



RPP Infra Projects Ltd

Wednesday, 24th February, 2016

Corporate Relationship Department
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Mumbai - 400001.
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Scrip Code: 533284

The Manager, Listing Department
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Exchange Plaza, 5th Floor,
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Scrip Code: RPPINFRA

Sub: Adoption of Policies

Dear Sir/Madam,

This is to inform you that pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, these policies have been adopted by the Board of Directors at their meeting held on 13.02.2016.

1. Policy on Determination of Materiality of Information or Events
2. Policy on Preservation of records of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has authorized the following Key Managerial Personnel of the Company for determining materiality of Information or Events and making disclosures to stock exchanges under this regulation.

Name of KMP	Designation	Contact Details
Mrs. A NITHYA	CFO	S F No. 454, Raghupathynaicken Palayam, Railway Colony, Poondurai Road, Erode 638002, Tamil Nadu. Tel: +91 424 2284077, Email: nithi@rppiopl.com
Mr. K JAYANTHAR	Company Secretary	S F No. 454, Raghupathynaicken Palayam, Railway Colony, Poondurai Road, Erode 638002, Tamil Nadu. Tel: +91 9842588977, Email: secretary@rppiopl.com

The policies are enclosed herewith and will also be hosted on the Company's website www.rppiopl.com

This is for your information and records.

Yours sincerely,

For RPP Infra Projects Ltd

K Jayanthar
Company Secretary

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CIN : L45201TZ1995PLC006113, PAN : AAACR9307E; Service Tax No AAACR9307EST001

TIN No. : 33863000750 CST No : 433207 Dt. 28.12.1993

R.P.P INFRA PROJECTS LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF INFORMATION OR EVENTS

1. Introduction

This Policy on Determination of Materiality of Information or Events (the “Policy”) is aimed at providing guidelines to the Management of R.P.P Infra Projects Limited (the “Company”), to determine the materiality of information or events, which could affect the investment decisions and ensure timely and adequate dissemination of information to the stock exchanges.

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India (“SEBI”), under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), with respect to disclosure of events and information.

The Board of Directors of R.P.P Infra Projects Limited has approved and adopted this policy and shall be effective from December 1, 2015.

2. Objective of Policy

The policy has been framed with the objective of providing adequate and appropriate disclosures that are consistent with the facts of the material events.

The current policy mechanisms regulate:

- a) the procedure determining the materiality of the events/information;
- b) the procedure governing the disclosure of the events that are deemed to be material;
- c) to decide upon the instance when the material events have occurred and the time frame within which the information is to be disclosed.

3. Guidelines for Determining Materiality

The Company shall consider the following criteria for determining the materiality of the events:

- a) The omission of an event or information which is likely to result in discontinuity or alteration of an event or information already available publicly; or
- b) The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date or as may be decided by the Board;
- c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of the Company, the event / information is considered material.

4. Disclosure of material events / information

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchanges. For this purpose, material event means any information which relates to the Company and which, if published is likely to materially affect the price of shares of the Company.

- a) The Company shall make disclosure of events specified in Annexure 1 (Events specified in Para A of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), without applying any test of materiality to the stock exchanges within specified timelines.
- b) The Company shall make disclosure of events specified in Annexure 2 (Events specified in Para B of Part A of Schedule III of the Listing Regulations and as may be amended from time to time), based on application of the guidelines for materiality, to the stock exchanges within specified timelines.
- c) Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the shareholders of the Company to appraise its position and to avoid the establishment of a false market in such securities, would be disclosed as advised by the Board from time to time.
- d) The Company shall make disclosures of any events or information which, in the opinion of the Board of Directors, is material. In case where an event occurs or information is available with the company, which has not been indicated in Annexure 1 and 2, but which may have material effect on it, the Company would make adequate disclosures in regard thereof.

