



NOTICE

Dear Members,

NOTICE is hereby given that an Extraordinary General Meeting of Rajparis Civil Constructions Limited will be held on Saturday, the 09th August 2021 at 11:00 A.M. IST through Video Conferencing / Other Audio Visual Means (VC) to transact the following business :

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act 2013(including any Statutory modification or re-enactment thereof for the time being in force) the approval of the Shareholders is hereby accorded that for effecting the following amendments in the Articles of Association of the Company:

After the existing Article 5(K) of the Articles of Association of the Company the following Article be and is hereby inserted and numbered as 5(L).

New 5(L). no The company shall have power, subject to and in accordance with the sections 68, 69 and 70 and other applicable provisions of the Companies Act, 2013, to purchase any of its own fully paid up shares or other specified securities whether or not redeemable".

RESOLVED FURTHER THAT Mr. R. Jeyakumar, Managing Director, Mr. R. Satchidanandam Director, Mr. Rajkumar Edward Paul, Director, be and are hereby severally authorised to file necessary e-forms with the registrar of companies, Chennai, Tamil Nadu ("Registrar of Companies") and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.

2. To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the "Companies Act"), and in accordance with Article 5(L) of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules") to the extent applicable, and subject to such conditions and modifications as may be prescribed or imposed by the Statutory or other Authorities



[Signature]

while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the members be and is hereby accorded to the Company to buy back its fully paid-up equity shares of 10 each not exceeding 12,18,195 (Twelve Lakhs Eighteen thousand One Hundred and Ninety Five) equity shares (representing 23% of the paid-up share capital of the Company) at a price of Rs. 83/- (Rupees Eighty Three only) per equity share (the "Buyback Offer Price") payable in cash for an aggregate consideration not exceeding Rs. 10,11,10,185/- (Rupees Ten Crores Eleven Lakhs Ten Thousand One Hundred and Eighty Five Only) (the "Buyback Offer Size") which is within the statutory limits of 25% (Twenty Five Percent) of the aggregate of the fully paid-up equity share capital and free reserves as per the Provisional financial statements of the Company for the financial year ended March 31, 2021, be utilized as per the provisions of the Companies Act for the buy back from the Equity Shareholders of the Company, whose names are appearing as members in the Register Of Members as on the record date (to be fixed by the Board), on a proportionate basis (hereinafter referred to as "Buy Back")."

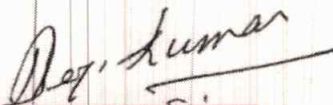
RESOLVED FURTHER THAT the Company proposes to buyback Equity Shares for a minimum of 12,18,195 (Twelve Lakhs Eighteen thousand One Hundred and Ninety Five), being 23% of paid-up capital ("Minimum Buyback Size") and the Buyback shall not exceed 25% of the aggregate of the total paid-up equity capital and free reserves of the Company based on the Provisional financial statements of the Company for the financial year ended March 31, 2021 which is within the maximum amount allowed under the Act.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be invested out of the free reserves and/or cash balances and/ or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by law and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT all the Shareholders of the Company will be eligible to participate in the Buyback including promoter of the Company and their associates who hold equity shares in the Company.

RESOLVED FURTHER THAT the Buyback period shall in any case close within (15) days from the date of opening of the Buyback or such other period as may be permitted under the Act. The Board in its absolute discretion may decide to close the Buyback of Equity Shares at such earlier date as may be determined by the Board, even if the maximum limit of Buyback has or has not been reached, provided the Minimum Buyback Size has been utilized in the Buyback, by giving an appropriate notice for such earlier date and as may be permitted under the applicable laws.

RESOLVED FURTHER THAT Mr. R. Jeyakumar, Managing Director, Mr. R. Satchidanandam Director, Mr. Rajkumar Edward Paul, Director, be and are hereby



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Phone: +91 44 2829 0566

Branch Office: No. 560-562, 7th Floor - E, Century Plaza, Anna Salai, Chennai - 600 018.

