



RPP Infra Projects Ltd

Date: 11th March 2024

To,

Corporate Relationship Department BSE Limited 1* Floor, New Trading Ring Rotunda Building, P.J. Towers, Dalal Street, Fort Mumbai - 400001. Scrip Code: 533284	The Manager, Listing Department National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor, Plot no. C/1, Block G, BandraKurlaComplex, Bandra (East), Mumbai - 400051. Scrip Code: RPPINFRA
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Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 — Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated March 11, 2024, seeking approval of the members of the Company, by way of remote e-voting process for:

1. To adoption of new Memorandum of Association as per the provisions of Companies Act, 2013
2. To Adoption of New Articles of Association of the Company as per the Provisions of Companies Act, 2013
3. To Alter the object Clause of the Company
- 4, To Consider and approve the Material Related Party Transactions

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

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✉ : ao@rppiopl.com
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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN No. : 33AAACR9307E1Z0



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Postal Ballot Notice is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, March 8, 2024 ("Cut-Off Date").

Dispatch of Notice- Monday, March 11, 2024

Commencement of e-voting: 9:00 a.m. (IST) on Tuesday, March 12, 2024

End of e-voting: 5:00 p.m. (IST) on Wednesday, April 10, 2024

Request you to please take the same on your records.

Thanking you,

Yours Faithfully,

For R.P.P Infra Projects Limited

A. Nithya
Whole Time Director
DIN:00125357

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Section 108 of the Companies Act 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members

Notice is hereby given that the following proposed Resolutions are being circulated for approval of the members of the Company to be accorded by Postal Ballot, only by way of the e-voting process ("e-voting"), in accordance with the provisions of Section 110 read with Section 108 of Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 02/2022 dated May 05, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards, on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force):

SPECIAL BUSINESS

1. ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013

To consider and, if thought fit, to give assent/dissent to the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013 (the 'Act') read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of members of the

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company be and is hereby accorded to substitute to existing Memorandum of Association of the company with a new set of Memorandum of Association (MOA) containing Clause III (A) numbering From (1) to (6) and Clause III (B) numbering from (1) to (50) as per the provisions of the Companies Act, 2013, and the new set of MOA is available in the website of the company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution.”

2. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF COMPANIES ACT, 2013:

To consider and, if thought fit to give assent/dissent to the following Resolution as a **Special Resolution:**

“**RESOLVED FURTHER THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof for the time being in force, the new set of Articles of Association be and hereby substituted by E-AOA as provided by Ministry of Corporate Affairs for, and to the exclusion, of the existing Articles of Association of the Company (deleting Point 1 to 60) to align the Articles of Association with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution.”

3. TO ALTER THE OBJECT CLAUSE OF THE COMPANY

To consider and, if thought fit to give assent/dissent to the following Resolution as a **Special Resolution:**

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RESOLVED THAT subject to the provisions of section 13 and all other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), approval of the Company be and is hereby accorded to insert the following New sub-clauses (7) be inserted after the existing sub-clauses (1) to (6) of Clause III A and the existing clauses 1 to 6 in the main objects after the insertion of new clause 7 be renumbered as (1) to (7) accordingly.

III(B) (7). To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships, holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing, and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial educational purposes and conveniences to purchases for development, houses buildings, structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing of the same.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution"

4. To consider and approve the Material Related Party Transactions

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To consider and approve related party transactions and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“Resolved that pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 released by SEBI dated January 08, 2016, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made there under, including any amendment, modification, variation or re-enactment thereof for the time being in force and on the basis of approval of the Audit Committee, the consent of the company be and is hereby accorded for related party transactions to be entered by the company as per chart appended below.

S. No	Name of the Related Party	Transactions defined u/s 188 of the Companies Act, 2013 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Value of Transaction	Period
1.	M/s. ARNI ASSOCIATES PRIVATE LIMITED	Purchase of material	Upto 10% of turnover or Rs.30 Crores	1st April 2023 to 31st March 2025
2.	M/s. THAYA CONSTRUCTIONS	For Supply of Goods and Services	Upto 10% of turnover or Rs.30 Crores	1st April 2023 to 31st March 2025

Resolved further that to give effect to the said resolution the Board of Directors /Committee thereof be and is hereby authorized to settle any question, difficulty, or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.”

