

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

FOR ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY

This is an Abridged Letter of Offer containing the salient features of the Letter of Offer dated September 15, 2021 (**Letter of Offer**) which is available on the websites of the Registrar, our Company, the Lead Manager and the stock exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (**BSE**) and National Stock Exchange of India Limited (**NSE**, and together with BSE, the **Stock Exchanges**). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Our Company has made available on the Registrar's website at <https://rights.cameoindia.com/rpp> and the Company's website at www.rppi.com, this Abridged Letter of Offer and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of SEBI, the Stock Exchanges and the Lead Manager i.e., at www.sebi.gov.in; www.bseindia.com; www.nseindia.com; and www.ingaventures.com, respectively.



R.P.P. Infra Projects Limited

Registered Office: S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode – 638 002, Tamil Nadu, India;
Corporate Office: MKM Chambers, No. 42, Third Floor, Kodambakkam High Road, Nungambakkam, Chennai – 600 034, Tamil Nadu, India.
Tel: +91 424 2284077; **Facsimile:** +91 424 2282077; **Contact Person:** Pradeep Kumar Nath, Company Secretary and Compliance Officer;
E-mail: rightsissue@rppi.com; **Website:** www.rppi.com; **Corporate Identification Number:** L45201TZ1995PLC006113

PROMOTERS OF THE COMPANY: P. ARULSUNDARAM AND A. NITHYA

ISSUE DETAILS AND LISTING

ISSUE OF UPTO 1,60,00,000 EQUITY SHARES* OF FACE VALUE ₹ 10 EACH (RIGHTS EQUITY SHARES) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 30 PER EQUITY SHARE (ISSUE PRICE), AGGREGATING UPTO ₹ 48,00,00,000 (RUPEES 48.00 CRORES) (ASSUMING FULL SUBSCRIPTION) ON A RIGHTS BASIS (I) TO THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 3 RIGHTS EQUITY SHARES FOR EVERY 5 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON SEPTEMBER 20, 2021; AND (II) TO THE RESERVED PORTION IN FAVOUR OF THE WARRANT HOLDERS (ISSUE). THE WARRANT HOLDERS WILL BE ELIGIBLE TO THE RIGHTS EQUITY SHARES ONLY ON, AND TO THE EXTENT OF, WARRANTS CONVERTED BY THEM, AND ON THE SAME TERMS AS AVAILABLE TO THE ELIGIBLE EQUITY SHAREHOLDERS. THE ISSUE SIZE NOT EXCEEDING ₹ 48.00 CRORES WILL INCLUDE THE EQUITY SHARES RESERVED FOR WARRANT HOLDERS. THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 3 TIMES THE FACE VALUE OF THE EQUITY SHARES.

*** INCLUDING 17,70,000 EQUITY SHARES RESERVED FOR THE WARRANT HOLDERS.**

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES

Amount Payable per Rights Equity Shares*	Face Value (₹)	Premium (₹)	Total (₹)
On Application	6.00	12.00	18.00
One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time	4.00	8.00	12.00
Total (₹)	10.00	20.00	30.00

***For further details on Payment Schedule, please refer to the chapter entitled 'Terms of the Issue' of the Letter of Offer beginning on page 228 of the Letter of Offer.**

Our Company has received in-principle approval dated September 6, 2021 and August 23, 2021, respectively, from the BSE and NSE, where the Equity Shares of the Company are listed, for listing of the Rights Equity Shares offered in this Issue. For the purposes of this Issue, designated stock exchange is BSE.

ELIGIBILITY FOR THE ISSUE: CHAPTER III READ WITH PART B OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

MINIMUM SUBSCRIPTION: In terms of Regulation 86 of the SEBI ICDR Regulations, the requirement of minimum subscription is not applicable to the Issue.

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INDICATIVE TIMETABLE*

Issue Opening Date	Monday, September 27, 2021	Date of Allotment / Initiation of Refunds (on or about)	Tuesday, October 26, 2021
Last Date for On Market Renunciation of the Rights Entitlements **	Wednesday, October 13, 2021	Date of credit of Rights Equity Shares to demat accounts of Allotees (on or about)	Wednesday, October 27, 2021
Issue Closing Date #	Monday, October 18, 2021	Date of listing / commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)	Monday, November 1, 2021
Finalisation of basis of Allotment (on or about)	Monday, October 25, 2021		

*The above timetable is indicative and does not constitute any obligation on our Company and the Lead Manager.

** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

Our Board or the Rights Committee will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and the Warrant Holders (when the Warrants are converted) and will dispatch the Letter of Offer / the Abridged Letter of Offer, Application Form, the Rights Entitlement Letter and any other Issue material (the “**Issue Materials**”) only to such Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable efforts basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials. Further, the Letter of Offer / Abridged Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer / Abridged Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer / Abridged Letter of Offer will be dispatched by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address, on a reasonable efforts basis.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (“**United States** or **U.S.**”). The offering to which the Letter of Offer / Abridged Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any of the Rights Equity Shares or the Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue materials and the Application Form should not be forwarded to or transmitted in or into the United States at any time.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares have neither been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer. Specific attention of the investors is invited to the section entitled ‘*Risk Factors*’ on page 22 of the Letter of Offer and ‘*Internal Risk Factors*’ on page 5 of this Abridged Letter of Offer before making an investment in this Issue.

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Names of Lead Manager to the Issue and contact details	INGA VENTURES PRIVATE LIMITED 1229, Hubtown Solaris, N.S. Phadke Marg, Opp. Telli Galli, Andheri (E) – 400 069, Mumbai, Maharashtra, India Tel: +91 22 2681 6003 Email: kavita@ingaventures.com Investor Grievance e-mail: investors@ingaventures.com Website: www.ingaventures.com Contact Person: Kavita Shah SEBI Registration No.: INM000012698
Name of Registrar to the Issue and contact details	CAMEO CORPORATE SERVICES LIMITED Subramanian Building #1, Club House Road, Chennai – 600 002, Tamil Nadu, India Tel: +91 44 2846 0390 / +91 44 4002 0700 Email: priya@cameoindia.com Investor Grievance Email: investor@cameoindia.com Website: www.cameoindia.com Contact Person: Ms. Sreepriya K SEBI Registration No.: INR000003753
Name of the Statutory Auditor	CA SN Duraiswamy
Self-Certified Syndicate Banks	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time.
Banker to the Issue	ICICI Bank Limited

1. SUMMARY OF BUSINESS

We are an Indian company head quartered in Tamil Nadu that provides engineering, procurement and construction services. We operate across different states with a focus on South India and, in particular, Tamil Nadu. We also execute projects overseas, for the Government of India, in neighbouring Asian countries. We are, currently, executing 41 projects across 6 Indian states with an Order Book of ₹ 3,113.25 crores.

Our competitive strengths are significant technical and project execution expertise; vast experience across construction industry; continued increase in pre-qualification thresholds; experienced and hands-on promoters; strong senior management expertise; and strong geographic presence in Tamil Nadu. The strategies adopted by our Company: expanding Pan-India operational presence; augmenting focus on higher margin projects; increasing focus on infrastructure; and water management projects and entering into joint ventures / tie-ups with larger operators.

2. OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

(₹ in crores)

Particulars	Estimated amount
Long-term working capital [#]	40.00
General corporate purposes*	6.55
Total Net Proceeds**	46.55

[#] As certified by Maheshwari & Co. vide their certificate dated August 13, 2021.

*Subject to the finalization of the Basis of Allotment and the Allotment. The amount is subject to adjustment upon finalization of Issue related expenses, however, in no event, shall general corporate purposes exceed 25% of the Net Proceeds.

** Assuming full subscription by the Eligible Equity Shareholders and conversion of all warrants into the Equity Shares and subscription by the Warrant Holders to the Rights Equity Shares to the full extent of their eligibility.

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Means of Finance:

The funding requirements mentioned above are based on *inter alia* our Company's internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, costs of commodities, interest or exchange rate fluctuations. Our Company proposes to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds and identifiable internal accruals. Further, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management and may also be subject to timing of making subsequent calls (one or more) in the future, as determined by our Board at its sole discretion, with respect to the Rights Equity Shares for the balance ₹ 12 per Rights Equity Share which constitutes 40% of the Issue Price. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them.

3. MONITORING AGENCY: NOT APPLICABLE

4. EQUITY SHAREHOLDING PATTERN

A summary of the equity shareholding pattern of our Company as on June 30, 2021 is set out below:

Category of Shareholder	No. of Equity Shares held	Shareholding as a % of total number of Equity Shares	No. of Equity Shares underlying outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Equity Shares pledged	As a % of total Equity Shares held
Promoter and Promoter Group	1,30,79,739	55.30	29,50,000	60.26	75,00,000	57.34
Public	1,05,70,845	44.70	0.00	39.74	0.00	0.00
Non Promoter-Non Public	0.00	0.00	0.00	0.00	0.00	0.00
Total	2,36,50,584	100.00	29,50,000	100.00	75,00,000	31.71

