

NOTICE

Notice is hereby given that the 25th Annual General Meeting (AGM) of the Members of R.P.P Infra Projects Limited ("the Company") will be held at the Registered Office of the Company at S F No. 454, Raghupathyaiken Palayam, Railway Colony Post, Poondurai Road, Erode - 638 002, Tamil Nadu, on Thursday the 29th October 2020 at 2.00 P.M. and participation at the AGM shall be available for members physically at the venue as well as through Video Conference (VC)/Other Audio Visual Means (OAVM) facility to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2020, the Reports of the Auditors thereon along with Report of Board along with attachment and annexures.
2. To appoint a director in the place of Mr. P Muralidasan (DIN 01771215), who retires by rotation and being eligible, seeks re-appointment.
3. To appointment Mr. Duraiswamy S N, Chartered Accountants, Membership No 026599 as Auditors of the Company for the financial 2020-21 to 2023-24 by passing following resolution as an ordinary resolution.

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Duraiswamy S N, Chartered Accountants, Membership Number 026599 be and are hereby appointed as Statutory Auditors of the Company from for the Financial Year 2020-21 to 2023-24 and be paid such remuneration and reimbursement and out of pocket expenses as may be decided by Board/Management on recommendation of Audit Committee.

Special Business:

4. To re-appointment Mr. P Arulsundaram as Chairman and Managing Director:

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mr. P. Arulsundaram (DIN 00125403) as Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 1st April 2020 to 31st March 2023 for a salary and other perquisite, allowances or benefits as provided below:

Salary: Rs. 7.00 lakhs per month

Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher education.
- (iii) Leave Travel Concession/allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.

- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use.

RESOLVED FURTHER THAT in case of insufficiency of profit, the Company shall pay by way of salary and/or other allowances as a minimum remuneration within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board/Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013.

5. Re-appointment of Mrs. A. Nithya as Whole Time Director and Chief Financial Officer

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT Pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mrs. A. Nithya, (DIN 00125357) as Whole Time Director and Chief Financial Officer of the Company for a period for a period of three (3) years w.e.f. 1st April 2020 to 31st March 2023 for a salary and other perquisite, allowances or benefits as provided below:

Salary: Rs. 3.00 lakhs per month

Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher educations.
- (iii) Leave Travel Concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use.

RESOLVED FURTHER THAT in case of insufficiency of the profit, the Company shall pay by way of salary and/ or other allowances as a minimum remuneration within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board/Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013..



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6. Ratification of Remuneration to Cost Auditor

To pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Mr. R Gopal, Cost Accountant (M.No.26068) appointed as the Cost Auditor of the Company by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2019-20, amounting to Rs. 1.20 lakh (Rupees One Lakh and Twenty Thousand Only)

excluding taxes(as applicable) and re-imbursement (for travel and out of pocket expenses)be and is hereby ratified and confirmed.

By the Order of the Board
For **R. P. P Infra Projects Limited**

P. Arulsundaram

Chairman and Managing Director

DIN 00125403

Place: Erode

Date: 15th September, 2020

Notes

- In view of the prevailing condition due to the outbreak of COVID-19 Pandemic and direction issued by Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May 2020 and the Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated 12th May 2020, ("the relevant Circulars"), Companies has been permitted and advised to hold annual general meetings through Video Conferencing ("VC") or other audio visual means ("OAVM") during the calendar year 2020. In compliance with the relevant Circulars and other applicable provisions of the Companies Act, 2013 the 25th Annual General Meeting of the Members of the Company (the "AGM"), is being conducted through VC in addition to the physical meeting that would be held at the Registered Office of the Company. Hence, Members who wish to attend the meeting physically can come to venue of meeting, i.e. Registered Office of the Company. Company, however, has also made provision for participation in the AGM through VC/OAVM.
- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXY IS APPLICABLE ONLY FOR THE PERSONS WHO WISH THE PROXY TO ATTEND THE PHYSICAL MEETING AT THE VENUE.**
- The explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the "Act"), setting out the material facts and reasons, in respect of Item No. 4 to 6 of this Notice, is annexed.
- Mr. Duraiswamy S N, Chartered Accountants, Membership No 026599, Statutory Auditors of the Company appointed for five years at 25th AGM hold office until the conclusion of 29th AGM. As per the amendment effective 7th May 2018 in Section 139 of Companies Act, 2013, the appointment is no more required to be ratified at each AGM.
- The Register of Members and Share Transfer Books of the Company will remain closed from 23th October 2020 (Friday) to 29th October 2020 (Thursday) (both days inclusive).
- All documents referred to in accompanying Notice or Explanatory statement shall be open for inspection at the registered office of the Company between 11 AM to 1 PM on all working days except Saturdays till the date of AGM.
- The Register of Contract by maintained by the Company under the Companies Act, 2013, will be available for inspection by the member at the AGM.
- The relevant details as required under Section 196(4) of the Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 of ICSI for Directors/ Managing Director/ Whole Time Director who are proposed to be appointed/ re-appointed as per the respective provisions is provided in the explanatory statement/ annexures.
- Members whose shareholding is in the electronic mode are requested to direct change of address notification and update of Saving Bank Account details to their respective Depository Participant(s). If the shares are held in physical form are requested to register their e-mail address with the company/RTA of the company.
- Members are requested to address all correspondence including dividend to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited, (Unit: R.P.P Infra Projects Limited), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai – 600 002, or by e-mail to investor@cameoindia.com.
- The Securities and Exchange Board of India (SEBI) had mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding in physical form shall submit their PAN details to the Company.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the

