



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.

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Notice is hereby given that the **30th Annual General Meeting** (AGM) of the Members of **R.P.P Infra Projects Limited** ("the Company") will be held on **Tuesday, 30th September 2025 at 2:00 P.M.(IST)** through **Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**, 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 31st March 2025, the Reports of the Auditors thereon along with Report of Board along with attachment and annexures.
2. To approve a final dividend of Rs. 0.50 (Fifty Paise) per equity share on face value of Rs 10/- each for the financial year ended March 31, 2025.
3. To appoint a Director Mrs. A Nithya (DIN: 00125357), who retires by rotation and being eligible, seeks re-appointment.

Special Business:

4. **TO APPOINT A DIRECTOR MR. P ARUL SUNDARAM AS CHAIRMAN AND MANAGING DIRECTOR, FOR A PERIOD OF FIVE CONSECUTIVE YEAR.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable rules thereunder and requisite Regulations of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of Nomination and Remuneration Committee, the approval of the members 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 five (5) years w.e.f. 1st April 2026 to 31st March 2031 for a salary and other perquisite,



allowances or benefits as provided below: Salary: Rs. 10.00 lakhs per month, not liable to retire by rotation.

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.

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 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. APPOINTMENT OF MRS. A NITHYA AS WHOLE-TIME DIRECTOR FOR A PERIOD OF FIVE CONSECUTIVE YEAR.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder and requisite Regulations of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of Nomination and Remuneration Committee, to approval of the Members be and is hereby accorded for the re-appointment of Mrs. A. Nithya, (DIN 00125357) as Whole Time Director of the Company for a period of five (5) years w.e.f. 1st April 2026 to 31st March 2031 for a



salary and other perquisite, allowances or benefits as provided below:
Salary: Rs. 5.00 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

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 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.

6. TO APPOINT OF M/S. LAKSHMMI SUBRAMANIAN & ASSOCIATES, A PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY FOR FIVE YEARS.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on the recommendations of Audit Committee and the Board, the approval of the members be and is hereby accorded for appointment of M/s Lakshmmi Subramanian & Associates., (FRN-P2024TN103000) practicing Company Secretaries, as the secretarial auditor of the Company for a term of five consecutive years, commencing from 1st April 2025 to 31st March, 2030 at such remuneration as disclosed in the explanatory statement



RESOLVED FURTHER THAT any director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things, and to sign and execute all necessary documents, applications and returns as may be required, including filing the necessary e-forms with the Registrar of Companies, to give effect to this resolution.

7. APPOINTMENT OF MR. VENKATACHALAM PRANAV HARSHAN (10503375) AS WHOLE TIME DIRECTOR FOR FIVE YEAR.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197, 203 read with Schedule V of the Companies Act, 2013 and Rules made thereunder and requisite Regulations of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendations of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Venkatachalam Pranav Harshan (DIN: 10503375) as the Whole-time Director of the Company for a term of five years w. e.f 30th September, 2025 to 29th Sept 2030 and remuneration as fixed by Board.

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 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."

8. APPOINTMENT OF MR. MR. SAHU RAGHAV AS WHOLE TIME DIRECTOR FOR FIVE YEARS.



To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197, 203 read with Schedule V of the Companies Act, 2013 and Rules made thereunder and requisite Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendations of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the appointment Mr. Sahu Raghav (DIN: 09724657), as the Whole-time Director of the Company for a term of five years w. e.f 30th September, 2025 to 29th Sept 2030 and remuneration as fixed by Board.

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 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."

9. RATIFICATION OF REMUNERATION TO COST AUDITOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Ms. Rajam Alwan, Cost Accountants (Registration No. 45812) appointed as the Cost Auditor of the Company by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2025-26, amounting to Rs.1,20,000 (Rupees 1 Lakhs twenty thousand only) excluding taxes(as applicable) and



R.PP. Infra Projects Limited

re-imbursement (for travel and out of pocket expenses) be and is hereby ratified based on the recommendations of the Audit Committee/ Board..

RESOLVED FURTHER THAT any director and/or authorized representative of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies."

