



# RPP Infra Projects Ltd

PB:01/2026-27

## NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of R P P Infra Projects Limited ("the Company") by means of Postal Ballot, only by way of remote e-Voting process ("e-Voting"), pursuant to Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs ('MCA') no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice ("Notice") is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Karthick B, Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences from 09:00 a.m. (IST) on Wednesday, 10<sup>th</sup> June, 2026 and ends at 05:00 p.m. (IST) on Thursday, 9<sup>th</sup> July, 2026. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-Voting.

The said results along with the Scrutinizer's Report will be uploaded on the Company's website <https://www.rppi.com/investor.php> and on the website of Central Depository Services (India) Limited (CDSL) [www.cdslindia.com](http://www.cdslindia.com). The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

**Regd Office:**

SF.No. 454, Raghupathynaiken Palayam,  
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Erode – 638002. Tamilnadu. India.

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**Corporate Office:**

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CIN: L45201T1995PLC006113



# RPP Infra Projects Ltd

## SPECIAL BUSINESSES:

### ITEM NO: 1

#### APPOINTMENT OF MR. K JAGANNATHAN (DIN: 11666595) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 2 YEARS:

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and/or any other applicable laws (including statutory amendment(s), modification (s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee, Mr. K Jagannathan, (DIN: 11666595), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 20<sup>th</sup> April 2026 and who meets the criteria of independence under Section 149(6) of the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, the approval of the members of the Company be and is hereby accorded for the appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of two consecutive years commencing from 20 April, 2026 to 19 April, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things including filing of requisite forms with the Registrar of Companies and other authorities as may be necessary, proper or expedient to give effect to this resolution.

### ITEM NO:2

#### APPROVAL OF ENHANCEMENT IN THE EXISTING LIMITS OF MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED INTO WITH REPLEN PROJECTS PRIVATE LIMITED

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

**RESOLVED THAT** in furtherance to and in partial modification of the resolution passed by the Members of the Company on 12<sup>th</sup> August 2025 and pursuant to Regulations 23(4), 2(1)(zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder, each as amended from time to time, and the Policy on Related Party Transactions of the Company, and based on the recommendation of the Audit Committee, the approval of

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the Members 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(s) constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for enhancement of the existing material related party transaction limits from Rs. 665 Crores (Rupees Six Hundred Sixty Five Crores only) to Rs. 850 Crores (Rupees Eight Hundred Fifty Crores only) with Replen Projects Private Limited ("Replen"), a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the Board be and is hereby authorised to continue with existing contracts, arrangements and transactions and/or to enter into and/or execute new contracts, arrangements and transactions, or fresh and independent transactions whether by way of individual transactions or a series of transactions taken together or otherwise, as detailed in the Statement annexed to the Notice issued under Section 102 of the Companies Act, 2013, on such terms and conditions as may be mutually agreed between the Company and Replen, provided that all such transactions shall be in the ordinary course of business and carried out on an arm's length basis and shall not exceed the said revised aggregate limit.

### Details of work order awarded

| S.No                    | Details of subcontract   | Value of contract in crores |
|-------------------------|--|-----------------------------|
| 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                       |
| 2                       | Improvement to Kothore Digar Satana Malegaon Chalishgon Pachora Shendurni Pahar Wakadi Road SH-19 KM183/600 to 219/200 Taluka Jammer District Jalgaon ,State of Maharashtra  | 184.41                      |
| 3                       | EPC KN-I  (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                      |
| 4                       | EPC NSKHI (28C) - Improvement to Pachorowadi -Shewale-Satgaon Road SH-40 km 94/600 to 11/350 Tal Pachora Dist Nashik.  | 98.88                       |
| 5                       | Construction of customs office, medical facility center, 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                       |
| 6                       | KN-II 5A improvement of Matheran Neral Kalamb road SH-109 km, Lobhyanchiwadi Sugve pimpaloli Neral road, MDR 104 Ch.3/00 to 14/00 Tal. Karjat District, Rajghad  | 134.21                      |
| <b>Total Work order</b> |  | <b>735.75</b>               |

**Total Work Order Value:** Rs. 735.75 Crores (forming part of the overall enhanced approval limit of Rs. 850 Crores)

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**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto

**For and on behalf of the Board of Directors of  
R.P.P. Infra Projects Limited**

Sd/-

**A Nithya  
Whole time Director & CFO  
DIN:00125357**

Place: Chennai  
Date:09/06/2026

## 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, 5<sup>th</sup> June 2026 ("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.
3. Members whose names 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:

