



RPP Infra Projects Ltd

NOTICE

NOTICE is hereby given that the 19th EXTRA ORDINARY GENERAL MEETING (EGM) of the Members of R.P.P INFRA PROJECTS LIMITED will be held on Wednesday, 1st February 2023 at 4:00 P.M. through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') at Registered Office of the Company at S. F. No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode, Tamil Nadu – 638002, to transact the following special business:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUANCE OF EQUITY SHARES AND WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass following resolution as a Special Resolution:

RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India

Regd Office :
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Erode - 638 002. Tamilnadu. India.

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✉ : ao@rppi.com
🌐 : www.rppi.com

CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN No. : 33AAACR9307E1Z0



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Limited ("NSE") (BSE & NSE collectively referred to as "the Stock Exchanges") where the shares of the Company are listed, or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, upto 3,00,000 (Three Lakhs Only) Equity Shares of face value of Rs. 10 each and 1,15,00,000 (One Crores Fifteen Lakhs Only) Convertible Warrants ("Warrants") each at a price of Rs. 44.25/- (Rupees Forty-Four and Paise Twenty-Five Only) each payable in cash as per the valuation report received from Registered Valuer under Regulation 166A of SEBI ICDR Regulations, being the price not less than minimum price as per the SEBI ICDR Regulations for each Equity Shares and Convertible Warrants each convertible into and exchangeable for 1 (One) fully paid up Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of the Warrants to 9 (Nine) identified non promoters natural individuals on preferential basis ("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No	Name of the Investor	Category	No. of Equity Shares	No of Warrants	Total Number of Shares & Warrants
.					

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1	Mr. Chinniampalayam Kulandaisamy Venkatachalam	Non- Promoter	50,000	19,16,666	19,66,666
2	Mr. Chinniampalayam Kulandaisamy Balasubramaniam	Non- Promoter	50,000	19,16,666	19,66,666
3	Ms. Dhivya Venkatachalam	Non- Promoter	25,000	9,58,333	9,83,333
4	Ms. MC Shanmugapriya	Non- Promoter	25,000	9,58,333	9,83,333
5	Mr. Sathiyamoorthy Anandavadivel	Non- Promoter	37,500	14,37,500	14,75,000
6	Mr. Aravindan	Non- Promoter	37,500	14,37,500	14,75,000
7	Mr. Sanu Raghav	Non- Promoter	25,000	9,58,334	9,83,334
8	Mr. Vinu Pranav	Non- Promoter	25,000	9,58,334	9,83,334
9	Mr. Dhanu Adhav Arvindan	Non- Promoter	25,000	9,58,334	9,83,334
	Total		3,00,000	1,15,00,000	1,18,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for this proposed issue of Equity Shares as well as Warrants in accordance

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with the SEBI ICDR Regulations shall be 2nd January 2023, being the date 30 days prior to the date of passing of this Resolution by the Members of the Company for the proposed preferential issue of Equity Shares and Warrants for calculation of minimum price for the purpose as per SEBI ICDR Regulations.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Equity Shares and Warrants shall be subject to the following terms and conditions:

- a) The allotment of Equity Shares and Warrants pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders of this resolution or any approval from any regulatory authority / the Central Government, whichever is later.
- b) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the right of conversion of Warrants into Equity Shares of the Company in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- c) An amount equivalent to 25% of the Warrants Issue Price shall be payable at the time of subscription and allotment of Warrants and the balance 75% shall be payable by the Warrant holder(s) on or before the exercise of the Warrants and Warrants needs to be made fully paid before exercise of right of conversion.

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- d) The respective allottees shall make payment of Price from their own bank account into the designated bank account of the Company.
- e) The price determined above and the number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- g) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity Shares of the Company.
- h) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted including Equity Shares to be issued and allotted on exercise of the right of conversion of Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- i) The Equity Shares so allotted including on exercise of the right of conversion of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *paripassu* in all respects including dividend, with the then existing Equity Shares of the Company.
- j) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company, Equity shares allotted in terms of this resolution and the resultant Equity Shares arising on exercise of option attached to such warrants shall be subject to locked-in and will be transferable as per the conditions mentioned in chapter V of the SEBI ICDR Regulations.



