



RPP Infra Projects Ltd.

08th September, 2023

To Corporate Relationship Department BSE Limited 1st Floor, New Trading Ring, Rotunda Building, P.J.Towers Dalal Street, Fort, Mumbai - 400001. Scrip Code: 533284	To The Manager, Listing Department National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor, Plot no. C/1, Block G, Mumbai - 400051. Scrip Code: RPPINFRA
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Respected Sir,

Sub: Notice of 28th Annual General Meeting

Pursuant to Regulation 30 read with Schedule III Para A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the 28th Annual General Meeting (AGM) of the Company to be held on Saturday, September 30, 2023 at 2.30 p.m. through electronic mode (Video conference or other audio-visual means), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The E-voting period begins from 27th September, 2023 to 29th September, 2023

Cut-off date will be 23rd September, 2023 and

The Closure of book will be from 24th September, 2023 to 30th September 2023

Thanking You,

Yours faithfully,

For R.P.P INFRA PROJECTS LIMITED

ARULSUNDARAM NITHYA

WHOLETIME DIRECTOR / CFO

DIN: 00125357

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

☎ : + 91 4242284077
☎ : + 91 4242284077
✉ : ao@rppi.com
🌐 : www.rppi.com

CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN : 33AAACR9307E1ZO



RPP Infra Projects Ltd.

NOTICE

Notice is hereby given that the **28th Annual General Meeting (AGM)** of the Members of **R.P.P Infra Projects Limited** ("the Company") will be held on **Saturday, 30th September 2023 at 2:30 P.M.** through **Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**, which will be deemed to be held in **registered office of the Company at S F No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu** to transact the following businesses:

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 on 31st March 2023, 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. Muralidasan Perumal (DIN 02186774), who retires by rotation and being eligible, seeks re-appointment.

Special Business:

3. **To appoint Mr. Thangavel (DIN: 10248126) as Independent Director of the company for a period of five consecutive year:-**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis of the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Thangavel (DIN: 10248126), who was appointed as additional director of the company in board meeting held on 21st July,2023 and who has submitted a declaration of independence as provided in section 149(6) of the act be and is hereby appointed for a period of five years from 30th September, 2023 to 29th September, 2028.

RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and do to all such acts, deeds and things may considered expedient and necessary in this regard."

4. **Approval of material related party transactions with P & C Projects Private Limited and Vagmine Enterprises (Major Upgradation of Lucknow Railway Station of Northern and North Eastern Railways on Engineering, Procurement and Construction (EPC) Mode)**

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

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

☎ : + 91 4242284077
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✉ : ao@rppi.com
🌐 : www.rppi.com

CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN : 33AAACR9307E1ZO

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members of the Company be and is hereby accorded to subcontract by RPP-P&C-VAGMINE JV(JV where RPP Infra projects Limited Holds 52% and Leading member) for the contract value of Rs.399.33 Crores or further sum as may be varied as per the term entered with Government.”

- 5. Approval of material related party transactions with V- Sathyamoorthy & co (Jal Jeevan Mission of various town panchayats and Rural Panchayats in Ramanathapuram district and Dindigul district of Tamilnadu)**

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

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members of the Company be and is hereby accorded to sub contract entered by the company with M/s V Sathyamoorthy & co and RPP JV(JV where RPP Infra Projects Limited holds 40%) for the contract value of Rs.491.33 Crores or further sum as may be varied as per the term entered with Government.

- 6. Approval of material related party transactions with H.S Engineer and Associates(Jal Sakthi Vibhag Mandi-Turn key job project of Hamirpur, Himachal Pradesh)**

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

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members of the Company be and is hereby accorded to the subcontract by M/s RPP HSEA JV (JV where RPP Infra Projects limited holds 51% and is Leading Partner) with H.S Engineer and Associates for the contract value of Rs.19.63 Crores or further sum as may be varied as per the term entered with Government

- 7. Approval of material related party transactions with Infrastructures (Government of West Bengal-Implementation of Ground Water Based Mini Piped Water Supply Schemes in the district of Dakshin Dinajpur West Bengal)**

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

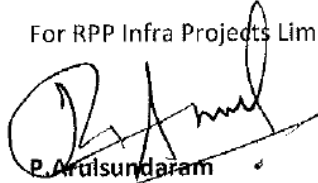
“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members of the Company be and is hereby accorded to the subcontract by M/s RPP INFRASTRUCTURE JV (JV where RPP Infra Projects limited holds 51% and is Leading Partner) with INFRASTRUCTURE for the contract value of Rs.104.54 Crores or further sum as may be varied as per the term entered with Government

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.

