



RPP Infra Projects Ltd.

Date: 19th Sept 2023

To, National Stock Exchange of India limited Exchange Plaza, BandraKurlaComplex, Bandra (East), Mumbai - 400051. Scrip Code: RPPINFRA	To, Department of Corporate Services, Bombay Stock Exchange Limited, 25th Floor, PhirozeJeeJeeBhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 533284
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Sub: Corrigendum to the Notice of 28th Annual General Meeting of the shareholders of R. P. P Infra Projects Limited to be held on 30th September, 2023 and Annual Report

Ref: Our earlier Intimation dated 08th Sept, 2023 for Annual Report and Notice.

Dear Sir / Madam,

This is in continuation to the Notice of 28th Annual General Meeting of the Company (AGM Notice) dated 30th September, 2023, which has already been emailed to all the shareholders of the Company on 08th Sept, 2023. A Corrigendum is being issued today to inform to all the Shareholders to whom the Notice of Annual General Meeting has been sent regarding changes in the AGM Notice, Explanatory Statement and annual report by inclusion/deletion/change of certain items. A copy of detailed Corrigendum is enclosed herewith. The said Corrigendum is also being published in the respective newspapers in English and Tamil language and also being uploaded on the website of the Company. Except as detailed in the attached Corrigendum, all other items of the AGM Notice along with Explanatory Statement and annual report dated 04th September 2023, shall remain unchanged.

This Corrigendum will also be available on the Website of the Company at <http://www.rppiopl.com>. Please note that on and from the date hereof, Annual report and the AGM Notice dated 04th September 2023 shall always be read collectively with this Corrigendum.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to take into record the above submissions and the attached Corrigendum.

For R.P.P INFRA PROJECTS LIMITED

ARULSUNDARAM NITHYA

WHOLE TIME DIRECTOR

DIN: 00125357

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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN : 33AAACR9307E1ZO



RPP Infra Projects Ltd.

CORRIGENDUM TO THE NOTICE OF THE ANNUAL GENERAL MEETING AND ANNUAL REPORT

This Corrigendum is being issued by R. P. P Infra Projects ("Company") for convening an Annual General Meeting of the Shareholders of the Company ("AGM") on Saturday, 30th September 2023 at 2:30 P.M.(IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") .This Corrigendum is to be read in conjunction with the AGM Notice dated 04th September, 2023 as available on the website of the Company and BSE Limited where the shares of the Company are listed. The Notice of the AGM was dispatched to all the shareholders of the Company on 08th Sept 2023 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

This Corrigendum shall form an integral part of the AGM Notice circulated to the shareholders of the Company. Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

This Corrigendum shall also be available at the website of the Company at <http://www.rppi.com> and on the website of BSE Limited at www.bseindia.com where the shares of the Company are listed. Company is looking for expansion of the Board and hence the appointment of new directors is being proposed.

The shareholders of the Company are requested to note the developments/ amendments with respect to and in connection with the AGM are as under:

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

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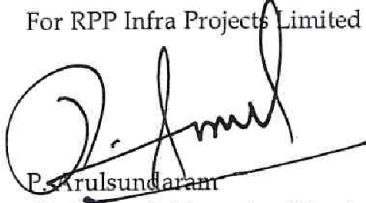
CIN : L45201TZ1995PLC006113
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GSTIN : 33AAACR9307E1ZO

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-imburement (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. Arulsundaram
Chairman & Managing Director
DIN:00125403

Date :19th Sept 2023

Place: Erode

EXPLANATORY 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. 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 transaction	RPP OPG JV (A Firm in which the company "RPP Infra Projects Limited" is 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-imburement 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 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.

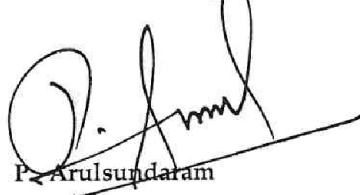
We also notice some typographical errors in the annual Report dispatched through mail to all shareholders as on 08th Sept, 2023. In this regard, please note the following changes made in the Annual Report:

1. Page no. 64 of Annual Report, Goods and Service tax related to Karnataka state on which we have filed an appeal as on 31st January, 2023, Actual Tax amount is 18,66,276 but wrongly mentioned 5,18,66,276.
2. Page No. 64 of Annual Report, Goods and Service tax related to Nagpur is erroneously mentioned in Annual Report, but actually it is not part of Annual Report. So kindly treat as deleted items.
3. Page No. 64 of Annual Report, Goods and Service tax related to Telangana is mistakenly included in Annual Report but actually it is not part of Annual Report. Kindly ignore this point of Annual Return.
4. Page No. 101 of Annual Report, Note 40 point (f) of Standalone financial Statement, Rs. 4.36 crores read in place of Rs. 17.07 crore for the year ended 31st March, 2023.
5. Page No. 153 of Annual Report, Note 41 point (f) of Consolidated financial Statement, Rs. 4.36 crores read in place of Rs. 17.07 crore for the year ended 31st March, 2023.

Except these changes all contents of the annual report remain the same.

By Order of the Board

For RPP Infra Projects Limited



P. Arulsundaram

Chairman & Managing Director

DIN:00125403

Place: Erode

Date: 19th Sept 2023