to Ind AS 40), determination of exchange rate for translation of foreign currency where a pre-payment asset or a deferred income liability is recognized (Amendment to Ind AS 21), segregation of deductible temporary differences in accordance with tax laws and assessing them on that basis to recognise deferred tax asset (Amendment to Ind AS 12), permitting election of fair value or equity method of accounting for investments in associates and joint ventures by venture capital, mutual fund and other similar organisations (Amendment to Ind AS 28) and Applicability of disclosure requirements to interests classified as held for sale or as discontinued operation (Amendment to Ind AS 112).

None of these amendments have any material effect on the Company's financial statements.

##### 2) Ind AS New Standard notified but not early adopted by the Company

##### (i) New Accounting Standard on Lease

Ind AS 116 replaces existing standard Ind AS 17 "Leases". The standard is effective for annual periods beginning on or after April 1, 2019.



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

Ind AS 116 introduces a single, on balance sheet lease accounting model for lessees. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short term leases and leases of low value items. Lessor accounting remains similar to the current standard.

The said amendment does not have any impact on the financial statements.

### (ii) Other amendments

Several other accounting standards have been modified on miscellaneous issues with effect from 1st April 2019. Such changes include clarification/guidance on:

- a) business combination accounting in case of obtaining control of a joint operation;
- b) accounting in case of obtaining joint control of an operation wherein there was no joint control earlier;
- c) income tax consequences in case of dividends;
- d) accounting for income tax when there is uncertainty over income tax treatment of an item by tax authorities;
- e) accounting treatment for specific borrowings post capitalization of corresponding qualifying asset;
- f) accounting for prepayment features with negative compensation in case of debt instruments;
- g) accounting for plan amendment, curtailment or settlement occurring in-between the reporting periods in case of long-term employee benefit plans;
- h) accounting for long-term interests in associates and joint ventures to which the equity method is not applied but that in substance form part of the net investment in the associate or joint venture (long-term interests).

None of these amendments are expected to have any material effect on the Company's financial statements.

### 2.02 Basis of Preparation

The Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Statement of Cash Flow together with notes for the year ended March 31, 2019, have been prepared in accordance with applicable Indian Accounting Standards (Ind AS) prescribed under section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules as amended from time to time.

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Division II of Schedule III to the Companies Act, 2013.

#### Operating Cycle

Operating cycle for the business activities of the company covers the duration of the specific project/contract/product line/service including the defect liability period wherever applicable and extends up to the realisation of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

#### Current and Non Current Classification

An asset is treated as current when it is:

- (i) Expected to be realised or intended to be sold or consumed in normal operating cycle

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

- (ii) Held primarily for the purpose of trading
- (iii) Expected to be realised within twelve months after the reporting period, or
- (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- (i) It is expected to be settled in normal operating cycle
- (ii) It is held primarily for the purpose of trading
- (iii) It is due to be settled within twelve months after the reporting period, or
- (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (i) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (ii) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (iii) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

### Functional and Presentation Currency

Items included in financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

The Financial Statements are presented in Indian Rupees which is company's presentation currency. All financial information presented in Crores has been rounded to two decimals except where otherwise indicated.

### 2.03 Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

### Assumptions and Key Sources of Estimation Uncertainty

#### (i) Revenue

Revenue is recognised based on the extent of progress towards completion of the performance obligation. This requires the Company to estimate total contract revenue, and remaining cost to complete the contract at the end of each reporting





## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

date. The financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, therefore recognized revenue and profit are subject to change as the contract progresses to completion.

### (ii) Useful life of Property, Plant & Equipment (PPE)

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management which is reviewed at the end of each reporting period. The rate of depreciation adopted by the company has been tabulated in note 2.03

### (iii) Expected Credit Loss (ECL)

Expected Credit Loss is prepared based on the historical data for the past two years with half yearly intervals and the probability of default is computed accordingly. The mechanism tries to identify the receivables which would probably result in becoming unrecoverable for the company and additional provision is created by company based on the ECL model.

### (iv) Employee Benefits - Defined benefit obligation (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

### (v) Taxation

Determining of income tax liabilities using tax rates and tax laws that have been enacted or substantially enacted requires the Management to estimate the level of tax that will be payable based upon the Group's/ expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilized.

### (vi) Fair value measurement

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for the fair value measurements. In estimating the fair value of an asset or a liability, the Company used market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engaged third party qualified valuers to perform the valuations in order to determine the fair values based on the appropriate valuation techniques and inputs to fair value measurements. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 39.

### (vii) Provision for contractual obligation

Assessments undertaken in recognising provisions for contractual obligation have been made as per the best judgement of the management based on the current available information.

## 2.04 Property, Plant and Equipment

Land and buildings, Property, Plant and Equipments held for use in the production or supply of goods or services, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and impairment losses, if any. Property, Plant and Equipment (PPE) in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss.

The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management and initial estimate of decommissioning, restoring and similar liabilities. Such cost includes the cost of replacing part of the plant and equipment and professional fees. Any trade discounts and rebates are deducted in arriving at

## Notes to Consolidated Ind AS Financial Statements

for the year ended 31st March, 2020 the purchase price. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components. All other repair and maintenance costs are recognised in profit or loss as incurred. Own fabricated assets are capitalized at cost including an appropriate share of overheads.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

### Depreciation on Property, Plant & Equipment

Depreciation of these PPE commences when the assets are ready for their intended use. Depreciation is provided on the cost of PPE (other than leasehold land) less their residual values, using the straight line method over the useful life of PPE as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Company. The Company has used the following rates to provide depreciation on its property, plant and equipment.

Particulars	Rate of depreciation
Land	0.00%
Buildings	3.00%
Plant & Machinery	4.75%
Office Equipment	6.33%
Furniture and Fixtures	6.33%
Computer	16.21%
Light Motor Vehicle	9.50%
Heavy Vehicle	11.31%

The estimated useful lives, residual values and depreciation method are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

Depreciation on additions/deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions except low value items not exceeding ₹5,000/- which are fully depreciated at the time of addition.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Depreciation on refurbished/revamped PPE which are capitalized separately is provided for over the reassessed useful life.

### De-Recognition:

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised as in the Statement of Profit and Loss.

Assets not ready for the intended use on the date of the Balance Sheet are disclosed as Capital Work-in-Progress.

### 2.05 Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. The costs comprises of all cost, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible asset. Amortisation is recognised on a straight line basis over their estimated useful lives from the date of capitalisation. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate being accounted for prospectively.

Computer software are amortized on a straight line basis over a period of 3 years.



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### De-recognition

Intangible assets is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognised in the Statement of Profit and Loss when the asset is derecognised.

### 2.06 Impairment of tangible and intangible assets

The Company reviews the carrying amount of its tangible and intangible assets and Property, Plant and Equipment (including Capital Works-in -Progress) of a "Cash Generating Unit" (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount and impairment loss is recognised in the Statement of Profit and Loss.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at the end of each reporting period to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

### 2.07 Leases

The determination of whether an agreement is, or contains, a lease is based on the substance of the agreement at the date of inception.

#### Operating leases:

- (i) Leases where the lessor effectively retains substantially all the risks and rewards of ownership of the related assets are classified as operating leases.
- (ii) Lease rentals on assets under operating lease are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

### 2.08 Financial instruments

Financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instruments.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

### 2.09 Financial assets

Financial assets comprises of investments, trade receivables, cash and cash equivalents, term loans and advances and other financial assets.

#### (i) Cash and cash equivalents

Cash and cash equivalents comprise of cash at bank and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from date of purchase, to be cash equivalents.

#### (ii) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

#### (iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

#### (v) Impairment of financial assets

The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

#### (vi) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### 2.10 Financial liabilities

#### (i) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- (a) the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- (b) the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 18.

#### (ii) Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method

#### (iii) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

### 2.11 Inventories

Inventories are stated at lower of cost and net realisable value.

Cost of construction / raw materials comprises cost of purchases and includes taxes and duties and is net of eligible credits under CENVAT/ VAT schemes/ Input Tax Credit (ITC). It also includes all other related costs incurred in bringing the inventories to their present location and condition.

Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

Cost is determined on first in first out basis. Cost of surplus/ obsolete/ slow moving inventories are adequately provided for.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 2.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

### 2.13 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### 2.14 Revenue recognition

#### (i) Construction Contracts

Revenue is measured based on the consideration specified in a contract with a customer. Company recognises revenue when or as it transfers control over a good or service to a customer.

**Allocation of transaction price to performance obligations** - A contract's transaction price is allocated to each distinct performance obligation and recognised as revenue, when, or as, the performance obligation is satisfied. To determine the proper revenue recognition method, we evaluate whether two or more contracts should be combined and accounted for as one single contract and whether the combined or single contract should be accounted for as more than one performance obligation. This evaluation requires significant judgment; some of our contracts have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts and, therefore, not distinct. For contracts with multiple performance obligations, we allocate the contract's transaction price to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract.

