



R.P.P. Infra Projects Limited

## RPP INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

S.F. No. 454, Raghupathynaiken Palayam,  
Railway Colony (Post), Poondurai Road,  
Erode - 638002, Tamil Nadu, India.  
Ph: +91 0424 2284077 \* Fax: +91 0424 2284077

**Notice is hereby given that the 27<sup>th</sup> Annual General Meeting (AGM) of the Members of R.P.P Infra Projects Limited ("the Company") will be held on Friday, 30<sup>th</sup> September 2022 at 2:00 P.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), which will be deemed to be held in registered office of the Company at S F No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu to transact the following businesses:**

### **Ordinary Business:-**

1. To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2022, the Reports of the Auditors thereon along with Report of Board along with attachment and annexures.
2. To appoint a Director in the place of Mrs. A Nithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.

### **Special Business:**

3. **To re-appointment Mr. P Arulsundaram as Chairman and Managing Director:-**

To pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mr. P. Arulsundaram (DIN 00125403) as Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2026 for a salary and other perquisite, allowances or benefits as provided below: Salary: Rs. 7.00 lakhs per month

Perquisites and allowances:-

- i. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- ii. Leave Travel Concession/allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- iii. Club fees subject to a maximum of two clubs.
- iv. Personal accident insurance premium.
- v. Use of Company maintained cars with drivers for business and personal use"

**"RESOLVED FURTHER THAT** in case of insufficiency of profit, the Company shall pay above remuneration by way of salary and/or other allowances as a minimum remuneration, which is within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."



**“RESOLVED FURTHER THAT** the Board/Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013.”

**4. Re-appointment of Mrs. A. Nithya as Whole Time Director and Chief Financial Officer:-**

To pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mrs. A. Nithya, (DIN 00125357) as Whole Time Director and Chief Financial Officer of the Company for a period for a period of three (3) years w.e.f. 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2026 for a salary and other perquisite, allowances or benefits as provided below: Salary: Rs. 3.00 lakhs per month

Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher educations.
- (iii) Leave Travel Concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use.”

**“RESOLVED FURTHER THAT** in case of insufficiency of the profit, the Company shall pay above remuneration by way of salary and/ or other allowances as a minimum remuneration, which is within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Board/Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013.”

**5. Approval of the Borrowing Limit of the Company:-**

To pass following resolution as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company or to any Committee or such Principal Officer as may be decided by Board, to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to business may exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided however that the total amount so borrowed by the Board of directors shall not exceed Rs.750 Crores over and above paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company’s bankers in the ordinary course of business ”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

**6. Approve for Granting Loan, Providing Security or Guarantee:-**

To pass following resolution as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions if any, of the Companies Act, 2013 and the rules made there under consent of the members of the Company be and is hereby accord to the Board of Directors of the Company or to any Committee or such Principal



Officer as may be decided by Board to provide guarantee or providing security in connection with loan made by any other person to any Joint Venture/ Partnership/ Association of Person for the purpose of the contract of the company whose details are provided in explanatory statement in excess of 60% of paid-up share capital, free reserves and securities premium provided however that the total amount shall not exceed Rs. 250 Crores over and above paid-up share capital, free reserves and securities premium.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate and finalize the terms and conditions of the said loan, security and guarantees and provisions of security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, and such guarantees and provisions of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**7. Approval on Omnibus Basis Material Related Party Transaction:-**

To pass following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 and as per the recommendation and approval of Audit Committee, the consent of the Company is provided on omnibus basis for period upto next Annual General Meeting enabling Company to enter into JV/ partnership or other type of association with related parties for the purpose of taking up of the construction or other contract including filing of expression of interest and to entering into agreement, taking up such contract, executing such contract either alone or in partnership or to grant loan or extend the guarantee or security to such JV/ partnership or other type of association or on their behalf for the purpose of any such act in ordinary course of its business notwithstanding such transaction amounts to material related party transactions with related parties detailed in explanatory statement.

**8. Ratification of Remuneration to Cost Auditor**

To pass 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, the remuneration payable to M/s. S.V.M & ASSOCIATES, Cost Accountants (Firm Registration No.000536) Chennai -78 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 2022-23, amounting to Rs. 1.20 Lakh (Rupees One Lakh and Twenty Thousand Only) excluding taxes and re-imburement, be and is hereby ratified and confirmed.”

