

RAJPARIS CIVIL CONSTRUCTIONS LIMITED
REGD OFFICE: 30, GREAMS LANE, CHENNAI-600006
CIN: L45201TN1988PLC015289

NOTICE TO SHAREHOLDERS

The following Notice along with the Annual Report 2020 containing the Financial Statements for the year ended 31st March 2020 together with the report of the Board of Directors, Auditors, and other reports to be annexed thereto, along with the web-link, User Id and Password for joining and participating in the 32nd AGM scheduled to be held on 25th September 2020, have been sent to all the shareholders who have registered their email id with the Company on 3rd September 2020.

Shareholders who have not registered their email with the Company / Depository participant are requested to have the same registered by taking appropriate steps with their Depository Participant or in case they are holding shares in physical form, write to the company's RTA M/s Cameo Corporate Services Limited at investors@cameoindia.com or make use of the web-module accessible at <https://investors.cameoindia.com/> for registering their email id, mobile number and other details related to their folio(s). Members holding shares in demat or electronic form are requested to approach their Depository Participant directly for registering their email id, mobile number, change of address, etc., and are advised not to contact the Company or the RTA for the said purpose. Such shareholders, having registered their email id, etc, and who wish to receive the 32nd Annual Report and participate at the 32nd AGM through Video Conferencing / Other Audio Visual Means, are advised to send a request by email to the Company at rajparis@gmail.com upon receipt of which the Company will be sending the 32nd Annual Report and also the User Id and Password and the web-link for participation at the 32nd AGM to be held on 25th September 2020 after verifying their credentials.

Shareholders may please note that the Equity shares of the Company have been voluntarily de-listed from Metropolitan Stock Exchange of India (MSEI) with effect from 27th May 2020. Thus, as on the date of this Notice convening the 32nd AGM, the status of the Company is that of 'Unlisted Public Company'. As the Company is an Unlisted Public Company and the total number of members as on the date of this Notice convening the 32nd AGM is less than 1000, the Company is not required to provide electronic voting facility at the ensuing 32nd AGM.

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CIN: L45201TN1988PLC015289

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 32nd Annual General Meeting of the Shareholders of the Company will be held on **FRIDAY, the 25TH SEPTEMBER 2020 at 11.30 A.M.** through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

01. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT THE Audited Financial Statement of the Company for the financial year ended 31st March 2020 and the Directors' and Auditor's Report thereon together with all the reports, statements and notes annexed thereto, be and are hereby approved and adopted."

02. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr R SATCHIDANANDAM (holding DIN: 01877142), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation."

SPECIAL BUSINESS

03.To consider and, if thought fit, to pass, with or without modification, the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to section 196, 197, 198 read along with Schedule V, and other applicable provisions of the Companies Act, 2013, and as per the recommendation made by the Nomination & Remuneration Committee accorded by the resolution passed at their meeting held on 13th March 2020, Mr R SATCHIDANANDAM, be and is hereby re-appointed as CHAIRMAN & WHOLETIME DIRECTOR for a period of THREE years from 1st APRIL 2020 to 31ST MARCH 2023."

"RESOLVED FURTHER THAT Mr R Satchidanandam, CHAIRMAN & WHOLETIME DIRECTOR shall be paid the following remuneration:

i. Salary, Allowances and Perquisites :

Mr R Satchidanandam shall be paid Salary, Allowances and Perquisites (including perquisites by way of rent free accommodation or house rent Allowance or other allowances and perquisites together with salary) which shall not exceed Rs 1,68,00,000 (rupees one crore and sixty eight lakhs only) per annum.

ii.Other perquisites : Mr R Satchidanandam shall also be eligible for the following perquisites over and above the salary and perquisites mentioned above which shall not be included in computation of ceiling specified under Schedule V to the Companies Act, 2013:

- ❖ Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ❖ Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- ❖ Encashment of leave at the end of the tenure.

iii. Commission:

"Mr R Satchidanandam be also be paid a commission on the net profits of the Company at a rate not exceeding 3.333% of the net profits of the Company computed as laid down under section 198 of the Companies Act, 2013."

"RESOLVED FURTHER THAT THE above mentioned remuneration (excluding commission) be paid to Mr R Satchidanandam in the absence or inadequacy of profits in any financial year such that the payment does not exceed the limits provided under Section IV of Part II of Schedule V to the Companies Act, 2013, in any financial year and the conditions prescribed under the Part II of Schedule V to the Companies Act, 2013, are duly complied with."