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AGM without restriction on account of first come first served basis.

13. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or e-voting during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at gsmishra.1977@gmail.com with a copy marked to secretary@rppipl.com. In case they attend in person, they can submit hard copy at the meeting also.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy is available only for person who wish to send proxy for attending meeting physically at the registered office for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report containing Financials, Audit Report and Board Report along with Annexures has been uploaded on the website of the Company at www.rppipl.com. The Notice can also be accessed from the websites of the National Stock Exchange of India Limited and Bombay stock Exchange Limited. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
17. Instruction for Voting Through Electronic Means/Attending AGM Through VC and E-voting during AGM: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - I. The instructions for Shareholders for remote e-voting are as under:
 - (i) The voting period begins on Monday, 26th October 2020 (10:00 A.M.) and ends on Wednesday, 28th October 2020 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd October

2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusing yourlogin credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then



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directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- II. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated

Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

III. Instructions for shareholders attending the AGM through VC/OAVM are as under:

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id: secretary@rrpipl.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id secretary@rrpipl.com. These queries will be replied to by the company suitably by email.
- (vi) In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholders who wish to register as speakers are requested to visit www.evotingindia.com and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence, shareholders are encouraged to send their questions etc. in advance
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

IV. Instructions for shareholders for e-voting during the AGM are as under:

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- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- V. Note for Non – Individual Shareholders and Custodians
- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (vi) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address secretary@apollosindoori.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- VI. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). Further, all grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th \Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd October 2020.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut -off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
18. Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & Associates, Company Secretaries LLP has been appointed as the Scrutinizer to scrutinize the e-voting process and poll in a fair and transparent manner.
 19. The e-voting details will be provided by CDSL and details of members if required, shall be confirmed with Registrar and Share Transfer Agents, Cameo Corporate Services Limited.
 20. Scrutinizer shall not later than 48 hours of the conclusion of the AGM prepare and provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to each of the resolution and provide the same to the Chairman or a person authorized by him in writing and such person may declare the result of the voting forthwith.
 21. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.apollosindoori.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and Bombay stock Exchange Limited, where equity shares are listed and also to voting agency.
 22. Pursuant to Section 124 of the Companies Act, 2013, all dividends remaining unclaimed or unpaid for seven years from the date of transfer to Company's unpaid dividend account are required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the amended provisions of the Companies Act, 2013.



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The following statement showing the details of transfer:

S. No.	Financial year	Amount paid/To be paid (₹)	Year of transfer to IEPF
1.	2013-14	6199.00	September, 2021
2.	2014-15	7755.00	September, 2022
3.	2015-16	66586.00	September, 2023
4.	2016-17	132996.00	September, 2024
5.	2017-18	44172.50	September, 2025
6.	2018-19	Nil	NA

23. Members, who have not en cashed the dividend so far in respect of the aforesaid period, are requested to make their claim to Share Transfer Agent / Compliance Officer of the company at the earliest.
24. he format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. Members holding shares in physical form are requested to submit these additional details to Share transfer Agent in the prescribed form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
25. At the ensuing Annual General Meeting, Mr. P Muralidasan (DIN 01771215) Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment. Profile of Mr. P Muralidasan is provided at the end of this notice along with other directors.
26. The Company has appointed Duraiswamy S N, Chartered Accountant as statutory auditor of the Company at its Board meeting held on 14th March 2020 to fill the casual vacancy caused by the Resignation of M/s Sundaram & Narayanan, Chartered Accountants earlier statutory auditor only for the financial year 2019-20 and to hold the office till conclusion of 25th AGM. Subsequently his appointment was approved by the Members of the Company at its 17thExtra ordinary General Meeting of the Company held on 12th June 2020. The Audit Committee after consideration has decided to re-appointment Mr. Duraiswamy S N, Chartered Accountant, Membership no: 026599, Erode as the statutory auditor for further period of four (4) years so that his term will be of total five (5) years.
27. Details of the terms of re-appointment of the statutory auditor is as below as per the Regulation 36(5) of the SEBI (LODR) Regulations, 2015:
 - (i) Proposed fees payable to the statutory auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