By Order of the Board of Directors of the Company

For RPP Infra Projects Limited

R. Arulsundaram
Chairman & Managing Director
DIN: 00125403

Date: 06th September 2025

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 and Circular no 10/2022 dated December 28, 2022 and General Circular No. 09/2023 Dated: 25.09.2023 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. Members may attend and participate in the ensuing AGM though VC/OAVM. In compliance with the relevant Circulars and other applicable provisions of the Act, the 30th Annual General Meeting of the Members of the Company (the "AGM"), is being conducted through VC. Hence,



R.P.P. Infra Projects Limited

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@rppipl.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



R.P.P. Infra Projects Limited

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 voting during 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.rppipl.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.
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 and MCA Circular No. 3/2022 dated May 5, 2022 which exemption has been extended up to 30st Sep 2023 through MCA Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 Dated: 25.09.2023

The Board of Directors has appointed Lakshmmi Subramanian & Associates, Company Secretaries Firm 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
13. Since AGM is held through VC/OAVM, route map for the venue of the AGM has not been provided.
14. The Company has fixed Tuesday, Sept 23, 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM

The dividend of 0.50 per equity share of each 10 each if declared at the AGM, will be paid subject to deduction of tax at source ('TDS').

- (a) To all the Beneficial Owners as at the end of the day on Tuesday, Sept 23, 2025, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition as of the close of



business hours on Sept, 23, 2025, in respect of valid requests lodged with the Company.

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

- (i) The remote e-voting period begins on **Saturday, 27th September 2025 at 9:00 A.M. (IST) and ends on Monday, 29th September 2025 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 **Tuesday, 23rd September 2025** 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 CDSL	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 & 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.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page



	<p>by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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">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: https://eservices.nsdl.com 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 & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	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 & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">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.
Dividend Bank Details OR 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">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.



R.P.P. Infra Projects Limited

- (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 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.
- 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 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; lakshmmi6@gmail.com or secretary@rppipl.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:

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.



R.P.P. Infra Projects Limited

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 atleast **3 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (secretary@rppipl.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@rppipl.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.



R.P.P. Infra Projects Limited

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 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 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. **Tuesday, 23rd September 2025**), 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 Register of Members and Share Transfer Books of the Company will **remain closed from Wednesday, 24th of September 2025 to Tuesday, 30th of September 2025** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
- C. The remote e-voting period begins on **Saturday, 27th September 2025 at 9:00 A.M. (IST)** and ends on **Monday, 29th September 2024 at 5:00**



R.P.P. Infra Projects Limited

P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.

- D. 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.
- E. 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.
- F. &
- G. 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.
- H. 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.
- I. The results declared along with the Scrutinizers Report shall be placed on the Company's website at www.rppipl.com and on the website of CDSL at www.evotingindia.com within the prescribed timeline
- J. 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 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.
- K. 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
- L. 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:



R.P.P. Infra Projects Limited

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

M. 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.

N. As per the MCA General Circular 17/2020 dated April 13, 2020 as extended by MCA Circular No. 3/2022 dated May 5, 2022 and MCA Circular No 10/2022 dated December 28, 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.rppiplt.com.

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. 4:

The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. P. Arulsundaram (DIN: 00125403) as Chairman cum Managing Director of the Company for a period of five (5) years with effect from 1st April 2026 to 31st March 2031, in terms of the applicable provisions of the Companies Act, 2013.

The re-appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on 11 August, 2025 and subsequently approved by the Board of Directors in its meeting held on the same day.

Mr. P Arul sundaram is Co-Founder and Managing Director of RPP Infra Projects Limited with over 32 years of experience in infrastructure development, project execution, and implementation of prestigious civil works ensuring timely completion and adherence to highest quality standards. His leadership has been instrumental in the Company's growth trajectory.



R.P.P. Infra Projects Limited

He ,Aged 58 years, holds a Bachelor's degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem.

Mr. P Arulsundaram is re-appointed as chairman cum managing director with remuneration of 10 Lakhs per month and other perquisites w. e.f. 1 April 2026 to 31st March, 2031.