Phone : 044 - 2433 0035, 2433 0038 Email:rajparis@gmail.com Web:www.rajparis.in

severally authorised to dispatch offer documents to the shareholders, to sign a declaration of solvency on the behalf of the company to interact with the intermarries, to appoint such other agency as may be required and to file necessary e-forms with the Registrar of Companies, Chennai, Tamil Nadu ("Registrar of Companies") and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered, and that the company secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

Place: Chennai
Date : 12/07/2021

By Order of the Board



R. Jeyakumar

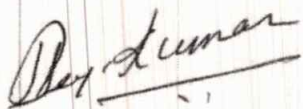
R. Jeyakumar
Managing Director



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Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No.22/2020 dated 15.06.2020, No.33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020. and Circular No.10/2021 dated June 23, 2021, The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 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 EGM. 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 EGM will be provided by CDSL.
3. The Members can join the EGM 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 EGM through VC/OAVM will be made available to atleast 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.rajparis.in. The Notice can also be accessed on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No.22/2020 dated 15.06.2020, No.33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020. and Circular No.10/2021 dated June 23, 2021.
8. The Explanatory Statement made pursuant to Section 102 of the Companies Act 2013 is attached herewith.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Friday 06th August 2021 (9.00 a.m) and ends on Sunday 08th August 2021 (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 (record date) of 02nd August 2021 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) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting

	<p>period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.

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(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

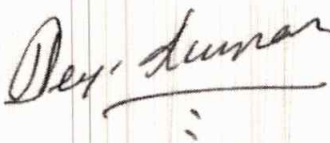
	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have 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 OR Date of Birth (DOB)	<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> <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.

(v) After entering these details appropriately, click on "SUBMIT" tab.



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- (vi) Shareholders holding shares in physical form will then 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.





(xv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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.
- 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.

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 viz; rajparis@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

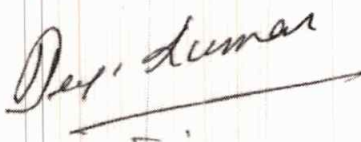


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4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note 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.
7. 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 atleast **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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**.





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2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to _____, Sr. 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.



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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item 1: Approval of the Amendment of Articles of Association for including a clause relating to Buy back

The Board of Directors at its meeting held on 12th July, 2021 have, subject to the approval of the Shareholders of the Company by way of Special resolution, approved the Resolution for Amendment of Articles of Association of the Company. Since the Articles of Association of the Company does not contain any provision for Buy back of Securities from the Existing Shareholders, the Amendment of Articles of Association is necessary.

Pursuant to the provisions of Section 14 of the Companies Act 2013 and other Applicable provisions of the Act, the Alteration of Articles of Association of the Company requires approval of Shareholders of the Company by way of Special Resolution. Hence the Company is seeking your consent for the Amendment of Articles of Association as contained in the Resolution appended to this Notice by e-voting process.

Copy of the existing and Amended Articles of Association of the Company will be available for inspection by Members during the Business Hours at the registered office of the Company till the date of the General Meeting.

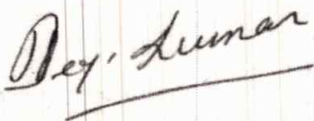
None of the Directors Key Managerial Personal and their relatives are interested or concerned in this resolution, except to the extent of their shareholding in the Company.

Item 2: Approval for Buy back of Equity Shares

The Board of Directors of the Company at its meeting held on 12th July 2021, have subject to the approval of Shareholders of the Company by way of Special Resolution, approved the Buyback of Equity Shares of face value Rs. 10(Rupees Ten only) each consisting 12,18,195 (Twelve Lakhs Eighteen thousand One Hundred and Ninety Five) Equity Shares being 23% of 52,96,500 (Fifty Two Lakhs Ninety Six Thousand Five Hundred) Equity shares being the Paid-up capital of the company .

Requisite details and material information to the Buyback are given below:

1. The company intends to acquire equity shares each of face value of Rs.10/- each at a price not exceeding Rs.83/- per equity share ('maximum Buy-back price) with the total aggregate amount to expended not to exceed Rs. 10,11,10,185/- (Rupees Ten Crores Eleven Lakhs Ten Thousand One Hundred and Eighty Five Only) which is within 25% of the Company's fully paid up Equity Share Capital and Free Reserves as per audited Balance Sheet as on 31st March, 2021.



2. The Resolution seeks to authorize the Board to buy back Company's shares upto 23% of the Paid up Share Capital and the number of equity shares to be bought back by the Company will be within the specified limits prescribed under the Buy-back Regulations. the Buyback (including the cost of financing the Buyback and the Transaction Costs) will be invested out of the free reserves and/or cash balances and/ or internal accruals of the Company and/or such other sources or by such mechanisms as may be permitted by law and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

3. The Board of Directors of the Company at their meeting held on 12th July 2021, approved, subject to the consent of the Members of the Company, the proposal for Buy-back of Company's Equity shares in accordance with the Article 5(L) of the Amended Articles of Association of the Company, subject to the provisions of Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'ACT') and Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as 'Buy-back Regulations')