The Company shall disclose to the stock exchanges of all events, specified in Annexure-1 or information as soon as reasonably possible and not later than 24 hours from the occurrence of the event/information. In the event the disclosure is made after 24 hours of occurrence of the event or information, the Company shall, along with such disclosures provide an explanation for such delay. However the outcome of Meetings of the Board of Directors to consider the subjects specified in Serial No.4 of Annexure-I to this policy to be disclosed to the Stock Exchange(s) within 30 minutes of the closure of the Meeting of the Board of Directors of the Company.

5. Authorization for disclosures

The Company has authorized the following Key Managerial Personnel of the Company for determining materiality of Information or Events and making disclosures to stock exchanges under this regulation.

Name of KMP	Designation	Contact Details
Mrs. A NITHYA	CFO	S F No. 454, Raghupathynaicken Palayam, Railway Colony, Poondurai Road, Erode 638002, Tamil Nadu. Tel: +91 424 2284077, Email: nithi@rppiopl.com
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6. Disclosure on the website of the Company

All such events or information which has been disclosed to stock exchanges under the Listing Regulations shall be made available on the Company's website. Such events or information shall be placed on the website of the Company for a minimum period of five years.

7. Amendment

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as may be required, at any point of time.

ANNEXURE - 1

The following shall be the events, as specified in Para A of Part A of Schedule III of the Listing Regulations 2015 and as may be amended from time to time, upon occurrence of which the Company shall make disclosures to the Stock Exchanges.

Schedule III, Para A of Part A	Provision
1.	Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
2.	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.
3.	Revision in Rating(s).
4.	Outcome of Meetings of the Board of Directors, within 30 minutes of the closure of the meeting, held to consider : 1. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched; 2. any cancellation of dividend with reasons thereof; 3. the decision on buyback of securities; 4. the decision with respect to fund raising proposed to be undertaken; 5. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched; 6. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to; 7. short particulars of any other alterations of capital, including calls; 8. financial results; 9. decision on voluntary delisting by the company from stock exchange(s).
5.	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6.	Fraud/defaults by Promoter or Key Managerial Personnel or by listed entity or arrest of Key Managerial Personnel or Promoter.
7.	Change in Directors, Key Managerial Personnel (Managing Director, Chief

	Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8.	Appointment or discontinuation of share transfer agent.
9.	Corporate debt restructuring.
10.	One time settlement with a Bank.
11.	Reference to BIFR and winding-up petition filed by any party /creditors.
12.	Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13.	Proceedings of Annual and Extraordinary General Meetings of the listed entity.
14.	Amendments to Memorandum and Articles of Association of listed entity, in brief.
15.	Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

ANNEXURE - 2

The following shall be the events, as specified in Para B of Part A of Schedule III of the Listing Regulations, 2015 and as may be amended from time to time, upon occurrence of which the Company shall make disclosures to the Stock Exchanges, based on application of the guidelines for materiality.

Schedule III, Para A of Part A	Provision
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2.	Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3.	Capacity addition or product launch.
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5.	Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6.	Disruption of operations of any one or more units or division of the company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7.	Effect(s) arising out of change in the regulatory framework applicable to the company.
8.	Litigation(s) / dispute(s) / regulatory action(s) with impact.
9.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of company.
10.	Options to purchase securities including any ESOP/ESPS Scheme.
11.	Giving of guarantees or indemnity or becoming a surety for any third party.
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

R.P.P INFRA PROJECTS LIMITED

POLICY ON PRESERVATION OF DOCUMENTS

[Pursuant to Clause 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Introduction

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been notified by Securities and Exchange Board of India on September 02, 2015, which shall replace the existing Listing Agreement.

In compliance with these requirements of Listing Regulations and to establish the framework needed for effective preservation / maintenance of documents and records required to be maintained under Listing Regulations, the Board of Directors of R.P.P Infra Projects Limited has approved and adopted this Policy for Preservation of Documents. This Policy shall be effective from December 1, 2015.