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.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

Except Mrs. A Nithya Whole Time director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.,

Item No. 5:

The present proposal is to seek the Shareholders' approval for the re-appointment of Mrs. A. Nithya (DIN: 00125403) as Whole-Time Director & Chief Financial Officer of the Company for a period of five (5) years with effect from 1st April 2026 to 31st March 2031, in terms of the applicable provisions of the Companies Act, 2013.

The re-appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on 11 August, 2025 and subsequently approved by the Board of Directors in its meeting held on the same day.

Mrs. A Nithya having extensive experience in financial management, GST & Income Tax compliance. She has played a vital role in strategic financial planning, compliance with statutory requirements, and ensuring financial stability of the Company.



Mrs. A Nithya Aged 51 years, holds a Bachelor's degree in Science (Computer Science) from Bharathiyar University, Coimbatore and a Master's degree in Business Administration from Anna University.

Mrs. A Nithya is re-appointed as Whole Time director cum CFO with remuneration of 5 Lakhs per month and other perquisites w. e.f. 1 April 2026 to 31st March, 2031.

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.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

Except Mr. P Arul Sundaram director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested,

Item No. 6:

M/s. Lakshmmi Subramanian & Associates (hereinafter referred to as "LSA") is a firm of Practicing Company Secretaries established in 1988, with over 32 years of experience in secretarial compliance, audits, representations, transactions, and advisory. LSA has served a diversified client base across industries such as healthcare, education, hospitality, information technology, NBFCs, insurance, core manufacturing, e-commerce, shipping, steel, and SMEs. Their team's commitment to quality and innovative thinking has positioned LSA as one of the highly recommended CS firms in India.

In terms of Regulation 24A of the LODR Regulations, read with SEBI notification dated December 12, 2024, a listed entity is required to appoint a peer-reviewed firm as secretarial auditors for not more than two terms of five consecutive years. LSA has confirmed their eligibility, consent to act as Secretarial Auditors of the



R.P.P. Infra Projects Limited

Company, and that their proposed appointment (if approved) will be within the prescribed limits of the Institute of Company Secretaries of India (ICSI). LSA has also confirmed that they have subjected themselves to the peer review process of ICSI and hold a valid peer review certificate.

M/s Lakshmmi Subramanian & Associates., practicing Company Secretaries , be and hereby appointed as secretarial auditor of the Company for a term of five consecutive years, commencing from 1st April 2025 to 31st March,2030 at a remuneration of Rs1,20,000 (excluding applicable taxes and out of pocket expenses) based on the recommendations of Audit Committee and the Board.

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested,

Item No. 7:

The present proposal is to seek the Shareholders' approval for the appointment of Mr. Venkatachalam Pranav Harshan as Whole Time Director of the Company with effect from 30th Sept, 2025 to 29 Sept, 2030, in terms of the applicable provisions of the Companies Act, 2013.

The appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on 11 August, 2025 and subsequently approved by the Board of Directors in its meeting held on the same day.

A brief profile of Mr. Venkatachalam Pranav Harshan is given below as per SEBI Regulations and Secretarial Standards:

Particulars	Details
Name of the Director	Mr. Venkatachalam Pranav Harshan
DIN	10503375
Age	
Date of Board Meeting approving appointment	11 th August, 2025
Experience in business field	Mr. V. Pranav has an excellent academic background and brings with him strong management and financial acumen. He has completed B.S. (USA) from the University of Southern California (Marshall School of



R.P.P. Infra Projects Limited

	Business) and obtained a Master of Science in Management and Finance from the London Business School. His expertise will support the Company's strategic growth and corporate governance initiatives.
Chairman/Directorship in other public companies	Nil
Chairman/Member of Committees of the Company	Nil
Educational Qualification	B.S. (USA) – University of Southern California (Marshall School of Business); Master of Science in Management and Finance – London Business School
Expertise	Management, Finance, and Corporate Strategy
Relationship with any other Director	NIL
The Board recommends the resolution for approval of the members as an Ordinary Resolution.	NIL

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested,

Item No. 8

The present proposal is to seek the Shareholders' approval for the appointment of Mr. Sanu Raghav as a Director of the Company for five years with effect from 30th Sept, 2025 to 29th Sept 2030 in terms of the applicable provisions of the Companies Act, 2013.

The appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on 11 August, 2025 and subsequently approved by the Board of Directors in its meeting held on the same day.

A brief profile of Mr. Sanu Raghav is given below as per SEBI Regulations and Secretarial Standards:

**R.P.P. Infra Projects Limited**

Particulars	Details
Name of the Director	Mr. Sanu Raghav
DIN	09724657
Date of Board Meeting approving appointment	11 th August, 2025
Experience in business field	Mr. Sanu Raghav has an excellent academic background and brings with him strong managerial and leadership skills. He has completed a Master of Science in Management and is expected to contribute significantly to the Company's strategic planning and decision-making processes.
Chairman/Directorship in other public companies	NIL
Chairman/Member of Committees of the Company	NIL
Educational Qualification	Master of Science in Management
Expertise	Management, Strategy, and Corporate Governance
Relationship with any other Director	NIL

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested,

Item No. 9

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company and the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of Ms. Rajam Alwan, Cost Accountants (Registration No. 45812) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2025-26 at a remuneration of Rs. 1.20 lakh (Rupees One Lakh and Twenty Thousand Only) excluding taxes as applicable and re-imbursement of travel and out of pocket expenses incurred by him.



R.P.P. Infra Projects Limited

The Board recommends the resolution for approval of the members as an Ordinary Resolution.

. 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.

By Order of the Board

For RPP Infra Projects Limited

P.Arulsundaram
Chairman & Managing Director
DIN:00125403

Place: Erode

Date: 06th Sept 2025

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the directors	Mr. P Arul Sundaram	Mr.Arulsundaram Nithya	Mr.Venkatachalam Pranav Harshan	Mr.Sanu Raghav
DIN	00125403	00125357	10503375	09724657
Date of Birth		11/03/1973	13/07/2003	06/05/2002
Date of Appointment on the Board	11 th August, 2025	11th August, 2025	11th August, 2025	11th August, 2025
Qualification	Bachelor's degree in Civil Engineering from Sri Vinayaka Mission Research	Bachelor's degree in Science (Computer Science) from Bharathiyar University, Coimbatore and a Master's	B.S. (USA) - University of Southern California (Marshall School of Business); Master of Science in Management and	Masters in Entrepreneurship & Innovation from University of Brisdol



RPP Infra Projects Limited

	Foundation, Deemed University, Salem	degree in Business Administration from Anna University.	Finance - London Business School	
Expertise / Skills	Mr. P Arul sundaram is Co-Founder and Managing Director of RPP Infra Projects Limited with over 32 years of experience in infrastructure development, project execution, and implementation of prestigious civil works ensuring timely completion and adherence to highest quality standards. His leadership has been instrumental in the Company's growth trajectory.	She have extensive experience in financial management, GST & Income Tax compliance. She has played a vital role in strategic financial planning, compliance with statutory requirements, and ensuring financial stability of the Company.	Mr. V. Pranav has an excellent academic background and brings with him strong management and financial acumen. He has completed B.S. (USA) from the University of Southern California (Marshall School of Business) and obtained a Master of Science in Management and Finance from the London Business School. His expertise will support the Company's strategic growth and corporate governance initiatives.	Mr. Sanu Raghav has an excellent academic background and brings with him strong managerial and leadership skills. He has completed a Master of Science in Management and is expected to contribute significantly to the Company's strategic planning and decision-making processes.
Directorships held in other public	3	4	0	0



R.P.P. Infra Projects Limited

companies including private companies which are subsidiaries of public companies (excluding foreign companies)				
Details of Listed entities from which he resigned during the last three years	0	0	NA	NA
Memberships / Chairmanships of committees across all companies	0	2	NA	NIL
Number of Board Meetings attended during FY 2024-25	7	9	NIL	NIL
Shareholding in the Company	7699837	7699837	Na	983334
Relationships between directors inter-se	Mrs. A Nithya is spouse of Mr. P Arul sundaram	MR P Arulsundram is spouse of Mrs. A Nithya	NA	NA