**Payment terms** - Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract. Payment terms may either be fixed, lump-sum or driven by time and materials (i.e., daily or hourly rates, plus materials). Because typically the customer retains a small portion of the contract price until completion of the contract, our contracts generally result in revenue recognised in excess of billings which we present as contract assets on the statement of financial position. Amounts billed and due from our customers are classified as receivables on the statement of financial position. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component because the intent is to protect the customer. For some contracts, we may be entitled to receive an advance payment. We recognise a liability for these advance payments in excess of revenue recognised and present it as contract liabilities on the statement of financial position. The advance payment typically is not considered a significant financing component because it is used to meet working capital demands that can be higher in the early stages of a contract and to protect us from the other party failing to adequately complete some or all of its obligations under the contract.

**Warranty** - Certain contracts include an assurance-type warranty clause, typically between 18 to 36 months, to guarantee that the products comply with agreed specifications.

**Revenue recognised over time** - Our performance obligations are satisfied over time as work progresses or at a point in time when performance obligations are fulfilled and control transfers to the customer. Typically, revenue is recognised over time using an input measure (e.g., costs incurred to date relative to total estimated costs at completion) to measure progress.

**Cost-to-cost method** - For our long-term contracts, because of control transferring over time, revenue is recognised based on the extent of progress towards completion of the performance obligation. Upon adoption of the new standard we generally use the cost-to-cost measure of progress for our contracts because it best depicts the transfer of control to the customer which occurs as we incur costs on our contracts. Under the cost-to-cost measure of progress, the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligation. Revenues, including estimated fees or profits, are recorded proportionally as costs are incurred. Any expected losses on construction-type contracts in progress are charged to earnings, in total, in the period the losses are identified. Previously, such contracts were accounted for under IAS 11 on Construction Contracts. Accordingly, revenue on ongoing contracts was measured on the basis of costs incurred and of margin recognised at the percentage of completion. Margin was recognised only when the visibility of the riskiest stages of the contract was deemed sufficient and when estimates of costs and revenue was considered to be reliable. The percentage of completion was calculated according to the nature and the specific risk of each contract in order to reflect the effective completion of the project. This percentage of completion could be based on technical milestones defined for the main deliverables under the contracts or based on the ratio between costs incurred to date and estimated total costs at completion. As soon as the estimate of the final outcome of a contract indicated a loss, a provision was recorded for the entire loss. The gross margin of a long-term contract at completion was based on an analysis of total costs and income at completion, which are reviewed periodically and regularly



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

throughout the life of the contract. A construction contract was considered completed when the last technical milestone is achieved, which occurs upon contractual transfer of ownership of the asset or temporary delivery, even if conditional.

Right to invoice practical expedient - The right-to-invoice practical expedient can be applied to a performance obligation satisfied over time if we have a right to invoice the customer for an amount that corresponds directly with the value transferred to the customer for our performance completed to date. When this practical expedient is used, we do not estimate variable consideration at the inception of the contract to determine the transaction price or for disclosure purposes. We have contracts which have payment terms dictated by daily or hourly rates where some contracts may have mixed pricing terms which include a fixed fee portion. For contracts in which we charge the customer a fixed rate based on the time or materials spent during the project that correspond to the value transferred to the customer, we recognise revenue in the amount to which we have the right to invoice.

Contract modifications - Contracts are often modified to account for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new, or changes the existing, enforceable rights and obligations. Most of our contract modifications are for goods or services that are not distinct from the existing contract due to the significant integration service provided in the context of the contract and are accounted for as if they were part of that existing contract. The effect of a contract modification on the transaction price and our measure of progress for the performance obligation to which it relates is recognised as an adjustment to revenue (either as an increase in or a reduction of revenue) on a cumulative catch-up basis.

### (ii) Other Operational Income

Other Operational Income Includes Revenue for Technical services provided and accounted on accrual basis.

### (iii) Dividend income:

Dividend income from investments is recognised when the shareholder's right to receive payment is established by the reporting date.

### (iv) Interest Income

Interest income from financial assets is recognised at the effective interest rate method applicable on initial recognition.

### (v) Other Income

(a) Claims were accounted as income in the year of receipt of arbitration award or acceptance by client or evidence of acceptance.

(b) Other items of income are accounted as and when the right to receive arises.

### 2.15 Borrowing Costs

Borrowing costs specifically identified to the acquisition or construction of qualifying assets is capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

### 2.16 Employee Benefits

Employee benefits include salaries, wages, provident fund, employee state insurance and gratuity.

#### (i) Defined contribution plans

Employer's contribution to the recognized provident fund which is a defined contribution scheme and ESI Contribution as per law are charged to the Profit and Loss account.

#### (ii) Defined benefit plans

The Gratuity benefit is funded through a defined benefit plan. For this purpose, the Company has obtained a qualified insurance policy from Life Insurance Corporation of India.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### 2.17 Voluntary Retirement Scheme

Expenditure on Voluntary Retirement Scheme (VRS) is charged to the Statement of Profit and Loss when incurred.

### 2.18 Foreign Exchange Transactions

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Indian Rupees, which is the Company's functional currency and the Group's presentation currency

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise. In case of fixed assets they are adjusted to the carrying cost of such assets.

Gain/loss on foreign exchange translation at the year end is credited/debited to the Foreign Currency Translation Reserve

### 2.19 General Administrative Expenses

General administrative expenses which are directly attributable are allocated to activities and the balance is charged to Statement of Profit and Loss.

### 2.20 Income Taxes

Income tax expense represents the sum of the current tax and deferred tax.

#### (i) Current tax

Provision for current tax is made based on taxable income computed for the year under the Income Tax Act, 1961. Provision for current tax for the foreign subsidiaries are as in accordance with the applicable local laws

#### (ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.





## R.P.P INFRA PROJECTS LIMITED

### (iii) Current and deferred tax expense for the year

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 2.21 Proposed Dividend

The Company has disclosed dividend, proposed by board of directors after the balance sheet date, in the notes, as provision cannot be created for dividend proposed / declared after the balance sheet date, unless a statute requires otherwise

### 2.22 Extraordinary and exceptional Items

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

### 2.23 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### 2.24 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

### 2.25 Segment reporting

Operating segments are identified and reported taking into account the different risks and returns, the organization structure and the internal reporting systems.

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### Note 3 : Property, plant & equipment

(₹ In Crores)

Particulars	Land	Plant and Machinery	Office Equipment	Furniture and Fixtures	Computer	Buildings	Motor Vehicle	Heavy Vehicle	Total
<b>Gross carrying amount</b>									
<b>As at 31 March 2018</b>	<b>3.31</b>	<b>35.84</b>	<b>0.79</b>	<b>0.22</b>	<b>0.92</b>	<b>0.95</b>	<b>1.76</b>	<b>19.22</b>	<b>63.02</b>
Additions	0.00	24.22	0.22	0.09	0.09	0.00	1.30	6.16	32.07
Disposals	0.00	3.43	0.03	0.01	0.01	0.12	0.43	1.00	5.03
<b>As at 31 March 2019</b>	<b>3.31</b>	<b>56.64</b>	<b>0.98</b>	<b>0.30</b>	<b>0.99</b>	<b>0.83</b>	<b>2.63</b>	<b>24.37</b>	<b>90.07</b>
Additions	0.00	1.55	0.07	0.01	0.12	0.00	0.69	0.67	3.11
Disposals	0.00	0.06	0.00	0.00	0.07	0.00	0.03	0.31	0.47
As at 31 March 2020	3.31	58.13	1.05	0.31	1.05	0.83	3.28	24.73	92.70
Depreciation and impairment									
<b>As at 31 March 2018</b>	<b>0.00</b>	<b>15.81</b>	<b>0.59</b>	<b>0.10</b>	<b>0.84</b>	<b>0.24</b>	<b>1.01</b>	<b>14.19</b>	<b>32.78</b>
Depreciation charge for the year	0.00	3.70	0.08	0.03	0.07	0.03	0.30	2.12	6.32
Disposals/Adjustments	0.00	0.00	0.00	0.00	0.01	0.01	0.02	0.75	0.80
<b>As at 31 March 2019</b>	<b>0.00</b>	<b>19.51</b>	<b>0.67</b>	<b>0.13</b>	<b>0.90</b>	<b>0.25</b>	<b>1.29</b>	<b>15.56</b>	<b>38.31</b>
Depreciation charge for the year	0.00	4.67	0.11	0.02	0.07	0.03	0.42	1.74	7.13
Disposals/Adjustments	0.00	0.02	0.00	0.00	0.00	0.00	0.02	0.32	0.35
<b>As at 31 March 2020</b>	<b>0.00</b>	<b>24.16</b>	<b>0.78</b>	<b>0.15</b>	<b>0.98</b>	<b>0.28</b>	<b>1.69</b>	<b>16.98</b>	<b>45.02</b>
<b>Net Carrying amount</b>									
<b>At 31 March 2020</b>	<b>3.31</b>	<b>33.98</b>	<b>0.26</b>	<b>0.16</b>	<b>0.07</b>	<b>0.55</b>	<b>1.59</b>	<b>7.75</b>	<b>47.68</b>
<b>At 31 March 2019</b>	<b>3.31</b>	<b>37.13</b>	<b>0.31</b>	<b>0.17</b>	<b>0.09</b>	<b>0.58</b>	<b>1.34</b>	<b>8.81</b>	<b>51.76</b>