By Order of the Board of Directors of the Company  
For RPP Infra Projects Limited

**P. Arulsundaram**  
Chairman & Managing Director  
DIN:00125403

Date : 12<sup>th</sup> August 2022

Place: Erode

**Note:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020 as further extended by Circular No. 10/2021 dated June 23, 2021 and Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.



2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020 as further extended issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members may attend and participate in the ensuing AGM through VC/OAVM. In compliance with the relevant Circulars and other applicable provisions of the Act, the 27<sup>th</sup> Annual General Meeting of the Members of the Company (the "AGM"), is being conducted through VC. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), setting out the material facts and reasons, in respect of Special Business of this Notice, is annexed herewith.
4. Those Shareholders whose email ID is not registered, are requested to register their email ID with the Registrar & Share Transfer Agent (R&STA) at investor@cameoindia.com by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
5. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for first 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at secretary@rppi.com or at investor@cameoindia.com.
8. Documents referred to in the Notice calling the AGM and the Explanatory Statement are available for inspection at Registered Office by the Members on working day from 10 AM to 1 PM other than Saturday.
9. Certain documents referred to above would also be made available on the website.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rppi.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e., [www.evotingindia.com](http://www.evotingindia.com).
12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, which exemption has been extended up to 31<sup>st</sup> December 2022 through MCA Circular No. 3/2022 dated May 5, 2022.
13. The Board of Directors has appointed Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & Associates, Company Secretaries LLP as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon
14. Since AGM is held through VC/OAVM, route map for the venue of the AGM has not been provided.

**INSTRUCTIONS FOR SHAREHOLDERS IN RELATION TO E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**



- (i) The remote e-voting period begins on **Tuesday, 27<sup>th</sup> September 2022 at 9:00 A.M. (IST) and ends on Thursday, 29<sup>th</sup> September 2022 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 23<sup>rd</sup> September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**
- (vi) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page</li> </ol>



	<p>or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website.](#)



[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL](#)

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - (i) For CDSL: 16 digits beneficiary ID,
  - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [gsmishra@bgsimishra.in](mailto:gsmishra@bgsimishra.in) or [secretary@rppi.com](mailto:secretary@rppi.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

**(E-VOTING TO BE HELD ON 30<sup>TH</sup> SEPTEMBER 2021)**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.





6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at ([secretary@rppiopl.com](mailto:secretary@rppiopl.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at ([secretary@rppiopl.com](mailto:secretary@rppiopl.com)). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting, which is relevant. Chairman will exercise the discretion of the time to be allowed in this regard.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/ RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free number 1800 22 55 33.

**OTHER INFORMATION:**

- A. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. **Friday, 23<sup>rd</sup> September 2022**), shall be entitled to cast their vote either through remote e-voting or through venue e-voting through VC/ OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- B. The remote e-voting period begins on **Tuesday, 27<sup>th</sup> September 2022 at 9:00 A.M. (IST) and ends on Thursday, 29<sup>th</sup> September 2022 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter.



- C. The Members who have casted their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- D. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at AGM will not be considered.
- E. The Board of Directors has appointed Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & Associates, Company Secretaries LLP as Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner and to submit report thereon.
- F. The e-voting details will be provided by CDSL and details of members if required, shall be confirmed with Registrar and Share Transfer Agents, Cameo Corporate Services Limited.
- G. Scrutinizer shall not later than 48 hours of the conclusion of the AGM prepare and provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to each of the resolution and provide the same to the Chairman or a person authorized by him in writing and such person may declare the result of the voting forthwith.
- H. The results declared along with the Scrutinizers Report shall be placed on the Company's website at [www.rppi.com](http://www.rppi.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately and on the Notice Board of the Company at its registered office after the result is declared.
- I. The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), M/s. Cameo Corporate Services Limited, (Unit: R.P.P Infra Projects Limited), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai – 600 002, or by e-mail to [investor@cameoindia.com](mailto:investor@cameoindia.com) regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.
- J. Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- K. Pursuant to Section 124 of the Companies Act, 2013, all dividends remaining unclaimed or unpaid for seven years from the date of transfer to Company's unpaid dividend account are required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the amended provisions of the Companies Act, 2013.

