

## FREQUENTLY ASKED QUESTIONS

### RIGHTS ISSUE OF EQUITY SHARES BY RPP INFRA PROJECTS LIMITED

Set out below are the frequently asked questions (“FAQs”) to guide investors in gaining familiarity with the application process for subscribing to the rights issue of equity shares (“Issue” or “Rights Issue”) by RPP Infra Projects Limited (“Company”) in terms of the letter of offer dated September 15, 2021 (“Letter of Offer”) filed with the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, “Stock Exchanges”) and submitted with Securities and Exchange Board of India (“SEBI”) for information and dissemination purposes. These FAQs are not exhaustive, nor do they purport to contain a summary of all the disclosures in the Letter of Offer or the entire application process in the Issue or all details relevant to prospective investors (“Investors”). Further, these FAQs should be read in conjunction with, and are qualified in their entirety by, more detailed information appearing in the Letter of Offer, including the chapters entitled ‘Notice to Investors’ and ‘Terms of the Issue’ on pages 13 and 228 respectively, of the Letter of Offer and section entitled ‘Risk Factors’ on page 22 of the Letter of Offer. Readers are advised to refer to the Letter of Offer which is available on the website of the Registrar to the Issue, the Lead Manager, the Stock Exchanges and our Company at <https://rights.cameoindia.com/rpp>; [www.ingaventures.com](http://www.ingaventures.com); [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), and [www.rppiopl.com](http://www.rppiopl.com), respectively. Unless otherwise defined herein, all capitalised terms shall have such meaning as ascribed to them in the Letter of Offer.

#### A. GENERAL FAQs:

##### 1. What are the details of the Issue?

<b>Rights Equity Shares being offered by our Company*</b>	1,60,00,000
<b>Face Value per Rights Equity Shares</b>	₹ 10 each
<b>Issue Price</b>	₹ 30 per Rights Equity Share (including a premium of ₹ 20 per Rights Equity Share) 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 our Board at its sole discretion, from time to time.
<b>Rights Entitlement</b>	3:5 (3 Rights Equity Shares for every 5 fully paid-up Equity Shares held on the Record Date)
<b>Record Date</b>	September 20, 2021
<b>Issue Size</b>	Up to 1,60,00,000 Rights Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 30 per Rights Equity Share up to an amount of ₹ 48.00 crores**.

\* Including 17,70,000 Equity Shares reserved for Warrants Holders.

\*\* Assuming full subscription.

##### 2. What is the Rights Issue schedule?

<b>Particulars*</b>	<b>Day and Date</b>
<b>Last date for credit of rights entitlements</b>	Friday, September 24, 2021
<b>Issue opening date</b>	Monday, September 27, 2021
<b>Last date for on market renunciation of rights entitlement**</b>	Wednesday, October 13, 2021
<b>Issue closing date#</b>	Monday, October 18, 2021
<b>Finalisation of basis of allotment (on or about)</b>	Monday, October 25, 2021
<b>Date of allotment (on or about)</b>	Tuesday, October 26, 2021
<b>Date of credit (on or about)</b>	Wednesday, October 27, 2021
<b>Date of listing (on or about)</b>	Monday, November 1, 2021

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

*\*\*The 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 Renouncees 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 days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if the Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2 Working Days prior to the Issue Closing Date i.e., Thursday October 14, 2021, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 day before the Issue Closing Date i.e., Friday October 15, 2021.

### **3. What are Rights Entitlements?**

The Eligible Equity Shareholders whose names appear as a beneficial owner in respect of the Equity Shares held in dematerialized form or appear in the register of members as a Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., September 20, 2021, are entitled to the number of Rights Entitlements as set out in their respective Rights Entitlement Letter. The Registrar to the Issue has sent the Rights Entitlement Letter along with the Abridged Letter of Offer and the Application Form, only through email to the email addresses of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company, which contain details of their Rights Entitlements based on the shareholding as on the Record Date.

In the event that e-mail addresses of the Eligible Equity Shareholders were not available with our Company / Depositories or the Eligible Shareholders had not provided valid e-mail addresses to our Company / Depositories, our Company has dispatched the Abridged Letter of Offer, the Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

### **4. How can an Eligible Equity Shareholder access the details of his respective Rights Entitlement?**

Rights Entitlements shall be credited to the respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form under the ISIN INE324L20013. The Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.cameoindia.com/rpp>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding the Equity Shares in physical form as on the Record Date) and PAN and such other credentials for validation of the identity of the shareholder, as may be required. The link for the same shall also be available on the website of our Company (i.e., [www.rppi.pl.com](http://www.rppi.pl.com)).