### Note 4 : Capital Work in Progress

(₹ In Crores)

Particulars	Capital Work in Progress	Total
<b>Gross carrying amount</b>		
<b>As at 31 March 2018</b>	0.18	0.18
Purchases	3.72	3.72
Transfer	0.00	0.00
<b>As at 31 March 2019</b>	<b>3.90</b>	<b>3.90</b>
Purchases	0.71	0.71
Transfer	0.70	0.70
<b>As at 31 March 2020</b>	<b>3.91</b>	<b>3.91</b>
<b>Amortisation and impairment</b>		
<b>As at 31 March 2018</b>	<b>0.00</b>	<b>0.00</b>
Amortisation	0.00	0.00
Adjustment	0.00	0.00
<b>As at 31 March 2019</b>	<b>0.00</b>	<b>0.00</b>
Amortisation	0.00	0.00
Adjustment	0.00	0.00
<b>As at 31 March 2020</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Carrying Amount</b>		
At 31 March 2020	3.91	3.91
At 31 March 2019	3.90	3.90



## R.P.P INFRA PROJECTS LIMITED

# Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

## Note 5 : Intangible Assets

(₹ In Crores)

Particulars	Goodwill	ERP Software	Website Development	Intangible asset under Development	Total
<b>Gross carrying amount</b>					
<b>As at 31 March 2018</b>	<b>0.00</b>	<b>0.18</b>	<b>0.00</b>	<b>0.00</b>	<b>0.18</b>
Purchases	0.00	0.19	0.00	2.36	2.55
Transfer	0.00	0.00	0.00	0.00	0.00
<b>As at 31 March 2019</b>	<b>0.00</b>	<b>0.38</b>	<b>0.00</b>	<b>2.36</b>	<b>2.73</b>
Purchases	0.00	0.24	0.00	0.00	0.24
Transfer	0.00	0.09	0.00	2.36	2.44
<b>As at 31 March 2020</b>	<b>0.00</b>	<b>0.53</b>	<b>0.00</b>	<b>0.00</b>	<b>0.53</b>
<b>Amortisation and impairment</b>					
<b>As at 31 March 2018</b>	<b>0.00</b>	<b>0.05</b>	<b>0.00</b>	<b>0.00</b>	<b>0.05</b>
Amortisation	0.00	0.07	0.00	0.00	0.07
Adjustment	0.00	0.00	0.00	0.00	0.00
<b>As at 31 March 2019</b>	<b>0.00</b>	<b>0.12</b>	<b>0.00</b>	<b>0.00</b>	<b>0.12</b>
Amortisation	0.00	0.00	0.00	0.00	0.00
Adjustment	0.00	(0.15)	0.00	0.00	(0.15)
<b>As at 31 March 2020</b>	<b>0.00</b>	<b>0.27</b>	<b>0.00</b>	<b>0.00</b>	<b>0.27</b>
<b>Net Carrying Amount</b>					
<b>At 31 March 2020</b>	<b>0.00</b>	<b>0.26</b>	<b>0.00</b>	<b>0.00</b>	<b>0.26</b>
<b>At 31 March 2019</b>	<b>0.00</b>	<b>0.26</b>	<b>0.00</b>	<b>2.36</b>	<b>2.61</b>

## Note 6 : Investments

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Investment in Equity Instruments (Non Trade Investments)	0.09	0.11
<b>Total Investments</b>	<b>0.09</b>	<b>0.11</b>

(₹ In Crores except Shares)

Name of the Body Corporate	Classification	Quoted / Unquoted	Partly Paid / Fully Paid	No of Shares / Units		Extent of Holding (%)		As at 31-03-2020	As at 31-03-2019
				As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019		
3i Infotech Limited(Face Value @ ₹10 per share)	Others	Quoted	Fully Paid	1000.00	1000.00	0.00%	0.00%	0.00	0.00
Hindustan Construction Company Limited(Face Value @ ₹1 per share)	Others	Quoted	Fully Paid	9000.00	9000.00	0.01%	0.01%	0.00	0.02
IVRCL Infrastructure & Projects Limited(Face Value @ ₹2 per share)	Others	Quoted	Fully Paid	900.00	900.00	0.00%	0.00%	0.00	0.00
Sakthi Sugars Ltd(Face Value @ ₹10 per share)	Others	Quoted	Fully Paid	500.00	500.00	0.00%	0.00%	0.00	0.00
MEP Infra Developers (Face Value @ ₹10 per share)	Others	Quoted	Fully Paid	0.00	10000.00	0.00%	0.00%	0.00	0.00
Other Comprehensive Income	Others							0.06	
SPAC Terminal Market Complex Ltd.(Face value @ ₹1 Per Share and Previous Face Value per Share @ ₹10 per share)	Others	Unquoted	Fully Paid	299000.00	299000.00	6.89%	6.89%	0.03	0.09
<b>Total investments</b>								<b>0.09</b>	<b>0.11</b>
<b>Aggregate Carrying value of Quoted investments</b>								0.00	0.10
<b>Aggregate Carrying value of UnQuoted investments</b>								0.03	0.04
<b>Aggregate Market Value of Quoted Investments</b>								0.00	0.10

### Notes:

A search operation u/s.132 of The Income Tax Act was conducted on the Company during the financial year 2015-16 and the Company had approached the Hon. Income Tax Settlement Commission, Chennai for settlement of the case. The order of Hon.ITSC was received in June 2019 and the effect of the same is being given in the financial statements in the year. The company had admitted certain undisclosed investments for which tax has been duly paid now consequent to the order of the Hon ITSC. Such investments which are to be capitalised as per the order of the Hon ITSC have been capitalised in the balance sheet of the Company as per the order of the Hon.ITSC. Accordingly, the investment value and reserves and surplus are restated at the earliest opening balance as required in para 40B of Ind AS 1 in the balance sheet as at 31st March 2020. By virtue of this value of investment has increased by ₹15.80 cr and the retained earnings by ₹6.56 Cr as on 1 Apr 2017. Taxes paid on admission of such income has been shown as tax expenses upon payment in the financial year ₹9.24 Cr.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 7 : Long Term Loans & Advances

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Advance to Suppliers	2.45	-
Other Long term loans and advances	-	-
<b>Total</b>	<b>2.45</b>	<b>-</b>

### Note 8 : Deferred Tax

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Deferred Tax Asset	0.88	0.69
<b>Total</b>	<b>0.88</b>	<b>0.69</b>

### Note 9 : Other Non-Current Assets

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Prepaid Expense	2.59	2.91
Advance to Suppliers	0.75	-
<b>Total</b>	<b>3.34</b>	<b>2.91</b>

### Note 10 : Inventories

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Lower of cost or net realisable value	-	-
Raw materials- Construction Materials	24.18	20.24
Stock in Trade (Stock of Shares & Securities held for Trading)	0.13	0.13
<b>Total</b>	<b>24.31</b>	<b>20.37</b>

### Note 11 : Trade Receivables

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Secured, considered good	-	-
Unsecured considered good	164.37	172.28
Doubtful	-	-
<b>Total Trade receivables</b>	<b>164.37</b>	<b>172.28</b>
Provision for doubtful receivables	-	-
<b>Total Trade receivables</b>	<b>164.37</b>	<b>172.28</b>

#### Note: 11.1

There are arbitration proceedings going on in respect of the following departments - Rites, Sipcot and Ntecl towards which sums ₹2.13, ₹0.75, ₹27.30 Crores respectively are shown as receivables. The company has filed the necessary papers with the arbitrators and the above receivables are considered good for recovery. Third Party balances are subject to external confirmations.



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 12 : Cash and Cash Equivalents

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
– On current accounts	5.16	4.54
Cheques/ drafts on hand	-	-
Cash on hand	0.90	0.52
Earmarked Balances	39.44	42.82
Other Bank Balances	6.47	0.77
<b>Total</b>	<b>51.97</b>	<b>48.65</b>

### Note 13 : Short Term Loans and advances

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured, considered good:		
Advances recoverable in cash or kind	-	-
Security Deposits	-	-
Deposits with customers	-	-
Deposits with Others	-	-
Advance to employees	0.25	0.16
Balances with statutory / government authorities	18.77	7.82
Advance to sub-contractors	3.16	9.26
Balance with Subsidiaries	-0.00	-
Non-Trade Receivable	13.52	13.52
Advance to Suppliers	-	-
Others	1.11	1.11
<b>Total</b>	<b>36.81</b>	<b>31.88</b>

#### Note 13.1:

Balances with statutory / government authorities consists of receivable amounts from VAT department totalling to sum ₹1.48 crores which has been arrived at with the existing information. The company is awaiting the final order from the said department.

