



RPP Infra Projects Ltd

Saturday, 13th August 2016

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J.Towers,
Dalal Street, Fort,
Mumbai - 400001.
Ph:(022)2272 2037/2039/2041
Scrip Code: 533284

The Manager, Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot no. C/1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051.
Ph: (022)2659 8237/ 8238/ 8347/8348
Scrip Code: RPPINFRA

Dear Sir/Madam,

Sub: Notice of 21st Annual General Meeting

This is to inform you that the 21st Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Friday the 9th September, 2016 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35 Perundurai Road, Erode - 638 011 and also we have enclosed the AGM Notice.

Kindly note the above compliances in your records.

Thanking you,

Yours Truly,

For RPP Infra Projects Ltd


K Jayanthar
Company Secretary

Regd Office :
S.F. No. 454, Raghupathynaiken Palayam,
Railway Colony (Post), Poondurai Road,
Erode - 638 002. Tamilnadu. India.

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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
Service Tax No. AAACR9307EST001
TIN No. : 33863000750, CST No.: 433207 Dt. 28.12.1993

NOTICE

Notice is hereby given that the 21st Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Friday the 9th September, 2016 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35 Perundurai Road, Erode - 638 011, to transact the following business:

Ordinary Business:

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended 31st March 2016, the Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016.
- To declare dividend on equity shares.
- To appoint a Director in the place of Mrs. A Nithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.
- To appoint Auditors of the Company by passing following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provision of section 139 and other applicable provision, if any of the Companies Act, 2013 read with the underlying rules, Companies (Audit and auditors) Rules, 2014 as may be applicable the auditors M/s. Sundaram & Narayanan, Chartered Accountants (Firm Registration No 004204S), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2021 on such remuneration as shall be fixed by the Board of Directors of the Company.

Special Business:

- Ratification of Remuneration to Cost Auditor**

To Consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Mr. S Chandrasekaran, Cost Accountant (M.No. 4784) appointed as the Cost Auditor of the Company by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2015-16, amounting to Rs. 3.50 Lakh (Rupees Three Lakh and Fifty Thousand Only) excluding service tax as applicable and re-imbusement of travel and out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

- Issuance of Equity Shares under Qualified Institutional Placement**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c), as may be applicable and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made there-under ("Act") (including any amendment thereto or re-enactment thereof or 'as amended') and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, listing agreement entered into with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") as amended, provisions of the SEBI (Listing Obligations and Disclosure Requirement)

Regulation, 2015 as amended, the Foreign Exchange Management Act, 1999 ("FEMA"), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("Governmental Authorities"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10 (Rupees Ten) each ("Equity Shares") and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in India or in course

of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement ("Qualified Institutional Placement" or "QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 75 Crores (Rupees Seventy Five Crores) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, including at a permissible discount (including but not limited discount of 5 per cent as permitted under Chapter VIII of SEBI ICDR Regulations or any further discount as may be permitted there under) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in terms of abovementioned regulations and/ or in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the "Issue") .

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within twelve

(12) months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations and the Company may, in accordance with applicable law is also authorized and allowed to offer a discount up to five percent (5%) or such other additional percentage as may be permitted vide any amendment under applicable law on price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations and in case of allotment of any eligible convertible or exchangeable eligible securities the tenure of Securities shall not exceed sixty months from the date of allotment or such other time as may be permitted.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed issue and in the event that eligible convertible Securities (as defined under the Chapter VIII of SEBI ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board of the Company (including a committee of the Board) decides to open the proposed issue.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to finalize and approve the offering circular / placement document/ offer letter for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular / placement document/offer letter and any amendments and supplements thereto with any applicable Stock Exchanges (whether in

India or abroad), government statutory and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank paripassu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to terms and conditions for issuance of Securities including number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deemed expedient, entering into an executing arrangement for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments, supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, and

matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such professionals or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the

Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and / or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.