### **5. How will the Basis of Allotment be decided?**

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange i.e., BSE, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlement of Equity Shares either in full or in part and also to the Renouncee(s), who has/ have applied for the Rights Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares

available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.

- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

**6. When will the Rights Equity Shares be credited to the demat account?**

On or about Wednesday, October 27, 2021.

**7. When will the Rights Equity Shares get listed on the exchanges?**

On or about Monday, November 1, 2021.

**8. How to withdraw an Application made through ASBA or R-WAP platform?**

An Investor who has applied in the Issue may withdraw its Application at any time during the Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to [priya@cameoindia.com](mailto:priya@cameoindia.com) in case of Application through R-WAP facility. **However, no Investor, whether applying through ASBA facility or R-WAP facility, can withdraw its Application post the Issue Closing Date.**

**9. What are the options available to an Eligible Equity Shareholder in the Rights Issue?**

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

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

- a. apply for its Equity Shares to the full extent of its Rights Entitlements; or
- b. apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- c. apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d. apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- e. renounce its Rights Entitlements in full.

**10. Where can I get the Rights Issue documents if I have not received any mail?**

In accordance with the SEBI ICDR Regulations, our Company will send, only through email, the Abridged Letter of Offer, Application Form and other applicable Issue materials to the email addresses

of all the Eligible Equity Shareholders who have provided their Indian addresses to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material 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 Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the 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 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 this Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- a) Our Company at [www.rppiil.com](http://www.rppiil.com) ;
- b) the Registrar to the Issue at <https://rights.cameoindia.com/rpp> ;
- c) the Lead Manager at [www.ingaventures.com](http://www.ingaventures.com) ;
- d) the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) ; and
- e) the Registrar's web-based application platform at <https://rights.cameoindia.com/rpp> (“**R-WAP**”).

Shareholders who have not received the Application Form may apply, along with the requisite Application Money, by using the Application Form available on the websites above, or on plain paper, with the same details as per the Application Form available online.

Please note that neither our Company, the Lead Manager nor the Registrar, shall be responsible for non-dispatch of physical copies of the Issue materials, including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Form or the Rights Entitlement Letters are delayed or misplaced in the transit.

**11. Can an application in the rights Issue be made using third party bank account?**

No. Investors can make payment only using bank account held in their own name. Please note that the Applications made with payment using third party bank accounts are liable to be rejected.

**12. Can a joint bank account be used to make applications on behalf of shareholders?**

Joint bank account can be used by the applicant provided they are joint holders in the Bank account.

**13. Can an application be made by cash / cheque?**

No.

**14. Can an application be made by visiting the Company, Registrar, and / or the Lead Manager's office?**

No.

**15. Can the broker collect the application form and submit the application?**

No.

**16. Will R-WAP system provide a confirmation email / message that the Application has been accepted?**

Yes. Investors will be provided acknowledgment upon successful completion of the Application.

**17. How can an Investor understand that the application has been successfully made?**

Investors will be provided acknowledgment / confirmation email upon successful completion of the Application. Also, the Investor can verify if the application money had been debited from their bank account.

**18. How can an Investor understand if the Rights Equity Shares have been allocated?**

Our Company will send/ dispatch Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret 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 Allotment advice, refund intimations (including in respect of Applications made through R-WAP facility) or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of on or before T+1 day (T: Basis of allotment day).

**19. How can an investor apply in the Issue?**

Pursuant to provisions of Regulation 76 of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars and ASBA Circulars, all Investors including Renounees desiring to make an Application in this Issue are mandatorily required to use either a) the ASBA process or b) the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

For details on the ASBA Process and R-WAP, see '*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.

**20. What is the application process to be followed if Investor is unable to make application using ASBA?**

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI Circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, 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 the Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see sub-heading '*Terms of the Issue Making of an Application through the Registrar's Web-based Application Platform (R-WAP) process*' on page 233 of the Letter of Offer.

**21. What is the procedure for making plain paper application and where can the plain paper application be submitted?**

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. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

## **22. What are 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.

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.

## **23. What is the process for Renunciation of Rights Entitlements?**

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.

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.

