



BGSMISHRA & ASSOCIATES
Company Secretaries LLP
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C-4, # 108, 2nd Floor,
RM Towers, Chamiers Road,
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Tel: 044-4235 8638
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To,

The Board of Directors
R.P.P Infra Projects Limited
SF No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road,
Erode- 638002 , Tamil Nadu

SUB: Certificate as per Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 in relation to the proposed issue of upto 3,00,000 (Three Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each fully paid and 1,15,00,000 (One Crores Fifteen Lakhs Only) Convertible Warrants ("Warrants")

Dear Sir/Madam,

I, Gouri Shanker Mishra, Partner, BGSMISHRA & Associates Company Secretaries LLP, Practicing Company Secretary have been requested by R.P.P Infra Projects Limited ("the Company") vide engagement and management representation letter dated 9th January 2023, to certify that the proposed preferential issue of equity shares and warrants are in compliance with the requirements of "Chapter V – Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations 2018 ("ICDR Regulations"). Further, this certificate being issued is in accordance with Regulation 163(2) of the ICDR Regulations and we understand that this certificate is to be placed before the general meeting of the shareholders considering the proposed preferential issue.

Management's Responsibility



The compliance of the requirements of the conditions laid down in Chapter V of SEBI ICDR Regulations in respect of proposed preferential issue is the responsibility of the Management of the Company. We have been provided with various details in relation to the compliance of the terms and conditions of Chapter V of the ICDR Regulations. We have also been provided with reports, declaration and certification and we have relied on these representation provided to us,

My Responsibility

As per the requirements of the ICDR Regulations and based on the various documents and details, our responsibility is to provide a limited assurance as to if the proposed preferential Issue being made is in accordance with the requirements of the Chapter V of ICDR Regulations. We wish to clarify that present certificate do not involve performing any audit or opinion on the fairness or accuracy of any of the financial information or the statements.

Information/ Documents Reviewed & Relied

I have reviewed and relied on following documents/ information in relation to the proposed preferential issue:

- (i) Company has proposed preferential issue of up to 3,00,000 (Three Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each fully paid and 1,15,00,000 (One Crores Fifteen Lakhs Only) Convertible Warrants (“Warrants”) as per extract of the minutes of the meeting of the Board of Directors held on 6th January 2023;



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- (ii) While approving the preferential allotment, Company has determined that the 'Relevant Date' as defined in Chapter V of ICDR Regulations is 2nd January 2023 being the date 30 days prior to the date of general meeting of shareholder approving the issue;
- (iii) Company has considered the minimum price as per Regulation 164 read with Regulation 166 and Regulation 166A of ICDR Regulations for the proposed preferential issue and has obtained a pricing certificate as per Regulation 164 and valuation report from registered valuer as per Regulation 166/166A of ICDR Regulation;
- (iv) Notice of General Meeting for the proposed preferential issue as approved by Board of Directors in their meeting held on 6th January 2023 for meeting dated 1st February 2023;
- (v) Dematerialised transaction statement of the holding of securities of the proposed allottees for the period from 3rd October 2022 to 2nd January 2023;
- (vi) Permanent Account Number of the proposed allottees;
- (vii) Confirmation from the Registrar and Share Transfer Agents providing beneficial shareholding positions of the proposed allottees; and
- (viii) Other confirmations or details as deemed appropriate.

Opinion

Based on the procedures performed by me as above, and the information and explanations given to me, I certify that the proposed preferential issue of up to 3,00,000 (Three Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each fully paid and 1,15,00,000 (One Crores Fifteen Lakhs Only) Convertible Warrants ("Warrants") is being made in accordance with the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time.



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Restriction of Use

This certificate is issued solely for the purpose of circulating to the Members of the Company and submission to Stock Exchange for obtaining in-principle approval and listing approval for listing of proposed equity shares of the Company. Further, I shall not be liable to the Company, the BSE Limited, National Stock Exchange of India Limited or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment. Additionally, I have no responsibility to update this certificate for any events or circumstances occurring after the date of this Certificate.

For BGSMISHRA & Associates Company Secretaries LLP

Gouri Shanker Mishra, Designated Partner

M. No: F 6906; C P No. 13581

Peer Review No. 1545/2021

UDIN: F006906D002918397

Place: Chennai

Date: 10th January 2023