The following statement showing the details of transfer:

S.No.	Financial year	Amount paid/To be paid (H)	Year of transfer to IEPF
1	2014-15	7755.00	September, 2022
2	2015-16	66586.00	September, 2023
3	2016-17	132996.00	September, 2024
4	2017-18	44172.50	September, 2025
5	2018-19	Nil	NA
6	2019-20	Nil	NA
7	2020-21	Nil	NA

- L. Members, who have not en cashed the dividend so far in respect of the aforesaid period, are requested to make their claim to Share Transfer Agent / Compliance Officer of the company at the earliest.
- M. As per the MCA General Circular 17/2020 dated April 13, 2020 as extended by MCA Circular No. 3/2022 dated May 5, 2022, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further, updation, if any, will be provided on the website of the Company at [www.rppi.com](http://www.rppi.com).
- N. In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 as extended by MCA Circular No. 3/2022 dated May 5, 2022 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at Registered office address S F No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu, on **Friday the 30<sup>th</sup> September 2022 at 2.00 P.M.** In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the



Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.

### **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. 3**

Mr. P Arulsundaram (DIN 00125403) has been last re-appointed as Chairman and Managing Director of the Company for a period of three years and his term will expire on 31<sup>st</sup> March 2023. The Company has been constantly performing well and producing better results year after year. With a view to have his continued guidance, it is proposed to reappoint him as Chairman and Managing Director of the Company for a period of three years w.e.f. 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2026.

His appointment including the terms and conditions including of salary, perquisites and allowances has been duly considered, recommended and approved by the Nomination and Remuneration Committee and the Board. The remuneration being paid is same as paid to him during last four years and approved at 23<sup>rd</sup> Annual General Meeting of the Company.

Board/ Committee has considered the continued impact of pandemic due to Covid-19 and has decided to continue with remuneration as being paid to him earlier. Further, the Chairman and Managing Director has also waived his remuneration during the start of pandemic for considerable period. The present remuneration is much below the level of remuneration generally being paid by the similar size of the Company to its managerial personnel. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of the profit of the Company remains the same as approved by shareholders at the Annual General Meeting dated 7<sup>th</sup> September 2018. Profile of Mr. P Arulsundaram is provided at the end of the explanatory statement. Further, details as per Section 197 read with Part II (B) of Schedule V of the Companies Act, 2013 is also provided at the end of this notice. Further, Company has made all the required disclosures in terms of Part II (B) of Schedule V of the Companies Act, 2013 and also wish to confirm that Company has not defaulted in repayment of any of its debt / debentures / public deposits.

Except Mr. P Arulsundaram and Mrs. A Nithya, directors none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Resolution for approval of the Members.

#### **Item No. 4**

Mrs. A. Nithya (DIN 00125357) had been last re-appointed as Whole Time Director and Chief Financial Officer of the Company for a period of three years and her term will expire on 31<sup>st</sup> March 2023. She is in-charge of finance, accounting and treasury functions of the Company and also oversees the compliances. With a view to have her continued guidance, it is proposed to re-appoint her as Whole Time Director and Chief Financial Officer of the Company for a period of three years w.e.f. 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2026.

Her appointment including the terms and conditions including of salary, perquisites and allowances has been duly considered, recommended and The remuneration being paid is same as paid to her during last four years and approved at 23<sup>rd</sup> Annual General Meeting of the Company.

Board/ Committee has considered the continued impact of pandemic due to Covid-19 and has decided to continue with remuneration as being paid to him earlier. Further, the Chairman and Managing Director has also



waived his remuneration during the start of pandemic for considerable period. The present remuneration is much below the level of remuneration generally being paid by the similar size of the Company to its managerial personnel. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of profit of the Company remains the same as approved by shareholders at the Annual General Meeting dated 7<sup>th</sup> September 2018. Profile of Mrs. A. Nithya is provided at the end of the explanatory statement. Further, details as per Section 197 read with Part II (B) of Schedule V of the Companies Act, 2013 is also provided at the end of this notice. Further, Company has made all the required disclosures in terms of Part II (B) of Schedule V of the Companies Act, 2013 and also wish to confirm that Company has not defaulted in repayment of any of its debt / debentures / public deposits.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Resolution for approval of the Members.