### Note 14 : Other Financial Assets

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Contract Asset	142.97	170.13
Insurance Claim	-	-
Others	-	0.24
<b>Total</b>	<b>142.97</b>	<b>170.36</b>

**Note:** Classified as non financial asset as the contractual rights to consideration is dependent on completion of contractual milestone.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 15 : Other Current Assets

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Prepaid expense - Current	-	0.83
Other Assets - Srilanka BO	-	-
Income Tax Paid for FY 2008-09 & 2011-12	-	-
Project Advance	-	-
Retention by customers	104.40	92.35
Advance paid towards Equity Shares subscription	5.71	5.71
Advance Tax/ Tds deducted (receivables)	0.03	0.04
Other Receivables	0.00	1.05
<b>Total</b>	<b>110.15</b>	<b>99.99</b>

### Note 16 : Share Capital

(₹ In INR)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Authorised Share Capital</b>		
34,000,000 (March 31, 2018: 34,000,000) equity shares of ₹10/-	34,00,00,000	34,00,00,000
<b>Share Capital</b>		
Issued, Subscribed and Paid up equity capital		
22,600,584 (March 31, 2018: 22,600,584) equity shares of ₹10/- each fully paid up	22,60,05,840	22,60,05,840

#### Note 16.1 : Reconciliation of the number of shares outstanding

(₹ In INR)

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>Reconciliation of No. of shares</b>				
Outstanding at the beginning of the year	2,26,00,584	22,60,05,840	2,26,00,584	22,60,05,840
Add: Shares issued during the year	-	-	-	-
Outstanding at the end of the year	2,26,00,584	22,60,05,840	2,26,00,584	22,60,05,840

#### Terms / rights attached to equity shares

The company has only one class of equity share having a par value of ₹10 per share. Each shareholder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing general meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

#### Details of shares held by subsidiaries of ultimate holding company / holding and / or their subsidiaries / associates

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of shares	% Holding	No. of shares	% Holding
<b>Name of equity share holders</b>				
RPP Infra Projects ( Lanka ) Limited	116143.00	100%	116143.00	100%
RPP Infra Over Seas PLC	4980.00	100%	4980.00	100%
RPP Infra Projects Gabon SA	1048.00	100%	1048.00	100%
RPP Energy Systems Private Limited	50000.00	100%	50000.00	100%
Sanskar Dealcom Private Limited	209930.00	100%	209930.00	100%
Greatful Mercantile Private Limited	211500.00	100%	211500.00	100%
Lunkar Finance Private Limited	421430.00	100%	421430.00	100%
RPP ANNAI JV Private Limited	5100.00	51%	0.00	0%

Associated Company formed which is yet to invest and commencent.



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

Details of shareholders holding more than 5% shares in the Company are as under:-

Particulars	As at 31.03.2020		As at 31.03.2019	
	No. of shares	% Holding	No. of shares	% Holding
<b>Name of equity share holders</b>				
Mr P. Arulsundaram	65,43,443	29%	62,88,443	28%
Mrs A. Nithya	54,24,898	24%	55,79,898	25%
<b>Total</b>	<b>1,19,68,341</b>	<b>53%</b>	<b>1,18,68,341</b>	<b>53%</b>

### Proposed dividends on Equity shares

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
The board proposed dividend on equity shares after the balance sheet date	-	-
Proposed dividend on equity shares for the year ended 31st March, 2020 :NIL(PY : ₹ NIL per share)		

### Note 17 : Other Equity

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Securities premium account	55.86	55.86
Foreign Currency Translation Reserve	-	1.32
Revaluation reserve	2.38	2.38
Retained Earnings	180.79	158.99
Retained Earnings - Non Controlling Interests	-0.00	-
General Reserve	0.05	0.05
Statutory Reserve	0.04	0.04
<b>Total</b>	<b>239.12</b>	<b>218.63</b>

Refer "Statement of Changes in Equity" for additions/deletions in each of these items

A. Securities Premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act 2013 for specified purposes.

A search operation u/s.132 of The Income Tax Act was conducted on the Company during the financial year 2015-16 and the Company had approached the Hon. Income Tax Settlement Commission, Chennai for settlement of the case. The order of Hon.ITSC was received in June 2019 and the effect of the same is being given in the financial statements in the year. The company had admitted certain undisclosed investments for which tax has been duly paid now consequent to the order of the Hon ITSC. Such investments which are to be capitalised as per the order of the Hon ITSC have been capitalised in the balance sheet of the Company as per the order of the Hon.ITSC. Accordingly, the investment value and reserves and surplus are restated at the earliest opening balance as required in para 40B of Ind AS 1 in the balance sheet as at 31st March 2020. By virtue of this value of investment has increased by ₹15.80 cr and the retained earnings by ₹6.56 Cr as on 1 Apr 2017. Taxes paid on admission of such income has been shown as tax expenses upon payment in the financial year ₹9.24 Cr.

### Note 18 : Borrowings

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Secured</b>		
Term Loans		
From Banks (Secured)	13.42	17.08
From NBFC (Secured)	9.73	17.43
<b>Unsecured</b>	<b>-</b>	<b>0.00</b>
Term Loans		
From Banks (Unsecured)	-	0.00
From NBFC (Unsecured)	23.92	46.80
<b>Total</b>	<b>47.06</b>	<b>81.31</b>
Less : Current Maturities of Long Term Debt	12.61	22.61
<b>Total</b>	<b>34.45</b>	<b>58.70</b>

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Nature of Security

(₹ In Crores)

Particulars	Loan outstanding	Security
<b>From Banks</b>		
Secured Loan with Various Banks and Interest @ 9.33%	13.42	Promoters Share
<b>From NBFC's</b>		
Term Loan with Non Banking Financial institutions and Interest @ 9.66%	9.73	Promoters Shares
Unsecured Loan with Non Banking Financial institutions and Interest @ 4%	34.39	Promoters Shares

### Note 19 : Net debt reconciliation

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Cash and cash equivalents	51.97	48.65
Liquid investments		
Non Current borrowings including interest	34.45	58.70
Current Borrowings	62.55	58.12
<b>Net (debt)/ Cash &amp; Cash Equivalents</b>	<b>45.03</b>	<b>68.17</b>

### Nature of Security

(₹ In Crores)

Particulars	Other Assets		Liabilities from financing activities		Total
	Cash and bank overdraft	Liquid Investments	Non-current borrowings	Current borrowings	
(Net debt)/ Cash & Cash Equivalents as at 31 March 2018	92.28	-	11.81	62.78	-17.68
Cash Flows	-68.13		46.89	-4.66	110.36
Interest expense					-
Interest paid	24.50				-24.50
<b>(Net debt)/ Cash &amp; Cash Equivalents as at 31 March 2019</b>	<b>48.65</b>		<b>58.70</b>	<b>58.12</b>	<b>68.17</b>
Cash Flows	-19.37	-	-24.25	4.43	-0.45
Interest expense					-
Interest paid	22.68				-22.68
<b>(Net debt)/ Cash &amp; Cash Equivalents as at 31 March 2020</b>	<b>51.96</b>		<b>34.45</b>	<b>62.55</b>	<b>45.03</b>

### Note 20 : Other Financial Liabilities

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Non-Current</b>		
Security Deposits from Sub Contractor	-	-
<b>Total</b>	<b>-</b>	<b>-</b>





R.P.P INFRA PROJECTS LIMITED

**Notes to Consolidated Ind AS Financial Statements** for the year ended 31st March, 2020

**Note 20.1 Fund Based Limit Enjoyed by the Company**

(₹ In Crores)

Name of Lending institutions	Type of Loan	Sanctioned Limit	Utilised	
			As at 31.03.2020	As at 31-03-2019
Indian Overseas Bank, Surampatti Branch, Erode	Cash Credit	35.00	30.61	35.77
Bank of India - Coimbatore	Cash Credit	8.00	7.93	7.98
Industrial Development Bank of India ( IDBI), Chennai	Cash Credit	12.97	8.90	11.23
Exim Bank , Chennai	Cash Credit	2.50	2.50	-
TIIC Ltd	Cash Credit	-	-	1.70
Indian Bank, Jaffna	Over Draft	-	-	1.43
<b>Total</b>		<b>58.47</b>	<b>49.93</b>	<b>58.12</b>

**Note 21 : Long Term Provisions**

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Provision for employee benefits</b>		
Gratuity	0.20	0.32
<b>Total</b>	<b>0.20</b>	<b>0.32</b>

**Note 22 : Borrowings**

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Secured</b>		
Loans repayable on Demand from banks	49.93	58.12
<b>Total</b>	<b>49.93</b>	<b>58.12</b>

(₹ In Crores)

Particulars	Loan outstanding	Security	Repayment terms
<b>From Banks</b>			
Working Capital with Various Banks and Interest @ 12.06%	49.93	Personal Security of Vacant land, Building, Factory building, Vacant House, Residential Building @ various places Land & building, vacant land @ various placesImmovable Land and Building property @ Giundy Taluk Personal GuaranteeValue of Property	Every Month
<b>From NBFC's</b>			
Working Capital with Non Banking Finacial institutions and Interest @ 9.78%	0.00	Personal Guarantee	Renewal every year

**Note 23 : Trade Payables**

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Dues to Micro Enterprises and Small Enterprises (Ref. Note 41)</b>	0.63	2.13
Due to Others	114.72	128.94
<b>Total</b>	<b>115.35</b>	<b>131.07</b>

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 24 : Other Financial Liabilities- Current

