



RPP Infra Projects Ltd.

NOTICE OF POSTAL BALLOT

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

To,
The Members

NOTICE is hereby given, pursuant to the provisions of 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 02/2022 dated May 05, 2022 ("MCA Circulars"), that it is proposed to seek the consent of the shareholders ("Members") of R.P.P Infra Projects Limited (the "Company"), for the resolution appended herein below through postal ballot ("Postal Ballot") by way of electronic voting ("E- voting").

SPECIAL BUSINESS:

RESOLUTION NO. 1

CHANGE IN NAME OF THE COMPANY:

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

☎ : + 91 4242284077
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✉ : ao@rppipl.com
🌐 : www.rppipl.com

CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN : 33AAACR9307E1ZO



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To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof. for the time being in force) and Rule 29 of the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and subject to Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements), and regulations if any ,and subject to the approval of Stock Exchanges (BSE) and any other Regulatory Authorities as may be necessary, Consent of the members be and are hereby accorded to change the name of the Company from "R.P.P Infra Projects Limited" to " Sri R.P.P Infra Projects Limited" as per the name availability approval from Registrar of Companies, coimbatore dated 07.06.2023 and as may be approved by the Central government and other Regulatory Authorities, whether under the Companies Act. 2013 or any other Rules, Law 's, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company is "Sri R.P.P Infra Projects Limited".

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory

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Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval."

RESOLUTION NO. 2

TO APPROVE POWERS OF THE BOARD U/S 180(1)(A) OF THE COMPANIES ACT, 2013

To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED** that pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to mortgage and / or charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / immovable, tangible and / or intangible properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures or bonds or other debt instruments issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, liquidated damages, commitment charges, all other costs, charges and expenses and all other monies payable by the company in terms of loan agreement(s) or any other document entered into / to be entered into between the company and the lender(s) in respect of the said loans / borrowings and containing such specific terms and conditions



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and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the lender(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalise, settle and execute such documents / deed / writings / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to create mortgage / charge as aforesaid and also to delegate all or any of the above powers to the committee of directors or the Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

RESOLUTION 3

TO APPROVE POWER TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING RS. 800 CRORES

To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution**:

"RESOLVED THAT In supersession of all earlier resolutions passed on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed



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shall not at any time exceed the limit of Rs. 800 Crores (Both funded and non-funded) at any one point of time”

RESOLVED FURTHER THAT the Board or Company Secretary or Chief Executive Officer or Chief Financial Officer, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

RESOLUTION 4

TO APPOINTMENT OF MR. SUBRAMANIAN NEELAKANTAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Mr.Subramanian Neelakantan, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director ,who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) consecutive years from 23th June 2023 to 22th June 2026”

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"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board

For R.P.P.Infra Projects Limited

Shammi Prakash

Shammi Prakash

Company Secretary

Place-Erode

Date: 23rd June, 2023



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Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice")
2. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to secretary@rppi.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, if any, with a self-attested copy of their PAN card attached to the e-mail.
3. The Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members.
4. The Postal Ballot Notice along with the instructions regarding e-voting is being sent by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depository Central Depository Services (India) Limited (the "CDSL") as on Friday, 23th June, 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Cameo Corporate Services Limited (the "RTA"), in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and the framework provided under the MCA circulars. This Notice is also available at the Company's website: www.rppi.com.
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at Secretary@rppi.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in electronic form are requested to get their e-mail address registered with



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their respective DPs. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.

6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes electronically.
8. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
9. Dispatch of the Notice shall be deemed to be completed on Monday, 26th June, 2023
10. E-voting shall commence on Tuesday, 27th June, 2023 at 9.00 A.M. (IST) and ends on Wednesday, 26th July, 2023 at 5.00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.

The results of the Postal Ballot shall be declared on or before Friday 28th July, 2023 along with the Scrutinizer's report.

11. The Board of Directors of the Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534) (who has communicated her willingness to be appointed) as Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.

12. Instructions for e-voting:

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



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Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

The e-voting period begins on **Tuesday, 27th June, 2023 at 9.00 A.M. (IST)** and ends on **Wednesday, 26th July, 2023 at 5.00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Friday, 23rd June, 2023** may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on **23rd June, 2023**

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

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

c. Now Enter your User ID

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

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

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

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

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

For Members holding shares in Demat Form and Physical Form



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PAN	• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant Company Name i.e. " R.P.P Infra Projects LIMITED" on which you choose to vote.
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the



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Resolution and option NO implies that you dissent to the Resolution.

- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android/IOS/Windows based mobiles. The m-Voting app can be downloaded from Google Play Store / App Store and/or Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r. Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

The following Explanatory statement is furnished in respect of the Special Business of the Postal Ballot Notice:

RESOLUTION 1

CHANGE IN NAME OF THE COMPANY:

Consequent to the change of management, your Board, have decided to change the name of the Company from "R.P.P INFRA PROJECTS LIMITED" to "SRI R.P.P Infra Projects LIMITED". Approval from Registrar of Companies vide letter dated 07-06-2023 was received by the company.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. There is no change in the Memorandum of Association except the name in clause number I.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders' approval. , None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the aforesaid resolution, except to the extent of their shareholding in the Company, if any.

RESOLUTION 2

To approve powers of the Board U/s 180(1)(a) of the Companies Act, 2013.

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially

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the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an "undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

RESOLUTION 3

To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 800 Crores.

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 30th Sept, 2022, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is INR 750 Crores. Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from INR 750 crores to INR 800 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

RESOLUTION. 4

APPOINTMENT OF MR. SUBRAMANIAN NEELAKANTAN AS INDEPENDENT DIRECTORS OF THE COMPANY

Based on the recommendations of the Nomination and Remuneration Committee [NRC], the Board of Directors of the Company, in its meeting held 23rd June, 2023 appointed Mr. Subramanian Neelakantan, (DIN : 01474064) as an Additional Directors (In the category of Independent Directors) of the Company. Further, based



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on the recommendations of the NRC and subject to the approval of the Members, the Board in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Subramanian Neelakantan (hereinafter to be referred as appointee(s)) as Independent Directors of the Company, for a term of 3 (Three) consecutive years w.e.f. 23rd June, 2023 to 22nd June, 2026. The said appointee(s) are eligible for appointment as Director(s). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing their candidature for the office of Director. The Company has also received from the said appointees (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Further, Mr. Subramanian Neelakantan, have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director of the Company. They have also confirmed that they are not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. They are not disqualified from being appointed as a Director in terms of Section 164 of the Act. They have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the IICA.

BRIEF PROFILE THE APPOINTEE ARE AS UNDER:

Brief Profile Of Mr. Subramanian Neelakantan

Name of the director	Mr. Subramanian Neelakantan
Brief Profile	He is Fellow Member of The Institute of Chartered Accountants of India and in Practice since 05/02/1990. He has Special expertise in advisory services to corporates, SMEs in manufacturing, IT, services & real estate companies on their capital raising, access to Capital Markets, domestic & overseas acquisitions,



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	mergers & demergers, private placements, restructuring & joint ventures.
No. of meetings of Board attended during the year	
Directorship held in other companies	3
Memberships / Chairmanships of Committees in Public Companies	2
Shareholding in NAGA LIMITED	Nil
Relationship with other Directors Manager and other Key Managerial Personnel of the company	Nil
Terms and conditions of appointment/reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per appoint letter

By Order of the Board

For RPP Infra Projects Limited

Shammi Prakash

Shammi Prakash

Company Secretary

Place-Erode

Date: 23rd June, 2023



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