



RPP Infra Projects Ltd

R.P.P INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Registered Office: SF No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode, Erode, Tamil Nadu, India, 638002

E-mail: secretary@rppiplt.com | **Website:** www.rppiplt.com

NOTICE OF POSTAL BALLOT

Pursuant to 110 of the Companies Act, 2013, read with Sections 108 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the "**Act**"), read with Rule 20 and Rule 22, of the Companies (Management and Administration) Rules, 2014 ("**Rules**") read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 3/2021 dated May 05, 2022, the General Circular No.11/2022 dated December 28, 2022, the General Circular No. 09/2023 dated September 25, 2023 and the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("the **MCA Circulars**") issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), read with the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 ("**SEBI Circulars**"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India as amended and other applicable provisions, that the resolutions as set out in this Notice are proposed for approval by the Members of the Company by means of Postal Ballot only by voting through electronic means ("**remote e-voting**").

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice.

Regd Office :
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Railway Colony (Post), Poondurai Road,
Erode - 638 002. Tamilnadu. India.

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SPECIAL BUSINESS:

ITEM NO: 1

Approval of Material Related Party Transaction to be entered into with Replen Projects Private Limited

To consider and pass with the Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), and other applicable laws/statutory provisions, if any, and the policy on related party transactions of R. P. P. Infra projects Limited (**the “Company”**), and pursuant to the consent of the Audit Committee, the consent of the Board of Directors of the Company, and the approval of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), as detailed in the Explanatory Statement, with Replen Projects Private Limited, during the financial year 2025-26, such that the aggregate value at any point in time does not exceed Rs. 665 Crores (Rupees Six Hundred and Sixty Five Crores only) and that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this approval being given by the shareholders.”.

The Company has awarded the following work order and later subcontracted the work order in the ordinary course of business and on an arm's length basis to Replen Projects Private Limited. The Average work execution time limit is between one and two years.

Details of work order awarded-

S.NO	DETAILS OF SUBCONTRACT	VALUE OF CONTRACT
1	Formation of Balance Internal Roads including Construction of Rcc Side Drain & Culverts and Providing Street Lights at Mega Leather Park Panapakkam in Ranipet District	38.32 Crores
2	Improvement to Kothore digar Satana Malegaon chalishgon pachora shendurni pahar wakadi road SH-19 km183/600 to 219/200 Taluka Jamner District Jalgoan ,State of Maharashtra	184.41 Crores

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RPP Infra Projects Ltd

3	EPC KN-IJ (5C) - Construction of Concrete Pavement Road & Reconstruction & widening of Bridges Culverts for i) Alibag Bypass Road (Pen Road Junction) to Alibag Roha Junction to Belkade to Garudpada Nagaon Hatale to Revdanda Bridge Road MSH-4 Km.262/500 to 280/745 in the State of Maharashtra.	171.13 Crores
4	EPC NSKHI (28C) - Improvement to Pachorowadi -Shewale-satgaon Road SH-40 km 94/600 to 11/350 Tal Pachora Dist Nashik.	98.88 crores
5	Construction of customs office, medical facility centre, creche buildings, canteen, convention centre, A.O. Block, Entrance arch, plug and play waregiyse, water supply system, sewerage system, compound wall at SIP, Panapakkam.	108.8 crores
6	Widening from Two Lane to Four Lane of of Avinashi - Mettuppalayam Road.	62.78 Crores
Total Work order to Replen		664.32 Crores

By order of the Board
For R.P.P INFRA PROJECTS LIMITED

Place: Chennai
Date: 11-07-2025

ShammiPrakash
Company Secretary
FCS No: 12231

Registered Office:
SF No. 454, Raghupathynaiken Palayam,
Railway Colony Post,
Poondurai Road, Erode-638002

NOTES:

1. The statement pursuant to Section 102 of the Act read with the rules made thereunder listing out the material facts and necessary disclosures pertaining to the resolution set out in the Postal Ballot Notice for approval of the Members is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by way of electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, July 4, 2025 ("**Cut-off Date**") received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemption provided through the MCA Circulars.

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3. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / List of beneficial owners received from the Depositories as on the Cut-off Date only would be considered for the purpose of voting with respect to the business set out in this Notice. A person who is not a member as on Cut-off Date should treat this notice for information purpose only.
4. Service of Postal Ballot Notice electronically:

In line with the MCA Circulars, this postal ballot notice is issued electronically to the e-mail addresses of the Members in the manner listed herein below:

Members holding shares in Physical mode	Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA.
Members holding shares in Demat mode	Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the Depositories.

