



RPP Infra Projects Ltd

30th May 2023

To,

Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jee Jee Bhoy Towers
Dalal Street Mumbai - 400 001.
Scrip Code: 533284

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. - C/1, G
Block, Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051
Symbol: RPPINFRA

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial year ended March 31, 2023

Pursuant to SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2023.

Kindly take on record the same.

Thanking you

Yours Faithfully

For R.P.P INFRA PROJECTS LIMITED

ARULSUNDARAM NITHYA

WHOLE TIME DIRECTOR

DIN: 00125357

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

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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN No. : 33AAACR9307E1Z0

**Secretarial compliance report of M/S R.P.P INFRA PROJECTS LIMITED for the
year ended 31st March, 2023**

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

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

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

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

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

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



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

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period)

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

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

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

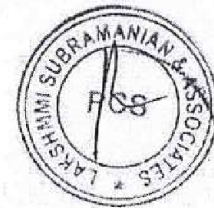
(l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

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

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

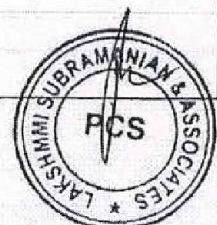
(b) No actions have been taken against the listed entity, its directors either by SEBI or by Stock Exchange under the aforesaid acts/ Regulations/Circulars/Guidelines issued thereunder except reported hereunder

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

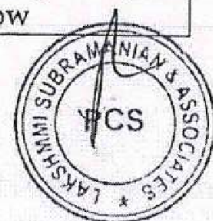


We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

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



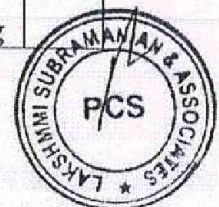
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NIL	The company has no material subsidiary
6.	<p><u>Preservation of Documents: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



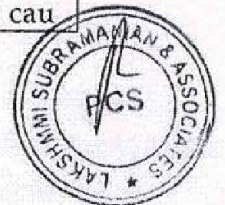
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	Action taken given in the coloumnar table below	No other action taken by Stock exchanges (BSE/NSE) expect as provided below
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	As per the tabular column given below	The additional non compliances are listed below .

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

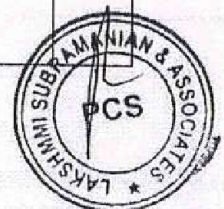
S N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Ci rcular No	Deviations	A ct io n t a k e n b y	Ty pe of Ac tio n	Detail s of violat ion	Fi ne a m ou nt	Obser vatio ns / Rema rks of Practi cing Com pany Secret aries	Manage ment Respon se	Re mar ks
1	SEBI (LODR) Regulati on, 2015	Regula tion 30 (6)	Deviations of sub para (4) of Para A of Part A of	N S E	W ar ni ng let	Delay in Subm ission of	N A	Delay as per Reg. 30(6)	Compan y has noted the warning	NIL



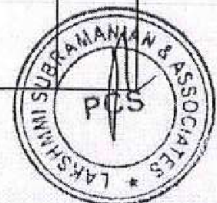
			Schedule III.		ter issued	Financial Result for the December, 2022 Quarter to the Stock Exchange.			and assured to be compliant in the future.	
2	SEBI (LODR) Regulation, 2015	Regulation on 32(1) of SEBI (LODR) Regulation, 2015	Non-submission of Statement of deviation and variations for the quarter ended 31 st December 2022.	BSE	Reminder Email sent by BSE	Non-submission of Statement in XBRL as well as PDF of Deviation(s) or variation(s) for the quarter ended December 2022	NA	Non-compliance still continuing in FY 2022-23	Company is awaiting confirmation of fund utilization from Auditors	NIL
3	SEBI (LODR) Regulation 2015	Regulation 34 of SEBI (LODR)	Non-compliance of Reg. 34 of SEBI (LODR)	NSE	Reminder	Non-filing of Annual	NA	Company has complied	Company has filed the XBRL of annual	To be more cau



		Regulation, 2015			Report in XBRL mode for FY 2021-22 - Stand alone and Consolidated to the Stock Exchange.		as on date of signing this report	report FY 2021-22 in stock exchange websites on 24.05.2023	tiou s of filin g require ments in the fut ure	
4	SEBI (Prohibition of Insider Trading) Regulations, 2015	Reg. 4 of SEBI (PIT) Regulations, 2015	Non-compliance of Reg. 4 of SEBI (PIT) regulations, 2015 during the closure period in April 2022	N A	N A	Promoter's shares pledged with Anand Rathi Global Finance Ltd invoked the pledge and transferred the shares to itself on 16/4/2022, which	N A	Transfer of Promoter shares was effected during the Trading Window closure period	The pledge of promoters shares were invoked by a third party M/s Anand Rathi Global Finance Ltd. Promoters has no control over the actions of the third part.	NIL



						is within the trading window closure period.				
5	SEBI (Prohibition of Insider Trading) Regulations, 2015	Reg. 3(5) & 3(6) of SEBI (PIT) Regulations, 2015	Non-compliance of 3(5) & 3(6) for the quarter ended 30 th June 2022, 30 th September 2022 and 31 st December 2022.	N S E	E m a i l r e m i n d e r s e n d b y N S E	Non-filing of SDD compliance certificate to Stock Exchange as required by the SEBI PIT Regulations, 2015	N. A	SDD certificates was not filed with BSE for Quarter ended June, September and December 2022. However the company has filed SDD compliance certificate for Quart	Company was maintaining SDD in excel format. Company was evaluative vendors of SDD software. Company installed SDD software in the month of January 2023.	NIL



							er ende d 31.03. 2023		
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The listed entity has taken the following actions to comply with the observations made in previous reports:

S N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clauses)	Regulation/C ircular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1	SEBI LODR REGULATIONS	Regulation 33(3) of SEBI (LODR)	Delay in Submission of quarterly financial results and limited review report for the quarter ended 30 th June 2021. The Company has submitted the Financial result	BS E & NS E	Fine levied	Delay in Submission of quarterly financial result and limited review report for the quarter ended 30 th June 2021. The Company has submitted the Financial result	Total amount of Rs.1 5,00 0 to each	Not continuing	NIL	NIL



			& limited review report to BSE & NSE on 19 th August 2021.			& limited review report to BSE & NSE on 19 th August 2021.				
2	SEBI (LODR) Regulation 2015	Reg.29(2) of SEBI (SAST) Regulations, 2011 and Reg.7(2) of SEBI (PIT) Regulations, 2015	Delay in intimation of changes in the diluted voting right of Promoters due to cancellation of Warrants.	N A	N A	Delay in intimation	NA	One time offence not continuing	NIL	NIL

Place: Chennai
Date: 29-05-2023

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



R.S. Srinivasan
R.S. Srinivasan
Partner

ACS No. 1090
C.P. No. 3122
Peer Review Certificate No: 1670/2022
UDIN: A001090E000406198