Duraiswamy S N, Chartered Accountant Membership number: 026599 was appointed as the Statutory Auditors of the

Company from for the Financial Year 2020-21 to 2023-24 and be paid such remuneration and reimbursement and out of pocket expenses as may be decided by Board/ Management on recommendation of Audit Committee and there is no material change in the fee payable to Duraiswamy S N, Chartered Accountant, Statutory Auditors in relation to outgoing auditor fee structure.

- (ii) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

Duraiswamy S N, Chartered Accountant Membership number:026599 was appointed as the Statutory Auditors of the Company, from the date of Extra Ordinary General Meeting until the conclusion of the forth coming Annual General Meeting under casual Vacancy due to the Company had received a resignation letter dated February 14, 2020 from M/s Sundaram & Narayanan, Chartered Accountants it was due to resignation of partner from the audit firm (M/s Sundaram & Narayanan) who is in charge of audit of R.P.P infra Projects Limited in the audit firm hence the audit firm will not continuing as a auditor of the company.

Companies is based on Erode and books of accounts is maintained at registered office, Duraiswamy S N, Chartered Accountant also erode based Statutory auditor having other companies statutory Audit including Banks Audits .

Further the company did not find suitable Statutory Auditor except Mr. Duraiswamy S N, Chartered Accountant in the Erode due to lockdown imposed by Government in short of time period. As per recommendation by Audit Committee, the Board approved the Appointment of Duraiswamy S N, Chartered Accountant Membership number: 026599 as the Statutory Auditors of the Company subject to Shareholder Approval in the forthcoming Annual General Meeting

28. The roadmap showing directions to reach the venue of the AGM is annexed at the end of Annual Report for convenience of members. However, as informed, since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Members can exercise their discretion for attending the meeting at the time of pandemic.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Mr. P Arulsundaram (DIN 00125403) has been last re-appointed as Chairman and Managing Director of the Company for a period of three years and his term has expired on 31st March 2020. The Company has been constantly performing well and producing better results year after year. With a view to have his continued guidance, it is proposed to re-appoint him as Chairman and Managing Director of the Company for a period of three years w.e.f. 1st April 2020 to 31st March 2023.

His appointment including the terms and conditions including of salary, perquisites and allowances has been duly considered, recommended and approved by the Nomination and Remuneration Committee and the Board. The remuneration being paid is same as paid to him during last two years and approved at 23rd Annual General Meeting of the Company. Board has duly considered the current pandemic and has decided to continue with remuneration as being paid to him earlier. Further, the Chairman and Managing Director considering the pandemic has waived his remuneration for two quarters (six months) comprised of 4th quarter of 2019-20 and 1st quarter of 2020-21 (i.e. from Jan 2020 to June 2020). The present remuneration is much below the level of remuneration generally being paid by the similar size of the Company. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of the profit of the Company remains the same as approved by shareholders at the Annual General Meeting dated 7th September 2018. Profile of Mr. P Arulsundaram is provided at the end of the explanatory statement.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution for approval of the Members.

Item No. 5

Mrs. A. Nithya (DIN 00125357) had been last re-appointed as Whole Time Director and Chief Financial Officer of the Company for a period of three years and her term has expired on 31st March 2020. She is in-charge of finance, accounting and treasury functions of the Company and also oversees the compliances. With a view to have her continued guidance, it is proposed to re-appoint her as Whole Time Director and Chief Financial Officer of the Company for a period of three years w.e.f. 1st April 2020 to 31st March 2023.

Her appointment including the terms and conditions including of salary, perquisites and allowances has been duly considered, recommended and

approved by Nomination and Remuneration Committee and the Board. The remuneration being paid is same as paid to him during last two years and approved at 23rd Annual General Meeting of the Company. Board has duly considered the current pandemic and has decided to continue with remuneration as being paid to her earlier. Further, the Whole Time Director and Chief Financial Officer considering the pandemic has waived her remuneration for two quarters (six months) comprised of 4th quarter of 2019-20 and 1st quarter of 2020-21 (i.e. from Jan 2020 to June 2020). The present remuneration is much below the level of remuneration generally being paid by the similar size of the Company. Further, the salary, perquisites and allowances including remuneration payable in case of insufficiency of profit of the Company remains the same as approved by shareholders at the Annual General Meeting dated 7th September 2018. Profile of Mrs. A. Nithya is provided at the end of the explanatory statement.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution for approval of the Members.

Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company and the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of Mr. R. Gopal, Cost Accountant (M.No.26068) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2019-20 at a remuneration of Rs. 1.20 lakh (Rupees One Lakh and Twenty Thousand Only) excluding taxes as applicable and re-imbursement of travel and out of pocket expenses incurred by him. In view of the requirement of the Act as set out above, the approval of members are required to ratify the remuneration payable to the Cost Audit for the financial year 2019-20 and hence being placed for approval of members.

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

The Board recommends the resolution for approval of the Members.



R.P.P INFRA PROJECTS LIMITED

Details of Director under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:

1. Detail of Non Executive Director seeking reappointment:

Name of the Director	Mr. P. Muralidasan
Director Identification Number (DIN)	01771215
Date of Birth	03.08.1964
Address	23B-2, Victory Ace, Gandhi Nagar, Mohanur Road, Namakkal – 637002.
Nationality	Indian
Date of First Appointment on the Board	01.04.2008
Qualifications	B.E (Civil)
Expertise in Specific Functional Area	Construction Industry
Brief Resume	He holds a Bachelor's degree in Civil Engineering from Bangalore University. He has over 28 years of experience in the Construction Industry.
Terms and Conditions of Appointment/ Re-appointment	Non-Executive Director
Details of remuneration sought to be paid	No remuneration
Last Remuneration Drawn	NA
Relationships between Directors Inter-se	NIL
Directorship in Companies	1. Lunkar Finance Pvt Ltd 2. R.P.P. Ventures Pvt Ltd
Chairman/ Member in the Committee of the Boards of Other Public Companies	NIL
Shareholding in the Company (As on 31st March 2020)	156
Number of meetings of the Board attended during the year	Five

2. Detail of Executive Director seeking reappointment:

Name of the Director	Mr. P Arulsundaram	Mrs. A Nithya
Director Identification Number (DIN)	00125403	00125357
Date of Birth	01.04.1966	11.03.1973
Address	No.11, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode – 638002.	No. 11, Raghupathynaicken Palayam, Annaikalpalayam, Railway Colony, Lakkapurampudur, Erode – 638002
Nationality	Indian	Indian
Date of First Appointment on the Board	04.05.1995	19.02.1999
Qualifications	B.E (Civil)	MBA
Expertise in Specific Functional Area	Civil works in the fields of transportation/ power/commercial buildings and irrigation projects.	Finance, accounting and treasury functions
Brief Resume	He holds Bachelor's degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem. He has over 30 years of experience in civil works in the field of transportation/ power/commercial buildings and irrigation projects.	She holds Master's degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of the company.
Terms and Conditions of Appointment/ Re-appointment	Proposed to be re-appointed as Chairman and Managing Director	Proposed to be re-appointed as Whole Time Director and Chief Financial Officer

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Details of remuneration sought to be paid	Salary: Rs. 7.00 lakh per month	Salary: Rs. 3.00 lakhs per month
	Perquisites and allowances: (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization. (ii) Education of children covering tuition fees and other expenses on higher educations. (iii) Leave Travel concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year. (iv) Club fees subject to a maximum of two clubs. (v) Personal accident insurance premium. (vi) Use of Company maintained cars with drivers for business and personal use.	
Last Remuneration Drawn	Same as above	Same as above
Relationships between Directors Inter-se	Mrs. A Nithya's husband	Mr. P Arulsundaram's wife
Directorship in Companies	1. Dexterity KPO Services Private Limited 2. R P P Stocks And Securities Private Limited 3. Greatful Mercantile Private Limited 4. Sanskar Dealcom Private Limited 5. R.P.P. Energy Systems Private Limited 6. Arve Impex Private Limited 7. RRP Ventures Private Limited	1. Dexterity Business Analysts Private Limited 2. R P P Stocks And Securities Private Limited 3. SPAC Terminal Market Complex Limited 4. Greatful Mercantile Private Limited 5. Sanskar Dealcom Private Limited 6. R.P.P. Energy Systems Private Limited 7. Lunkar Finance Private Limited 8. RPP-ANNAL (JV) Private Limited 9. Supreme Poultry Private Limited
Chairman/ Member in the Committee of the Boards of Other Public Companies	NIL	NIL
Shareholding in the Company (As on 31st March 2020)	65,43,443	54,24,898
Number of meetings of the Board attended during the year	Five	Five

By the Order of the Board
For **R. P. P Infra Projects Limited**

P. Arulsundaram
Chairman and Managing Director
DIN 00125403

Place: Erode
Date: 15th September 2020



R.P.P INFRA PROJECTS LIMITED

Route Map to the Venue of the AGM

