



# RPP Infra Projects Ltd

Ref: 215/SECT/STOCK EXCHANGE /2021-22.

Dated: 30-06-2021

To,

<b>BSE Limited,</b> 1 <sup>st</sup> Floor 25, " P.J Towers" Dalal Street, Mumbai - 400001 Scrip Code: 533284	<b>National Stock Exchange of India Limited,</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051. Scrip Code: RPPINFRA
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Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015.**

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD 1/27/2019 dated February 08, 2019, please find the enclosed the Annual Secretarial Compliance Report of the Company for the year ended 31 March, 2021 issued by **BGSMISHRA & Associates, Company Secretary LLP.**

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,  
**For R.P.P INFRA PROJECTS LIMITED,**



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

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



**Secretarial Compliance Report of R.P.P Infra Projects Limited**  
**for the year ended 31<sup>st</sup> March 2021**

We, BGSMISHRA & Associates, Company Secretary LLP have examined:

- (a) all the documents and records made available to us and explanation provided by R.P.P Infra Projects Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2021 (“Review Period”) in respect of compliance with the provisions of:

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practice Relating to Securities Market) Regulations, 2013;
- (l) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (m) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018;

and based on the above examination and considering the relaxations granted by Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

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

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary

**BGSMISHRA & ASSOCIATES**

Company Secretaries LLP

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1	<p>Reg. 30 Schedule III Part A Para A Clause 13- SEBI (LODR) Regulations, 2015- Proceedings of General Meetings to be reported to stock exchanges within 24 hours as soon as reasonably possible and not later than twenty-four hours from the occurrence of event or information.</p>	<p><i>EGM concluded on 12<sup>th</sup> June 2020 at 2:55 PM and the EGM Proceeding was reported to BSE at 4:02 PM and to NSE at 4:20 PM on 13<sup>th</sup> June 2020. There was clear delay of more than one hour</i></p>	<p><i>Company has represented that they had issue with the network connectivity and due to pandemic and no availability of staff at the office, this was delayed marginally.</i></p>
2	<p>Regulation 47(1) (a)&amp; (b) - SEBI (LODR) Regulations, 2015- The listed entity shall publish in the newspaper the notice of meeting of the board of directors where financial results shall be discussed and also publish the financial result both in English and Vernacular Language</p>	<p><i>Newspaper publication in relation to the notices for Board Meeting for quarter ended 30<sup>th</sup> September 2020 and 31<sup>st</sup> December 2020 have not been made in both languages and Newspaper publication in relation to Financial Result for quarter ended 30<sup>th</sup> September 2020 has not been made in both language and quarter ended 31<sup>st</sup> December</i></p>	<p><i>Company has represented that being in the smaller town and continued problem due to Covid-19 and certain publication was missed as they could not communicate with publishers. Since the SEBI has also granted relaxation for brief period and subsequently amended LODR withdrawing requirement of newspaper publication, same may be viewed leniently.</i></p>



		<i>2020 has not been made in vernacular language.</i>	
3	<i>Reg 74(5) of SEBI (Depository Participants) Regulation 2018- Quarterly Confirmation Certificate by RTA for Securities received for Dematerialization and listing on the stock exchange to be filed within 15 days from the end of quarter</i>	<i>For the quarter ended 30<sup>th</sup> June 2020, submission was delayed by two days; For the quarter ended 30<sup>th</sup> September 2020, submission was delayed by two days; and For the quarter ended on 31<sup>st</sup> December 2020, submission was delayed by seven days.</i>	<i>Company has represented that due to pandemic, Company has received the report with delay from RTA for the quarter ended 30<sup>th</sup> June 2020 and 30<sup>th</sup> September 2020. Company has represented that due to pandemic, Company has received the report with delay from RTA due to Pongal holidays for the quarter ended 31<sup>st</sup> December 2020. We have not been able to insentiently verify the date of receipt, however, pandemic has delayed information flow and hence same may be viewed leniently.</i>

