



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 - 2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 18th Extraordinary General Meeting (EGM) of the members of R.P.P Infra Projects Limited (Company) will be held on Monday, 13 September 2021 at 10:00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following special businesses:

Item No. 1:

Increase in Authorized Share Capital

To consider and if thought fit pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under, (including any statutory amendment(s) or modification(s) thereto or substitution (s) or re-enactment(s) made thereof) for the time being in force and in accordance with the applicable provisions of the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased from Rs.34,00,00,000/- (Rupees Thirty-Four Crores Only) divided into 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Company and / or Board of Directors be and is hereby authorized to take all steps for giving effect to the aforesaid resolution.

Item No. 2:

Amendment to the Clause V of the Memorandum of Association of the Company

To consider and if thought fit pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, and the relevant rules framed there under, (including any statutory amendment(s) or modification(s) thereto or substitution (s) or re-enactment(s) made thereof) for the time being in force and in accordance with the applicable provisions of the Articles of Association of the Company, and the rules made thereunder the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

“The Share capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided in to 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten Only) each. The Company shall have the power to issue equity shares or preference shares in the capital original or increased in accordance with the provisions of the Companies Act, 2013 and the directors may subject to the provisions of the Act exercise such power in any manner, they think fit and provide for redemption of the preference shares on such terms including right to redeem at a premium or otherwise.”



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 - 2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

RESOLVED FURTHER THAT the Company and / or the Board of Directors be and is hereby authorized to take all steps for giving effect to the aforesaid resolution.

By Order of the Board of Directors of the Company

For RPP Infra Projects Limited

Pradeep Kumar Nath
Company Secretary

Date : 19th August 2021
Place: Erode

Note:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020 as further extended by Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020 as further extended issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members may attend and participate in the ensuing EGM through VC/OAVM.
3. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA) at investor@cameoindia.com by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 -2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at secretary@rppi.com or at investor@cameoindia.com.
7. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 1 and 2 is annexed hereto.
8. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company and also at the Registered Office for inspection by the Members.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by CDSL.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.rppi.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.
11. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, which exemption has been extended up to 31 December 2021 through MCA Circular No. 10/2021 dated June 23, 2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The remote e-voting period begins on Friday, September 10, 2021 at 9:00 A.M. (IST) and ends on Sunday, September 12, 2021 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 06, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 -2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
- (vii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
 Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
 638002. Tel: 0424 -2284077 Mail: secretary@rppi.com
 Website: www.rppi.com CIN: L45201TZ1995PLC006113

	<p>or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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 (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</p>



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 -2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

	Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 -2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none">• 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.

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 - 2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 - 2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gsmishra@bgsmishra.in or secretary@rppi.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER: (VENUE VOTING TO BE HELD ON SEPTEMBER 13, 2021)

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (secretary@rppi.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/ folio number, email id, mobile number at (secretary@rppi.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting, which is relevant. Chairman will exercise the discretion of the time to be allowed in this regard.



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 -2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

9. Only those shareholders, who are present in the EGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
10. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. 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 Aadhar Card) by email to **Company/ RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call on 022-23058542/43.

OTHER INFORMATION:

- A. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Monday, September 06, 2021), shall be entitled to cast their vote either through remote e-voting or through venue e-voting through VC/ OAVM at the EGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 -2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

- B. The remote e-voting period begins on Friday, September 10, 2021 at 9:00 A.M. (IST) and ends on Sunday, September 12, 2021 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
- C. The Members who have cast their vote by remote-evoting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again.
- D. The shareholders can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at EGM will not be considered.
- E. The Board of Directors has appointed Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & Associates, Company Secretaries LLP has been appointed as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner and to submit report thereon.
- F. The results declared along with the Scrutinizers Report shall be placed on the Company's website at www.rppi.com and on the website of CDSL at www.evotingindia.com immediately and on the Notice Board of the Company at its registered office after the result is declared.
- G. The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), M/s. Cameo Corporate Services Limited, (Unit: R.P.P Infra Projects Limited), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai – 600 002, or by e-mail to investor@cameoindia.com regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.
- H. Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.
- I. As per the MCA General Circular 17/2020 dated April 13, 2020 as extended by MCA Circular No. 10/2021 dated June 23, 2021, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further, updation, if any, will be provided on the website of the Company at www.rppi.com.
- J. In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members at Registered office address S F No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu, on Monday the 13th September 2021 at 10.00 A.M In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.



RPP INFRA PROJECTS LIMITED

Registered office: S. F. No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode, Tamilnadu –
638002. Tel: 0424 - 2284077 Mail: secretary@rppi.com
Website: www.rppi.com CIN: L45201TZ1995PLC006113

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned in Item No. 1 and Item No. 2.

ITEMS NO. 1 AND 2:

The present authorised share capital of the Company is Rs.34,00,00,000/- (Rupees Thirty-Four Crores Only) divided into 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. For the purposes of accommodation of the fresh capital that the Company may intend to raise from time to time, it is recommended by the Board of Directors that the present authorized share capital should be increased and revised to Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each and Clause V of the Memorandum of Association should be amended accordingly.

Article 8 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its authorized share capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

As per the provisions of the Companies Act, 2013, any increase in authorised share capital and consequent amendment to the Memorandum of Association of the Company requires approval of the members of the Company by way of an ordinary resolution. Accordingly, approval of the members is being sought by way of an ordinary resolution.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of directors of the Company accordingly recommends the Ordinary Resolution as set out in Item No. 1 and 2 of this Notice for the approval of the members of the Company.

By Order of the Board
For RPP Infra Projects Limited

Pradeep Kumar Nath
Company Secretary

Place: Erode
Date: 19th August, 2021