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

**Sd/-
A.NITHYA
WHOLE TIME DIRECTOR CUM CFO**

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DIN: 00125357

Place: Erode

Date: 11-03-2024

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice")
2. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to secretary@rppi.com commenting their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, if any, with a self-attested copy of their PAN card attached to the e-mail.
3. The Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching a hard copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope to the Members.
4. The Postal Ballot Notice along with the instructions regarding e-voting is being sent by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depository Central Depository Services (India) Limited (the "CDSL") as on **Friday, 08th March 2024** (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services Limited (the "RTA"), in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and the framework provided under the MCA circulars. This Notice is also available at the Company's website: www.rppi.com.
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at Secretary@rppi.com along with the copy of the signed

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request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DPs. Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.

6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes electronically.

8. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") to facilitate remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Forms.

9. Dispatch of the Notice shall be deemed to be completed on **Monday, 11th March 2024**.

10. E-voting shall commence on **Tuesday, 12th March 2024** at 9.00 A.M. (IST) and ends on **Wednesday, 10th April 2024** at 5.00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter. The results of the Postal Ballot shall be declared on or before **Thursday, 11th April 2024** along with the Scrutinizer's report.

11. The Board of Directors of the Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534) (who has communicated her

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willingness to be appointed) as Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.

12. Instructions for e-voting:

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

The e-voting period begins on **Tuesday, 12th March 2024** at 9.00 A.M. (IST) and ends on **Wednesday, 10th April 2024** at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Wednesday, 08th March 2024** may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on **08th March 2024**.

a. The shareholders should log on to the e-voting website www.evotingindia.com.

b. Click on the "Shareholders" tab and then select "R.P.P INFRA PROJECTS LIMITED" from drop-down menu and click on "SUBMIT"

c. Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter the Folio Number registered with the Company, excluding the special characters.

d. Next enter the Image Verification as displayed and Click on Login.

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e. If you are holding shares in demat form and had logged on to www.evotinzindia.com and voted on earlier voting of any company, then your existing password is to be used.

f. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and	
PAN	<ul style="list-style-type: none">• Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department {Applicable for both demat shareholders as well as physical shareholders}• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RADD00D0001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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.• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (c).

g. After entering these details appropriately, click on the "SUBMIT" tab.

h. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL

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platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j. Click on the EVSN for the relevant Company Name i.e. " R.P.P Infra Projects LIMITED" in which you choose to vote.

k. 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.

l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

m. 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.

n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

o. You can also take out a print of the voting done by you by clicking on the "Click here to print" option on the Voting page.

p. If the Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot password & enter the details as prompted by the system.

q. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android/IOS/Windows-based mobiles. The m-Voting app can be downloaded from the Google Play Store/App Store and/or Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

r. Note for Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.,) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

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- 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 they have to create a compliance user which 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 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 favor of the Custodian, if any, should be uploaded in PCF format in the system for the scrutinizer to verify the same.

s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.otingindia.com under the help section or write an email to helpdesk.evoting@cdslindia.com.

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

ITEM NO. 1

The existing Memorandum of Association is based on the Companies Act 1956 (the 'erstwhile Act') and several regulations in the existing MOA contained references to specific sections of the erstwhile Act. A new set of MOA containing Clause III (A) numbering From (1) to (6) and Clause III (B) numbering from (1) to (50) as per the provisions of the Companies Act, 2013.

A copy of the proposed set of altered Memorandum of Association of the company would be available for inspection at the registered and corporate offices of the company during the business hours on any working day between 10 AM to 5 PM up to last date for receipt of e-votes and will be hosted in the website of the Company.

None of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the resolution set out at Item No 1.

ITEM NO. 2

The Articles of Association are based on the Companies Act 1956 (the 'erstwhile Act') and several regulations in the existence AOA contained references to specific sections of erstwhile Act and some regulations in the existing AOA are no longer in conformity with the companies Act 2013 (the New Act). With the coming into force of the new Act, several regulations of the existing AOA of the company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

As per the companies Act 2013 the new AOA is to be substituted in the place of existing AOA based on the E-AOA of ministry of corporate affairs, which set out the model Articles of Association of a company limited by shares.

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A copy of the proposed set of altered Articles of association of the company would be available for inspection at the registered and corporate offices of the company during the business hours on any working day between 10 AM to 5 PM up to last date for receipt of e-votes and will be hosted in the website of the Company.

None of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the resolution set out at Item No. 2.