"RESOLVED FURTHER THAT the remuneration, including commission, to be paid to Mr R Satchidanandam, Chairman & Wholetime Director, together with the remuneration paid to any other whole time directors during any financial year shall not exceed the overall limits specified under section 197, read along with section 198 and Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the office of Director held by Mr R SATCHIDANANDAM shall be liable for determination for retirement by rotation in terms of requirements of section 152 of the Companies Act, 2013, and in the event he is re-elected upon retirement by rotation, he shall continue to serve as Chairman (On Wholetime Basis) for remaining period of tenure of re-appointment made in terms of this resolution."

04.To consider and, if thought fit, to pass, with or without modification, the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to section 196, 197, 198 read along with Schedule V, and other applicable provisions of the Companies Act, 2013, and as per the recommendation made by the Nomination & Remuneration Committee accorded by the resolution passed at their meeting held on 13th March 2020, Mr R JEYAKUMAR, be and is hereby re-appointed as MANAGING DIRECTOR of the Company for a period of THREE years from 1st APRIL 2020 to 31ST MARCH 2023."

"RESOLVED FURTHER THAT Mr R Jeyakumar, Managing Director, shall be paid the following remuneration:

i. Salary, Allowances and Perquisites :

Mr R Jeyakumar shall be paid Salary, Allowances and Perquisites (including perquisites by way of rent free accommodation or house rent Allowance or other allowances and perquisites together with salary) which shall not exceed Rs 1,68,00,000 (rupees rupees one crore and sixty eight lakhs only) per annum.

ii. Other perquisites : Mr R Jeyakumar shall also be eligible for the following perquisites over and above the salary and perquisites mentioned above which shall not be included in computation of ceiling specified under Schedule V to the Companies Act, 2013:

- ❖ Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ❖ Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- ❖ Encashment of leave at the end of the tenure.

iii. Commission:

"Mr R Jeyakumar be also be paid a commission on the net profits of the Company at a rate not exceeding 3.333% of the net profits of the Company computed as laid down under section 198 of the Companies Act, 2013."

"RESOLVED FURTHER THAT THE above mentioned remuneration (excluding commission) be paid to Mr R Jeyakumar in the absence or inadequacy of profits in any financial year such that the payment does not exceed the limits provided under Section IV of Part II of Schedule V to the Companies Act, 2013, in any financial year and the conditions prescribed under the Part II of Schedule V to the Companies Act, 2013, are duly complied with."

"RESOLVED FURTHER THAT the remuneration, including commission, to be paid to Mr R Jeyakumar, Managing Director, together with the remuneration paid to any other whole time directors during any financial year shall not exceed the overall limits specified under section 197, read along with section 198 and Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the office of Director held by Mr R Jeyakumar shall be liable for determination for retirement by rotation in terms of requirements of section 152 of the Companies Act, 2013, and in the event he is re-elected upon retirement by rotation, he shall continue to serve as Managing Director for remaining period of tenure of re-appointment made in terms of this resolution."

05. To consider and, if thought fit, to pass, with or without modification, the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to section 196, 197, 198 read along with Schedule V, and other applicable provisions of the Companies Act, 2013, and as per the recommendation made by the Nomination & Remuneration Committee accorded by the resolution passed at their meeting held on 13th March 2020, Mr K VELUCHAMY, be and is hereby re-appointed as EXECUTIVE DIRECTOR of the Company for a period of THREE years from 1st APRIL 2020 to 31ST MARCH 2023."

"RESOLVED FURTHER THAT Mr K Veluchamy, Executive Director, shall be paid the following remuneration:

i. Salary, Allowances and Perquisites :

Mr K Veluchamy shall be paid Salary, Allowances and Perquisites (including perquisites by way of rent free accommodation or house rent Allowance or other allowances and perquisites together with salary) which shall not exceed Rs 1,68,00,000 (rupees one crore and sixty eight lakhs only) per annum.

ii. Other perquisites : Mr K Veluchamy shall also be eligible for the following perquisites over and above the salary and perquisites mentioned above which shall not be included in computation of ceiling specified under Schedule V to the Companies Act, 2013:

- ❖ Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ❖ Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- ❖ Encashment of leave at the end of the tenure.

iii. Commission:

"Mr K Veluchamy be also be paid a commission on the net profits of the Company at a rate not exceeding 3.333% of the net profits of the Company computed as laid down under section 198 of the Companies Act, 2013."

"RESOLVED FURTHER THAT THE above mentioned remuneration (excluding commission) be paid to Mr K Veluchamy in the absence or inadequacy of profits in any financial year such that the payment does not exceed the limits provided under Section IV of Part II of Schedule V to the Companies Act, 2013, in any financial year and the conditions prescribed under the Part II of Schedule V to the Companies Act, 2013, are duly complied with."