#### **Item No. 5**

The members of the Company at their 19<sup>th</sup> Annual General Meeting held on 8<sup>th</sup> September 2014 by way of special resolution passed under Section 180(1)(c) of the Companies Act, 2013 had approved and granted borrowing power of Rs. 500 Crore (Rupees Five Hundred Crores) over and above the aggregate of paid up share capital and free reserves of the Company.

In the recent years, operation of the company has increased multifold and Company is required to extend the limit for various of its contract both for itself as well as project undertaken in joint venture or in other form of association. Accordingly, the Board of the Company requires the authority to increase the borrowing power to enable it effectively address the requirement.

Section 180(1)(c) of the Companies Act, 2013 authorizes the Board of Directors to borrow money in excess of the company's paid up share capital, free reserves and securities premium apart from temporary loans obtained from the company's bankers in the ordinary course of business with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to approve by way of a special resolution under Section 180(1) (c) to enable to the Board of Directors (or its Committee or principal officer, as may be authorized by it) to borrow money upto Rs.750 Crore (Rupees Seven Hundred and Fifty Crore) in excess of the aggregate of the paid up share capital, free reserves and securities premium apart from temporary loans obtained from the company's bankers in the ordinary course of business.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 apart from being members of the Company.

The Board recommends the Resolution for approval of the Members.

#### **Item No. 6**

As per the provisions of section 186 of the Companies Act, 2013 the Board of Director of the Company could give any guarantee or provide security in connection with a loan made by any other person to any Joint Venture/ Partnership/subcontracting to the extent of sixty percent of paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more. Further, for providing guarantee and security in excess to the limit as specified above, the approval of the members of the company in general meeting is required by way of Special resolution.

Company is into business of the constructions and for the purpose of the quoting of the tender/ expression of interest has to enter into agreement with various parties including with related parties. These are for financial or technical qualification criteria. Once those work is allotted, company need to form to enter into JV/ partnership or other type of association with these parties including related parties. Further for the purpose it is required to provide financial assistance, extend securities or guarantee.

Generally these are done in ordinary course of business and on fixed basis as per the commercial terms. However, company need to provide such loan, security or guarantee either for them or in relation to them.

Since, Company is not able to force all such transactions, it is listing the name of entity as existing today or entities with whom it may have such JV/ partnership or association and may come into existence later, to whom it may have to extend such loan, or provide guarantee or security either directly or for them, as below:

Sl.No.	Name of the Related Party	Sl.No.	Name of the Related Party
1.	P & C Projects Pvt Ltd	12.	R.P.P. Stocks and Securities Private Limited
2.	Sanjeevi Constructions	13.	Arve Impex Private Limited
3.	RPP P& C JV	14.	RRP Ventures Private Limited
4.	RPP RK P& C JV	15.	Renaatus –RPP JV
5.	RPP Dhanya JV	16.	Spac Terminal Market Complex Limited
6.	RPP Renaatus JV	17.	Supreme Poultry Private Limited
7.	RPP Sathyamoorthy JV	18.	Dexterity Business Analysts Private Limited
8.	RPP RK JV	19.	RPP RCCL JV
9.	RPP Blue Metals	20.	RPP Infra Projects Myanmar Limited
10.	Ero Techno Systems	21.	RPP SMC JV
11.	Nirara Shelters LLP	22.	Renaatus Procon Private Limited

The Company accordingly is taking the overall permission from the members for the above purpose for an amount not exceeding Rs. 250 Crores over and above paid-up share capital, free reserves and securities premium.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6 apart from being members of the Company.

The Board recommends the Resolution for approval of the Members.

#### **Item No. 7**

Company from time to time is required to enter into JV/ partnership or other type of association with related parties for the purpose of taking up of the construction or other contract including filing of expression of interest and to entering into agreement, taking up such contract, executing such contract either alone or in partnership or to grant loan or extend the guarantee or security to such JV/ partnership or other type of association or on their behalf for the purpose of any such act in ordinary course of its business. This is integral to the business of the company and most of the time company has to bid for the project and pre-qualification criteria requires it to have such arrangement. Further, such association needs to then execute further agreement to take up such contract. These transactions some time may be with related party and also amount to material related party transactions.

These contract or arrangement are urgent and it may not be possible to have approval of the members at such short period. Company has obtained the prior omnibus approval of audit committee and proposes to obtain the omnibus approval from members as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022.