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Current maturities of Long Term Secured Debt	12.61	7.28
Current maturities of Long Term Unsecured Debt	0.00	5.03
Balance with Subsidiaries	0.00	0.00
Expenses payable	2.25	3.71
Statutory dues payable	0.00	8.50
Mobilisation Advances / Other Projects Payables	44.05	
Due to directors	1.53	1.27
Unpaid dividend	0.03	0.03
Retention money - others	41.04	20.06
<b>Total</b>	<b>101.52</b>	<b>45.89</b>

Note: mobilisation advance received by the Company from certain departments and the proportionate amount which has to be classified as GST liability has been shown as mobilisation advance liability to the extent of ₹3.80 crore

### Note 25 : Other Current Liabilities

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Mobilisation Advances / Other Projects Payables	0.00	51.56
Advances from customers	7.04	4.39
Statutory dues payable	9.69	0.00
Audit Fees Payable	0.00	0.00
Staff Salary Payable	0.00	0.00
Other Liabilities	0.31	0.00
Other Payables	0.17	4.95
<b>Total</b>	<b>17.21</b>	<b>60.90</b>

### Note 26 : Short Term Provisions

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for employee benefits		
Gratuity	0.05	0.05
Other Provisions	0.00	0.00
Provision for Warranty	2.38	2.23
Provision for income tax	0.00	0.00
<b>Total</b>	<b>2.43</b>	<b>2.29</b>

### Note 27 : Current Tax Liabilities

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for Income Tax (Net of Advance income tax)	4.87	5.87
<b>Total</b>	<b>4.87</b>	<b>5.87</b>



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 28 : Revenue from Operations

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Contract Revenue	600.02	580.69
Sale of Materials	-	-
Other Operating Revenue	-	-
<b>Total</b>	<b>600.02</b>	<b>580.69</b>

### Note 29 : Other Income

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Hire charges Received	2.99	1.65
Discount Received	0.09	0.05
Interest Income	1.60	3.10
Scrap Sales	0.17	0.06
Miscellaneous Income	1.57	3.04
Consulting Services & Service Charges	0.70	0.61
Profit on Sale of Assets	0.00	-
Forex Gain (Net)	0.83	0.95
Royalty Received	-	-
Fair value adjustment for investment	-	-
Insurance Claim (P&L)	-	-
<b>Total</b>	<b>7.95</b>	<b>9.46</b>

**Note:** The amount of interest income on FD's with banks has been estimated on the basis of the rate of interest applicable, the amount of deposit and the period for which the deposit has run.

### Note 30 : Cost of Raw materials and components Consumed

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Inventory at the Beginning of the Period	20.24	17.69
Add: Purchases during the period	159.76	137.86
Less: Inventory at the end of the Period	24.18	20.24
<b>Total</b>	<b>155.81</b>	<b>135.31</b>

### Note 31 : Direct Operating Cost

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Works Contract Cost	283.36	299.13
Other Operating Cost	62.87	46.90
<b>Total</b>	<b>346.22</b>	<b>346.03</b>

#### Note: Joint Venture Agreement

The Company has an unincorporated JV with the Party Ramalingam Construction Company Pvt Ltd with whom a project was jointly bid and obtained. However, the execution was fully done by the company. Company has agreed to pay 2% of Turnover of this project as Royalty to the Partner and this amount has been charged off to the Statement of Profit & Loss.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 32 : Employee benefit expenses

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Salary Expenses	12.27	8.98
Company's Contribution to Employees' Provident Fund	0.19	0.19
Company's Contribution to Employees' State Insurance Corporation	0.03	0.03
Gratuity	0.08	-0.36
Staff Welfare	0.84	0.57
<b>Total</b>	<b>13.41</b>	<b>9.42</b>

### Note 33 : Finance Cost

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Interest expenses</b>		
On Term Loans and Other Loans	9.56	11.97
On Working Capital Loans	6.94	7.01
<b>Other Borrowing Costs</b>	-	-
Bank Charges and Bank Guarantee Commission	5.39	4.70
Processing Charges Paid	0.79	0.80
<b>Total</b>	<b>22.68</b>	<b>24.48</b>

### Note 34 : Depreciation and amortization expenses

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Depreciation of tangible fixed assets	7.06	6.38
Amortisation of intangible fixed assets	0.10	-
<b>Total</b>	<b>7.16</b>	<b>6.38</b>

### Note 35 : Other Expenses

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Advertisement	0.01	0.01
Business Development Expenses	0.34	0.21
Brokerage	0.00	0.01
Donation	0.00	0.03
Consulting Fees Paid	0.37	0.04
Miscellaneous Expense	0.66	0.44
Corporate Social Responsibilities	0.57	1.23
Packing and Forwarding Charges	-	0.01
Equipment Hire Charges	0.82	0.08
Insurance	0.54	1.62



R.P.P INFRA PROJECTS LIMITED

**Notes to Consolidated Ind AS Financial Statements** for the year ended 31st March, 2020

Particulars	As at 31.03.2020	As at 31.03.2019
Repairs & Maintenance - Machinery	11.15	8.29
Repairs & Maintenance - Office	0.22	0.10
Repairs & Maintenance - Others	5.38	3.77
Postage & Telegraph	0.04	0.06
Professional Charges	0.95	0.80
Books & Periodicals	0.00	0.00
Legal Expenses	-	0.00
Loss On Sale of Assets	0.01	0.03
Legal Fees Paid	0.38	0.05
Printing and Stationery	0.21	0.18
Rent & Electricity	0.97	1.10
Audit Fees	-	-
-Statutory Audit	0.18	0.26
-Other services	0.19	-
Bad Debts	0.09	5.44
Secretarial Expenses	0.11	0.19
Rates & Taxes	0.03	0.05
Telephone Expenses	0.06	0.09
Travelling Expenses	1.22	1.07
Interest	-	-
On Statutory Dues	1.38	0.02
Registration and Renewals	0.27	0.28
Royalty Paid	2.03	1.05
Security Service Charges	0.08	0.06
Forex Loss (Net)	0.51	0.34
Transport Charges	-	0.04
Discount and Freight Charges	-	-
Other Expenses	0.10	0.29
Warranty Provision (P&L)	0.15	1.16
Packing & Forwarding Charges	0.02	-
<b>Total</b>	<b>29.02</b>	<b>28.41</b>

**Note 36 : Income Tax Expense**

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Current Tax	9.74	12.99
Taxes of earlier years	5.62	-
Deferred tax	0.14	-
<b>Total</b>	<b>15.50</b>	<b>12.99</b>

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

The Income Tax Department conducted a search operation u/s 132 of the Income Tax Act 1961 on the Company during March 2016 and recovered documents relating to inadmissible expenses for the years 2010 - 2016. The Company has filed a petition with the Honorable Income Tax Settlement Commission admitting additional tax of ₹17.96 crore. This pertains to financial years 2010-2016. Application was made to Settlement Commission and proceedings are in progress. The afore mentioned amount was paid in December 2017. The tax effects of corrections of prior period errors and of retrospective adjustments made to apply changes in accounting policies are accounted for and disclosed in accordance with Ind AS 12, Income Taxes, as Ind AS 8 does not apply to prior period taxes. Para 80 (b) of Ind AS 12 also says tax expense would include: (b) any adjustments recognized in the period for current tax of prior periods. Necessary adjustment if any will be made in the books of accounts on receipt of order from Honorable Income Tax Settlement Commission.

### Note 37 : Income Tax Expense recognised in other Comprehensive Income

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
Current tax	-	-
Deferred tax	-	-
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</b>	-	-
Remeasurement of defined benefit plans	-0.20	-
Net change in fair values of investments in equity shares carried at fair value through OCI	0.01	-
Income tax relating to items that will not be reclassified to profit or loss	0.05	-
<b>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</b>	-	-
Items that will be reclassified to profit or loss	-	-
Exchange differences on translation of Financial Statement of Foreign Companies	-1.17	-
Income tax relating to items that will be reclassified to profit or loss	-	-
<b>Total</b>	<b>-1.31</b>	<b>-</b>

### Note no: 38

The Consolidated Financial Statements incorporate the financial statements of the Company and its subsidiaries. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Company obtains control and continue to be consolidated until the date that such control ceases. The Consolidated Financial Statements are prepared using uniform accounting policies consistently for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's standalone financial statements, except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

### Additional information as required under Schedule III to the Companies Act 2013, of enterprises consolidated as subsidiaries

(₹ In Crores)

Name of the entity	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
<b>Parent</b>								
Rpp Infra Projects Limited	88%	248.79	106%	19.30	100%	-0.14	100%	19.44
<b>Subsidiaries</b>								
<b>Indian</b>								
RPP Energy Systems Private Limited	0%	-0.08	0%	-0.00	0%	-	0%	-0.00
Greatful Mercantile Pvt. Ltd.	0%	0.18	0%	-0.00	0%	-	0%	-0.00
Sanskar Dealcom Pvt Ltd.	0%	0.17	0%	-0.01	0%	-	0%	-0.01
Lunkar Finance Private limited	6%	16.33	0%	-0.01	0%	-	0%	-0.01
RPP ANNAI JV Private Limited	0%	0.00	0%	-0.00	0%	-0.00	0%	-
<b>Foreign</b>								
RPP Infra Overseas PLC	5%	15.02	-1%	-0.18	0%	-1.49	7%	1.31
RPP Infra Projects (Lanka) Ltd.	0%	1.10	-5%	-0.93	0%	0.32	-6%	-1.25
<b>Total</b>	<b>100%</b>	<b>281.50</b>	<b>100%</b>	<b>18.16</b>	<b>100%</b>	<b>-1.31</b>	<b>100%</b>	<b>19.47</b>