"RESOLVED FURTHER THAT the remuneration, including commission, to be paid to Mr K Veluchamy, Executive Director, together with the remuneration paid to any other whole time directors during any financial year shall not exceed the overall limits specified under section 197, read along with section 198 and Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the office of Director held by Mr K Veluchamy shall be liable for determination for retirement by rotation in terms of requirements of section 152 of the Companies Act, 2013, and in the event he is re-elected upon retirement by rotation, he shall continue to serve as Executive Director for remaining period of tenure of re-appointment made in terms of this resolution."

06.To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT, pursuant to section 188(1)(c) of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for entering into contract or arrangement for taking on lease the residential premises situated at No.13/1, III Cross Street, Sterling Road, Numgambakkam, Chennai-600034, belonging to the related party Mr R Satchidanandam as per the broad terms and details as furnished in the explanatory statement and this approval shall be valid for a period of three years up to 30th September 2023."

07.To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT, pursuant to section 188(1)(c) of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for entering into contract or arrangement for taking on lease the office premises situated at New No.30, Old No.162-B, Greams Lane, Thousand Lights, Chennai-600006, belonging to the related party R

Satchidanandam (HUF) as per the broad terms and details as furnished in the explanatory statement and this approval shall be valid for a period of three years up to 30th September 2023.”

08.To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to section 188(1)(c) of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for entering into contract or arrangement for taking on lease the residential premises situated at No.12, Crescent Avenue, Kesavaperumalpuram, Chennai-600028, belonging to the related party Mr R Jeyakumar as per the broad terms and details as furnished in the explanatory statement and this approval shall be valid for a period of three years up to 30th September 2023.”

9.To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to section 188(1)(c) of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for entering into contract or arrangement for taking on lease the residential premises situated at No.13/2, Ground Floor, 3rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034, belonging to the related party Mr K Veluchamy as per the broad terms and details as furnished in the explanatory statement and this approval shall be valid for a period of three years up to 30th September 2023.”

10.To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to section 188(1)(c) of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for entering into contract or arrangement for taking on lease the residential premises situated at No.13/2, First Floor, 3rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034, belonging to the related party Mr V Balasubramanian as per the broad terms and details as furnished in the explanatory statement and this approval shall be valid for a period of three years up to 30th September 2023.”

11.To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to section 188(1)(c) of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for entering into contract or arrangement for taking on lease the office premises situated at No.5/97, Anna street, Madipakkam, Chennai-600091, belonging to the related party Veluchamy (HUF) as per the broad terms and details as furnished in the explanatory statement and this approval shall be valid for a period of three years up to 30th September 2023.”

By Order of the Board

FOR RAJPARIS CIVIL CONSTRUCTIONS LIMITED

R JEYAKUMAR
MANAGING DIRECTOR
DIN: 01740757
CHENNAI
DATED: 10.08.2020

NOTES :

1.This Notice, together with the Annual Report for the financial year 2019-20, is being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) Circular No.20/05.05.2020 read along with Circular No.14/08.0.2020, 17/13.04.2020 and 18/21.04.2020, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and who have registered their email id with the Company/ Depositories.

2.The Equity shares of the Company have been voluntarily de-listed from Metropolitan Stock Exchange of India (MSEI) with effect from 27th May 2020. Thus, as on the date of this Notice convening the 32nd AGM, the status of the Company is that of 'Unlisted Public Company'. As the Company is an Unlisted Public Company and the total number of members as on the date of this Notice convening the 32nd AGM is less than 1000, the Company is not required to provide electronic voting facility at the ensuing 32nd AGM.

3.The 32nd AGM will be conducted through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM"). Shareholders holding shares as on 18th September 2020 (i.e., the cut off date) in the Company are eligible to attend and vote at the 32nd AGM that will be conducted through VC/OAVM. The link for joining and participating in the proceedings of the 32nd AGM will be sent to all the shareholders who have registered their email with the Company / Depository Participant. Shareholders who have not registered their email with the Company / Depository participant are requested to have the same registered by taking appropriate steps with their Depository Participant or in case they are holding shares in physical form, write to the company's RTA M/s Cameo Corporate Services Limited at investors@cameoindia.com or make use of the web-module accessible at <https://investors.cameoindia.com/> for registering their email id, mobile number and other details related to their folio(s). Members holding shares in demat or electronic form are requested to approach their Depository Participant directly for registering their email id, mobile number, change of address, etc., and are advised not to contact the Company or the RTA for the said purpose.

4.A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and such proxy need not be a member of the Company. However, as per the permission granted by MCA, the entitlement for appointment of proxy has been dispensed with for AGMs to be conducted through Video Conferencing / Other Audio Visual Means till 31st December 2020. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice.

5.An Explanatory Statement in respect of special business proposed in the Notice that is required to be annexed pursuant to the requirements of Section 102 of the Companies Act, 2013, is enclosed.

6.The Register of members and Share Transfer books shall remain closed from SATURDAY, the 19th September 2020 to FRIDAY, the 25th September 2020 (both days inclusive) for the purpose of the 32ND AGM.