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

**K Jayanthar
Company Secretary**

Place: Erode

Date: August 13, 2016

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the special business in the Notice is annexed hereto and forms part of this Notice
2. A statement giving that the details of the Director seeking reappointment as required by Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided after explanatory statement.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
4. A person can act as a proxy for only 50 (fifty) members and holding in the aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members/proxies/Authorised Representatives should bring the enclosed attendance slip, duly filled in, for attending the Meeting.
8. Members who hold share(s) in electronic mode may please to write their DP Id and Client Id number and those who hold share(s) in physical form are requested to write their folio numbers in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. The Register of Members and the Share Transfer books of the Company shall remain closed from 3rd September 2016 to 9th September 2016 (both days inclusive)
10. Dividend as recommended by the Board, if declared at the AGM, will be paid within 30 days from the date of declaration.
11. Members are requested to send all communications relating to shares, dividend matters, change of address etc, to the Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: R.P.P Infra Projects Limited), by writing to them at Subramanian Building, No.1, Club House Road, Anna Salai, Chennai - 600 002 or by E-Mail to investor@cameoindia.com.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and relevant documents referred to in the accompanying Notice and Explanatory Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sunday between 11.00 A.M. and 5.00 P.M. from the date hereof up to the date of the Annual General Meeting.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at an early date so as to enable the Management to keep the information ready at the meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.
15. The Ministry of Corporate Affairs has taken a 'Green Initiative' in the Corporate Governance by allowing paperless compliances by the Companies. As a result, Companies are allowed to send all communication / documents in electronic mode to its members. In order to support the green initiative and to reduce the usage of paper, your Company requests all shareholders to update their e-mail Ids with their respective depository participant, where they hold shares in electronic form and to the Company's Registrar and Share Transfer agent, if the shares are held in physical form.
16. Pursuant to Section 124 of the Companies Act, 2013, all dividends remaining unclaimed or unpaid for seven years

from the date of transfer to Company's Unpaid dividend account are required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the amended provisions of the Companies act 2013.

17. As per Regulation 39 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 the company has transferred all the share certificates remaining undelivered, unclaimed by the shareholders due to insufficient/incorrect information to Unclaimed Suspense Account" and also has dematerialised the shares held in the said unclaimed suspense account. In terms of securities accruing on such shares viz., IPO shall also be credited to such Unclaimed Suspense Account. The voting rights on such shares shall remain frozen till the rightful owner claims the shares. Members who have not claimed their shares pursuant to IPO are requested to claim the same either to the Company or to the Registrars and Transfer Agents.
18. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for year 2015-16 are being sent to all the Members whose e-mail Ids are registered with the Company / Depository Participants(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to Members for whom the e-Mail Ids are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website – www.rppi.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
19. **VOTING THROUGH ELECTRONIC MEANS**
Pursuant to Section 108 of the Companies Act, 2013

and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 21st AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "R.P.P INFRA PROJECTS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8

digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Vimal with sequence number 1 then enter VI00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for R.P.P Infra Projects Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:
- (A). Please follow all steps from sl.no(i) to sl.no.(xvii) above to cast vote.
- (B). The voting period begins on 6th September 2016, Tuesday at 10.00 A.M. and ends on 8th September 2016, Thursday at 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, i.e. 2nd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 8th September 2016. Members holding shares in physical or in demat form as on 4th September 2016 shall only be eligible for e-voting.
- (C). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D). The results of voting will be announced by the Chairman of the meeting at the Annual General Meeting to be held on 9th September 2016. The result of the voting will be hosted on the website of the Company, i.e. www.rppi.com after declaration of results by Chairman.
- (E). The Company has appointed Mr. Gouri Shanker Mishra, Practicing Company Secretary (C.P. No: 13581) as the Scrutinizer for conducting the E-voting process in fair and transparent manner.
- (F). A copy of this notice has been placed on the website of the Company and website of the CDSL
18. The Road map to the venue of the AGM is detailed in back side of the Attendance slip.

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

Item No. 5

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

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of Mr. S Chandrasekaran, Cost Accountant (M.No.4784) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2015-16 at a remuneration of Rs. 3.50 Lakh (Rupees Three Lakh and Fifty Thousand only) excluding service tax as applicable and re-imburement of travel and out of pocket expenses incurred by him. In view of the requirement of the Act as set out above, the approval of members are required to ratify the remuneration payable to the Cost Auditors for the Cost Audit for the financial year 2015-16 and hence being placed for approval of members.

Your Board recommends the approval of this resolution as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

Item No. 6

Taking into account the progressive process of economic and market revival both in domestic and international markets and also to encash the resultant potentialities and opportunities under the prevailing conditions, your Company needs to augment long term financial resources for the purpose of:

- Strengthening the project portfolio by adding new projects having wide opportunity in the market;
- Strengthening the existing and ongoing projects;
- To fund the capital expenditure of the Company;
- Such other General Corporate requirements as may be required.

The Company proposes to tap the capital market to raise additional long-term resources to meet the likely investment requirements for its ongoing projects and abovementioned projects among others.

For the purpose of the same, your Company would like to obtain your approval to issue Securities for aggregate amount not exceeding Rs. 75 Crores (Rupees Seventy Five Crores) in one or more tranches as the Board of Directors of the Company may determine. Further, the Board of Directors of the Company will decide about the timing of the raising of the money and nature of securities to be offered based on the requirement of money for the purpose as mentioned above.