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

Note 39 : The income tax expense for the year can be reconciled to the accounting profit as follows:

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
<b>Profit before tax</b>	<b>33.65</b>	<b>40.11</b>
Income tax expense calculated	8.47	14.01
Less:Exemption/Deductions	-	-
Others	-	0.44
<b>Add:-Effect of expenses that are not deductible in determining taxable profit</b>	<b>0.00</b>	<b>0.00</b>
Expenses not allowed in income tax	0.52	0.25
Tax Effects due to difference in treatment of expenses between acts	0.14	2.88
Others	0.75	0.00
<b>Total</b>	<b>9.88</b>	<b>16.70</b>
Adjustments recognised in the current year in relation to the current tax of prior years	5.62	-
Income tax expense recognised In Statement of Profit & Loss (reating to continuing operations)	15.50	16.70

(₹ In Crores)

Income tax recognised in other comprehensive income	Year ended 31.03.2020	Year ended 31.03.2019
Deferred tax	-	-
Arising on income and expenses recognised in other comprehensive income	-	-
Net fair value gain on investments in equity shares at FVTOCI	0.01	-
Remeasurement of defined benefit obligation	-0.20	-
Total income tax recognised in other comprehensive income	-0.19	-
Bifurcation of the income tax recognised in other comprehensive income into:	0.05	-
Exchange differences on translation of Financial Statement of Foreign Companies	-1.17	-
Items that will not be reclassified to profit or loss	-0.14	-
Items that may be reclassified to profit or loss	-1.17	-

### Note 40 : Earnings per share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Profit attributable to equity holders	18.16	23.41
Weighted average number of Equity shares for EPS	2,26,00,584	2,26,00,584
<b>EPS (₹per share)</b>		
Basic	8.04	10.36
Diluted	8.04	10.36
Nominal Value of Shares (₹per share)	10.00	10.00

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 41 : Gratuity & other post employment benefit plans

Disclosure of particulars of "Employees Benefits" as required by Indian Accounting Standard 19- Gratuity Plan

The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Insurance Company in the form of a qualifying Insurance Policy.

Each year, the Board of Trustees reviews the level of funding in the gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. The Board of Trustees decides its contribution based on the results of this annual review. Generally, it aims to have a portfolio mix of equity instruments and debt instruments. Generally equity instruments should not exceed 15% of total portfolio. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The plan assets include significant investment in Debt Fund, hence, the Company is not exposed to any market risk.

The following table summarises the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet.

#### Changes in Present Value of Obligations

(₹ In Crores)

Particulars	2019-20	2018-19
Present Value of Obligation as at the beginning of the year	0.37	0.78
Interest Cost	0.03	0.06
Current Service Cost	0.07	0.06
Benefits paid	-0.04	0.00
Past Service Cost	0.00	0.00
Actual(Gain)/ Loss on Obligations	0.03	-0.53
Present Value of Obligations at the end of the year	0.46	0.37

#### Changes in Fair Value of Plan Assets

(₹ In Crores)

Particulars	2019-20	2018-19
Fair Value of Plan Assets at the beginning of the year	0.19	0.12
Investment Income	0.02	0.02
Contributions	0.00	0.00
Benefits Paid	-0.04	0.00
Employers Contribution	0.01	0.05
Return on plan assets , excluding amount recognised in net interest expense	0.00	0.00
Actual(Gain)/ Loss on Plan Asset	0.03	0.00
Fair Value of Plan Assets at the end of the year	0.21	0.19

(₹ In Crores)

Particulars	2019-20	2018-19
Fair Value of Paln Assets at the beginning of the year	0.19	0.12
Actual Return on Plan Assets	0.01	0.02
Employer's Contribution	0.01	0.05
Fair Value of Paln Assets at the end of the year	0.21	0.19





## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Amount recognised in balance sheet

(₹ In Crores)

Particulars	2019-20	2018-19
Present value of projected benefit obligation at the end of the year	0.46	0.37
Fair value of plan assets at the end of year	0.21	0.19
Funded status amount of liability recognised in balance sheet	0.25	0.18

### Expenses Recognised in the Profit & Loss Account

(₹ In Crores)

Particulars	2019-20	2018-19
Current Service Cost	0.07	0.06
Past Service Cost	0.00	0.00
Interest Cost	0.01	0.04
Expected Return on Plan Assets	0.00	0.00
Net Actuarial (Gain)/ Loss Recognised In the period	0.00	0.00
Expenses Recognised in Statement of Profit and Loss	0.08	0.11

### Other Comprehensive Income

(₹ In Crores)

Particulars	2019-20	2018-19
Actuarial (gains) / losses		
- change in demographic assumptions	0	0.00
- change in financial assumptions	0	0.00
- experience variance (i.e. Actual experience vs assumptions)	-0.20	-0.53
- others	0	0.00
Return on plan assets, excluding amount recognised in net interest expenses	0	0.00
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	0	0.00
Components of defined benefit costs recognised in other comprehensive income	0	0.00

### Summary of actuarial assumptions

(₹ In Crores)

Particulars	2019-20	2018-19
Discount rate	6.85%	7.70%
Salary growth rate	5.00%	5.00%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

### Demographic Assumption

Particulars	2018-19	2017-18
Mortality rate (% of IALM 06-08)	100%	100%
Normal retirement age	58 Years	58 Years
Attrition / Withdrawal rates, based on age: (per annum)		
Upto 30 years	10%	10.00%
31-44 years	2%	2.00%
Above 44 years	1%	1.00%

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

### Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	2019-20	2018-19
Defined Benefit Obligation (Base)	0.46	0.37

Particulars	2019-20		2018-19	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	0.53	0.41	0.42	0.70
(% change compared to base due to sensitivity)	13.14%	-11.10%	12.90%	-10.10%
Salary Growth Rate (- / + 1%)	0.41	0.53	0.33	0.88
(% change compared to base due to sensitivity)	-11.40%	13.50%	-11.00%	12.30%
Attrition Rate (- / + 50% of attrition rates)	0.46	0.47	0.36	0.80
(% change compared to base due to sensitivity)	-1.30%	0.90%	-3.10%	2.10%
Mortality Rate (- / + 10% of mortality rates)	0.46	0.46	0.37	0.78
(% change compared to base due to sensitivity)	-0.10%	0.10%	-0.10%	0.10%

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Sensitivity due to mortality & withdrawals are not material & hence impact of change not calculated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

### Note 42 : Commitments and contingencies

#### Contingent Liabilities

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
(a) Counter Indemnities given to Banks in respect of contracts	233.24	182.84
(b) Income Tax Liability that may arise in respect of which Company is in appeal	27.85	23.22
(c) Service Tax liability that may arise in respect of matters in appeal	10.64	10.64
<b>Total</b>	<b>271.73</b>	<b>216.70</b>

- The Company is contesting the demands and the Management, including its legal counsel/Tax Advisors, believe that it is possible, but not probable, the action will succeed and accordingly no provision for liability has been recognised in the financial statements.
- As per the Income tax portal, a sum of ₹4.78 lakhs is shown as due from the company towards TDS dues. However the company has cleared the entire due on 31-03-2020 and is awaiting the revision in the portal. Due to this reason, this amount is not shown as payable in the contingent liabilities table.



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

- GST returns have been filed belatedly for most of the Months.
- The reconciliation for purchases and expenditures with the details available in Form 2A, according to the GST portal is under process. No provision for dues of interest on GST dues, if any, is provided in the accounts pending finalisations.

### Note 43 : Segment Information

The Company is engaged in one business segment, namely, "Construction and Infrastructure Development". The Company and its subsidiaries (including step down subsidiary in Republic of Gabon) operate in India, Sri Lanka, Mauritius and Gabon. As the net profit/loss from the Overseas operations constitutes more than 10% of the total profit, geographical segment has been considered as the primary segment for consolidated Financial Statement and there are no other reportable segments as required to be disclosed under Ind AS 108 - Operating Segments

(₹ In Crores)

Particulars	Year ended	
	2019-20	2018-19
<b>Segmental Revenues</b>		
India	574.10	580.69
Overseas	25.92	0.00
<b>Total Revenue</b>	<b>600.02</b>	<b>580.69</b>
Less: Inter Segmental Revenues	0.00	0.00
Net Sales/ Income from Operations	600.02	580.69
Add: Other Income	7.95	9.46
<b>Revenues</b>	<b>607.96</b>	<b>590.15</b>
<b>Segmental Profits (Profit before Interest &amp; tax)</b>		
India	51.78	64.29
Overseas	4.56	0.31
Less: Interest & Finance Charges	-22.68	-24.50
Profit before tax	33.65	40.11
<b>Capital Employed (Segmental Assets minus Liabilities)</b>		
India	303.77	407.71
Overseas	-6.52	-104.64

### Note 44. : Details of dues to Micro and Small Enterprises as defined under MSMED Act, 2006

There are no overdue amounts payable to Micro, Small and Medium Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 based on information available with the Company. Further, the Company has not paid any interest to any Micro and Small Enterprises during the year ended March 31, 2019.