The Board recommends the Resolution for approval of the Members.

By Order of the Board

For RPP Infra Projects Limited



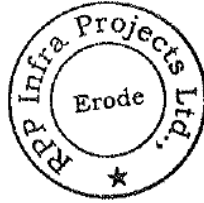
P. Arulsundaram

Chairman & Managing Director

DIN:00125403

Place: Erode

Date: 04th Sept 2023



Note:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020 as further extended by Circular No. 10/2021 dated June 23, 2021 and Circular No. 3/2022 dated May 5, 2022 and Circular no 10/2022 dated December 28, 2022 and issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. Members may attend and participate in the ensuing AGM though VC/OAVM. In compliance with the relevant Circulars and other applicable provisions of the Act, the 28th Annual General Meeting of the Members of the Company (the "AGM"), is being conducted through VC. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
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 Special Business of this Notice, is annexed herewith.
4. Those Shareholders whose email ID is not registered, are requested to register their email ID with the Registrar & Share Transfer Agent (R&STA) at investor@cameoindia.com by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
5. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for first 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, who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at secretary@rppipl.com or at investor@cameoindia.com.
8. Documents referred to in the Notice calling the AGM and the Explanatory Statement are available for inspection at Registered Office by the Members on working day from 10 AM to 1 PM other than Saturday.
9. Certain documents referred to above would also be made available on the website.

10. 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), 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 agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rppi.pl.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e., www.evotingindia.com.
12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 3/2022 dated May 5, 2022 which exemption has been extended up to 30st Sep 2023 through MCA Circular No. 10/2022 dated December 28, 2022.
13. The Board of Directors has appointed Mr. P S. Srinivasan, Partner, Lakshmmi Subramanian & Associates, Company Secretaries Firm as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon
14. Since AGM is held through VC/OAVM, route map for the venue of the AGM has not been provided.

INSTRUCTIONS FOR SHAREHOLDERS IN RELATION TO E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The remote e-voting period begins on **Wednesday, 27th September 2023 at 9:00 A.M. (IST) and ends on Friday, 29th September 2023 at 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 of **Saturday, 23rd September 2023** 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 on the date of meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
- (vi) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLIndia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	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">• 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none">• 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Shareholders holding shares in physical form will then 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.

- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 viz; lakshmmi6@gmail.com or secretary@rppiil.com (designated email address by company), If they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:
(E-VOTING TO BE HELD ON 30TH SEPTEMBER 2023)**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **3 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (secretary@rppiil.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (secretary@rppiil.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting, which is relevant. Chairman will exercise the discretion of the time to be allowed in this regard.
9. 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.
10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. 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.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call at toll free number 1800 22 55 33.

OTHER INFORMATION:

- A. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. **Saturday, 23rd September 2023**), shall be entitled to cast their vote either through remote e-voting or through venue e-voting through VC/ OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- B. The Register of Members and Share Transfer Books of the Company will **remain closed from Sunday, 24th of September 2023 to Saturday, 30th of September 2023**(both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
- C. The remote e-voting period begins on **Wednesday, 27th September 2023 at 9:00 A.M. (IST) and ends on Friday, 29th September 2023 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- D. The Members who have casted their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- E. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through

remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.

- F. The Board of Directors has appointed Mr. P.S. Srinivasan, Partner, M/s Lakshmmi Subramanian & Associates, Company Secretaries Firm as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.
- G. 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.
- H. 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.
- I. The results declared along with the Scrutinizers Report shall be placed on the Company's website at www.rppipl.com and on the website of CDSL at www.evotingindia.com immediately and on the Notice Board of the Company at its registered office after the result is declared.
- J. The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), M/s. 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 regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.
- K. Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- L. 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.