This special resolution enables the Board of Directors and/or the Committee to undertake a qualified institutions placement with qualified institutional buyers as per the Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, ("SEBI ICDR Regulations") and section 42 of the Companies Act, 2013 and rules there under including the Companies (Prospectus and Allotment of Securities) Rules, 2014, amended from time to time. The Board of Directors/ Committee may adopt this mechanism, as per prescribed under SEBI ICDR Regulations in order to facilitate the proposed plan of expansion and meet capital expenditure needs of the existing/ future projects of the Company and to meet any exigencies etc. without the need for fresh approval from the shareholders.

The pricing of the Securities to be issued to qualified institutional buyers pursuant to the chapter VIII of SEBI ICDR Regulations shall be determined by the Board of Directors and/or Committee subject condition that the price for the same shall not be less than the price calculated in accordance with the SEBI ICDR Regulations.

The special Resolution also enables the Board of Directors and/or Committee issue Securitas in tranches, at such times, at such prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board of Directors and/or the Committee deems fit. The Company may, in accordance with applicable laws, offer a discount up to five percent(5%) or such percentage as may be permitted, on the price determined pursuant to the Chapter VIII of SEBI ICDR Regulations. The 'Relevant Date' for this purpose will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

The details terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.



The special resolution seek the consent and authorization of the members to the Board of Directors / Committee to make the proposed issue of Securities, in consultation with the lead managers, advisors, other intermediaries and in the events it is decided to issue securities convertible into Equity Shares, to issue to holders of such convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the Issue, keeping in view the prevailing

market conditions in accordance with the applicable rules, regulation and guidelines.

Your Board recommends the approval of this resolution as Special Resolution..

None of the Directors, Key Managerial Personnel of the company and their relatives, is in any way concerned or interested in the said Resolution.

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

Details of Director as on 31.03.2016	
Name of the Director	Mrs. A Nithya
Director Identification Number (DIN)	00125357
Date of Birth	11.03.1973
Address	No. 11, Raghupathy Naickenpalayam, Annaikalpalayam, Railway Colony, Lakkapurampudur, Erode – 638002
Nationality	Indian
Date of Appointment on the Board	19.02.1999
Qualifications	MBA
Expertise	Finance, Accounting and Treasury Functions
Brief Resume	Mrs. A Nithya holds Masters degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of the Company.
Relationships between Directors Inter-se	Wife of Mr. P Arulsundaram, Chairman and Managing Director of the Company
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	SPAC Terminal Market Complex Limited
Names of listed entities in which the person also holds directorship and the membership of Committees of the Board	NIL
Shareholding in the Company	65,79,898

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

K Jayanthar
Company Secretary

Place: Erode
Date: August 13, 2016



R.P.P. INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode – 638002.

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

21st Annual General Meeting - 9th September 2016

Name of the member (s) :

E-mail Id :

Registered Address :

Folio No./Client Id :

DP ID No. :

I/We, being the member (s) of..... shares of the above named company, hereby appoint

1. Name :

E-mail Id :

Address :

Signature :

or failing him

2. Name :

E-mail Id :

Address :

Signature :

or failing him

3. Name :

E-mail Id :

Address :

Signature :

or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Friday, September 9, 2016 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode - 638011 and at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution No.	Resolution
Ordinary Business	
1	Receive, consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2016, the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016
2	Declare dividend on equity shares for the financial year 2015-16.
3	Appointment of a Director in the place of Mrs. A Nithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.
4	Appointment of M/s. Sundaram & Narayan, Chartered Accountant, as Auditors of the Company
Special Business	
5	Ratification of Remuneration to Cost Auditor
6	Issuance of Equity Shares under Qualified Institutional Placement

Signed this day of2016

Folio No. :

DP ID No. :

Client ID No. :

Affix ₹1/- Revenue Stamp and sign across

.....
Name of the Member/Proxy

.....
Signature of the Member/Proxy

Note: This form of proxy in order to be effective should be duly, stamped, signed and deposited at the Registered Office of the Company, not less than 48 Hours before the commencement of the meeting.



R.P.P. INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode – 638002.

ATTENDANCE SLIP

(To be presented at the entrance of the Meeting venue)

21st Annual General Meeting, September 9, 2016 at 10.00 A.M.

Registered Folio No. :

DP ID No. :

Client ID No. :

No. of Shares Held :

I hereby record my presence at the 21st Annual General Meeting of the company held on Friday, September 9, 2016 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode - 638011.

.....
Name of the Member/Proxy

.....
Signature of the Member/Proxy

Note:

1. Only member/proxy holder can attend the meeting.
2. Member/proxy holder should bring his/her copy of the annual report for reference at the meeting.



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ROUTE MAP TO THE VENUE OF THE AGM