ITEM NO.3

The company at present is engaged in the construction of Industrial Buildings, Infrastructure, and water supply & Irrigation businesses now they have decided to expand their business to real estate. To commence the proposed new business activities, it is proposed to alter the Main Objects Clause of the Company by inserting sub-clause (7) under Clause III A after the existing sub-clauses (1) to (6) of Clause III A and the existing clauses (1) to (6) in the main objects after the insertion of new clause (7) be renumbered as (1) to (7) accordingly.

The new sub-clause added is as follows:

III(3)7. To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing, and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial educational purposes and conveniences to purchases for development, houses buildings. structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating,

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furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing of the same.

Section 13 read with Section 110 of the Companies Act, 2013 and the Rules made thereunder provides that any alteration of the main objects clause of the Memorandum of Association of the Company would require approval of shareholders of the Company by way of a special resolution through Postal Ballot and hence, the Board of Directors recommend the resolution as a special resolution for approval of members.

A copy of the existing Memorandum of Association together with a copy of the proposed Memorandum of Association as set out in the Special Resolution of the Notice are open for inspection at the registered office of the Company during business hours on all working days.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution as set out in Item No.3.

ITEM NO.4

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its power) rules 2014, any amendment thereof, except with prior approval of the Company by ordinary resolution, a Company shall not enter into transactions with a related party, in a year exceeding 10% of the Annual turnover as per last audited balance sheet of the Company.

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and FAQ on SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 released by SEBI dated January 08, 2016, all related party transactions shall require approval of members by way of Special Resolution and it also explains that a transaction considered to be material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual turnover of the company as per the last audited financial statement of the company.

Accordingly in order to comply with above said SEBI (LODR) Regulations 2015 and Section 188 of the Companies Act 2013, approval of shareholders by way of Special Resolution is being sought. The Board at its meeting held on 14th February 2024 in

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

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RPP Infra Projects Ltd

order to comply with SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act 2013, has approved

- 1) The Transaction between the Company and ARNI ASSOCIATES PRIVATE LIMITED, ERODE for purchasing of material, for a period from 1st April 2023 to 31st March 2025 with the value of transaction up to 10% of turnover or Rs.30 Crores subject to the approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly, SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act, 2013 require Special Resolution, and therefore your board recommends the resolution for your approval.
- 2) The Transaction between the Company and THAYA CONSTRUCTIONS, ERODE for the Supply of Goods and Services for a period from 1st April 2023 to 31st March 2025 with the value of transaction up to 10% of turnover or Rs.30 Crores subject to the approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly, SEBI (LODR) Regulations 2015 and also Section 188 of the Companies Act, 2013 require Special Resolution, and therefore your board recommends the resolution for your approval.

All the prescribed disclosures as required under the Companies Act, 2013 and Companies (meeting of Board and its power) Rules, 2014 are given below:

Name of the Related Parties:

1. ARNI ASSOCIATES PRIVATE LIMITED
2. THAYA CONSTRUCTIONS

Name of the Director or Key Managerial Personnel who is related if any:

Mr. ARUL SUNDARAM POOSAPPAN, Managing Director and Chairperson of the Company.

Mrs. ARULSUNDARAM NITHYA, Executive Director of the Company.

Nature of Relationship:

Mrs. ARULSUNDARAM NITHYA, Director & Mr. ARUL SUNDARAM POOSAPPAN, Chairperson of the Company is a Directors of ARNI ASSOCIATES PRIVATE LIMITED.

Ms. NITHYA ARULSUNDARAM YAGAVI, and Ms. NITHYA ARULSUNDARAM THARUNYA, Promoters of the Company is a Partners of THAYA CONSTRUCTIONS

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RPP Infra Projects Ltd

Nature, Material Terms, Monetary Value, and Other particulars:

- (i) Purchase of material not exceeding 30 Crores during the financial year from 1st April 2023 to 31st March 2025.
- (ii) Supply of Goods and Services not exceeding 30 Crores during the financial year from 1st April 2023 to 31st March 2025.

None of the Directors, Promoters, Key Managerial Personnel of the Company, and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution as set out in Item No.4.

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

**Sd/-
A.NITHYA
WHOLE TIME DIRECTOR CUM CFO
DIN: 00125357**

**Place: Erode
Date: 11-03-2024**

Regd Office :
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