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RESOLVED FURTHER THAT the Equity Shares issued to the proposed allottees shall be listed on the stock exchanges where the existing equity shares of the Company are listed and Board be and is hereby authorized to issue an offer letter with a stipulation that the allotment would be made upon receipt of in-principle approval from the Stock Exchanges and receipt of the consideration as aforesaid and within the timelines prescribed.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees pursuant to this preferential issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares including upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Equity Shares and Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and

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listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottee and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any Committee of Directors or any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

For Order of Board

For R.P.P. Infra Projects Limited

Place: Erode

Date: 6th January 2023

P. Arulsundaram

Managing Director

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1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular No. 11/2022 dated December 28, 2022 read along with its earlier General Circulars bearing numbers General Circular No. 14 / 2020 dated April 8, 2020 and General Circular No. 3 / 2021 dated May 5, 2022, respectively (collectively referred to as “MCA Circulars”), read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 respectively issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as “SEBI Circulars”), permitted the holding of the Extra-Ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, the Extra-Ordinary General Meeting of the Company is being held through VC / OAVM.
2. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 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 there at and cast their votes through e-voting.
3. This meeting is held strictly to undertake the urgent business and as mandated to be approved at the EGM immediately without delay.

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4. 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.
5. 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.
6. 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.
7. Corporate members intending to attend the meeting through their authorized representative and vote at the meeting are requested to send a duly certified true copy of the resolution under Section 113 of the Companies Act, 2013, authorizing them to attend and vote at the meeting.
8. A proxy is allowed to be appointed under section 105 of the Companies Act, 2013 to attend and to vote at general meeting on behalf of a member who is not able to attend personally. In compliance with circulars of Ministry of Corporate Affairs dated April 8, 2020 and April 13, 2020 pertaining to clarification on passing ordinary and special

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resolutions by companies under the companies act, 2013 and the rules made thereunder there is no requirement of appointment of proxy for this EGM. Since, EGM under this framework will be held through video conferencing or other audio- visual means, where physical attendance of members in any case has been dispensed with.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
10. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses of the Notice is Annexed hereto.
11. The documents referred in the notice will be available on the Company's website <http://www.rppi.com/> and will also be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of this EGM.
12. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to our Registrar and Share transfer agent M/s Cameo Corporate India Services Limited Subramanian Building, No.1, Club House Road, Anna Salai, Chennai - 600 002 or by e-mail to: investor@cameoindia.com. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
13. Members are requested to write on secretary@rppi.com for inspection of all related documents referred to in the accompanying Notice and the Explanatory Statement up to and including the date of the Extra Ordinary General Meeting of the Company. All

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documents referred to in the Notice calling the EGM and the Explanatory Statement are also available on the website of the Company for inspection by the Members.

14. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the rules made there under, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting Services provided by Central Depository Services (India) Limited ('CDSL') on all resolutions set forth in this Notice. A guideline as issued by CDSL in relation to remote and venue voting owing to EGM through VC/OVAVM is also separately provided along with notice in addition to details provided in the notice.

Members may also note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website, www.rppi.com for their download. Similarly instruction for voting issued by will also be available at the website.

The results of e-voting of the Extra Ordinary General Meeting to be held on 1st February 2023 shall be declared within two working days from the conclusion of the Meeting. The result of the voting along with scrutinizer report will be displayed in notice board of Company, hosted on the website of the Company, i.e. www.rppi.com, website of CDSL, i.e., <https://www.evotingindia.com> and will also be simultaneously forwarded to stock exchanges where the equity shares of the Company are listed.

The Company has appointed Mr. Gouri Shanker Mishra, Partner, BGSMISHRA & Associates Company Secretaries LLP, as the Scrutinizer for remote e-voting and venue voting in a fair and transparent manner and provide a report thereon.

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INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The remote e-voting period commences on Sunday, 29th January 2023 (9:00 AM) and ends on Tuesday, 31st January 2023 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 25th January 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Any person who is not a Member as on the cut-off date should treat this notice for information purpose only.
- III. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The instructions for members for voting electronically are as under:-

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In case of members receiving e-mail:

- (i) Login to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "R.P.P INFRA PROJECTS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID) followed by 8 Digits Client ID. Members holding shares in physical form should enter Folio Number registered with the Company. Next, enter the Image Verification as displayed and click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your Demat account or in the

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	Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your Demat account or in the
Bank Details#	Company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Vimal with sequence number 1 then enter VI00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member ID/ folio number in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be 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 the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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- (x) Click on the relevant EVSN for R.P.P Infra Projects Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If the Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password and enter the details as prompted by the system.
- (xvii) Shareholders can also cast their votes using CDSL's mobile app m-voting.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving



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the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- (xix) The voting period begins on Sunday, 29th January 2023 at 9.00 A.M. and ends on Wednesday, 31st January 2023 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, i.e. Wednesday, 25th January 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 31st January 2023.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under "Help" section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- A) All the members and participants to the EGM are requested to pose their questions pertaining to matter to be placed in the EGM up to 31st January 2023 through email on secretary@rppiopl.com. The Members will be allowed to pose questions during the course of the Meeting.
- B) Convenience of all shareholders has been considered for scheduling this meeting. Members can attend the meeting on first come first serve basis. Promoter shareholders, Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee and

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Chairman of Stake Holder Relationship Committee, Independent Directors, Auditors or their authorized representative are requested to attend this EGM.

- C) Due to security reason, the Disclosures with regard to the manner in which framework provided as per MCA General Circular No. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April 2020, respectively and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and instructions on how to access and participate in the EGM along with helpline number for the shareholders and participants to the meeting shall be shared separately through email to shareholders and participants to the meeting.
- D) Notice of EGM available on website of the company at www.rppiopl.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.
- E) The voting rights of Members shall be in proportion to their share of the paid-up share capital of the Company as on the Cut-off date i.e., Wednesday, 25th January 2023.
- F) Mr. Gouri Shanker Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP has been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting and E-voting system) in a fair and transparent manner.
- G) Any person, who acquires the shares of the Company and become member of the Company as on the Cut-off date i.e., 25th January 2023 may obtain the login ID and password by sending the request at the email id helpdesk.evoting@cdslindia.com.



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- H) The Scrutinizer shall, within a period not exceeding two days from the conclusion of EGM shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company/Meeting.
- I) The facility of E-voting system shall be made available at the EGM and the members attending the EGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through E-voting system.
- J) A Member can opt for only one mode of voting i.e., either through remote e-voting or by E-voting system at the meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
- K) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be eligible to cast their vote again in the meeting.
- L) The Scrutinizer shall after the conclusion of voting at the EGM will unblock the votes cast through remote e-voting and shall make, not later than two days of the conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any.
- M) The Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

For Order of Board

For R.P.P.Infra Projects Limited

Place: Erode

Date: 6th January 2023

P. Arulsundaram

Managing Director

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

ITEM NO. 1: ISSUANCE OF EQUITY SHARES AND WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and there by strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes, the Board of Directors of the Company, pursuant to its resolution dated 6th January 2023, has approved the proposed Preferential Issue to the Investors at a price of Rs. 44.25/- (Rupees Forty-Four and Paise Twenty-Five Only) per Equity Share and Warrants ("Issue Price"), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is Rs. 44.25/- (Rupees Forty-Four and Paise Twenty-Five Only).

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

(i) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to Rs. 52,21,50,000 (Rupees Fifty-Two Crores Twenty-One Lakhs and Fifty Thousand Only) through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for meeting capital expenditure, to enhance its long- term resources and for meeting working capital requirements and other general corporate purposes, etc.

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(ii) Maximum number of specified securities to be issued

It is proposed to offer, issue and allot up to 3,00,000 (Three Lakhs Only) Equity Shares of face value of Rs. 10 each and 1,15,00,000 (One Crores Fifteen Lakhs Only) Convertible Warrants ("Warrants") convertible into equal number of number Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid .

(iii) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

None of the Promoter Group / directors or key managerial personnel intends to subscribe to this preferential issue of Equity Shares.

(iv) Shareholding pattern of the Company before and after the Preferential Issues

Share holding pattern before and after the proposed preferential issue of equity shares is provided as below:

Sr. No.	Category	Pre-Issue		No of Equity Shares and Warrants proposed to be allotted	Post – Issue*		
		Shares	%		Shares	Warrants	%

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A	Promoters' holding						
1.	Indian						
	Individuals	1,94,27,583	51.29	-	1,94,27,583		39.10
	Body corporates	-	-	-	-		-
2.	Foreign	-	-	-	-		-
	Sub-total - A	1,94,27,583	51.29	-	19427583		39.10
B	Non promoters' holding						
1	Institutional Investors	-	-	-	-		-
2	Non-institutional investors						
	Body corporates	22,59,528	5.96	-	22,59,528		4.55
	Proposed Allottees - Individuals	79,111	0.21	1,18,00,000	3,79,111	1,15,00,000	23.91
	Directors & relatives						
	Indian Public	1,37,51,883	36.30	-	1,37,51,883		27.68

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Others (including NRIs)	23,62,479	6.24	-	23,62,479		4.76
Sub -total (B)	1,84,53,001	48.71	-	1,87,53,001	1,15,00,000	60.90
GRAND TOTAL	3,78,80,584	100.00	1,18,00,000	3,81,80,584	1,15,00,000	100.00

*assuming full conversion of the warrants into equity shares.