**24. When will Credit of Rights Entitlements in the demat accounts happen?**

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 the Rights Equity Shares shall be made in dematerialized form in the respective demat accounts of the Eligible Equity Shareholders before the Issue Opening Date.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE324L20013. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders 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 our Company or the Registrar not later than 2 Working Days prior to the Issue Closing Date, i.e., by October 13, 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 1 day before the Issue Closing Date, 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, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

**B. FAQs FOR SHAREHOLDERS HOLDING EQUITY SHARES IN A PHYSICAL FORM:**

**1) What is the process to be followed by a shareholder holding shares in a physical form, for understanding their Rights Entitlements details?**

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.cameoindia.com/rpp>) by entering their Folio Number and PAN. The link for the same shall also be available on the website of the Company (i.e., [www.rppiopl.com](http://www.rppiopl.com)).

**2) What is the process to be followed, to make an application in Rights Issue, by a shareholder holding shares in a 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 dematerialized 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, email 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.

**3) What is the process of updating the email ID, phone number, Indian address?**

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or the Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/rpp>.

Eligible Equity Shareholders holding shares in physical form can update their Indian address in the records maintained by the Registrar and the Company by submitting their respective copies of self-attested proof of address, passport, etc. at [priya@cameoindia.com](mailto:priya@cameoindia.com) or to the Depository participant in



case of holding in dematerialised form Updation of email Id and phone numbers can be done at the portal <https://rights.cameoindia.com/rpp> for the purpose of applying via R-WAP.

**4) Can shareholders holding Equity Shares in a physical form renounce their Rights Entitlement?**

In accordance with SEBI Rights Issue 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 the Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

**5) Will share certificates be provided to shareholder holding Equity Shares in a physical form if demat account is not provided?**

No, share certificates will not be provided to shareholder holding Equity Shares in a physical form.

**6) Why will physical share certificates not be issued to successful Allottees in Rights Issue?**

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 Rights Equity Shares shall be made in dematerialised form only.

**7) Can non-resident shareholder holding Equity Shares in physical form use R-WAP platform to subscribe to the Rights Equity Shares in the rights Issue?**

No, non-resident shareholders, including non-resident shareholders holding shares in physical form cannot use R-WAP platform to subscribe to the rights Issue.

**8) Can shareholders holding Equity Shares in physical form apply through ASBA or R-WAP?**

No, shareholders holding Equity Shares in physical form, cannot apply through ASBA or R-WAP.

**9) Can shareholders holding Equity Shares in physical form apply through plain paper application at R-WAP or through ASBA?**

No, shareholders holding Equity Shares in physical form are required to submit their Applications only through the R-WAP platform.

### **C. FAQs BY SHAREHOLDERS HOLDING EQUITY SHARES IN DEMAT FORM:**

#### **1) What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?**

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in the Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details on the ASBA Process and R-WAP, see '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.

#### **2) What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?**

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 to provide correct DP ID, Client ID, PAN and all other details sought for while submitting the online Application Form.
- (c) Non-resident Investors are not eligible to apply in this Issue through R-WAP.
- (d) The Investors should ensure that Application process is verified through the email / mobile number. Post due verification, the 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 Rights Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Rights Equity Shares applied for.
- (e) The Investors who are Renouncees should select the category of 'Renouncee' at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Rights Equity Shares to be applied for.
- (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 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.

#### **3) What is the process of on market and off market renunciation?**

##### *(a) On Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE324L20013 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one (1) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from September 27, 2021 to October 13, 2021 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE324L20013 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

*(b) Off Market Renunciation*

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

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 Renouncees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE324L20013, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

**D. FAQs FOR INSTITUTIONAL INVESTORS, NON-RESIDENT INVESTORS:**

**1. Can non-resident Investors use R-WAP platform to subscribe to the Rights Equity Shares in the Rights Issue?**

Non-resident Investors cannot use R-WAP platform to subscribe in the Rights Issue.

**2. What is the procedure for Applications by FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre – approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

**3. What is the procedure for applications by AIFs, FVCIs and VCFs**

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with

SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility or using R-WAP (available only for residents). Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. The Lead Manager and our Company will not be responsible for any allotments made by relying on such approvals.

#### **4. What is the procedure for applications by NRIs**

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India (“OCI”) may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

#### **5. What is the procedure for applications by Mutual Funds**

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

#### **6. What is the procedure for applications by Systemically Important Non-Banking Financial Companies (NBFC-SI)**

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

## **E. FAQs IN RELATION TO R-WAP**

### **1) Who can apply through R-WAP?**

Only resident Investors can apply through R-WAP. Non-resident Investors cannot use R-WAP.

### **2) Can shareholders holding Equity Shares in physical form apply through R-WAP?**

Yes, subject to such Eligible Equity Shareholder being resident Indian and by following the procedure required to make an Application through the R-WAP. For further details, please see '*Terms of the Issue – Making of an Application through the Registrar's Web-Based Application Platform (R-WAP) Process*' on page 233 of the Letter of Offer.