The following statement showing the details of transfer:

S.No.	Financial year	Amount paid/To be paid (H)	Year of transfer to IEPF
1	2014-15	7755.00	September, 2022
2	2015-16	66586.00	September, 2023
3	2016-17	132996.00	September, 2024
4	2017-18	44172.50	September, 2025
5	2018-19	Nil	NA
6	2019-20	Nil	NA
7	2020-21	Nil	NA

- M. 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.
- N. As per the MCA General Circular 17/2020 dated April 13, 2020 as extended by MCA Circular No. 3/2022 dated May 5, 2022 and MCA Circular No 10/2022 dated December 28, 2022, the

Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further, updation, if any, will be provided on the website of the Company at www.rppiil.com.

- O. the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at Registered office address S F No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu, on **Saturday the 30th September 2023 at 2.30 P.M.** In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business:

Item No. 3

The Present proposal is to seek the Shareholders' approval for the appointment of Mr. R. Thangavel (DIN: 10248126) as an Independent Director for a period of Five (5) years with effect from 29/09/2023 in terms of the applicable provisions of the Companies Act, 2013. The appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on 21st July 2023 and subsequently approved by the Board of Directors in its meeting held on the same day.

A brief details of Mr. R. Thangavel (DIN: 10248126) is given below as per SEBI Regulations and Secretarial Standards.

Name of the Director	Mr. Thangavel
DIN	10248126
Age	61 years
Date of board meeting at which he is Appointed	21st July 2023
Experience in business field	More than 30 years
Chairman / Directorship in other public Company	NIL
Chairman/Member of committees of company	Nil
Education qualification	BE Civil
Expertise	vast experience of 35 year in the field of Water Supply works
Relationship with any other Director	No

The Board recommends the Resolution for approval of the Members.

Item No. 4

Company has made a bid of tender along with P & C Projects Private Limited (P&C) and Vagmine Enterprises with Rail Land Development Authority, Government of India for Major Upgradation of Lucknow Railway Station of Northern and North Eastern Railways pursuant to joint bidding agreement for joint venture. As per the agreement, the bid was to have joint venture (JV) agreement where JV partners RPP, P&C and Vagmine Enterprises had agreed for 52%, 27% and 21% respectively and R.P.P Infra Projects Limited will be lead member. Rail Land Development Authority has issued letter of acceptance dated 31st July 2022 pursuant to the bid and work of integrated storm water drain of Rs. 399.33 Crores was allotted.

Joint bid is the standard procedure for quoting of the tender and Company being in execution of the Government contract, it would be difficult for it to quote for the contract of big size, unless the work is taken along with other joint venture partners. Joint bid serves various requirements of tenders including eligibility due to techno-financial, techno-techno or financial-financial conditions. Post award of the work, Company said agreement/ contract to be entered was approved by Audit Committee.

The agreement for the execution of the contract is on commercial terms as prevalent generally in the industry and is in ordinary course of business and at arm's length and beneficial to the interest of the Company and shareholders. Further, the agreement is in ordinary course of business and at arm's length, it did not require the approval under Companies Act, 2013. However, pursuant to SEBI (LODR) Regulation, 2015 it would amount to material related party transaction due to the value of the contract.

The said agreement/ contract with JV partner for formation of JV is in ordinary course of business and at arm's length and hence outside Section 188 and did not require any approval under Companies Act, 2013. However, said contract has been decided to be placed for approval of the shareholder pursuant to Regulation 23 of SEBI (LODR) Regulation, 2015.

Details of the contract:

Name(s) of the related party	P & C Projects Private Limited and Vagmine Enterprises
Nature of transaction	P&C RPP JV (A Firm in which the company "RPP Infra Projects Limited" is holding 52% , "P & C Projects Private Limited" holding 27%, Vagmine Enterprises 21% and R.P.P Infra Projects Limited is lead partner)
Period of transaction	3 years subject to Government extension
Maximum amount of transactions	Rs.399.33 Crores
Contracted	Rs. 399.33 Crores

price/value	
Variation	As may be subsequently agreed to
Details of Contract	Major Upgradation of Lucknow Railway Station of Northern and North Eastern Railways on Engineering, Procurement and Construction (EPC) Mode.

The contract has been duly entered and presented to the Government as per the terms agreed in bid and hence needs to be completed as agreed. Withdrawal from the contract will attract the cost/ penalties from the Government Department and will have major repercussion on the Company.