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1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31st December 2022.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.
3. The proposed allotment also includes the allotment of Warrants, which will result into allotment of Equity Shares over a period of 18 months spread over two financial years. Allotment of equity shall be made in compliance to the SEBI Takeover Regulations.

(v) Time frame within which the Preferential Issue shall be completed.

As required under the SEBI ICDR Regulations, the Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares/ Warrants are pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(vi) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors

Not Applicable- Since all the Allottees are Individuals.



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(vii) The percentage of post Preferential Issue capital that may be held by the allottees and change in control, if any, in the issuer consequent to the preferential issue

The Equity Shares are proposed to be allotted to certain identified individuals, who are non-promoters. Details of shareholding of Investors in the Company, prior to and after the proposed Preferential Issue are as under:

S r . N o	Name of the Allottee	Cate gory	Pre- Preferential Issue		No. of Equity Shares propose d to be allotted	No. of Warrants proposed to be allotted	Post-Preferential Issue		
			No. of equity shares held	% held			No. of equity shares held	No. of warrants held	% held*
1	Mr. Chinniam palayam Kulandais amy Venkatak halam	Non- Pro mot er	0	0.00	50,000	19,16,666	50,000	19,16,666	3.96

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2	Mr. Chinniam palayam Kulandais amy Balasubra maniam	Non- Pro mot er	0	0.00	50,000	19,16,666	50,000	19,16,666	3.96
3	Ms. Dhivya Venkatak halam	Non- Pro mot er	0	0.00	25,000	9,58,333	25,000	9,58,333	1.98
4	Ms. MC Shanmug apriya	Non- Pro mot er	0	0.00	25,000	9,58,333	25,000	9,58,333	1.98
5	Mr. Sathiyam oorthy Anandava divel	Non- Pro mot er	79,111	0.00	37,500	14,37,500	1,16,611	14,37,500	3.13
6	Mr. Aravinda n	Non- Pro mot er	0	0.00	37,500	14,37,500	37,500	14,37,500	2.97

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7	Mr. Sanu Raghav	Non-Promoter	0	0.00	25,000	9,58,334	25,000	9,58,334	1.98
8	Mr. Vinu Pranav	Non-Promoter	0	0.00	25,000	9,58,334	25,000	9,58,334	1.98
9	Mr. Dhanu Adhav Arvindan	Non-Promoter	0	0.00	25,000	9,58,334	25,000	9,58,334	1.98
	Total		0	0.00	3,00,000	1,15,00,000	3,79,111	1,15,00,000	23.91

*assuming full conversion of warrants into equity shares.

The allottees as above individually and collectively hold the shares as specified above. Accordingly, individual holdings of each of the allottees is below 5% and collectively less than 25% taken together. No change in management or control will take place pursuant to the proposed allotment.

(viii) Undertakings

- The Company shall re-compute the price of the Equity Shares or Warrants being issued on preferential basis in terms of the provisions of ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares /underlying Equity Shares shall continue to be locked-in till the time such

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amount is paid by the Investors. The said provision of regulation 163(1)(g), 163(1)(h) and 167(5) of SEBI ICDR Regulations shall not be applicable.

- b) None of the Company, its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- d) As the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 90 days on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The issuer is in compliance with the conditions for continuous listing as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ix) The current and proposed status of the allottees post preferential issues, promoters or non-promoters:

The present promoters shall continue to be the promoters post the preferential issue and proposed allottees are classified as non-promoter and shall continue to be same post



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completion of allotment and no change in management or control shall take place pursuant to the proposed allotment.

(x) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 6th January 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 3,00,000 (Three Lakhs Only) Equity Shares of face value of Rs. 10 each and 1,15,00,000 (One Crores Fifteen Lakhs Only) Warrants at a price of Rs. 44.25/- (Rupees Forty-Four and Paise Twenty-Five Only) as per the valuation report received from Registered Valuer as per Regulation 166A of SEBI ICDR Regulations to the certain identified Non Promoter person, for cash consideration, on a preferential basis as provided in point (vii) as above.