Accordingly, Company seeks consent for material related transactions on omnibus basis for period upto next Annual General Meeting enabling Company to enter into JV/ partnership or other type of association with related parties as below for the purpose of taking up of the construction or other contract including filing of expression of interest and to entering into agreement, taking up such contract, executing such contract either alone or in partnership or to grant loan or extend the guarantee for an amount up to Rs. 350 Crores:

Sl.No.	Name of the Related Party	Sl.No.	Name of the Related Party
1.	P & C Projects Pvt Ltd	12.	R.P.P. Stocks and Securities Private Limited
2.	Sanjeevi Constructions	13.	Arve Impex Private Limited
3.	RPP P& C JV	14.	RRP Ventures Private Limited
4.	RPP RK P& C JV	15.	Renaatus –RPP JV
5.	RPP Dhanya JV	16.	Spac Terminal Market Complex Limited
6.	RPP Renaatus JV	17.	Supreme Poultry Private Limited
7.	RPP Sathyamoorthy JV	18.	Dexterity Business Analysts Private Limited
8.	RPP RK JV	19.	RPP RCCL JV
9.	RPP Blue Metals	20.	RPP Infra Projects Myanmar Limited
10.	Ero Techno Systems	21.	RPP SMC JV
11.	Nirara Shelters LLP	22.	Renaatus Procon Private Limited

Please note that above resolution is only to enable the Company so that it can bid and take up such contract and may not necessarily result in any contract.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 apart from being members of the Company.

The Board recommends the Resolution for approval of the Members.

#### **Item No. 8**

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 M/s. S.V.M & ASSOCIATES, Cost Accountants (Firm Registration No.000536) Chennai -78 as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2022-23 at a remuneration of Rs. 1.20 lakh (Rupees One Lakh and Twenty Thousand Only) excluding taxes as applicable and re-imbursment 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 2022-23 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.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 apart from being members of the Company.

The Board recommends the Resolution for approval of the Members.

**Details of Director under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:**



Detail of Executive Director seeking re-appointment:-

<b>Name of the Director</b>	Mr. P Arulsundaram	Mrs. A Nithya
<b>Director Identification Number (DIN)</b>	00125403	00125357
<b>Date of Birth</b>	01.04.1966	11.03.1973
<b>Address</b>	No.11, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode – 638002.	No. 11, Raghupathynaicken Palayam, Annaikalpalayam, Railway Colony, Lakkapurampudur, Erode – 638002
<b>Nationality</b>	Indian	Indian
<b>Date of First Appointment on the Board</b>	04.05.1995	19.02.1999
<b>Qualifications</b>	B.E (Civil)	MBA
<b>Expertise in Specific Functional Area</b>	Civil works in the fields of transportation/ power/ commercial buildings and irrigation projects.	Finance, accounting and treasury functions
<b>Brief Resume</b>	He holds Bachelor’s degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem. He has over 36 years of experience in civil works in the field of transportation/ power/ commercial buildings and irrigation projects.	She holds Master’s degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of the company.
<b>Terms and Conditions of Appointment/ Re-appointment</b>	Proposed to be re-appointed as Chairman and Managing Director	Proposed to be re-appointed as Whole Time Director and Chief Financial Officer
<b>Details of remuneration sought to be paid</b>	Salary: Rs. 7.00 Lakhs per month	Salary: Rs. 3.00 Lakhs per month
	<p>Perquisites and allowances:</p> <p>(i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.</p> <p>(ii) Education of children covering tuition fees and other expenses on higher educations. – Only for Mrs. A. Nithya</p> <p>(iii) Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year.</p>	



	(iv) Club fees subject to a maximum of two clubs. (v) Personal accident insurance premium. (vi) Use of Company maintained cars with drivers for business and personal use.	
<b>Last Remuneration Drawn</b>	Same as above	Same as above
<b>Relationships between Directors Inter-se</b>	Mrs. A Nithya's husband	Mr. P Arulsundaram's wife
<b>Directorship in Companies</b>	1. Dexterity KPO Services Private Limited 2. R P P Stocks And Securities Private Limited 3. Greatful Mercantile Private Limited 4. Sanskar Dealcom Private Limited 5. Arve Impex Private Limited 6. RRP Ventures Private Limited	1. R P P Stocks And Securities Private Limited 2. SPAC Terminal Market Complex Limited 3. Greatful Mercantile Private Limited 4. Sanskar Dealcom Private Limited 5. Lunkar Finance Private Limited 6. RPP-ANNAI (JV) Private Limited 7. Supreme Poultry Private Limited
<b>Listed Entity from which Director has resigned in last three years</b>	Nil	Nil
<b>Chairman/ Member in the Committee of the Boards of Other Public Companies</b>	NIL	NIL
<b>Shareholding in the Company (As on 31<sup>st</sup> March 2022)</b>	1,16,29,509	76,99,837
<b>Number of meetings of the Board attended during the year</b>	Six	Six