Your Board is of the view that necessity for Buy-back is on account of the following reasons:

1. The Buy-back offer is being proposed in pursuance of the Company's desire to maximize returns to investors and enhance overall shareholder value by returning cash to shareholders in an efficient investor friendly manner. This will be done without in any manner compromising the inorganic growth opportunities available to the Company.
2. The Buy-back will result in reduction in the overall capital employed in the business which will, in turn lead to higher earnings per share and enhanced return-on-equity and return on capital employed, return on net worth, return on assets etc.
3. The Buy-back will create long term value for continuing shareholders. The Buy-back is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards the Buy-back.
4. The Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

4. The Buy-Back shall be on a proportionate basis from all the Members holding Equity Shares of the Company. The Buy Back will be implemented in accordance with the Companies Act 2013 and the Share Capital Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company.

5. The aggregate Paid up Share Capital and Free Reserves of the Company as at March 31, 2021 is 40,61,52,259 and under the provisions of the Act, the funds deployed for Buy-back shall not exceed 25% of the Paid up Share Capital and Free Reserves of the



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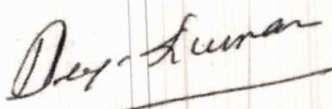
Company. Accordingly the maximum amount that can be utilized in the present Buy-back is Rs. 10,15,38,065/- (25%)The total aggregate amount proposed to be expended for the Buy-back is Rs. 10,11,10,185/- which is within the maximum amount as aforesaid. Further under the Act, the number of Equity shares that can be bought back during the financial year shall not exceed 25% of the Paid up Equity shares of the Company. Accordingly the maximum number of Equity shares that are proposed to bought back not exceeding 12,18,195 (Twelve Lakhs Eighteen thousand One Hundred and Ninety Five) Equity Shares being 23% of 52,96,500 (Fifty Two Lakhs Ninety Six Thousand Five Hundred) Equity shares (Paid-up Capital) each of face value of Rs.10/- each as per the Provisional Balance Sheet as on 31-03-2021. The Company proposes maximum number of shares to be bought back shall not exceed 12,18,195 (Twelve Lakhs Eighteen thousand One Hundred and Ninety Five) equity shares of Rs.10/- each constituting 23% of the total existing paid up equity share Capital and the minimum number of Equity shares (minimum Buy-back shares) shall be bought back is 12,18,195 Equity shares of Rs.10/- each.

6. The maximum price at which the Buy back will be carried out is Rs.83/- per share. The maximum price which is higher than the maximum price of Rs.77 which has been arrived at after considering the recent Book Value of the equity shares, future outlook and other relevant factors. The valuation report is issued by S. Dehaleesan Chartered Accountant (Registered Valuer), will be available for inspection by Members during the Business Hours at the registered office of the Company till the date of the General Meeting.

7. The aggregate shareholding of the promoters who are also Directors of the Company, as on date of the Notice is 50,24,600 (Fifty Lakhs Twenty four Thousand Six Hundred) equity shares each of face value of Rs.10/- consisting of 94.80% of the total equity capital of the Company. Pursuant to the Buy back of Equity shares as proposed and depending on the response to the Buy back offer, the percentage holding of the Promoters would change accordingly and such a change is consequential and indirect in nature.

Aggregate shareholding of the Promoter and Promoter group and persons in control as on 12-07-2021:

S.No	Name of the Shareholder	No of Equity Shares	Percentage (%)
1.	R. SATCHIDANANDAM	1157300 (21.85)	21.85%
2.	KARUPPANNA GOUNDER VELUCHAMY	1130500 (21.34)	21.34%
3.	RAMASWAMY JEYAKUMAR	812500 (15.34)	15.34%
4.	S. VIJAYALAKSHMI	594100 (11.21)	11.21%
5.	V. BALASUBRAMANIAN	398200 (7.51)	7.51%
6.	BALAGOPAL RAJU RAJESWARI RAJU	349100 (6.59)	6.59%
7.	OMS CONSTRUCTIONS PRIVATE LIMITED	265200 (5.00)	5.00%
8.	ASHWINRAJU JEYAKUMAR	101800 (1.92)	1.92%
9.	RAJAMANICKAM SATCHIDANAND	100000 (1.88)	1.88%




10.	R. JEYAKUMAR	22900 (0.43)	0.43%
11.	SATCHIDANANDAM R	21900 (0.41)	0.41%
12.	BK. PRIYADARSHINI	21800 (0.41)	0.41%
13.	KARUPPANNA GOUNDER VELUCHAMY	20500 (0.38)	0.38%
14.	S. RAJKUMAR	13800 (0.26)	0.26%
15.	PUNITHAVATHI V	10000 (0.18)	0.18%
16.	R. GEETHALAKSHMI	5000 (0.09)	0.09%

8. No shares shall be either purchased or sold by the promoter directors during the period of twelve months preceding the date of the Board Meeting at which the proposal of Buy back is approved.