7.As per the Rule 9A of Companies (Prospectus & Allotment of Securities), Rules, 2014, every holder of securities of an unlisted public company who intends to transfer such securities shall get such securities dematerialised before the transfer. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. The Company's equity shares are available for dematerialization through National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL). Under

the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE477F01011.

ITEM 3,4,& 5:

The three year tenure of appointment of Mr R Satchidanandam as Chairman & Wholetime Director, Mr R Jeyakumar as Managing Director and Mr K Veluchamy as Executive Director, concluded on 31st March 2020. The Board of Directors of the Company have, based on the recommendation made by the Remuneration Committee of Directors, re-appointed Mr R Satchidanandam as Chairman & Wholetime Director, Mr R Jeyakumar as Managing Director and Mr K Veluchamy as Executive Director for a further period of THREE years from 1st April 2020 to 31st March 2023 on terms on conditions and on payment of remuneration as mentioned in the resolution. The re-appointment of Mr R Satchidanandam as Chairman & Wholetime Director, Mr R Jeyakumar as Managing Director and Mr K Veluchamy as Executive Director, requires the approval of the shareholders at their general meeting u/s 196, 197 & 198 read along with Schedule V, and other applicable provisions of the Companies Act, 2013, and the rules made there-under as applicable.

The Board commends the resolution for acceptance. Except Mr R Satchidanandam, Mr R Jeyakumar and Mr K Veluchamy being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The details required to be furnished pursuant to the requirements of Part (B) of Section II of Schedule V to the Companies Act, 2013, is furnished below:

1.APPROVALS

i.The appointment of Mr R Satchidanandam as Chairman & Wholetime Director, Mr R Jeyakumar as Managing Director and Mr K Veluchamy as Executive Director have been recommended by the Nomination and Remuneration Committee at its meeting held on 13th March 2020 and approved by the Board of Directors at their meeting held on 19st March 2020 for a period three years from 1.4.2020 to 31.3.2023 on payment of remuneration as proposed in the resolution. The appointment and remuneration payable to the appointees is subject approval of the shareholders by way of passing an ordinary resolution.

ii.The company has not committed any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year ended 31st March 2020 before the date of appointment of the managerial personnel.

iii. The appointment and remuneration payable to the appointees is subject approval of the shareholders by way of passing an ordinary resolution at the ensuing 32ND AGM.

2.GENERAL INFORMATION:

i.Nature of Industry:

The Company is in the business of building construction and flat promotion. It predominantly operates in the Chennai area.

ii.Date or expected date of commencement of commercial production:

The Company is in continuous business operations right from its incorporation during the year 1988.

iii.Expected date of commencement of commercial activities as per project approved by Financial Institutions appearing in the prospectus:

Not applicable.

iv.Financial performance:

The Financial performance of the Company for the past five years is furnished below:

Year ended	31.03.2020	31.03.2019	31.03.2018	31.03.2017	31.03.2016
Turnover (Rs.Lakhs)	7138.46	2344.16	1364.49	3550.91	2054.74
Other Income (Rs.Lakhs)	126.11	72.81	79.54	71.76	88.25
Profit before Interest, depreciation and tax (Rs.Lakhs)	1461.61	283.09	309.81	323.54	249.73
Profit Before tax (Rs.Lakhs)	1244.80	121.91	100.15	81.01	49.14
Profit after tax (Rs.Lakhs)	1030.73	101.32	62.66	73.11	36.94

v.Foreign Investments or collaborations,if any:

The Company does not have any foreign collaboration or Foreign Direct Investment.

3.INFORMATION ABOUT THE APPOINTEES:

Name of the Director	Mr Satchidanandam R	Mr Jeyakumar R	Mr Veluchamy K
1.BACKGROUND DETAILS:			
1.1.DIN	01877142	01740757	01813283
1.2.Date of Birth	15.02.1951	29.11.1954	09.07.1953
1.3.Qualification	M.S.	M.E.	B.E.
1.4.Expertise in specific functional areas	He is an experienced structural engineer. He is one of the main promoter of the Company and he is a Director right from the date of incorporation of the Company. He has managed several construction projects of larger magnitude and he has specialized	He is an experienced structural engineer. He is one of the main promoters of the Company and he is a Director on the Board of the Company right from the date of	He has several years of project execution experience in the construction industry. He has served in the Middle Eastern Countries where he executed several construction

	project execution capabilities.	incorporation. Besides execution of several construction projects undertaken by the Company, he has expertise in marketing of flats to discerning buyers.	activities like seven storeyed building, community theatre, mosques, sub-station, etc.
1.5.List of other public Companies in which directorship held as on 31st March 2020	Nil	Nil	Nil
1.6.Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31st March 2020	Nil	Nil	Nil
1.7.Shareholding as on 31st March 2020 (including holding as HUF)	1241300 24.44%	796500 15.04%	1114500 21.04%
1.8Relationship with other Directors and KMPs	Not related to any other director or KMP	Not related to any other director or KMP	Not related to any other director or KMP
2.PAST REMUNERATION (paid during the year ended 31.3.2020)	Rs.78.00 lakhs	Rs.66.00 lakhs	Rs.69.60 lakhs
3.RECOGNITION OR AWARDS	NIL	NIL	NIL