### **3) Do I need a DEMAT account for applying through R-WAP?**

Following can apply through R-WAP

- (a) Shareholders having holding in DEMAT account as on the Record Date.
- (b) Shareholders having holding in Physical folio as on the Record Date.
- (c) Renounce's having Rights Entitlements and also holding a valid demat account.

### **4) How will the payment of application money be made through R-WAP platform?**

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

### **5) Can I make payment from any bank?**

Yes, In case of an UPI.

In case you are using a Net Banking facility for making payment, then the option is available only for below mentioned banks:

1. AU Small Finance Bank
2. Axis Bank
3. Bank Of Baroda Retail
4. Bank Of India
5. Canara Bank
6. City Union Bank
7. Corporation Bank
8. Deutsche Bank
9. Dhanlaxmi
10. HDFC Bank Limited
11. HSBC Bank
12. ICICI Bank
13. IDBI Bank
14. Indian Bank
15. Indian Overseas Bank
16. Indusind Bank
17. Jammu And Kashmir Bank Limited
18. Karur Vysya Bank Limited

19. Kotak Bank
20. Lakshmi Vilas Bank Retail
21. Punjab National Bank
22. Saraswat Bank
23. SCB Netbanking
24. Shamrao Vithal Co-Operative Bank Ltd.
25. South Indian Bank Ltd
26. State Bank Of India
27. Tamilnad Mercantile Bank Ltd.
28. Union Bank Of India
29. Yes Bank

**6) When I will get refund, if any?**

In case of non-Allotment or partial Allotment, surplus Application Money shall be refunded to the Investor after finalization of Basis of Allotment in consultation with Designated Stock Exchange.

**7) Is R-WAP platform an alternative for ASBA mechanism?**

It is an additional optional mechanism for application in the Issue along with the ASBA mechanism.

**8) Is any interest payable to shareholders who are applying through R-WAP system?**

No.

**9) Can I apply more than my entitled shares?**

Yes, you may apply for additional shares along with entitled shares.

**10) Can I use the bank details of my family / friends for making payment?**

No, the bank details to be used for making payment through this platform must have your name as one of the joint holders along with the family / friends otherwise it will be treated as Third party payments and will be rejected as per SEBI circular dated May 6, 2020.

**11) Can I use a credit card for making payment?**

No. Option to use credit card for making payment is not available on this platform.

**12) What is the maximum amount I can pay through this platform?**

In case of Net Banking, there is no restriction on amount on R-WAP. However, maximum amount will be as per the limit set by applicants' respective banks. In case of UPI, the payment can be made only upto Rs. 2 lakhs.

**13) My payment has failed, whom do I approach?**

Please check if you have provided the correct details. You can write to us at [priya@cameoindia.com](mailto:priya@cameoindia.com) or call us at (7338808559).

**14) Payment confirmation is not received however amount debited, whom do I approach?**

Please write to us at [priya@cameoindia.com](mailto:priya@cameoindia.com) or call us at (7338808559) and we shall provide the status.

**15) In case of wrong information being submitted, do I have the option to revoke or rectify?**

No. Once the application is submitted, it is final. However, application can be withdrawn by sending an email with withdrawal request to [priya@cameoindia.com](mailto:priya@cameoindia.com) during the issue period. Further, no investor may withdraw his/ her/ its application post the issue closing date. For further details, please review the Letter of Offer dated September 15, 2021.

For further details, please review the Letter of Offer dated September 15, 2021.

#### **DISCLAIMER**

R.P.P Infra Projects Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated September 15, 2021 with the Stock Exchanges and submitted it to SEBI for information and dissemination purposes. The Letter of Offer is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the websites of the Lead Manager, Inga Ventures Private Limited at [www.ingaventures.com](http://www.ingaventures.com), respectively. Investors should note that investment in equity shares involves a degree of risk and are requested to refer to the section titled '*Risk Factors*' on page 22 of the Letter of Offer for details of the same. Potential investors should not rely on the Letter of Offer for any investment decision.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be offered, sold, resold or otherwise transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to the registration requirements of the U.S. Securities Act and applicable state securities laws of the United States. Accordingly, the Rights Entitlements and Rights Equity Shares are being offered and sold only in offshore transactions outside the United States in reliance on Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. No public offering of the Rights Entitlements and the Rights Equity Shares will be made in the United States. Accordingly, no Issue documents should be forwarded to or transmitted in or into the United States at any time.