



# RPP Infra Projects Ltd

30<sup>th</sup> May 2025

To,  
BSE Limited  
Listing Department  
Department of Corporate Services  
Floor, 25, P.J Towers, Dalal Street  
Mumbai- 400001

Dear Sir/Madam,

Ref: Script Code: 533284

Sub: Annual Secretarial Compliance Report for the Financial year ended March 31, 2025

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Pursuant to SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

Kindly take on record the same.

Thanking you

Yours Faithfully

For R.P.P INFRA PROJECTS LIMITED

**ARULSUNDARAM NITHYA**

**WHOLE TIME DIRECTOR**

**DIN: 00125357**

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PAN :

## Secretarial compliance report of M/S R.P.P INFRA PROJECTS LIMITED for the year ended 31<sup>st</sup> March, 2025

We, Lakshmmi Subramanian & Associates, Practicing Company Secretaries have examined all the documents and records made available to us and explanation provided by **M/s R.P.P Infra projects Limited** ("the listed entity"),

- (i) the filings/ submissions made by the listed entity to the stock exchanges,
- (ii) website of the listed entity,
- (iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,
- (iv) Any other documents, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act ") and the regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 (SCRA) rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The Specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the review period)
- (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the review period)
- (h) Securities and Exchange Board of India (Issue and Listing of Municipal Debt Securities) Regulations, 2015; (Not applicable during the review period)
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the review period)
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the review period)
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 (Not applicable during the review period)
- (l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

Based on the above examination, we hereby report that, during the Review Period:

The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

**The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:**

S N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practising Company Secretaries	Management Response	Remarks
NIL										



The listed entity has taken the following actions to comply with the observations made in previous reports:

S N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1	SEBI(LODR) 2015	Regulation 34	Late Submission of Annual Report	BSE	Mail received from BSE for late submission of Annual report	The Annual Report should be uploaded to the stock exchange on the date of dispatch	NA	It has been observed that the company has not submitted its annual report on the date of dispatch	The Company has submitted the annual report on the date of dispatch. However, it has been uploaded under wrong tab. So it was rectified and uploaded under the correct tab on the next day.	NA



2	SEBI Circular CIR/CF D/CMD-1/142/2018 dated November 19, 2018	Regulation 33 of SEBI (LODR) 2015	The unaudited financials have not been uploaded in the results tab within 30 minutes from the time of conclusion of the board meeting in 4 <sup>th</sup> quarter	BSE	Mail received from BSE stating the reasons for delay	The unaudited financials has not been uploaded in the results tab within 30 minutes from the time of conclusion of the board meeting in the quarter	NA	It has been observed that the company has not uploaded the unaudited result in the Results tab within 30 minutes from the time of conclusion of the board meeting in the quarter	The company has uploaded the results within 30 minutes from the conclusion of the board meeting under the tab "board meeting."	NA
3	SEBI(LODR)2015	Regulation 17	The company has not appointed an independent director within 3	BSE	FINE levied	The company has not appointed an independent	Rs 5,900 from the BS E	The Company should fill the gap of indep	The Company has made a 1 day delay in appointment of new	NA

			months from the date of resignation of the Previous Independent director			t direct or withi n 3 mont hs from the date of resign ation of the Previ ous Indep enden t direct or	an d Rs 59 00 fr om N SE	ende nt direct or withi n 3 mont hs from the date of resig natio n. How ever there was a delay	indep en dent director. Howeve r the Compan y has paid the fee amount levied	
4	SEBI (Prohibiti on of Insider Trading) Regulati ons, 2015	Reg. 3(5) & 3(6) of SEBI (PIT) Regula tions, 2015	Non Complian ce of SDD	B S E a n d N S E	ins pe cti on	Certain event s are not report er in SDD softw are	N IL	The Stock Excha nge has inspe cted many times and all the devia tions has been rectifi ed	The stock Exchang e has inspecte d many times and have given clean report	NA
5	SEBI(LO DR)2015	Regula tion 23(9)	Delay in submissio n of Related party transactio d	B S E a n d	FI N E lev ied	Subm ission of relate d party	Rs 5, 90 0 fr o	The Com pany has subm itted	The Compan y has paid the necessar y fine	NA