4.JOB PROFILE AND HIS SUITABILITY	<p>He is an experienced engineering professional associated with the Company right from its inception. The Company being in the construction industry, undertakes several projects. It is the management practice of the Company to entrust oversight of specific projects to each individual Wholetime Directors in order to achieve better control and timely execution. He has handled several projects independently and his services are most suited to the requirements of the Company especially as the company is on a scaling up phase. He is also associated with the strategic and long term planning of the activities of the Company</p>	<p>He is the Managing Director entrusted with substantial powers of Management of the Company. He is an experienced engineering professional associated with the Company right from its inception. The Company being in the construction industry, undertakes several projects. It is the management practice of the Company to entrust oversight of specific projects to each individual Wholetime Directors in order to achieve better control and timely execution. He has handled several projects independently and his services are most suited to the requirements of the Company especially as the company is on a scaling up phase. He also handles the liasoning, marketing and administrative functions of the Company.</p>	<p>He is an experienced engineering professional associated with the Company for the past 22 years. The Company being in the construction industry, undertakes several projects. It is the management practice of the Company to entrust oversight of specific projects to each individual Wholetime Directors in order to achieve better control and timely execution. He has handled several projects independently and his services are most suited to the requirements of the Company especially as the company is on a scaling up phase. His international exposure in the construction of heavy duty overseas projects are of immense benefit to the company in the field of design and aesthetics</p>
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5.REMUNERATION PROPOSED	Rs.168 LAKHS p.a.	Rs.168 LAKHS p.a.	Rs.168 LAKHS p.a.
6.COMPARATIVE REMUNERATION PROFILE	Considering the professional qualification, experience and leadership acumen, the proposed remuneration is considered reasonable and in-keeping with the remuneration profile in the construction industry..	Considering the professional qualification, experience and leadership acumen, the proposed remuneration is considered reasonable and in-keeping with the remuneration profile in the construction industry..	Considering the professional qualification, experience and leadership acumen, the proposed remuneration is considered reasonable and in-keeping with the remuneration profile in the construction industry.
7.PECUNIARY RELATIONSHIP	He is the promoter of the Company.	He is the promoter of the Company.	He is the promoter of the Company.

8.OTHER REQUIRED DISCLOSURES	i.The proposed remuneration comprises of Salary and perquisites in the form of rent free accommodation provided valued at cost to the company.	i.The proposed remuneration comprises of Salary and perquisites in the form of rent free accommodation provided valued at cost to the company.	i.The proposed remuneration comprises of Salary and perquisites in the form of rent free accommodation provided valued at cost to the company.
	ii.The proposed remuneration shall be paid as fixed remuneration and there are no variable component or performance linked incentives based on achievement of any performance criteria.	ii.The proposed remuneration shall be paid as fixed remuneration and there are no variable component or performance linked incentives based on achievement of any performance criteria.	ii.The proposed remuneration shall be paid as fixed remuneration and there are no variable component or performance linked incentives based on achievement of any performance criteria.
	iii.The appointment is contractual. No specific notice period or severance pay have been stipulated.	iii.The appointment is contractual. No specific notice period or severance pay have been stipulated.	iii.The appointment is contractual. No specific notice period or severance pay have been stipulated.
	iv.No stock options is proposed to be granted.	iv.No stock options is proposed to be granted.	iv.No stock options is proposed to be granted.

4.OTHER INFORMATION:

i.Reasons for loss or inadequate profits:

The Company has not incurred any loss but the profits of the Company is inadequate to cover the remuneration payable to Managerial Personnel. The construction industry was facing adverse business condition. The projects undertaken by the Company have been impacted due to delay in obtaining regulatory approvals. The widely fluctuating material prices have had a bearing on the profitability of the company. Demand was also sluggish. In view of these factors, the profitability of the Company was affected.

ii.Steps taken or proposed to be taken for improvement:

The Company will be launching several projects in order to scale up its operations and increase profitability. The Company has already applied for regulatory approvals for the proposed projects and it has the necessary plan of action for executing the same cost effectively and in timely manner. Challenges affecting the construction industry is always there and the Company has effective plan of action on overcoming the challenges in the best interest of all the stakeholders.

iii.Expected increase in productivity and profits in measurable terms:

The several projects which the company is planning to launch and the scale of operations in the years to come will increase the turnover and profitability.