As informed, this transaction is being agreement with a related party, related party will not vote in the resolution.

All the promoters and promoter directors namely Mrs. A. Nithya and Mr. P Arulsundaram, will be deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions.

The Board recommends the Resolution for approval of the Members.

Item No. 5

Company along with V.Sathyamoorthy & Co has applied a tender with Tamilnadu water Supply and Drainage Board, Govt of Tamilnadu for Jal Jeevan Mission of various town panchayats and Rural Panchayats in Ramanathapuram district and Dindigul district of Tamilnadu pursuant to joint bidding agreement for joint venture. As per the agreement, the bid was to have joint venture (JV) agreement where JV partners V.Sathyamoorthy & Co and RPP had agreed for 60% and 40% respectively and V.Sathyamoorthy & Co will be lead member. Tamilnadu water Supply and Drainage Board, Govt of Tamilnadu has issued letter of acceptance dated 31th March 2023 pursuant to the bid and work of integrated storm water drain of Rs. 491.33/- Crores was allotted.

Joint bid is the standard procedure for quoting of the tender and Company being in execution of the Government contract, it would be difficult for it to quote for the contract of big size, unless the work is taken along with other joint venture partners. Joint bid serves various requirement of tenders including eligibility due to techno-financial, techno-techno or financial- financial conditions. Post award of the work, Company said agreement/ contract to be entered was approved by Audit Committee.

The agreement for the execution of the contract is on commercial term as prevalent generally in the industry and is in ordinary course of business and at arm's length and beneficial to interest of the Company and shareholders. Further, the agreement is in ordinary course of business and at arm's length, it did not require the approval under Companies Act, 2013. However, pursuant to SEBI (LODR) Regulation, 2015 it would amount to material related party transaction along with other transactions with same related party due to the value of the contracts taken together.

The said agreement/ contract with JV partner for formation of JV is in ordinary course of business and at arm's length and hence outside Section 188 and did not required any approval under Companies Act, 2013. However, said contract has been decided to be placed for approval of the shareholder pursuant to Regulation 23 of SEBI (LODR) Regulation, 2015.

Details of the contract:

Name(s) of the related party	V.Sathyamoorthy & Co
Nature of transaction	V Sathyamoorthy & co and RPP JV (A Firm in which the company "V Sathyamoorthy & co" is holding 60% and" R.P.P Infra Projects Limited" holding 40 % .
Period of transaction	One and Half years subject to Government extension
Maximum amount of transactions	Rs. 491.33 Crores
Contracted price/value	Rs. 491.33 Crores
Variation	As may be subsequently agreed to
Details of Contract	Jal Jeevan Mission of town panchayats and Rural Panchayats in Ramanathapuram district and Dindigul district of Tamilnadu

The contract has been duly entered and presented to the Government as per the terms agreed in bid and hence needs to be completed as agreed. Withdrawal from the contract will attract the cost/ penalties from the Government Department and will have major repercussion on the Company.

As informed, this transaction is being agreement with a related party, related party will not vote in the resolution.

All the promoters and promoter directors namely Mrs. A. Nithya and Mr. P Arulsundaram, will be deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions.

Board of Directors recommend the resolution for approval of the members.

Item No. 6

Company has made a bid of tender along with H.S Engineer and Associates(HSEA) with Jal Shakti Vibhag, Mandi - Turn key job project of Hamirpur, Himachal Pradesh, whose details are provided below pursuant to joint bidding agreement for joint venture. As per the agreement, the bid was to have joint venture (JV) agreement where JV partners RPP and HSEA had agreed for 51% and 49% respectively and RPP will be lead member. Highways And Minor Ports Department has issued letter of acceptance dated 12th August 2022 pursuant to the bid and work of Rs. 19.63 Crores was allotted.

Further to the acceptance, all formalities has been completed by the Jv. Company thereafter has decided to obtain the subcontract of the entire value of the agreement from the JV. Said subcontract has been approved by the Audit Committee and Board and then has been executed by the company. As per Audit Committee the contract is in ordinary course of business and at arm's length and beneficial to interest of JV and Company and shareholders.