9. As required under the Act, the ratio of the debt owed by the Company would not be more than twice the Share Capital and Free Reserves after the Buy back.

10. As per the provisions of the Act, the special Resolution passed by the shareholders approving the Buy back will be valid for a maximum period of twelve months from the date of passing of the said Special Resolution (or such extended period as may be permitted under the Act or the Buy back Regulations or by the appropriate authorities). Subject to the maximum price for Buy back and maximum validity period of twelve months, the time frame and the price will be determined by the Board.

11. In accordance with the regulatory provisions, the shares bought will compulsorily be cancelled and will not be held for reissue.

12. As per the provisions of the Act, the Company will not be allowed to issue fresh Equity shares for a period of six months after the completion of the Buy back except by way of Bonus issue or in the discharge of subsisting obligations such as conversions of warrants, stock option scheme, sweat equity or conversion of preference shares or debentures into equity shares.

13. The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or payment of dividend due to any shareholder or repayment of term loans to any financial institutions or banks.

14. The Board of Directors hereby confirms that it has made full inquiry into the affairs and prospects of the Company and has formed the opinion:

- that, immediately following the date on which the General Meeting is convened there will be no grounds on which the Company could be found unable to pay its debts.
- that, as regards its prospects for the year immediately following that date, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during that year,



Devi Kumar



10.	R. JEYAKUMAR	22900 (0.43)	0.43%
11.	SATCHIDANANDAM R	21900 (0.41)	0.41%
12.	BK. PRIYADARSHINI	21800 (0.41)	0.41%
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14. The Board of Directors hereby confirms that it has made full inquiry into the affairs and prospects of the Company and has formed the opinion:

- that, immediately following the date on which the General Meeting is convened there will be no grounds on which the Company could be found unable to pay its debts.
- that, as regards its prospects for the year immediately following that date, having regard to their intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during that year,



Devi Kumar

- the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- c. in forming their opinion for the above purposes, the directors has taken into account the liabilities including prospective and contingent liabilities as if the company were being wound up under the provisions of the Act.

15. The Company shall transfer its free reserves a sum equal to the nominal value of the equity shares purchased through Buy back to the Capital Redemption Reserve and the details of such transfer shall be disclosed in its subsequent Audited Balance Sheet.

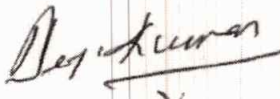
16. The text of the Report dated 12th July 2021, received from B.R. Chandrasekaran, the Statutory Auditors of the Company addressed to the Board of Directors is reproduced below:

In connection with the Buy back of equity shares approved by the Board of Directors of Rajparis Civil Constructions Limited (the Company) at their meeting held on 12th July 2021, in pursuance to the provisions of the Companies Act, 2013 and Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as 'Buy-back Regulations') and based on the information and explanations given by the Company, we report that

- a. I have inquired into the Company's state of affairs in relation to its audited financial statements of the Company for the year ended 31st march, 2021.
- b. The Capital payment of an amount not exceeding Rs. 10,11,10,185/- towards the Buy Back of equity shares as determined in accordance with Section 68 of the Companies Act, 2013, is within the permissible amount of 25% of the paid up capital and free reserves of the Company as extracted from the audited financial statements of the Company for the year ended 31st March 2021.
- c. The Board of Directors of the Company, at their meeting held on 12th July 2021, have formed their opinion as specified Public Limited Company and Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as 'Buy-back Regulations'), on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of resolution by the shareholders in case of Buy back of upto 25% of its paid up capital and free reserves of the company.

This report has been issued at the request of the Company in connection with the proposed buy back and can not be used for any other purpose without our prior written consent.

None of the Directors Key Managerial Personal and their relatives are interested or concerned in this resolution, except to the extent of their shareholding in the Company. The Board recommends the proposal for approval by the Members in the ensuing General Meeting.





RAJPARIS

QUALITY SINCE 1980

By Order of the Board
For Rajparis Civil Constructions Limited

Place: Chennai
Date : 12-07-2021



R. Jeyakumar
Managing Director

RCC