ITEM 6:

Your Company intends to take up the residential premises situated at No.13/1, III Cross Street, Sterling Road, Numgambakkam, Chennai-600034, owned by the related party Mr R Satchidanandam, Chairman & Wholetime Director, for providing residential accommodation Key Managerial Personnel of the Company. The details of the proposal for taking the premises on lease is furnished below :

SNo.	Particulars	Details
1	Name of the related party	Mr R Satchidanandam, Chairman & Wholetime Director (Owner and Lessor)
2	Name of the Director or Key Managerial Personnel who is related, if any.	Mr R Satchidanandam, Chairman & Wholetime Director
3	Nature of relationship	The Lessor (Owner) of the residential property Mr R Satchidanandam is the Chairman & Wholetime Director of the Company
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	The contract or arrangement is for taking on lease for a maximum period of five years the property situated at No.13/1, III Cross Street, Sterling Road, Numgambakkam, Chennai-600034, for the purpose of providing residential accommodation to KMPs and other officials of the Company
ii.	Material Terms	<p>a.The related party is the owner of the residential property situated at No.13/1, III Cross Street, Sterling Road, Numgambakkam, Chennai-600034.</p> <p>b. The Company proposes to take the residential property on lease for a maximum period of five years for the purpose of providing residential accommodation to its KMPs and other Senior Management Personnel.</p>
iii.	Monetary Value	a.Payment of Lease rent not exceeding Rs 4

		lakhs per month to the lessor. b.Payment of refundable interest free security deposit of Rs.12 lakhs (rupees twelve lakhs only) to the lessor
iv.	Particulars of contract or arrangement	The contract or arrangement is for taking on lease the subject premises as per material terms mentioned at ii & iii above.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The above proposal for taking on lease of the residential property is in the ordinary course of business carried on by the Company. There are no other conflicts of interest with the related party other than the disclosures made as above. The proposal was approved by the Audit Committee of the Board at their meeting held on 14.02.2020 and the Board of Directors of the Company at their meeting held on 19.03.2020. The transaction with the related party for lease of the subject premises requires the approval of the members to be valid for a period of three years upto 30th September 2023 under section 188 (1)(C) of the Companies Act, 2013, and the rules made thereunder.

The Board commends the resolution for acceptance. None of the Directors other than Mr R Satchidanandam are deemed to be concerned or interested in the resolution.

ITEM 7:

Your Company intends to take up the Office Premises situated at New No.30, Old No.162-B, Greams Lane, Thousand Lights, Chennai-600006, owned by the related party Mr R Satchidanandam (HUF) for lease for being used as office of the of the Company. The details of the proposal for taking the premises on lease is furnished below :

SNo.	Particulars	Details
1	Name of the related party	R Satchidanandam (HUF) (Owner of the property and Lessor)
2	Name of the Director or Key Managerial Personnel who is related, if any.	Mr R Satchidanandam, Chairman & Wholetime Director
3	Nature of relationship	The Karta of the Lessor (Owner) of the Office premises is Mr R Satchidanandam and he is the Chairman & Wholetime Director of the Company
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	The contract or arrangement is for taking on lease for a maximum period of five years the property situated at New No.30, Old No.162-B, Greams Lane, Thousand Lights, Chennai-600006, for being used as office of the of the Company.
ii.	Material Terms	a.The related party is the owner of the Office Premises situated at New No.30, Old No.162-B, Greams Lane, Thousand Lights, Chennai-600006,

		b. The Company proposes to take the property on lease for a maximum period of five years for the purpose of using it as office of the Company.
iii.	Monetary Value	a.Payment of Lease rent not exceeding Rs 80,000 (rupees eighty thousand only) per month to the lessor. b.Payment of refundable interest free security deposit of Rs.2,40,000 (rupees two lakhs and forty thousand only) to the lessor
iv.	Particulars of contract or arrangement	The contract or arrangement is for taking on lease the subject premises as per material terms mentioned at ii & iii above.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The above proposal for taking on lease of the office premises is in the ordinary course of business carried on by the Company. There are no other conflicts of interest with the related party other than the disclosures made as above. The proposal was approved by the Audit Committee of the Board at their meeting held on 14.02.2020 and the Board of Directors of the Company at their meeting held on 19.03.2020. The transaction with the related party for lease of the subject premises requires the approval of the members to be valid for a period of three years upto 30th September 2023 under section 188 (1)(C) of the Companies Act, 2013, and the rules made thereunder.

The Board commends the resolution for acceptance. None of the Directors other than Mr R Satchidanandam are deemed to be concerned or interested in the resolution.