The agreement for the execution of the contract is on commercial term as prevalent generally in the industry and is in ordinary course of business and at arm's length and beneficial to interest of the Company and shareholders. Further, the agreement is in ordinary course of business and at arm's length, it did not require the approval under Companies Act, 2013. However, pursuant to SEBI (LODR) Regulation, 2015 it would amount to material related party transaction due to the value of the contract.

The said agreement/ contract with JV partner for formation of JV is in ordinary course of business and at arm's length and hence outside Section 188 and did not required any approval under Companies Act, 2013. However, said contract has been decided to be placed for approval of the shareholder pursuant to Regulation 23 of SEBI (LODR) Regulation, 2015.

Details of the contract:

Name(s) of the related party	H.S Engineer and Associates
Nature of transaction	RPP HSEA JV (A Firm in which the company "RPP Infra Projects Limited" is holding 59% is also lead partner and "H.S Engineer and Associates" holding 41%)
Period of transaction	2 years subject to Government extension
Maximum amount of transactions	Rs.19.63 Crores
Contracted price/value	Rs.19.63 Crores
Variation	As may be subsequently agreed to
Details of Contract	D4 Package - Engineering, Procurement, Construction, Testing, Commissioning, trial run and operation and maintenance of various components of Nagni & other Multi Villages in single package on "Turnkey Job Basis" including trial run, defect and liability period and running and maintenance of the entire scheme for 5 years.

The contract has been duly entered and presented to the Government as per the terms agreed in bid and hence needs to be completed as agreed. Withdrawal from the contract will attract the cost/ penalties from the Government Department and will have major repercussion on the Company.

As informed, this transaction is being agreement with a related party, related party will not vote in the resolution.

All the promoters and promoter directors namely Mrs. A. Nithya and Mr. P Arulsundaram, will be deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions.

Board of Directors recommend the resolution for approval of the members.

Item No. 7

Company along with Infrastructures had applied for a tender with Water department, Government of West Bengal pursuant to joint bidding agreement for award of the work particulars of which is provided below. As per the joint bid agreement, the bid was by way of joint venture (JV) agreement where JV partners RPP and Infrastructures had agreed for 51% and 49% respectively and RPP was lead partner. Water Department has awarded the said tender to the JV vide their letter dated dated 30th December 2022

JV has entered into agreement and did the needful for completion of formalities as agreed in tender. Said subcontract was approved by Audit Committee. Audit Committee has noted that subcontract for the entire work is on commercial term as prevalent generally in the industry and is in ordinary course of business and at arm's length and beneficial to interest of JV, Company and shareholders and same was also approved by the JV partner.

The sub-contract entered is in ordinary course of business and at arm's length and hence outside Section 188 and did not required any approval under Companies Act, 2013. However, said contract has been decided to be placed for approval of the shareholder pursuant to Regulation 23 of SEBI (LODR) Regulation, 2015.

Details of the sub-contract:

Name(s) of the related party	Infrastructures
Nature of transaction	Sub contract with RPP Infrastructures JV (A Joint Venture in which the company "RPP Infra Projects Limited" is a lead partner with holding 51 % and "Infrastructures" holds 49%)
Period of transaction	06 months subject to Government extension
Total Value of the Contract	Rs. 104.54 Crores
Contracted price/ Value	Rs. 104.54. Crores by RPP Infrastructures JV
Detail of Contract	Implementation of Ground Water Based Mini Piped Water Supply Schemes (Maximum 100 Household) for 295 nos. villages within 08 nos Blocks namely Balurghat, Hili, Kumarganj, Tapan, Gangarampur, Kushmandi, Banshihari &

	Harirampur in The District of Dakshin Dinajpur under Balurgat Division, PHE
Work Details	Work awarded by Water Department Government of West Bengal

All the promoters and promoter directors namely Mrs. A. Nithya and Mr. P Arulsundaram, will be deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions.

Board of Directors recommend the resolution for approval of the members

Item No. 8

Company has made a bid of tender along with O.P. Gupta Contractors Pvt. Ltd., (OPG) with Madhya Pradesh Urban Development Company Limited- Improvement of Water Supply Services in Sheopurkalan & Bododa Nagar Parishads in Sheopur District in Madhya Pradesh whose details are provided below pursuant to joint bidding agreement for joint venture. As per the agreement, the bid was to have joint venture (JV) agreement where JV partners RPP and OPG had agreed for 59% and 49% respectively and RPP will be lead member. Madhya Pradesh Urban Development Company Limited has issued letter of acceptance dated 10th March 2023 pursuant to the bid and work of Rs. 170.89 Crores was allotted.

