



RPP Infra Projects Ltd

Ref: 312/SECT/STOCK EXCHANGE /2022-23.

Dated: 30-05-2022

To,

BSE Limited, 1 st Floor 25," P.J Towers" Dalal Street, Mumbai – 400001 Scrip Code: 533284	National Stock Exchange of India Limited, 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, 2022 issued by **BGSMISHRA & Associates, Company Secretary LLP.**

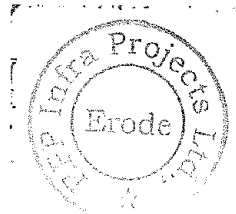
We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For R.P.P INFRA PROJECTS LIMITED,

A.Nithya
Whole Time Director/CFO



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

☎ : +91 424 2284077
☎ : +91 424 2282077
✉ : ao@rppi.com
🌐 : www.rppi.com

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 31st March 2022

We, BGS MISHRA & Associates, Company Secretaries 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 31st March 2022 (“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 and Sweat Equity) Regulations, 2021;
- (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, 2003;
- (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
1	<i>Regulation 33(3) - SEBI (LODR) Regulations, 2015 - Listed entity shall submit quarterly and year-to-date standalone financial results to the stock exchange within forty-five</i>	<i>For the quarter ended 30th June 2021, the Company has delayed the submission of the financial result and limited review report for the quarter ended 30th</i>	<i>We have noted that delay in submission of quarterly financial result and limited review report for the quarter ended 30th June 2021 is due to request of the Statutory Auditor for his inability to review and issue limited review report</i>



	<i>days of end of each quarter, other than the last quarter.</i>	<i>June 2021 beyond prescribed time of 45 days. It has submitted the financial result and limited review report to BSE and NSE on 19th August 2021.</i>	<i>within time. Company had informed stock exchanges in advance about same. Further, both stock exchanges have already imposed fine for delay in submission, which has been paid by the Company.</i>
2	<i>Regulation 30(2) read with Schedule III Part A Para A Clause 12 - SEBI (LODR) Regulations, 2015 - Listed entity shall submit notices/ call letters, resolutions and circulars sent to shareholders or advertised in the media to stock exchanges.</i>	<i>Company has issued notice dated 25th November 2011 in English and Tamil newspaper for transfer of the shares for which dividend remains unclaimed or unpaid for a period of seven consecutive financial years from 2013-14 to Investor Education and Protection Fund Suspense Account.</i>	<i>We have represented by the Company that it has inadvertently missed to submit this newspaper announcement though all other announcement/ newspaper publication to shareholders has been duly submitted to the stock exchanges. They have further informed that requisite information was available in the website and hence non submission may be viewed lightly as otherwise the information is widely circulated and available in public domain.</i>
3	<i>Regulation 32 of SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/162/2019 dated December 24, 2019 – Intimation regarding</i>	<i>Company is required to intimate on quarterly basis the deviation or variation of the use of the proceeds from the object stated in the offer</i>	<i>Company has represented that it has used the proceeds of the preferential as well as right issue for the same object as stated in the explanatory statement or offer documents. Hence, all the proceeds</i>



	<i>utilization of the proceeds of preferential issue/ right issue.</i>	<i>document or explanatory statement. However, the format as provided under SEBI Circular required nil reporting or reporting of utilization of proceed even when no deviation from purpose as stated in object of issue.</i>	<i>have been utilized as per object of issue and accordingly, requirement of reporting is not applicable as it is applicable only in case of deviation. We have noted the contention of the Company and notice difference in wordings of regulation and reporting format as per the circular.</i>
4	<i>Regulation 29(2) of SEBI (SAST) Regulations, 2011 and Regulation 7(2) of SEBI (PIT) Regulations, 2015 – Delay in intimation of changes in the diluted voting right of promoters</i>	<i>Promoters were holding 22.9 Lakhs warrants convertible into equity shares which were cancelled on 17th December 2021 by Company on request of the promoters. Such cancellation resulted in change of diluted shareholding and/ or disposal of securities. Intimation for same as per SAST and PIT has been delayed beyond the prescribed period.</i>	<i>We have been represented by the promoters/ directors holding the abovesaid warrants that Company has intimated stock exchanges the fact relating to the cancellation of the warrant and forfeiture of the money paid on these warrants. We have been further represented that these were not shares but warrants, cancellation did not effected the paid up capital or voting right but only affected diluted voting right, they were under impression that same was not required to be disclosed and further fact relating to warrant cancellation was already informed to stock exchanges, small delay in intimation may be ignored. We have noted the same.</i>