ITEM 8:

Your Company intends to take up the residential premises situated at No.12, Crescent Avenue, Kesavaperumalpuram, Chennai-600028, owned by the related party Mr R Jeyakumar, Managing Director, for lease for providing residential accommodation to the Key Managerial Personnel of the Company. The details of the proposal for taking the premises on lease is furnished below :

SNo.	Particulars	Details
1	Name of the related party	Mr R Jeyakumar, Managing Director (Owner and Lessor)
2	Name of the Director or Key Managerial Personnel who is related, if any.	Mr R Jeyakumar, Managing Director
3	Nature of relationship	The Lessor (Owner) of the residential property Mr R Jeyakumar is the Managing Director of the Company
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	The contract or arrangement is for taking on lease for a maximum period of five years the property situated at No.12, Crescent Avenue, Kesavaperumalpuram, Chennai-600028, for the purpose of providing residential

		accommodation to KMPs and other officials of the Company
ii.	Material Terms	<p>a.The related party is the owner of the residential property situated at No.12, Crescent Avenue, Kesavaperumalpuram, Chennai-600028</p> <p>b. The Company proposes to take the residential property on lease for a maximum period of five years for the purpose of providing residential accommodation to its KMPs and other Senior Management Personnel.</p>
iii.	Monetary Value	<p>a.Payment of Lease rent not exceeding Rs 4.50 lakhs (rupees four lakhs and fifty thousand only) per month to the lessor.</p> <p>b.Payment of refundable interest free security deposit of Rs.13.50 lakhs (rupees thirteen lakhs and fifty thousand only) to the lessor</p>
iv.	Particulars of contract or arrangement	The contract or arrangement is for taking on lease the subject premises as per material terms mentioned at ii & iii above.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The above proposal for taking on lease of the residential property is in the ordinary course of business carried on by the Company. There are no other conflicts of interest with the related party other than the disclosures made as above. The proposal was approved by the Audit Committee of the Board at their meeting held on 14.02.2020 and the Board of Directors of the Company at their meeting held on 19.03.2020. The transaction with the related party for lease of the subject premises requires the approval of the members to be valid for a period of three years upto 30th September 2023 under section 188 (1)(C) of the Companies Act, 2013, and the rules made thereunder.

The Board commends the resolution for acceptance. None of the Directors other than Mr R Jeyakumar are deemed to be concerned or interested in the resolution.

ITEM 9:

Your Company intends to take up the residential premises situated at No.13/2, Ground Floor, 3rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034, owned by the related party Mr K Veluchamy, Executive Director, for lease for providing residential accommodation to the Key Managerial Personnel of the Company. The details of the proposal for taking the premises on lease is furnished below :

SNo.	Particulars	Details
1	Name of the related party	Mr K Veluchamy, Executive Director (Owner and Lessor)
2	Name of the Director or Key Managerial Personnel who is	Mr K Veluchamy, Executive Director

	related, if any.	
3	Nature of relationship	The Lessor (Owner) of the residential property Mr K Veluchamy is the Executive Director of the Company
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	The contract or arrangement is for taking on lease for a maximum period of five years the property situated at No.13/2, Ground Floor, 3 rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034, for the purpose of providing residential accommodation to KMPs and other officials of the Company
ii.	Material Terms	<p>a.The related party is the owner of the residential property situated at No.13/2, Ground Floor, 3rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034</p> <p>b. The Company proposes to take the residential property on lease for a maximum period of five years for the purpose of providing residential accommodation to its KMPs and other Senior Management Personnel.</p>
iii.	Monetary Value	<p>a.Payment of Lease rent not exceeding Rs 3.00 lakhs (rupees three lakhs only) per month to the lessor.</p> <p>b.Payment of refundable interest free security deposit of Rs.9.00 lakhs (rupees nine lakhs only) to the lessor</p>
iv.	Particulars of contract or arrangement	The contract or arrangement is for taking on lease the subject premises as per material terms mentioned at ii & iii above.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The above proposal for taking on lease of the residential property is in the ordinary course of business carried on by the Company. There are no other conflicts of interest with the related party other than the disclosures made as above. The proposal was approved by the Audit Committee of the Board at their meeting held on 14.02.2020 and the Board of Directors of the Company at their meeting held on 19.03.2020. The transaction with the related party for lease of the subject premises requires the approval of the members to be valid for a period of three years upto 30th September 2023 under section 188 (1)(C) of the Companies Act, 2013, and the rules made thereunder.

The Board commends the resolution for acceptance. None of the Directors other than Mr K Veluchamy are deemed to be concerned or interested in the resolution.