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| <b>Members holding shares in Physical mode</b> | Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA.          |
| <b>Members holding shares in Demat mode</b>    | 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.rppiopl.com](http://www.rppiopl.com), the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com). No physical copy of Postal Ballot Notice will be issued even if a member requests for 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 <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>/<a href="mailto:murali@cameoindia.com">murali@cameoindia.com</a> or along with:</p> <ul style="list-style-type: none"><li>• Form ISR-1, Form ISR-2, Form ISR-3/Form SH-13 for updation of KYC details including e-mail address*;</li><li>• Signed request letter mentioning the Folio No., Name of the Member, e-mail address and mobile number;</li><li>• Self-attested copy of PAN;</li><li>• Self-attested copy of any address proof including Aadhar, Passport etc,</li><li>• Scanned copy of share certificate(s) (front and back).</li></ul>   |
| 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 <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a></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 17.</p> <p>Alternatively, shareholder/members may send a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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</p> |

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|  |   |
|--|---|
|  | 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. |
|--|---|

- 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](mailto:Investor@cameoindia.com)/ [Secretary@rppi.com](mailto: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 29<sup>th</sup> May 2026 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 29<sup>th</sup> May 2026 have appointed Mr. Karthick B, Practicing Company Secretary, Erode who is not in the 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.
- The e-voting period commences from Wednesday, 10<sup>th</sup> June, 2026, at 09:00 A.M. IST and ends on Thursday, 9<sup>th</sup> July, 2026 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 Thursday, 9<sup>th</sup> July, 2026. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.
- 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.
- 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. Thursday, 9<sup>th</sup> July, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
- The results shall be also made available on the website of the Company at [www.rppi.com](http://www.rppi.com). The results shall be also communicated/made available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

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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 no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23 June 2025, 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](mailto:Investor@cameoindia.com)/[Secretary@rppiopl.com](mailto:Secretary@rppiopl.com)/[murali@cameoindia.com](mailto:murali@cameoindia.com). For more details, Members are requested to refer to the website of the Company at [www.rppiopl.com](http://www.rppiopl.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 Wednesday, 10<sup>th</sup> June, 2026, at 09:00 A.M. IST and ends on Thursday, 9<sup>th</sup> July, 2026 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 the 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 (05/06/2026).

17. Procedure For E-Voting:

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

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

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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   |
|---|---|
| Individual Shareholders holding shares in Demat mode with National Securities Depository Limited (“NSDL”) | <ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.</li><li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select</li></ol> |

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|  | <p>“Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App</p> <p>a. “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p> |
| Individual shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”) | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System MyEasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will</p>  |

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|  |   |
|--|---|
|  | <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System MyEasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual shareholders (holding shares in Demat mode) login through their demat accounts/ Website of Depository Participant:</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> <p>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.</p>   |

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 id or contact on the phone nos. provided below

| NSDL   | CDSL   |
|--|--|
| <p>E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a><br/>Toll free nos.: +91 22 24997000/ +91 22 48867000</p> | <p>E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a><br/>Contact no. : 1800 225 533</p> |

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# RPP Infra Projects Ltd

## 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?

- 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, 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.
- 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 indemat 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 indemat 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'?

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- i) 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'.
  - ii) If 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](http://www.evoting.nsdl.com).
    - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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# RPP Infra Projects Ltd

- 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:

- 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 [karthick49711@gmail.com](mailto:karthick49711@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 "e-Voting" tab in their login.
- 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](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto: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](http://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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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# RPP Infra Projects Ltd

- If you are a first-time user, follow the steps given below:

|     |   |
|-----|---|
|     | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>  |
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>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 “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 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

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## RPP Infra Projects Ltd

- 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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who is 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 EMAIL 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](mailto:Investor@cameoindia.com)/ [murali@cameoindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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## RPP Infra Projects Ltd

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.
20. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.

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# RPP Infra Projects Ltd

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

#### Item No: 1

#### Appointment of Mr. K Jagannathan (DIN: 11666595) as a Non-Executive Independent Director of the Company for a period of 2 years:

Pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV of the Companies Act, 2013 ("the Act") and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 20<sup>th</sup> April, 2026 had approved the appointment of Mr. K Jagannathan, (DIN: 11666595) as an additional director in capacity of Non-Executive Independent Director for a first term of 2 consecutive years with effect from April 20, 2026. Details of his qualification, experience, expertise and the information pursuant to regulation 36(3) of Listing Regulations and Secretarial Standards on general meetings are disclosed herein as an annexure to this statement.