### Note 45: Particulars of Unhedged Foreign Currency Exposure as at the Balance Sheet Date

(₹ In Crores)

Particulars	31 March, 2020		31 March, 2019	
	Foreign Currency	Equivalent INR	Foreign Currency	Equivalent INR
<b>Payables</b>				
LKR	19.84	7.70	19.91	8.85
<b>Total</b>	<b>19.84</b>	<b>7.70</b>	<b>19.91</b>	<b>8.85</b>
<b>Receivables</b>				
USD	0.11	7.94	0.10	7.08
TAKA	8.77	7.17	2.18	1.80
LKR	2.27	1.06	0.00	0.00
<b>Total</b>	<b>11.15</b>	<b>16.17</b>	<b>2.28</b>	<b>8.88</b>

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Note 46 : Financial Instruments Disclosure

#### 46.1 Capital management

**The Company's objective when managing capital is to:**

- (i) Safeguard its ability to continue as going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders; and
- (ii) Maintain an optimal capital structure to reduce the cost of capital.
- (iii) The company maintains its financial framework to support the pursuit of value growth for shareholders, while ensuring a secure financial base. In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debt.

The capital structure of the Company comprises of equity share capital, retained earnings and other equity attributable to equity holders.. The Company is not subject to any externally imposed capital requirements.

#### 46.2 Gearing ratio

The following table summarizes the capital of the Company and the gearing ratios:

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Total equity as per balance sheet</b>	<b>261.72</b>	<b>241.23</b>
Non- current borrowings	34.45	58.70
Current borrowings	49.93	58.12
Current portion of long term borrowings	-	22.61
Cash and Bank balances	51.97	48.65
<b>Net Debt</b>	<b>32.42</b>	<b>90.78</b>
Net debt to Equity ratio	12.39%	37.63%

#### 46.3 Categories of Financial Instruments

(₹ In Crores)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Financial Assets</b>		
<b>Measured at fair value through profit or loss (FVTPL) (mandatorily measured)</b>		
(a) Investment	0.09	0.11
<b>Measured at Amortised cost</b>		
(b) Long Term Loans and Advances	-	-
(b) Trade Receivables	164.37	172.28
(c) Cash and Cash equivalents	48.65	48.65
(d) Short Term Loans & Advances	36.81	31.88
(e) Others	142.97	170.36
<b>Financial Liabilities</b>		
<b>Measured at amortised cost</b>		
(a) Other Non Current Financial Liabilities	-	-
(b) Trade payables	115.35	128.94
(c) Other current financial liabilities	101.52	45.89



## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### 46.4 Financial Risk Management Objectives

In course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational / financial performance. These include market risk (including commodity price risk, currency risk and interest rate risk), credit risk and liquidity risk.

The Management reviews and approves risk Management framework and policies for managing these risks and monitor suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides services to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks

#### 46.4.1 Market Risk

Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency exchange risk and interest rate risk.

##### 46.4.1.1 Foreign Currency Risk Management

The company has overseas subsidiaries which are however are not material subsidiaries. Net amount payable / receivable are not hedge and company is hopeful of recovering the same in ensuing financial year. There are no other foreign currency risk exposure to the Company.

##### 46.4.1.3. Interest rate risk.

The Company is not exposed to interest rate risk because of borrowal of funds at fixed interest rates. The company's exposure to interest rate on borrowings are detailed in note 18 and 21.

#### 46.4.2 Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The customer profile consists of around 60-70% from Govt. Sectors

The company's exposure to credit risk for trade and other receivables by type of counterparty are as follows

Particulars	Percentage to Total Trade receivables	
	2019-20	2018-19
Govt companies	88%	83%
Others	12%	17%

#### 46.4.3 Liquidity Risk

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### Contractual maturity of financial liabilities:

As at March 31, 2020	Due - within 1 year	Due – More than 1 year	Total
Non-Current Borrowings	-	34.45	34.45
Other Non-Current Financial Liabilities	-	-	-
Current Borrowings	49.93	-	49.93
Trade Payables	115.35	-	115.35
Other Current Financial Liabilities	101.52	-	101.52
<b>Total</b>	<b>266.80</b>	<b>34.45</b>	<b>301.26</b>

As at March 31, 2019	Due - within 1 year	Due – More than 1 year	Total
Non-Current Borrowings	-	58.70	58.70
Other Non-Current Financial Liabilities	-	-	-
Current Borrowings	58.12	-	58.12
Trade Payables	128.94	-	128.94
Other Current Financial Liabilities	45.89	-	45.89
<b>Total</b>	<b>232.94</b>	<b>58.70</b>	<b>291.64</b>

### Note 47: Joint Venture Agreement

The Company has an unincorporated JV with the Party Ramalingam Construction Company Pvt Ltd with whom a project was jointly bid and obtained. However, the execution was fully done by the company. Company has agreed to pay 2% of Turnover of this project as Royalty to the Partner and this amount has been charged off to the Statement of Profit & Loss.

### Note 48: Corporate Social Responsibility

The CSR expenditure comprises the following:

- Gross amount required to be spent by the Company during the year: ₹0.52 Crores
- Amount spent during the year ₹0.57 Crores

(₹ In Crores)

Sl. No.	Particulars	Year ended 31st March 2020			Year ended 31st March 2019		
		Paid	Yet to be Paid	Total	Paid	Yet to be Paid	Total
i.	Construction/ Acquisition of any Asset	0.00	0.00	0.00	0.00	0.00	0.00
ii.	On Purpose other than (i) above	0.57	0.00	0.57	1.23	0.00	1.23
	<b>Total</b>	<b>0.57</b>	<b>0.00</b>	<b>0.57</b>	<b>1.23</b>	<b>0.00</b>	<b>1.23</b>

### 1 Name of related Parties and related party relationship

Sr No	Name of the Related Party	Nature of Relationship
1	RPP Infra Overseas PLC	Subsidiary
2	RPP Infra Projects (Lanka) Limited	Subsidiary
3	RPP Energy Systems Private Limited	Subsidiary
4	RPP Infra Projects Gabon	Step down Subsidiary
5	Sanskar Dealcom Pvt Ltd	Subsidiary



**Notes to Consolidated Ind AS Financial Statements** for the year ended 31st March, 2020

Sr No	Name of the Related Party	Nature of Relationship
6	Greatful Mercantile Pvt Ltd	Subsidiary
7	Lunkar Finance Private limited	Step down Subsidiary
8	P Arul Sundaram – Chairman & Managing Director	Key Management Personnel
9	A Nithya – Whole Time Director	Key Management Personnel
10	Renaatus Projects Pvt Ltd	Mr. Arul Sundaram (CMD) is the brother of Mr. P. Selvasundaram who is promoter of M/S. Renaatus Projects Pvt Ltd
11	RPP Selvam Infrastructure Private Ltd	Mr. Arul Sundaram (CMD) is the brother of Mr. P. Selvasundaram who is promoter of M/s. RPP Selvam Infrastructure Private Limited
12	P & C Constructions Pvt Ltd	Mrs. A. Nithya (WTD) is one of the share holder in M/s. P & C Construction Pvt Ltd and Mr. Periyasamy Chairman of M/s. P & C Constructions Pvt Ltd is the father of Mrs. A. Nithya
13	Sanjeevi Constructions	Mr. Muralithasan who is the Director, is Managing Partner of the Firm
14	Thaya Constructions	A firm in which Managing Director's Daughters are partners.