ITEM 10:

Your Company intends to take up the residential premises situated at No.13/2, First Floor, 3rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034, owned by the related party Mr V Balasubramanian, for lease for providing residential accommodation to the Key Managerial Personnel of the Company. The details of the proposal for taking the premises on lease is furnished below :

SNo.	Particulars	Details
1	Name of the related party	Mr V Balasubramanian (Owner and Lessor)
2	Name of the Director or Key Managerial Personnel who is related, if any.	Mr K Veluchamy, Executive Director
3	Nature of relationship	The Lessor (Owner) of the residential property Mr V Balasubramanian is the deputy General Manager (Operations & Finance) and he is related to Mr K Veluchamy, Executive Director of the Company, as his Son
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	The contract or arrangement is for taking on lease for a maximum period of five years the property situated at No.13/2, First Floor, 3 rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034, for the purpose of providing residential accommodation to KMPs and other officials of the Company
ii.	Material Terms	<p>a.The related party is the owner of the residential property situated at No.13/2, First Floor, 3rd Cross Street, Sterling Road, Nungambakkam, Chennai-600034</p> <p>b. The Company proposes to take the residential property on lease for a maximum period of five years for the purpose of providing residential accommodation to its KMPs and other Senior Management Personnel.</p>
iii.	Monetary Value	<p>a.Payment of Lease rent not exceeding Rs 1.50 lakhs (rupees one lakh and fifty thousand only) per month to the lessor.</p> <p>b.Payment of refundable interest free security deposit of Rs.4.50 lakhs (rupees four lakhs and fifty thousand only) to the lessor</p>
iv.	Particulars of contract or arrangement	The contract or arrangement is for taking on lease the subject premises as per material terms mentioned at ii & iii above.
5	Any other information relevant or important for the members to take	Nil

	a decision on the proposed resolution	
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The above proposal for taking on lease of the residential property is in the ordinary course of business carried on by the Company. There are no other conflicts of interest with the related party other than the disclosures made as above. The proposal was approved by the Audit Committee of the Board at their meeting held on 14.02.2020 and the Board of Directors of the Company at their meeting held on 19.03.2020. The transaction with the related party for lease of the subject premises requires the approval of the members to be valid for a period of three years upto 30th September 2023 under section 188 (1)(C) of the Companies Act, 2013, and the rules made thereunder.

The Board commends the resolution for acceptance. None of the Directors other than Mr K Veluchamy are deemed to be concerned or interested in the resolution.

ITEM 11:

Your Company intends to take up the Office Premises situated at No.5/97, Anna street, Madipakkam, Chennai-600091, owned by the related party Veluchamy (HUF) for lease for being used as office of the of the Company. The details of the proposal for taking the premises on lease is furnished below :

SNo.	Particulars	Details
1	Name of the related party	Veluchamy (HUF) (Owner of the property and Lessor)
2	Name of the Director or Key Managerial Personnel who is related, if any.	Mr K Veluchamy, Executive Director
3	Nature of relationship	The Karta of the Lessor (Owner) of the Office premises is Mr K Veluchamy and he is the Executive Director of the Company
4	Details of Contract or Arrangement with Related party:	
i.	Nature of Contract or Arrangement	The contract or arrangement is for taking on lease for a maximum period of five years the property situated at No.5/97, Anna street, Madipakkam, Chennai-600091, for being used as office of the of the Company.
ii.	Material Terms	a.The related party is the owner of the Office Premises situated at No.5/97, Anna street, Madipakkam, Chennai-600091. b. The Company proposes to take the property on lease for a maximum period of five years for the purpose of using it as office of the Company.
iii.	Monetary Value	a.Payment of Lease rent not exceeding Rs 30,000 (rupees thirty thousand only) per month to the lessor. b.Payment of refundable interest free security deposit of Rs.90,000 (rupees ninety thousand

		only) to the lessor
iv.	Particulars of contract or arrangement	The contract or arrangement is for taking on lease the subject premises as per material terms mentioned at ii & iii above.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The above proposal for taking on lease of the office premises is in the ordinary course of business carried on by the Company. There are no other conflicts of interest with the related party other than the disclosures made as above. The proposal was approved by the Audit Committee of the Board at their meeting held on 4.02.2020 and the Board of Directors of the Company at their meeting held on 20.03.2020. The transaction with the related party for lease of the subject premises requires the approval of the members to be valid for a period of three years upto 30th September 2023 under section 188 (1)(C) of the Companies Act, 2013, and the rules made thereunder.

The Board commends the resolution for acceptance. None of the Directors other than Mr K Veluchamy are deemed to be concerned or interested in the resolution.

**By Order of the Board
FOR RAJPARIS CIVIL CONSTRUCTIONS LIMITED**

**R JEYAKUMAR
MANAGING DIRECTOR
DIN: 01740757**

**CHENNAI
DATED: 10.08.2020**