The details of the shareholding pattern of our Company as on June 30, 2021 can also, be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/rpp-infra-projects-ltd/rppinfra/533284/shareholding-pattern/>

5. BOARDS OF DIRECTORS

S. No.	Name	Designation	Other Directorships
1.	P. Arulsundaram	Chairman and Managing Director	<ul style="list-style-type: none"> Sanskar Dealcom Private Limited Greatful Mercantile Private Limited RPP Stocks and Securities Private Limited RRP Ventures Private Limited Arve Impex Private Limited Dexterity KPO Services Limited
2.	A. Nithya	Whole-time Director	<ul style="list-style-type: none"> Lunkar Finance Private Limited Sanskar Dealcom Private Limited Greatful Mercantile Private Limited SPAC Terminal Market Complex Limited RPP Stocks and Securities Private Limited Supreme Poultry Private Limited RPP-Annai (JV) Private Limited Nirara Shelters LLP (designated partner)
3.	K. Rangasamy	Independent Director	<ul style="list-style-type: none"> Erode Precision Farm Producer Company Limited Yelahanka – AP Border Tollways Private Limited
4.	P. Muralidasan	Non-Executive Director	<ul style="list-style-type: none"> Lunkar Finance Private Limited RRP Ventures Private Limited

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S. No.	Name	Designation	Other Directorships
5.	P. R. Sundararajan	Independent Director	NIL
6.	R. Kalaimony	Independent Director	NIL

6. NEITHER OUR COMPANY NOR OUR PROMOTERS OR DIRECTORS HAVE BEEN IDENTIFIED AS ‘WILFUL DEFAULTERS’.**7. FINANCIAL STATEMENT SUMMARY**

Set out in the table below are certain key financial data. The financial data in the table below have been provided based on our audited consolidated financial statements as at, and for the financial year ended, March 31, 2021:

(₹ in crore except per share data)

Particular	Fiscal 2021
Revenue from operations	513.11
Net profit / (Loss) from ordinary activities before tax and exceptional items	22.12
Profit / (Loss) after tax and extraordinary items	15.50
Equity share capital	23.65
Share Warrants	6.64
Other equity	256.17
Net worth	271.67
Basic earnings per share	6.55
Diluted earnings per share	6.55
Return on net worth (RONW)	5.54

8. INTERNAL RISK FACTORS

Set out below are the top 10 risk factors, as disclosed in the Letter of Offer:

1. Our former statutory auditor has made serious allegation of financial fraud against our Whole-time director and Chief Financial Officer and a notice of inquiry has been issued by the RoC. Any adverse ruling in this matter could affect our business, financial condition and reputation.
2. Our Company is required to comply with environmental legislations and failure to comply with applicable environmental norms could adversely impact our business, results of operation and financial condition.
3. There are outstanding litigations involving our Company which, if determined against us, may adversely affect our business and financial condition.
4. Our Company does not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of, such raw materials could have an adverse effect on our business and results of operations.
5. Our continued business and financial condition is significantly dependent on the Indian construction and infrastructure and water management industries.
6. We derive our revenue from the construction business and our financial condition would be materially and adversely affected if we fail to obtain new contracts or our current contracts are terminated.
7. We are heavily dependent on government contracts, particularly, our contracts with the Government of Tamil Nadu. Any inability to consistently secure government contracts or any change in the political and economic situation could adversely affect our business and financial condition.
8. Our revenues largely depend on acceptance of the bids submitted to the Government and other government departments. Our performance could be affected in case majority of the bids are not accepted / awarded to us or we negotiate a lower bid value.
9. A vast majority of our revenues are generated from projects that we execute in Tamil Nadu.
10. Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our results of operations.

For further details, see the section ‘Risk Factors’ on page 22 of the Letter of Offer.

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9. SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

Nature of Cases	Number of proceedings	Total amount involved (₹ crores)
Litigations involving our Company		
Civil litigations against our Company	2	64.16
Civil litigation by our Company	3	78.13
Taxation proceedings*	24	141.76
Taxation demands#	2	12.54
Total	31	296.59

* The amounts reflected in the table above are based on the data uploaded on the portal of the Income Tax authority. The income tax portal has not been updated to reflect certain payments made by our Company, and the effect of such payments has not been given in the table above. Further, the data in the income tax portal is also at variance with certain demand notices / orders received by our Company. The table above reflects the amount shown in the portal or the demand notices/orders received whichever is later.

Please note that on March 1, 2021 our Company has received a summons under Section 70 of the Central Goods and Services Tax Act, 2017. For further details of the summons received by our Company please refer to the chapter entitled 'Outstanding Litigation and Other Defaults' beginning on page 216 of the Letter of Offer.