(xi) Kinds of securities offered and the price at which security is being offered

Under the proposed preferential allotment the proposed allottees are being offered up to 3,00,000 (Three Lakhs Only) Equity Shares of face value of Rs. 10 each and 1,15,00,000 (One Crores Fifteen Lakhs Only) Warrants each at a price of Rs. 44.25/- (Rupees Forty-Four and Paise Twenty-Five Only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(xii) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, Relevant Date for determining the floor price for the Preferential Issue is 2nd January 2023, being the date 30 days prior to the date of general meeting of shareholder to consider the proposed preferential issue

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for the purpose Equity Shares. Further, for the purpose of the Warrants also 2nd January 2023, being the date 30 days prior to the date of general meeting of shareholder has been fixed as Relevant Date.

(xiii) Basis on which the price has been arrived at and justification for the price

The Equity Shares of the Company are listed on BSE and NSE. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the Regulation 164 of SEBI ICDR Regulations. However, present offer of the securities is being made to allottees, who acting in concert with other allottees will hold more than 5% of the post issue fully diluted share capital due to their relation, defined below. Accordingly, in terms of the Regulation 166A of SEBI ICDR Regulations, the Company has obtained valuation report from independent registered valuer Mr. Sanka Hari Surya, IBBI Registered Valuer dated January 2, 2023. As per the valuation report, the valuation / fair market value of each equity shares is Rs. 44.25/- (Rupees Forty-Four and Paise Twenty-Five Only), which is minimum price for the present preferential allotment. Further, Articles of Association of Company do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case for preferential issue.

Sr. No.	Relationships of all the Allottees
1	Chinniampalayam Kulandaisamy Venkatachalam is husband of Dhivya Venkatachalam and will collectively hold 5.94% of post issue fully diluted share capital of the Company. Further, Chinniampalayam Kulandaisamy Venkatachalam is brother of Chinniampalayam Kulandaisamy Balasubramaniam.
2	Chinniampalayam Kulandaisamy Balasubramaniam is husband of Shanmugapriya Balasubramaniam and will collectively hold 5.94% of post issue fully diluted share

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	capital of the Company. Further, Chinniampalayam Kulandaisamy Balasubramaniam is brother of Chinniampalayam Kulandaisamy Venkatachalam.
3	Sathiyamoorthy Anandavadivel is father of Sanu Raghav and Vinu Pranav and will collectively hold 7.09% of post issue fully diluted share capital of the Company. Sathiyamoorthy Anandavadivel is brother of Aravindan.
4	Aravindan is father of Dhanu Adhav Arvindan and will collectively hold 4.95% of post issue fully diluted share capital of the Company. Aravindan is brother of Sathiyamoorthy Anandavadivel.

(xiv) Principal terms of assets charged as securities

Company is not offering any asset as securities and hence not applicable.

(xv) Change in control, if any, in the Company consequent to the preferential issue:

The existing Promoter Group of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(xvi) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

(xvii) Practicing Company Secretary Certificate

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A certificate from Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & Associates Company Secretaries LLP, Practicing Company Secretary certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders of the Company. The Certificate will also be available on the Company's website <http://www.rppiopl.com/> and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of this EGM.

(xviii) Other disclosures

Valuation Report of the independent registered valuer has been obtained as per Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue and is also available on <http://www.rppiopl.com/>.

(xix) Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price

During the financial year 2022-23, Company has not allotted securities to any person including under preferential offer/ private placement.

During the financial year 2021-22, Company has made right issue and allotted 142.3 Lakhs shares to existing shareholder at a price of Rs. 30 per share. Further, during the financial year 2020-21, Company has made preferential allotment of 40 Lakhs warrants at a price of Rs. 90 each to its promoters. Out of these, Company had allotted 10.50 Lakhs equity shares on conversion of equal number of warrants in financial year 2020-21. Further, during the financial year 2021-22, Company has cancelled the remaining 29.5 Lakhs warrants and forfeited money paid on these based on receipt of intimation of their intention not to exercise their conversion.

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Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2022-23 will not exceed the limit specified in the Act and Rules made thereunder.

(xx) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

Present allotment is proposed to be made in cash and hence not applicable.

(xxi) the current and proposed status of the investors post the preferential issues namely, promoter or non-promoter.

The proposed preferential issue is made to certain identified non promoter natural persons and the current and proposed status of the said allottees will remain in public category.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares and Warrants to Investors is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.



RPP Infra Projects Ltd

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 1.

For Order of Board

For R.P.P.Infra Projects Limited

Place: Erode

Date: 6th January 2023

P.Arusundaram

Managing Director

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