



RPP Infra Projects Ltd

Date: May 30, 2026

To,

Department of Corporate Services, BSE Limited (BSE) 25 th Floor, Phiroze JeeJeeBhoy Towers, Dalal Street, Fort, Mumbai - 400001. Scrip Code: 533284 ISIN: INE324L01013	Compliance Department, National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai - 400051. NSE Symbol: RPPINFRA ISIN: INE324L01013
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2026

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, we enclose the Annual Secretarial Compliance report issued by M/s. Lakshhmi Subramanian & Associates, Practicing Company Secretaries for the year ended 31st March 2026.

Kindly take the above on record.

Thanking You,

Yours Faithfully,

For R.P.P Infra Projects Limited

I Selvam
Company Secretary and Compliance Officer

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CIN: L45201T1995PLC006113

Annual Secretarial Compliance Report of R.P.P Infra Projects Ltd for the financial year ended 31st March, 2026

We, Lakshmmi Subramanian & Associates, Practising Company Secretaries have examined all the documents and records made available to us and explanation provided by R.P.P Infra Projects Ltd ("listed entity")

- a) the filings/ submissions made by the listed entity to the Stock Exchanges,
- b) Website of the listed entity,
- c) Annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this Certification,
- d) Other documents/filing, as relevant, has been relied upon to make this report

for the financial year ended 31st March, 2026 ("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**") and the 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, including:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST**");
- 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 – **Not applicable during the review period**;
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021– **Not applicable during the review period**;
- g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 to the extent of listed entity engaging the RTA;



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- h) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- i) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable during the review period;**
- k) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the review period)**
- l) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable during the review period)**

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

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

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 the Practicing Company Secretary (PCS)	Management Response	Remarks
Disclosures of half yearly related party transactions on a consolidated basis	Regulation 23(9) of the SEBI (LODR) Regulations, 2015	Delay in submission of disclosures of half yearly related party transactions on a consolidated basis for the half	BSE Ltd	Penalty imposed	Disclosures of half yearly related party transactions on a consolidated basis was not made on the date of publication of its unaudited	Rs 29,500(inclusive of applicable GST)	There was a delay in submission of disclosure of related party transactions on a consolidated basis for the half year ended 30 th	The delay was due to an inadvertent administrative lapse. The Company has subsequently	Nil



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		year ended 30 th September, 2025			financial results for the half year ended 30 th September, 2025		September, 2025, under Regulation 23(9) of SEBI (LODR) Regulations, 2015.	complied with the requirement and implemented measures to ensure timely filings going forward.	
Restriction on execution of contra trades by Designated Persons within a period of six months	Clause 10 of Schedule B read with Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015	A Designated Person of the Company executed contra trades within a period of six months	Nil	The Company suo-motto has disgorge the profit earned through this contra trade amounting to Rs 4,28,560 to the account of Investor Protection and Education Fund (IP EF) dated April 16, 2026	Mr. P Selvasundaram, a Designated Person of the Company has indulged in the contra trade i.e., by executing a buy action of the scrip of the Company during June 2025 and executed a sell action during the month of September and December 2025. Thereby constituting a contra trade within	The Company suo-motto has directed the concerned Designated Person to disgorge the entire profit earned through contra trade.	Based on the information and explanations provided by the management and the records examined, the Company has identified the violation of the contra trade restrictions by the Designated Person and has taken corrective measures in	The Audit Committee, at its meeting held on February 12, 2026, reviewed and enquired into the aforesaid violation of the Company's Code of Conduct and the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Nil



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					a period of 6 months		compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Pursuant to the recommendations of the Audit Committee, the Company directed the concerned Designated Person to disgorge the profits earned from the contra trades. Accordingly, the said amount was remitted to the Investor Protection and Education Fund ("IPEF") and the Stock Exchange was duly
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1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><u>Adoption and timely updations of the Policies:</u></p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities ● All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	Nil
		Yes	Nil



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3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • 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 the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>Nil</p> <p>Nil</p> <p>Nil</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	<p>Yes</p>	<p>Nil</p>
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Not Applicable</p> <p>Yes</p>	<p>The Company does not have any material subsidiaries</p> <p>Nil</p>



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6.	<p><u>Preservation of Documents:</u></p> <p>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</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>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</p>	Yes	Nil
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions (RPTs)</p> <p>(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</p>	Yes	Nil
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	No	The Company has not disseminated to the Stock Exchange the fine/penalty imposed by BSE Ltd for delay in reporting of Related Party Transactions under Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements Regulations, 2015



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10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	The Company has in in-house Structured Digital Database (SDD) Software.
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No actions(s) has been 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</p>	Yes, except for the levy of SOP Fine for delay in submission of Related Party Transactions under Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015	As mentioned above
12.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc.</p>	Yes	<p>a. For a period from November 18, 2025 to January 14, 2026, the Board of directors was not duly constituted in accordance with Regulation 17(1)(b) of SEBI(Listing Obligations and Disclosure Requirements Regulations, 2015 with respect to appointment of Independent Director</p> <p>b. The Quick Response ("QR") Code, as required under the SEBI (Listing</p>



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			Obligations and Disclosure Requirements) Regulations 2015 relating to newspaper publication of financial results for the half year ended 30 th September 2025, was not included in the newspaper advertisements of the financial result of the Company.
13	<p><u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u></p> <p>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.</p>	Not Applicable	There was no resignation of the Statutory Auditors from the listed entity during the financial year under review.

I further, report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the LODR Regulations- **Not Applicable**

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. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.



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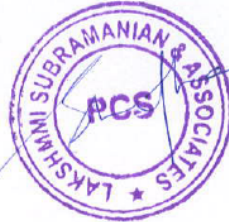
3. I have not verified the correctness and appropriateness of financial records and book of accounts of the listed entity.

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.

Place: Chennai

Date: May 29, 2026

**Name of the Practicing Company Secretary:
Swetha Subramanian**



FCS NO:10815

C.P No 12512

Peer Review No: 6608/2025

UDIN: F010815H000542148