In addition, we have received notices from the Registrar of Companies and Assistant PF Commissioner (Comp.).

SEBI / Stock Exchanges: Our Company and our Promoters have received an administrative warning from SEBI on September 2, 2021 in respect of certain non-compliances with the SEBI Listing Regulations.

10. TERMS OF ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the R-WAP (instituted only for resident Investors in this Issue). Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, please see the sub-headings entitled 'Terms of the Issue - Making of an Application through the ASBA process' and 'Terms of the Issue - Making of an Application through the Registrar's Web-based Application Platform (R-WAP) process' on page 231 and 233, respectively, of the Letter of Offer.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, please see the sub-heading entitled 'Term of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders' on page 246 of the Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB) and R-WAP. Please note that incorrect depository account details or PAN, or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details please see the sub-heading entitled 'Terms of the Issue - Grounds for Technical Rejection' on page 241 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- apply for its Equity Shares to the full extent of its Rights Entitlements; or
- apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or

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- iii. apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- v. renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors may apply for the Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- i. the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- ii. the requisite internet banking or UPI details (in case of Application through R-WAP, which is available only for resident Investors).

Making of an Application through the Registrar's Web-based Application Platform (R-WAP) process

In accordance with the R-WAP Circulars, a separate web based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/rpp>), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that Investors are not able to utilize the ASBA facility for making an Application despite their best efforts.

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP. Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

Set out below is the procedure followed using the R-WAP:

- a. Prior to making an Application using the R-WAP facility, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the relevant bank account is less than the total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash payment mechanism in accordance with the R-WAP Circulars.
- b. Resident Investors should visit R-WAP (accessible at <https://rights.cameoindia.com/rpp>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure that you provide correct DP ID, Client ID, PAN and Folio number (for resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) along with all other details sought for while submitting the online Application Form.

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- c. Non-resident Investors and non-individual Investors are not eligible to apply in this Issue through R-WAP.
- d. Investors should ensure that Application process is verified through the e-mail / phone / mobile number or other means as applicable. Post due verification, Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Equity Shares to be applied for in the Issue. Please note that the Application Money will be determined based on number of Equity Shares applied for.
- e. Investors who are Renounees should select the category of 'Renounee' at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renounees shall also be required to provide the required Application details, such as total number of Equity Shares applied for in the Issue.
- f. The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- g. Verification, if any, in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- h. The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account "R.P.P. – Rights Issue – Escrow Account" opened by our Company with the Escrow Collection Bank(s).

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions, visit the online/ electronic dedicated investor helpdesk (<https://rights.cameoindia.com/rpp>) or call helpline number (+91 73388 08559 or +91 93420 72988).

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. OUR COMPANY, THE REGISTRAR AND THE LEAD MANAGER SHALL NOT BE RESPONSIBLE IF THE APPLICATION IS NOT SUCCESSFULLY SUBMITTED OR REJECTED DURING THE BASIS OF ALLOTMENT ON ACCOUNT OF FAILURE TO BE IN COMPLIANCE WITH THE SAME. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, PLEASE SEE THE SECTION ON 'RISK FACTORS' BEGINNING ON PAGE 22 OF LETTER OF OFFER.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements.

Please note that those who are making the application otherwise than the Application Form shall not be entitled to renounce their rights and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder violates such requirements, he/ she shall face the risk of rejection of both the applications. For further details, please see the chapter entitled 'Terms of the Issue' on page 228 of the Letter of Offer.

PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being R.P.P. Infra Projects Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

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3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Equity Shares entitled to;
8. Number of Equity Shares applied for within the Rights Entitlements;
9. Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Equity Shares applied for;
11. On Application, the Investors will have to pay ₹ 18 per Rights Equity Share which constitutes 60% of the Issue Price and the balance ₹ 12 per Rights Equity Share which constitutes 40% of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board at its sole discretion, from time to time.
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrars at Subramanian Building #1, Club House Road, Chennai – 600 002, Tamil Nadu, India; and
17. All such Eligible Equity Shareholders are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (Regulation S) to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the chapter entitled ‘Restrictions on Purchases and Resales’ beginning on page 267 of the Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

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In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor.

The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/rpp>. Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least 2 Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least 1 day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than 2 Working Days prior to the Issue Closing Date. ; Alternatively, they can register their demat account number against the physical folio held by them in the "Demat Registration Module" available in the R-WAP portal made available by the Registrar at <https://rights.cameoindia.com/rpp>;
- b. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least 1 day before the Issue Closing Date; and
- c. The remaining procedure for Application shall be same as set out in the sub-heading entitled '*Terms of the Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*' on page 235 of the Letter of Offer.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process or using the R-WAP.