Mr. K Jagannathan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Act as well as under other applicable provisions of the Listing Regulations. In the opinion of the Board, Mr. K Jagannathan fulfills the conditions specified in the Act and rules made thereunder for appointment as an Independent Director. Pursuant to the provisions of Section 149 of the Act, an Independent Director shall hold office for two consecutive terms of 5 years each on the Board of a Company and shall not be liable to retire by rotation. The Company has received a notice in writing from a member under the provisions of Section 160 of the Act proposing the candidature of Mr. K Jagannathan as Director of the Company. Accordingly, the Board recommends the appointment of Mr. K Jagannathan as an Independent Director for a term of two consecutive years commencing from 20<sup>th</sup> April, 2026 till 19<sup>th</sup> April, 2028 (both days inclusive).

In compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of the Listing Regulations, the appointment of Mr. K Jagannathan is being placed before the members for their approval. The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the members at the Company's Registered office during normal business hours on any working day from the date of circulation of this Notice until the last date of remote e-voting.

The Board recommends the resolution item No.1 for approval of the members by way of Special resolution.

Except for Mr. K Jagannathan, Independent Director, none of the other Directors or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No.1 of the Notice.

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# RPP Infra Projects Ltd

## Item No: 2

### **Approval for enhancement in the existing Material Related Party Transaction limits to be entered into with Repplen Projects Private Limited**

The Members of the Company had approved Material Related Party Transactions with Repplen Projects Private Limited (“Repplen”) on 12<sup>th</sup> August 2025 through Postal Ballot for a value not exceeding Rs.665 Crores.

The Company has utilized the material related party transaction limit of Rs.394 crores out of Rs.665 Crores as on date. The Company has, in addition, undertaken certain transactions in the ordinary course of business and on an arm’s length basis, including (i) project-related subcontract transactions aggregating to approximately Rs. 29 Crores since March 2026, and (ii) other routine commercial transactions aggregating to approximately Rs. 30 Crores during FY 2025–26. Further, the Company has identified an additional infrastructure project with an estimated value of approximately Rs. 134.21 Crores, the details of which are provided below;

**Project:** KN-II 5A improvement of Matheran Neral Kalamb road SH-109 km, Lobhyanchiwadi Sugve pimpaloli Neral road, MDR 104 Ch.3/00 to 14/00 Tal. Karjat District, Rajghad

**Value:** Rs.134.21 crores

**Tenure:** 12 months

The aforesaid project was awarded to the Company on 03 September 2025. The requisite clearance from the concerned department was received recently.

Further, the project relating to the widening of the Avinashi–Mettupalayam Road from two lanes to four lanes has been completed by Repplen. In respect of the remaining projects, excluding the addendum project, approximately 50% of the work has been completed.

The proposed transactions are required to be considered on an aggregated basis with the existing approved transactions for the purpose of determining materiality under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

The Company also anticipates entering into additional ancillary transactions relating to procurement, rental arrangements, services, material handling and other incidental operational activities in the ordinary course of business during FY 2026-27;

The Audit Committee has reviewed the proposed transactions, including terms, scope of work, pricing structure, tenure and other relevant parameters, and has confirmed that the same are on an arm’s length basis and in the ordinary course of business.

The engagement with Repplen Projects Private Limited is considered commercially beneficial to the Company having regard to execution capabilities, operational synergies, technical expertise, project requirements and continuity of business operations.

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# RPP Infra Projects Ltd

The management has confirmed that appropriate internal controls and governance mechanisms are in place to ensure that the transactions are conducted on an arm's length basis and periodical review by the management.

Pursuant to Regulation 23(4) of the SEBI (LODR) Regulations, any material related party transaction or material modification thereto requires prior approval of the shareholders by way of an ordinary resolution.

Accordingly, approval of the Members is being sought for enhancement in the existing Material Related Party Transaction limit from Rs. 665 Crores to Rs. 850 Crores, being the revised aggregate limit considering existing utilisation, ongoing transactions, the proposed new project and anticipated business requirements.

The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set out at Item No. 2 of the Notice for approval of the Members as an Ordinary Resolution.

Except for Mr. P. Arulsundaram and Ms. A. Nithya, none of the other Directors or their relatives is concerned or interested, financially or otherwise, in the said resolution.