**(b) Transactions with Related Parties**

(₹ In Crores)

Nature of Transaction/ Relationship/ Parties	2019-20	2018-19
<b>Purchase of Goods &amp; Services/ Work Bills</b>		
<b>Other Related Parties</b>		
P & C Construction Pvt Ltd	0.64	0.29
Sanjeevi Constructions	-	2.75
Renaatus Projects Pvt Ltd	0.21	0.09
Thaya Constructions	1.46	2.45
RPP Blue Metals	<b>0.09</b>	-
<b>Sale of goods/ contract revenue &amp; services</b>	-	-
<b>Subsidiaries</b>	-	-
RPP Annai JV Private Limited	0.90	-
<b>Other Related Parties</b>	-	-
Renaatus Projects Pvt Ltd	-	-
P & C Construction Pvt Ltd	3.90	-
Sanjeevi Constructions	-	-
<b>Subscription to equity shares (including application money paid)</b>	-	-
<b>Subsidiaries</b>	-	-
R.P.P. Energy Systems Pvt Ltd	-	-
RPP Infra Overseas PLC	-	-
RPP Infra Projects (Lanka) Limited	-	-
Sanskar Dealcom Pvt Ltd	-	-
Greatful Mercantile Pvt Ltd	-	-
RPP Infra Projects (Lanka) Limited	-	-
RPP Annai JV Private Limited	0.01	-
<b>Advances/Loan received/ recovered</b>	-	-
<b>Subsidiaries</b>	-	-
RPP Infra Overseas PLC	-	-

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

Nature of Transaction/ Relationship/ Parties	2019-20	2018-19
R.P.P. Energy Systems Pvt Ltd	-	-
RPP Annai JV Private Limited	4.99	-
<b>Other Related Parties</b>	-	-
Sanjeevi Constructions	0.16	-
Renaatus Projects Pvt Ltd	-	-
P & C Construction Pvt Ltd	0.33	-
RPP Infra Projects Gabon SA	-	-
<b>Other Related Parties Transactions</b>	-	-
P. Arulsundaram - Chairman and Managing Director	5.29	8.92
Mrs. A. Nithya - Whole Time Directors	12.84	24.11
<b>Other Transactions</b>	-	-
RPP Infra Projects Limited - Bangladesh	5.38	11.85
RPP Infra Projects Limited - Srilanka	2.08	16.64
<b>Out standing Balance as on 31/03/2019</b>	-	-
<b>Subsidiaries</b>	-	-
R.P.P. Energy Systems Pvt Ltd	0.00	-
RPP Infra Overseas PLC	7.94	7.09
RPP Infra Projects (Lanka) Limited	7.70	7.83
Sanskar Dealcom Pvt Ltd	0.00	-
Greatful Mercantile Pvt Ltd	0.00	-
RPP Infra Projects Gabon SA	-	-
RPP Annai JV Private Limited	5.02	-
<b>Branch Office</b>	-	-
RPP Infra Projects Limited - Bangladesh	7.17	1.80
RPP Infra Projects Limited - Srilanka	1.06	1.02
<b>Other Related Parties</b>	-	-
Renaatus Projects Pvt Ltd	0.39	0.02
P & C Construction Pvt Ltd	0.01	0.58
Thaya Constructions	0.19	1.15
Sanjeevi Constructions	0.97	0.78
P. Arulsundaram - Chairman and Managing Director	6.58	1.29
Mrs. A. Nithya - Whole Time Directors	17.33	30.17
Annai Infra Developers Limited	2.03	-
Lunkar Finance Private limited	0.01	-
<b>Due to Director ( Current Account)</b>	-	-
P. Arulsundaram - Chairman and Managing Director	0.35	0.41
Mrs. A. Nithya - Whole Time Directors	0.11	0.02
<b>Payment of Salaries/ perquisites (Other than commission to Key management personnel)</b>	-	-
Mr. P. Arulsundaram - Chairman and Managing Director	0.63	0.84
Mrs. A. Nithya - Whole Time Directors	0.27	0.36
<b>Interest paid to Directors</b>	-	-
Mr. P. Arulsundaram - Chairman and Managing Director	0.16	0.21
Mrs. A. Nithya - Whole Time Directors	0.74	1.77





## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

### NOTE 49 - DISCLOSURE PURSUANT TO CONSTRUCTION CONTRACTS

Ind AS 115, Revenue from contracts with customers was issued on 28 March 2018 and supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue. Accordingly, the below disclosure as required by Ind AS 11 is presented only for comparative period.

- (a) The Company believes that the information provided vide Note 26 (Revenue from Operations) and vide Note 38 (Segment reporting) is sufficient to meet the disclosure requirements with respect to disaggregation of revenue under Ind AS 115, Revenue from Contracts with Customers.
- (b) Reconciliation of the amount for revenue recognised in the Standalone Statement of Profit and Loss with the contracted price:

(₹ In Crores)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from operations	600.02	580.69
Adjustments:		
Claims	0.00	0.00
Revenue from contract with customers	600.02	580.69

### (c) Contract balances

- (i) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

(₹ In Crores)

Particulars	Note	As at 31.03.2020	As at 31-03-2019
Trade receivables	11	164.37	172.28
Contract assets : Unbilled revenue	14	142.97	170.36
Contract liabilities - Advance billing to customer	25	7.04	4.39
<b>Contract liabilities - Mobilisation advances</b>	<b>24</b>	<b>44.05</b>	<b>51.56</b>

- (ii) Movement in contract balances during the year

(₹ In Crores)

Particulars	Contract assets	Contract liabilities	Net contract balances
Opening balance as at April 1, 2019	170.36	55.95	114.42
Closing balance as at March 31, 2020	142.97	51.09	91.88
<b>Net increase</b>	<b>-27.40</b>	<b>-4.86</b>	<b>-22.54</b>

Note: Increase in net contract balances is primarily due to higher revenue recognition as compared to progress bills raised during the year.

- (iii) Revenue recognised during the year from opening balance of Contract liabilities amounts to ₹19.15 Crores

### (d) Remaining performance obligations

In case of revenue from Road repair and maintenance, the Company applies the practical expedient in paragraph 121 of Ind AS 115 and does not disclose information about remaining performance obligations where the Company has a right to consideration from customer in an amount that corresponds directly with the value to the customer of the Company's performance completed to date. Accordingly, the Company recognises revenue by an amount to which the Company has a right to invoice.

## Notes to Consolidated Ind AS Financial Statements for the year ended 31st March, 2020

Remaining performance obligations are subject to variability due to several factors such as changes in scope of contracts, periodic revaluations of the estimates, economic factors (changes in currency rates, tax laws etc). The aggregate value of transaction price allocated to remaining performance obligations is ₹777.70 Crores out of which 35%-40% is expected to be recognised as revenue in the next year and the balance thereafter.

### (e) Changes in significant accounting policies/Transition to Ind AS 115

Ind AS 115, Revenue from contracts with customers was issued on 28 March 2018 and supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue and it applies, with limited exception, to all revenue arising from contracts with its customers.

Under Ind AS 115, revenue is recognised when a customer obtains control of goods or services. The Company has adopted Ind AS 115 using the cumulative effect method with the effect of initially applying this standard recognised at the date of initial application i.e. 1 April, 2018. Accordingly, the comparative information i.e. information for the year ended 31 March 2018, has not been restated, however regrouped wherever necessary. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information.

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
*Chairman &  
Managing Director*  
DIN: 00125403

**A. Nithya**  
*Whole Time Director &  
Chief Financial Officer*  
DIN: 00125357

**Pradeep Kumar Nath**  
*Company Secretary*  
M.No: 40148

Date : 30.06.2020  
Place :Erode



## ANNEXURE 4

Form No AOC - 1

Name of the Subsidiary	RPP Infra Projects ( Lanka )	RPP Infra Overseas PLC	RPP Energy Systems Private Ltd	Sanskar Dealcom Pvt Ltd	Greatful Mercantile Pvt Ltd	Lunkar Finance Pvt Ltd	RPP Annai JV Pvt Limited
Reporting period for the Subsidiary concerned	As at 31st March 2020	As at 31st March 2020	As at 31st March 2020	As at 31st March 2020	As at 31st March 2020	As at 31st March 2020	As at 31st March 2020
Reporting Currency	LKR	US \$	INR	INR	INR	INR	INR
Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR/LKR 0.40	INR/USD 75.33					
Share Capital	0.05	0.02	0.05	0.03	0.03	0.42	0.01
Reserves and Surplus	1.05	15.00	-0.13	0.14	0.15	15.91	0.00
<b>Total Assets</b>	<b>7.81</b>	<b>23.91</b>	<b>0.75</b>	<b>0.18</b>	<b>0.19</b>	<b>16.36</b>	<b>2.63</b>
<b>Total liabilities</b>	<b>7.81</b>	<b>23.91</b>	<b>0.75</b>	<b>0.18</b>	<b>0.19</b>	<b>16.36</b>	<b>2.63</b>
Investments	0.00	0.00	0.00	0.18	0.18	0.00	0.00
Turnover	0.00	0.00	0.00	0.00	0.00	0.00	24.32
Profit before taxation	-0.93	-0.18	0.00	-0.01	0.00	-0.01	0.00
Provision for taxation	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit after taxation	-0.93	-0.18	0.00	-0.01	0.00	-0.01	0.00
Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of Shareholding	100%	100%	100%	100%	100%	100%	51%

As per our report of even date

For and on behalf of Board of Directors

**CA S N DURAISWAMY**  
Membership No. 026599

**P. ArulSundaram**  
Chairman &  
Managing Director  
DIN: 00125403

**A. Nithya**  
Whole Time Director &  
Chief Financial Officer  
DIN: 00125357

Date : 30.06.2020  
Place :Erode

**Pradeep Kumar Nath**  
Company Secretary  
M.No: 40148





**R.P.P INFRA PROJECTS LIMITED**

**CIN:** L45201TZ1995PLC006113

SF No. 454, Raghupathynaicken Palayam, Poondurai Main Road, Erode - 638 002, Tamil Nadu

**Tel:** +91 424 2284077 **Fax:** +91 424 2282077

**Email:** [secretary@rppiyl.com](mailto:secretary@rppiyl.com) **Website:** [www.rppiyl.com](http://www.rppiyl.com)