For details on procedure for application, please see the chapter titled "*Terms of the Issue*" on page 228 of the Letter of Offer.

Rights Entitlement Ratio: The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 3 Rights Equity Share for every 5 Equity Shares held by the Eligible Equity Shareholders as on the Record Date i.e., September 20, 2021.

Fractional Entitlements: The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 3 Rights Equity Shares for every 5 Equity Shares held as on the Record Date. As per the SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is not in the multiples of 5 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for the additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of the Rights Equity Shares in this Issue post allocation towards the Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 2 Equity Shares, such Equity Shareholder will be entitled to 1 Rights Equity Share and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for the additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of the Rights Equity Shares in this Issue post allocation towards the Rights Entitlements applied for.

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Further, the Eligible Equity Shareholders holding less than 2 Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for the additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for the additional Rights Equity Shares, subject to availability of the Rights Equity Shares in this Issue post allocation towards the Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Please note that Equity Shares are being reserved in favour of the Warrant Holders in the same ratio as offered to the Eligible Equity Shareholders. Post conversion of the Warrants into the Equity Shares, if the shareholding of the Warrant Holders is not in the multiple of 5 Equity Shares, the fractional entitlement of such Warrant Holders shall be ignored in the computation of the Rights Entitlement.

Renunciation: This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part. The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer. For details, please see the sub-heading entitled '*Terms of the Issue - Procedure for Renunciation of Rights Entitlements*' on page 249 of the Letter of Offer.

In accordance with R-WAP Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least 2 Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

Application for additional Rights Equity Shares: Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in the sub-heading entitled '*Terms of the Issue - Basis of Allotment*' beginning on page 258 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Allotment only in Dematerialized Form: Please note that the Rights Equity Shares applied for in this Issue can be Allotted only in dematerialized form and to the same depository account in which our Company's Equity Shares are held by such Investor on the Record Date. For details, see '*Terms of the Issue - Allotment Advice or Refund/ Unblocking of ASBA accounts*' on page 260 of the Letter of Offer.

Subscription to the Issue by the Promoters and Promoter Group: Our Promoters and Promoter Group have undertaken to subscribe, on their own account, to the full extent of their Rights Entitlement in the Issue (except of renunciation by any of them in favour of any other Promoter or member of the Promoter Group) and to the extent of Rights Equity Shares that they will be entitled to on, and to the extent of, the Warrants converted into the Equity Shares. Our Promoters and Promoter Group (any one or more) reserve the right to subscribe (in part or otherwise) to the Rights Equity Shares offered in the Issue that remain unsubscribed. However, such participation in excess of their Rights Entitlement shall not result in a breach of the minimum public shareholding requirement stipulated in the SCRR and the SEBI Listing Regulations.

Any such subscription for the Rights Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding in our Company. The allotment of the Rights Equity Shares of our Company subscribed by our Promoter and other members of our Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations. The Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Initial Public Issue: A copy of the red herring prospectus dated November 2, 2010 in respect of the immediately preceding public issue of our Company is available to the public as specified under Regulation 26 of the SEBI ICDR Regulations and for public inspection on the website of the Company at www.rppi.com.

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11. OTHER INFORMATION

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, credit of the Rights Entitlements and Allotment of the Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to: (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, 'RPP Infa Rights Issue – Suspense Escrow Demat Account') opened by our Company, for the Eligible Equity Shareholders which would comprise the Rights Entitlements relating to: (a) the Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) the Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) the Equity Shares held by the Eligible Equity Shareholders holding the Equity Shares in physical form as on the Record Date where details of demat accounts are not provided by the Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

The Eligible Equity Shareholders holding equity shares in physical form as on the Record Date are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than 2 Working Days prior to the Issue Closing Date, i.e., by October 14, 2021 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date i.e., October 15, 2021, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar, to facilitate the aforementioned transfer.

12. DECLARATION BY THE COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct.

A. Nithya
Whole Time Director & CFO
Place: Erode
Date: September 15, 2021

P. Muralidasan
Director
Place: Erode
Date: September 15, 2021

K. Rangasamy
Director
Place: Erode
Date: September 15, 2021

P. Arulsundaram
Managing Director
Place: Erode
Date: September 15, 2021

R. Kalaimony
Director
Place: Erode
Date: September 15, 2021

P. R. Sundararajan
Director
Place: Erode
Date: September 15, 2021