**For and on behalf of the Board of Directors of  
R.P.P. Infra Projects Limited**

Sd/-

**A Nithya  
Whole time Director & CFO  
DIN:00125357**

Place: Chennai  
Date:09/06/2026

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# RPP Infra Projects Ltd

## ANNEXURE TO THE NOTICE

**Disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings**

### Item No: 1

|   |  |
|---|--|
| Name of the Director & DIN  | Mr. K Jagannathan (DIN: 11666595)  |
| Date of Birth   | 30/10/1953   |
| Date of first appointment on Board  | 20 <sup>th</sup> April 2026  |
| Qualification   | B.L.,  |
| Experience (including nature of expertise in specific functional areas)/ Brief resume | He is a Lawyer with 45 years of legal service in the corporate sector. With a distinguished career spanning over four decades in corporate law, been a pivotal force in legal advisory and strategic decision-making. As a key member of the leadership team at Larsen & Toubro Ltd, he has successfully managed large-scale property acquisitions, major litigations across various courts, arbitrations, and complex EPC contracts. His expertise extends to structuring joint ventures (JVs), consortiums, shareholders' agreements, and the formation of JV companies across the Middle East and Africa. |
| Directorships held in other Companies (excluding foreign and Section 8 Companies)     | Nil  |
| Memberships/Chairmanships of committees of other public companies                     | Nil  |
| Number of shares held in the Company  | Nil  |
| Number of Meetings of the Board of Directors attended during FY 2025-26               | Till the date of this Postal Ballot Notice: 2 out of 2 meeting   |
| Relationship with other Directors, Manager or Key Managerial Personnel, if any        | None   |
| Terms and conditions including remuneration   | Appointment as Non-Executive Independent Director for a period of two years w.e.f. 20/04/2026<br><br>He is entitled for sitting fee for attending the Board meeting and Committee meetings if any and reimbursement of expenses incurred in connection with attending Board/Committee meetings and commission if any as determined by the Board as per policy of the Company   |

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# RPP Infra Projects Ltd

**Item No:2**

## **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 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 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 work orders / EPC contracts and has sub-contracted a portion of the execution, in the ordinary course of business and on an arm's length basis, to Repplen Projects Private Limited (“Repplen”), a related party. The existing shareholders' approval covers Material Related Party Transactions aggregating up to Rs. 665 Crores. The Company now seeks enhancement of the approved limit to Rs. 850 Crores to include additional/new project transactions, including transactions aggregating to approximately Rs. 29 Crores already commenced since March 2026 and proposed further transactions estimated at approximately Rs. 134.21 Crore and anticipated business requirements |
| 2       | Name of the related party   | Repplen Projects Private Limited   |
| 3       | Relationship of the related party   | Repplen Projects Private Limited, in which of the Directors are relative to the Company's director.  |
| 4       | Tenure of the proposed transaction  | The execution period of the underlying projects is generally between one to two years.   |
| 5       | Value of proposed transaction   | Enhanced aggregate limit not exceeding Rs. 850 Crores (including existing approved transactions and proposed additional transactions).   |
| 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 – 48.43%   |

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# RPP Infra Projects Ltd

|    |   |  |
|----|---|--|
| 7  | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:<br>i) Details of the source of funds in connection with the proposed transaction<br>ii) Where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investment, <ul style="list-style-type: none"><li>• Nature of indebtedness</li><li>• Cost of funds</li><li>• tenure</li></ul> iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and<br>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | Not Applicable   |
| 8  | Justification for the transaction   | The sub-contracting arrangement is proposed considering operational efficiency, execution capability, availability of resources, technical expertise, and commercial competitiveness of the related party. The transactions are in the ordinary course of business and are on an arm's length basis, ensuring timely execution and cost efficiency without compromising quality or project requirements. |
| 9  | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis  | 308.87% of Repplen Projects Private Limited's annual consolidated turnover for FY 2025.  |
| 10 | Any other information that may be relevant  | All relevant and material information has been disclosed in the Explanatory Statement forming part of the Postal Ballot Notice pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015. The proposed enhancement is subject to approval of shareholders.  |

For and on behalf of the Board of Directors of  
R.P.P. Infra Projects Limited

Sd/-  
**A Nithya**  
Whole time Director & CFO  
DIN:00125357

Place: Chennai  
Date:09/06/2026

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