			ns for the period ended 30 <sup>th</sup> September 2023	N S E		transa ction shoul d be done on the same day when the financ ial result have been publis hed	m BS E an d Rs 59 00 fr o m N SE	the relate d party trans actio n repor t on the next day after the financ ial result have been publi shed	amount	
6	SEBI(LO DR)2015	Regula tion 31	Discrepan cy received from the stock exchange for the quarter ended 30 <sup>th</sup> June 2023	B S E	M ail rec eiv ed	Differ ence in perce ntage of A B OR C2 is more than 5 in Prom oter group (Cate gory : India n(Indi vidua ls/Hi ndu undiv ided Famil	N A	The Com pany is yet to give reply and the status is still pendi ng in BSE	The Compan y has filled the necessar y intimati on to stock exchang e. Waiting for their reply.	NA



						y)) P. Arul Sundaram & Nithya Arulsundaram Yagav i				
7	SEBI(LO DR)2015	Regulation 76	Discrepancy received from the stock exchange for the quarter ended 31 <sup>st</sup> December 2023 and year ended 31 <sup>st</sup> March 2024	BSE	Mail received	Reason of difference 11-15 not given in XBRL filing though there are difference in Issued capital vs Listed Capital vs Total Number of shares. Requirement to rectify /Re	NA	The Company is yet to give reply and the status is still pending in BSE	Discrepancy related to 31 <sup>st</sup> Dec is already closed by stock exchange. The Company has resubmitted the revised xbrl after rectifying all the issues highlighted by stock exchange.	NA



						ason of differ ence to be menti oned clearl y in XBRL filing.				
8	SEBI(LO DR)2015	Regula tion 33(1)(d )	Discrepan cy received from the stock exchange for the year ended 31 <sup>st</sup> March 2024	B S E	M ail rec eiv ed	Accor ding to the financ ial result s submi tted by the Comp any for the quart er ended Marc h 2023, Comp any is hereb y reque sted to provi de valid peer revie w certifi	N A	The Com pany is yet to give reply and the status is still pendi ng in BSE	The compan y has already submitte d the peer review certificat e of statutor y Auditor, Stock exchang e has to revert on it.	NA



						cate and Firm registration number as per Reg 33(1)(d) of SEBI LOD R.				
9	SEBI(LODR)2015	Regulation 18(1)(a), 18(1)(b), 19(1)(a) & 19(1)(b)	Discrepancy received from the stock exchange for the quarter ended 31 <sup>st</sup> December 2023	BSE and NSE	Mail received	The Company did not have 3 members in the Audit Committee and Nomination & Remuneration Committee and also did not have 2/3 <sup>rd</sup> of its members as	NA	The Company did not have 3 members in the Audit Committee and Nomination & Remuneration Committee and also did not have 2/3 <sup>rd</sup> of its members	Re-constitution of both the committees happened on 08 <sup>th</sup> November 2023. We have revised the xbrl and again submitted. So waiting for bse response.	NA



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We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b><u>Secretarial Standard:</u></b></p> <p>The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3</p>	Yes	NIL
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	NIL
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of</li> </ul>	Yes	NIL



	the website		
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NIL
5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The company has no material subsidiary
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Nil
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	NIL
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the	Yes	NIL



	required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	NIL
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There has been no resignation of statutory auditors during the review period for the listed entity.
13.	<b><u>Additional Non-compliances, if any:</u></b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	NIL

We further report that the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations is Not Applicable (NA) to the listed entity during the review period.



**Assumptions & limitations of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



Swetha Subramanian  
Partner  
FCS No. F10815  
CP No. 12512

Place: Chennai  
Date: 30-05-2025

Peer Review Certificate No. 6608/2025  
UDIN: F010815G000504431