2. Definitions

“Board of Directors” or **“Board”** means the Board of Directors of R.P.P Infra Projects Limited as constituted / re-constituted from time to time.

“Company” means R.P.P Infra Projects Limited

“Listing Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Policy” or **“this Policy”** means Policy on Preservation of Documents.

“Stock Exchanges” means the stock exchanges where the Company’s shares are listed.

“SEBI” means Securities & Exchange Board of India.

The words, terms and expressions used in this Policy shall have the same meaning as given in Clause 2 of Chapter I of the Listing Regulations.

3. Classification of Documents

Documents shall be classified in the following categories.

a) Documents whose preservation shall be permanent in nature;

- b) Documents with preservation period of not less than eight (8) years after completion of the relevant transactions.

Provided further that the Company may keep the documents as specified above in electronic mode.

Subject to clause 3 above, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors as the overseeing authorities deem fit.

a) Accounts and Finance:

Annual Audit Reports and Financial Statements should be retained permanently. Books of Accounts, Ledgers and Vouchers etc to be kept for 8 years from end of Financial Year or completion of assessment under Income Tax whichever is later.

b) Tax Records:

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning the Company's revenues and expenses including capital expenditure. Tax records should be retained for at least eight years from the date of filing the applicable return or such period of time as prescribed under Tax laws whichever is later.

c) Employment Records/Personnel Records:

Labour laws require the Company to maintain certain recruitment, employment and personnel information. The Company should also maintain personnel files that reflect performance reviews if any and any complaints brought against the Company or individual employees under applicable labour laws. The Company should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file.

- i. Employment and personnel records shall be preserved for a minimum period of eight years irrespective of whether such employee continues to be employed with the Company or not.
- ii. Individual employee files need to be maintained as long as the concerned individual remains an employee of the Company as also for a minimum period of 5 years thereafter or such period of time as prescribed under respective laws for time being in force whichever is later.

iii. Returns under various labour laws, governmental and statutory filings etc. need to be retained in accordance with the related statute as may be specified therein or for a minimum period of 8 years whichever may be later.

d) Legal Files and Papers:

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of eight (8) years or till the completion of the case, whichever is later.

e) Marketing and Sales Documents:

The Company should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally eight (8) years.

f) Minutes, Statutory Registers & other Documents:

Minutes of Meetings of Board, Members and other Committees Meeting along with statutory registers as prescribed under governing laws for time being in force shall be preserved for such period as provided in respective laws. Any document where preservation period is not prescribed under governing laws shall be preserved for a minimum period of eight years.

g) Press Releases/Public Filings:

The Company should retain copies of all press releases and documents filed with Stock Exchanges, Registrar of Companies and other regulatory authorities on a permanent basis.

h) Contracts:

Final, execution copies of all contracts entered into by the Company should be retained. The Company should retain copies of the final contracts for at least five years beyond the life of the agreement, and longer in the case of publicly filed contracts.

i) Property Records:

Documents relating to Land and Buildings and Intellectual property protection such as patents, copyrights etc. should be kept permanently / life of the Patents, Copyrights etc.

j) Electronic Mail:

E-mail that needs to be saved should be either:

- i. Printed in hard copy and kept in the appropriate file; or

- ii. Downloaded to a computer file and kept electronically or on disk as a separate file so as to ensure its timely retrieval.

4. Register of Documents destroyed

The Company shall maintain a separate register for Documents destroyed in the following format.

Specimen format of the register of documents disposed off/ destroyed

Particulars of Document along with provision of Law	Date and Mode of Destruction	Initials of the Authorized Person

5. Amendment

The Board of Directors of the Company reserves the right to amend or modify this policy in whole or in part, as may be required, at any point of time.

6. Responsibility

The Managing Director / Executive Director / Manager of the Company, from time to time, shall be responsible for implementing this Policy and procedures for retention / preservation of papers and records under this policy and communicating the respective periods for destruction of such records and documents to the relevant employees.