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



- (c) No action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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1	<p><i>Regulation 17(1) read with Regulation 25(6) - SEBI (LODR) Regulations, 2015 – Composition of Board and minimum number of independent directors - Delay in filling of the vacancy caused by resignation of one of independent director beyond the statutory period as prescribed under Regulation 25(6), which has resulted in violation of Regulation 17(1) as regards composition of Board. –</i></p> <p><i>The vacancy of independent director filled later than the immediate next meeting of Board of Directors or three months from date of such vacancy, whichever is later.</i></p>	<p><i>Half of the Board of the Company was to comprise of independent directors (ID) and Company was complaint of condition of constitution of Board as per Regulation 17(1) of SEBI (LODR) Regulations, 2015. However, resignation of one ID, Mr. Vijay Agarwal (DIN 00058548) was placed, noted and accepted by the Board at its meeting dated 29<sup>th</sup> May 2019 and with effect from same date and intimated to the stock exchanges. Board after following the due procedure appointed Mr. Venkateshwaralu Meruv (DIN 01905088) as ID w.e.f. 26<sup>th</sup> August 2019, however, later it was learned that he is disqualified under Section 164(2) of Companies Act, 2013. Accordingly, his appointment became void ab inito. Board appointed Mr. Ramasamy Kalaimony (DIN 08551489) as ID w.e.f. 3<sup>rd</sup> September 2019 after the due</i></p>	<p><i>No further action required</i></p>	<p><i>Fine amount @Rs 5,000 per day for five days amounting to Rs. 25,000/- along with GST from both the exchanges as per SOP has been issued and paid by the Company. No further action required</i></p>
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		<i>process. However, filling of vacancy was filled beyond the prescribed period under Regulation 26(5) resulting in violation of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for period of five days from 29<sup>th</sup> August 2019 to 2<sup>nd</sup> September 2019 (both day inclusive).</i>		
2	<i>Clause 7B to the Para A to Part A of Schedule III - SEBI (LODR) Regulations, 2015 - Pursuant to Regulation 30(4) – Intimation of detailed reason of resignation of independent director. – Company has not intimated detail of reason of resignation by independent director provided to Company.</i>	<i>Company vide its letter dated 29<sup>th</sup> May 2019 has intimated the resignation of Mr. Vijay Agarwal, independent director to stock exchange. Mr. Vijay Agarwal has mentioned his inability to travel to Erode and attend the Board meetings as the reason for his resignation. However, Company has not intimated the detailed reason of the resignation to stock exchange as required to be made in its disclosure under Clause 7B to the Para A to Part A of Schedule III read with Regulation 30 of SEBI (LODR) Regulations, 2015 effective from 1<sup>st</sup> April 2019.</i>	<i>No further action required</i>	<i>No further action required</i>





3	<p><i>Clause 6A (iii) to SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019 - Resignation of statutory auditors – Auditor to provide limited review/ audit report for the last quarter of such financial year, if they have signed limited review/ audit report for first three quarter. –</i></p> <p><i>Statuary Auditor resigned after submitting limited review for first three quarter of financial year and before providing limited review/ audit report for last quarter.</i></p>	<p><i>Earlier statutory auditor of the Company M/s Sundaram &amp; Narayanan (FRN 004204S) has conducted the limited review of the first three quarters of the financial year 2019-20. They submitted their resignation dated 14<sup>th</sup> February 2020 after providing limited review for third quarter. They had mentioned reason of resignation is due to resignation of one of the partner of the firm and accordingly their inability to conduct the audit.</i></p> <p><i>Company has intimated the resignation received along with detailed reason to stock exchanges. However, as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019, Auditor was supposed to complete the limited review/ audit report for last quarter also. However, auditor in their resignation letter has mentioned that they had informed their inability to</i></p>	<p><i>No further action required</i></p>	<p><i>No further action required</i></p>
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**BGSMISHRA & ASSOCIATES**  
Company Secretaries LLP  
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		<i>continue in discussion they had in second week of December 2019.</i>		
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For BGSMISHRA & Associates, Company Secretaries LLP

**Gouri Shanker  
Mishra**

Digitally signed by Gouri  
Shanker Mishra  
Date: 2021.06.30  
20:46:42 +05'30'

Gouri Shanker Mishra, Designated Partner

M. No. F 6906, COP No. 13581

UDIN: F006906C000559007

Place: Chennai

Date: 30<sup>th</sup> June 2021