Joint bid is the standard procedure for quoting of the tender and Company being in execution of the Government contract, it would be difficult for it to quote for the contract of big size, unless the work is taken along with other joint venture partners. Joint bid serves various requirement of tenders including eligibility due to techno-financial, techno-techno or financial- financial conditions. Post award of the work, Company said agreement/ contract to be entered was approved by Audit Committee.

The agreement for the execution of the contract is on commercial term as prevalent generally in the industry and is in ordinary course of business and at arm's length and beneficial to interest of the Company and shareholders. Further, the agreement is in ordinary course of business and at arm's length, it did not require the approval under Companies Act, 2013. However, pursuant to SEBI (LODR) Regulation, 2015 it would amount to material related party transaction due to the value of the contract.

The said agreement/ contract with JV partner for formation of JV is in ordinary course of business and at arm's length and hence outside Section 188 and did not required any approval under Companies Act, 2013. However, said contract has been decided to be placed for approval of the shareholder pursuant to Regulation 23 of SEBI (LODR) Regulation, 2015.

Details of the contract:

Name(s) of the related party	O P Gupta Contractor Pvt. Ltd
Nature of	RPP OPG JV (A Firm in which the company "RPP Infra Projects Limited" is

transaction	holding 51% and "OPG" holding 49% and RPP is lead partner)
Period of transaction	1 year subject to Government extension
Maximum amount of transactions	Rs. 170.89 Crores
Contracted price/value	Rs. 170.89 Crores
Variation	As may be subsequently agreed to
Details of Contract	Improvement of Water Supply Services in Sheopurkalan & Bododa Nagar Parishads in Sheopur District in Madhya Pradesh
Department award the contract	Madhya Pradesh Urban Development Company Limited

The contract has been duly entered and presented to the Government as per the terms agreed in bid and hence needs to be completed as agreed. Withdrawal from the contract will attract the cost/ penalties from the Government Department and will have major repercussion on the Company.

As informed, this transaction is being agreement with a related party, related party will not vote in the resolution.

All the promoters and promoter directors namely Mrs. A. Nithya and Mr. P Arulsundaram, will be deemed to be interested in this resolution. None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions.

Board of Directors recommend the resolution for approval of the members

Item No. 9

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 Ms. Rajam Alwan, Cost Accountants (Registration No. 45812) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2023-24 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 2023-24 and hence being

8. Approval of material related party transactions with O P Gupta Contractor Pvt. Ltd (Improvement to water supply service in Sheopurkalan & Badoda Nagar Parishads in Sheopur Districts in Madhya Pradesh)

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

"RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members of the Company be and is hereby accorded to the subcontract by M/s. RPP-OPG (JV) (JV where RPP Infra Projects limited holds 51% and is Leading Partner) with O P Gupta Contractor Pvt. Ltd for the contract value of Rs. 170.89 Crores or further sum as may be varied as per the term entered with Government

9. Ratification of Remuneration to Cost Auditor

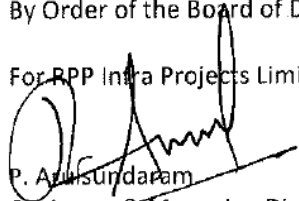
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

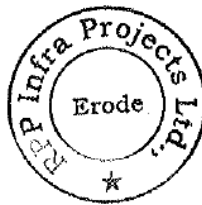
RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Ms. Rajam Alwan, Cost Accountants (Registration No. 45812) 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 2023-24, amounting to Rs.1,20,000 (Rupees 1 Lakhs twenty thousand only) excluding taxes(as applicable) and re-imbusement (for travel and out of pocket expenses)be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any director and/or authorized representative of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies."

By Order of the Board of Directors of the Company

For RPP Infra Projects Limited


P. Anandaram
Chairman & Managing Director
DIN:00125403



Date :04th Sept 2023

Place: Erode