In line with the relaxation provided under the MCA Circulars referred above and in compliance with the said circulars, the Postal Ballot Notice is being served electronically. The Postal Ballot Notice is also being made available on the website of the Company at www.rppiil.com, the website of the Stock Exchanges, i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. No physical copy of the Postal Ballot Notice will be issued even if a member requests the same.

5. Registration of e-mail:

Members who have not registered their e-mail addresses are requested to follow the procedure listed herein below for registering the same:

Type of holder	Process to be followed for registration of e-mail address and Mobile number
Physical	<p>Members may send an e-mail request to investor@cameoindia.com / murali@cameoindia.com or along with:</p> <ul style="list-style-type: none"> • Form ISR-1, Form ISR-2, Form ISR-3/Form SH-13 for updation of KYC details including e-mail address; • Signed request letter mentioning the Folio No., Name of the Member, e-mail address and mobile number; • Self-attested copy of PAN;

	<ul style="list-style-type: none"> • Self-attested copy of any address proof including Aadhar, Passport etc, • Scanned copy of share certificate(s) (front and back).
Demat	<p>Members may provide DPID-CLID (16 digits DPID + CLID or 16 digits beneficiary ID), Name, Client Master or Copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhar Card to investor@cameoindia.com</p> <p>If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) of point 20.</p> <p>Alternatively, shareholder/members may send a request to helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.</p> <p>In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.</p>

- Members updating their e-mail address through Depository Participant after the Cut-off Date are required to communicate the same to the Company/ RTA by writing an e-mail to Investor@cameoindia.com/ Secretary@rppi.com / murali@cameoindia.com
- In Compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the assent or dissent (i.e. voting) of members on the resolution listed out in the Notice can be cast through electronic voting i.e. remote e-voting. The detailed procedure for remote e-voting is listed down in the e-voting section. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot.
- The Board of Directors at their meeting held on May 28, 2025 have engaged the services of CDSL for providing remote e-voting facility in this postal ballot.
- The Board of Directors at their meeting held on **May 28, 2025** have appointed M/s. Lakshmmi Subramaniam & Associates, Practicing Company Secretaries, Chennai who are not in employment of the Company, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Scrutinizer as aforementioned has

communicated their willingness for being engaged for conducting the postal ballot voting process.

10. The e-voting period commences from **Saturday, July 12, 2025, at 09:00 A.M. IST** and ends on **Sunday, August 10, 2025 at 05:00 P.M. IST**. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on **Sunday, August 10, 2025**. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.
11. The Scrutinizer will submit a report to the Chairman or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within 2 (Two) working days from the conclusion of the e-voting.
12. The result of e-voting, along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, **i.e. Sunday, August 10, 2025**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
13. The results shall be also made available on the website of the Company at www.rppiil.com. The results shall also be communicated/made available on the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
14. Disclosures pertaining to the business set out in the Notice pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Secretarial Standards 2 issued by the Institute of Company Secretaries of India as revised from time to time are annexed to this Notice.
15. Members are requested to note that SEBI through circular ref. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023) has mandated that shareholders holding shares in physical mode to update the following details with the Company/RTA:

- PAN
- KYC and
- Nomination

The KYC details include contact information namely postal address with Pin code, Mobile Number and e-mail address. Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA.

Any clarifications in this regard may be addressed by an email to investor@cameoindia.com / secretary@rppi.com / murali@cameoindia.com. For more details, Members are requested to refer to the website of the Company at www.rppi.com

16. Information On Remote E-Voting:

- a) In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company is pleased to provide remote e-voting facility for casting votes in respect of the business set out in the Postal Ballot Notice. The Company has engaged M/s. Central Depository Services (India) Limited ('CDSL'), for providing remote e-voting facility for this postal ballot.
- b) The remote e-voting period commences from **Saturday, July 12, 2025, at 09:00 A.M. IST** and ends on **Sunday, August 10, 2025 at 05:00 P.M. IST**. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.
- c) Once a vote is cast, the Members will not be allowed to change it subsequently or be allowed to cast a vote again. Voting rights of a Member shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the **Cut-Off Date (04-07-2025)**.

17. Procedure For E-Voting:

Step 1: Access to the NSDL e-Voting system:

A. Login method for e-Voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular 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. The login method for individual shareholders holding securities in demat mode is given below:

Shareholders	Login Procedure
<p>Individual Shareholders holding shares in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e- Voting website of NSDL for casting your vote during the remote e- Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e- Voting period. 4. Shareholders/Members can also download NSDL Mobile App <ol style="list-style-type: none"> a. “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <p>   </p>
<p>Individual shareholders holding securities in Demat mode with Central Depository Services Limited (“CDSL”)</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id an password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual shareholders (holding shares in Demat mode) log in through their Demat accounts/ Website of the</p>	<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. Upon logging in, you will be able to see e-voting option.</p>

Depository Participant:	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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories / Depository Participants.