5	<i>Regulation 7(2) of SEBI (PIT) Regulations, 2015 – Delay in intimation of reporting of fully paid up of the shares from partly paid up pursuant to action by the Company by promoters</i>	<i>Company has allotted fully paid shares on 3rd February 2022 pursuant to receipt of the money for first and final call by them including to promoters in their right issue. The changes in paid up value of shares of promoters was beyond the stipulated threshold. Intimation for same as per PIT has been delayed beyond the prescribed period.</i>	<i>We have been represented by the promoters/ directors that Company has informed the stock exchanges about the conversion of partly paid up shares to fully paid up shares. We have been further represented that no fresh shares has been acquired by promoters and changes in paid up value was proportionate for all shareholders and hence they were under impression that same was not required to be disclosed and further fact relating to fully paid up was already informed to stock exchanges, small delay in intimation may be ignored. We have noted the same.</i>
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(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) Following are the details of action 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
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				Practicing Company Secretary, if any
1	National Stock Exchange Of India Limited	Regulation 33(3) - SEBI (LODR) Regulations, 2015 - For the quarter ended 30 th June 2021, the Company has submitted its financial result and limited review report for the quarter ended 30 th June 2021 to BSE and NSE on 19 th August 2021, beyond stipulated 45 days from end of quarter.	Fine amount of Rs. 5,000 per day for three days amounting to Rs. 15,000 plus GST as per SEBI Circular SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/12 dated January 22, 2020.	We have noted that delay in is due to request of the Statutory Auditor and beyond control of the Company.
2	BSE Limited	Regulation 33(3) - SEBI (LODR) Regulations, 2015 - For the quarter ended 30 th June 2021, the Company has submitted its financial result and limited review report for the quarter ended 30 th June 2021 to BSE and NSE on 19 th August 2021, beyond stipulated 45 days from end of quarter.	Fine amount of Rs. 5,000 per day for three days amounting to Rs. 15,000 plus GST as per SEBI Circular SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/12 dated January 22, 2020.	We have noted that delay in is due to request of the Statutory Auditor and beyond control of the Company.
3	Securities and Exchange	Regulation 4(2)(f)(iii)(6), (12) - SEBI (LODR) Regulations, 2015 - Promoter has given a letter to BSE and NSE while complying with SEBI (SAST)	Administrative warning to Mr. P. Arulsundaram, Promoter, Chairman	The above matter pertains to the year 2017-18



	<i>Board of India</i>	<i>Regulation, 2011 and SEBI (PIT) Regulation, 2015 and has mentioned that part of sale value of 12.50 Lakhs shares on 6th April 2017 will be provided as interest free loan to Company for working capital requirement. However, based on analysis SEBI has observed that the loan has been advanced at interest rate of 4% per annum and hence same is non-compliance to the regulation.</i>	<i>and Managing Director informing that said non-compliance has been viewed seriously and to improve the compliance standard in future and exercise proper due diligence to avoid recurrence, failing which action as deemed fit shall be initiated as per the provisions of the SEBI Act, 1982 and Rules and Regulation.</i>	<i>and 2018-19 and have been informed that promoters have informed infuse the fund in Company through sale of the securities. Since SEBI has issued observation, we have no comment to offer.</i>
4	<i>Securities and Exchange Board of India</i>	<i>Regulation 4(2)(f)(iii)(6), (12) - SEBI (LODR) Regulations, 2015 - Promoter has given a letter to BSE and NSE while complying with SEBI (SAST) Regulation, 2011 and SEBI (PIT) Regulation, 2015 on 2nd June 2017 and has mentioned that they have sold 22.50 Lakhs shares on 1st June 2017 to select investor and will bring the money in form of debt at nominal interest rate and will convert the same into equity at appropriate time. SEBI has observed that around</i>	<i>Administrative warning to Mrs. A. Nithya, Promoter, Chief Financial Officer informing that said non-compliance has been viewed seriously and to improve the compliance standard in future and exercise proper due diligence to avoid recurrence, failing which action as</i>	<i>The above matter pertains to the year 2017-18 and 2018-19 and have been informed that promoters have informed infuse the fund in Company through sale of the securities.</i>



		<i>23.66% proceeds has been utilized for personal purpose and not brought into company and hence same is non-compliance to the regulation.</i>	<i>deemed fit shall be initiated as per the provisions of the SEBI Act, 1982 and Rules and Regulation.</i>	<i>Since SEBI has issued observation, we have no comment to offer.</i>
5	<i>Securities and Exchange Board of India</i>	<i>Regulation 4(1)(c), (e), (h) - SEBI (LODR) Regulations, 2015 – SEBI has mentioned about the examination of the Company for the financial years 2017-18 and 2018-19 and has noted: (i) Statement made by Mr. P. Arulsundaram, as provided in serial no 3; and (ii) Statement made by Mrs. A. Nithya, as provided in serial no 4; It has mentioned that Company has not verified the above declaration of the promoters and same may have been construed differently by investors while making investment decision.</i>	<i>Administrative warning to Company informing that said non-compliance has been viewed seriously and to improve the compliance standard in future and exercise proper due diligence to avoid recurrence, failing which action as deemed fit shall be initiated as per the provisions of the SEBI Act, 1982 and Rules and Regulation thereunder.</i>	<i>The above matter pertains to the year 2017-18 and 2018-19 and have been informed that promoters have informed infuse the fund in Company through sale of the securities. Since SEBI has issued observation, we have no comment to offer.</i>

(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 st March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Reg. 30 Schedule III Part A Para A Clause 13- SEBI (LODR) Regulations, 2015- <i>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.</i>	<i>EGM concluded on 12th 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 13th June 2020. There was clear delay of more than one hour</i>	No further action required.	No further action required.
2	Regulation 47(1) (a)& (b) - SEBI (LODR) Regulations, 2015- <i>The listed entity shall publish in the newspaper the notice of meeting of the board of directors where financial results shall be</i>	<i>Newspaper publication in relation to the notices for Board Meeting for quarter ended 30th September 2020 and 31st December 2020 have not been made in both languages and</i>	No further action required	No further action required.



	<i>discussed and also publish the financial result both in English and Vernacular Language</i>	<i>Newspaper publication in relation to Financial Result for quarter ended 30th September 2020 has not been made in both language and quarter ended 31st December 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 30th June 2020, submission was delayed by two days; For the quarter ended 30th September 2020, submission was delayed by two days; and For the quarter ended on 31st December 2020, submission was delayed by seven days.</i>	<i>No further action required.</i>	<i>No further action required.</i>

For BGSMISHRA & Associates, Company Secretaries LLP

**Gouri Shanker
Mishra**

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Shanker Mishra
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Gouri Shanker Mishra, Designated Partner

M. No. F 6906, COP No. 13581

UDIN: F006906D000423575

Place: Chennai

Date: 30th May 2022