**Disclosure pursuant to Section 197 read with Schedule V Part II (B) of the Companies Act, 2013:-**

**I. General Information: -**

1	Nature of Industry	Construction
2	Date or expected date of commencement of commercial Production	Company is already in operation and continuing the business
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4	Financial performance based on given indicators	Rs. in Crore





	Particulars	2021-22	2020-21
	Sales and Other Income	779.82	477.90
	Profit Before Tax and Depreciation	22.16	28.26
	Profit After Tax	8.36	15.53
	Paid-up Equity Share Capital	36.69	23.65
	Reserves and Surplus	280.92	244.16
	Basic & Diluted Earnings Per Share (Rs.)	2.64	5.40
5	Foreign investments or collaborations, if any	Company has no direct foreign investment or collaboration	

II. Information about the appointee: -

Particulars	Mr. P. Arulsundaram	Mrs. A. Nithya
<b>Background details</b>	Mr. P. Arulsundaram, 57 years of age, is a Chairman and Managing Director of the Company.	Mrs. A. Nithya, 49 years of age, is a Whole Time Director and Chief Financial Officer of the Company.
<b>Past remuneration</b>	Salary: Rs. 7.00 Lakhs per month and perquisites and allowance as provided in proposed remuneration. No change from last remuneration.	Salary: Rs. 3.00 Lakhs per month and perquisites and allowance as provided in proposed remuneration. No change from last remuneration.
<b>Recognition or awards</b>	Bachelor of Engineering Degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem and a Diploma in Civil Engineering from Kongu Engineering College, Erode, Tamil Nadu	Master's degree in Business Administration from Anna University, Chennai
<b>Job profile and his suitability</b>	He is the Chairman and Managing Director of the Company. He has over 36 years of experience in civil works in the field of transportation/ power/ commercial buildings and irrigation projects.	She is Whole Time Director and Chief Financial Officer of the Company.  She is responsible for the finance, accounting and treasury functions of the Company.
<b>Remuneration proposed</b>	Salary: Rs. 7.00 Lakhs per month Perquisites and allowances: (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization. (ii) Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year. (iii) Club fees subject to a maximum of two clubs. (iv) Personal accident insurance premium. (vi) Use of Company maintained cars with drivers for business and personal use.	Salary: Rs. 3.00 Lakhs per month Perquisites and allowances: (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization. (ii) Education of children covering tuition fees and other expenses on higher educations. (iii) Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year. (iv) Club fees subject to a maximum of two clubs. (v) Personal accident insurance premium. (vi) Use of Company maintained cars with drivers for business and personal use.



<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on her and the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid in comparable companies.
<b>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any</b>	Chairman and Managing Director of the Company.  Mr. P.Arulsundaram is related to Mrs. A. Nithya, Whole Time Director and Chief Financial Officer.	Whole Time Director and Chief Financial Officer of the Company.  Mr. Mrs. A.Nithya is related to Mr. P.Arulsundaram, Chairman and Managing Director.

**III. Other Information: -**

1	Reasons for loss or inadequate profits	Company has been in profit, however, during the last year, due to the impact of pandemic due to Covid-19, profit of the Company has decreased. Company is hopeful that profit for the earlier and current year shall be more than limit.
2	Steps taken or proposed to be taken for improvement	Company has been conducting the operation efficiently. Profit will return to normal in year or two. Last year was exceptional due to the pandemic.
3	Expected increase in productivity and profits in measurable terms	Company has been conducting the operation efficiently. Profit will return to normal in year or two. Last year was exceptional due to the pandemic.

By Order of the Board of Directors of the Company  
For RPP Infra Projects Limited

**P. Arulsundaram**  
Chairman & Managing Director  
DIN:00125403

Date : 12<sup>th</sup> August 2022

Place: Erode