For technical Assistance:

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email ids or by contacting the phone nos. provided below

NSDL	CDSL
E-mail: evoting@nsdl.co.in Toll free nos.: +91 22 24997000/ +91 22 48867000	E-mail: helpdesk.evoting@cdslindia.com Contact no. : 1800 225 533

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website:

- a) 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.
- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- c) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in ademat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in a demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e) Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

-If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- Your email ID is not registered, please follow steps mentioned in point 5 above.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

-Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

-Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

-If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

-Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box
- Now, you will have to click on “Login” button
- After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.

b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.

c. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.com.

Step 3: Cast your vote electronically on CDSL e-Voting system:

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-Individual Shareholders in demat mode.

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

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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) Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA.

- After entering these details appropriately, click on the “SUBMIT” tab.
- 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.

- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Company name i.e., R.P.P INFRA PROJECTS LIMITED on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option
- 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.

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 their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 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 Aadhaar Card) by email to Investor@cameoindia.com/ murali@cameoindia.com.
 - For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting
18. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
19. All grievances connected with the facility for voting by electronic means may be addressed to the Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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 no. 1800 22 55 33.
20. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

The following Explanatory Statement sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated July 11, 2025:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, any transaction with a related party shall be considered material, if the transaction (s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs. 665 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of Members by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

ITEM NO: 1

Detail(s) of Transaction and Approvals Sought

It is proposed by the Management of the Company to enter into transactions with Replen Projects Private Limited, a related party to the Company, as per the terms of the SEBI Listing Regulations.

Approval of the Members of the Company is, therefore, being sought in terms of Regulation 23 of the Listing Regulations and other applicable provisions by way of passing of Ordinary Resolutions for Item no.1 for the aforesaid Material Related Party Transactions, and as detailed in **Annexure I**.

Replen Projects Private Limited was incorporated in the year 2010 and previously it is known as 'Arve Impex Private Limited'.

It carry on the business as Engineering and Procurement contractors, General Engineers and Civil Engineers and construction business and Infrastructure development. The Management of Replen projects Private Limited has good exposure in implementation of Road construction and civil works.

Except, Mr. P Arul Sundaram and Mrs. A. Nithya, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of the Company recommends the resolutions set-out at Item No. 1 for approval of the Members as Ordinary Resolutions.

**By order of the Board
For R.P.P INFRA PROJECTS LIMITED**

**Shammi Prakash
Company Secretary
FCS No 12231**

**Place: Chennai
Date: 11-07-2025**

Registered Office:
SF No. 454, Raghupathynaiken Palayam,
Railway Colony Post,
Poondurai Road, Erode-638002

ANNEXURE – I

Details pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 relating to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)”

Sr. No.	Particulars	Details
1	Type/Nature, material terms, monetary value and particulars of contracts or arrangement	The Company has been awarded the work order valued at Rs. 664.32 crore and later subcontracted the work order in the ordinary course of business and on an arm’s length basis to Replen Projects Private Limited, a related party to the Company.
2	Name of the related party	Replen Projects Private Limited
3	Relationship of the related party	Replen Projects Private Limited, in which of the Directors are relative to the Company’s director.
4	Tenure of the proposed transaction	The average work execution time limit is between one and two years
5	Value of proposed transaction	Not exceeding Rs. 665 crore
6	Percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction (and for an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	For FY 2025 - 46%
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) Details of the source of funds in connection with the proposed transaction	
	ii) Where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investment, <ul style="list-style-type: none">• Nature of indebtedness• Cost of funds• tenure	

	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
8	Justification for the transaction	The subcontract is proposed to a related party due to their proven expertise, timely execution capabilities, availability of resources, and competitive pricing. The transaction is in the ordinary course of business and at arm's length, ensuring operational efficiency without compromising on quality or cost.
9	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	255% of Replen Projects Private Limited's annual consolidated turnover for FY 2025.
10	Any other information that may be relevant	All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

**By order of the Board
For R.P.P INFRA PROJECTS LIMITED**

**Place: Chennai
Date: 11-07-2025**

**Shammi Prakash
Company Secretary
FCS No: 12231**

Registered Office:
SF No. 454, Raghupathynaiken Palayam,
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