



RPP Infra Projects Ltd

Saturday, 17th March, 2018

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J.Towers,
Dalal Street, Fort,
Mumbai - 400001.
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.
Scrip Code: RPPINFRA

Subject: Updates on the proposed preferential allotment of upto 11,50,000 Equity Shares approved by shareholders at EGM dated 15th March 2018 ("Offer")

Dear Sir/Madam,

We have received the communication from Mrs. A. Nithya regretting her intention of not to subscribe the proposed Offer for the reason(s) explained below:

Pursuant to the requirement of the Company and being part of promoter and promoter group, she had given her intention to extend the relevant support for meeting the Company's capital requirements and permissible business investment.

The proposed Offer, if so, was subscribed assuming for the entire 11,50,000 equity shares, it would have resulted in the increase in the overall promoter and promoter group shareholding by 2.30% to 54.81% from 52.51% and her individual shareholding by 3.65% to 28.34% from 24.69%.

However, she has been advised that, subscription of such 11,50,000 equity shares though within the limit of 5% of voting rights, it will result in crossing my individual shareholding beyond 25% and as such will trigger the threshold limits and thus would attract in making a public announcement of an open offer under said regulation.

Individually or as promoter group, they had no intention of making of any open offer and only wanted to subscribe to preferential allotment owing to condition and requirement of the Company to meet its capital requirements and permissible business investments as allowed under the applicable laws.

However, the Promoter and Promoter Group (including myself) have full faith and confidence in the growth prospects of the Company and we are still desirous of extending the needed support of Company and will revert with any such plans in future after taking due consideration on regulatory framework.

In view of the above, we wish to inform you that the proposed Offer stands withdrawn.

We request you to take the note of the same and acknowledge the receipt.

Thanking you,

Yours truly,
For RPP Infra Projects Ltd


K. JAYANTHAR
Company Secretary

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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
GSTIN No. : 33AAACR9307E1Z0

17th March 2018

To,

K. Jayanthar
Company Secretary
R.P.P Infra Projects Limited

Subject: Withdrawal from proposed preferential allotment of upto 11,50,000 Equity Shares ("Offer")

Dear Sir,

We as part of the promoter group had expressed our desire to acquire upto 11,50,000 (Eleven Lakhs and Fifty Thousand Only) Equity shares of Rs. 10 each on preferential basis. I, being the part of promoter and promoter group had intended to participate in this proposed Offer. Pursuant to the requirement of the Company and being part of promoter and promoter group, I had given my intention to extend the relevant support for meeting the Company's capital requirements and permissible business investment.

The proposed Offer, if so, was subscribed assuming for the entire 11,50,000 equity shares, it would have resulted in the increase in the overall promoter and promoter group shareholding by 2.30% to 54.81% from 52.51% and my individual shareholding by 3.65% to 28.34% from 24.69%.

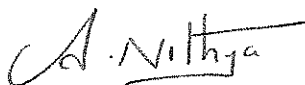
As the resultant shareholding increase was below 5%, I was under believe that the same is within the permissible limit of acquisition under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and such acquisition would not attract making of any open offer pursuant to said regulation.

However, I had been advised that, subscription of such 11,50,000 equity shares though within the limit of 5% of voting rights, it will result in crossing my individual shareholding beyond 25% and as such will trigger the threshold limits and thus would attract in making a public announcement of an open offer under said regulation.

Individually or as promoter group, we had no intention of making of any open offer and we only wanted to subscribe to preferential allotment owing to condition and requirement of the Company to meet its capital requirements and permissible business investments as allowed under the applicable laws.

In view of same, I regret my intention to not participate in the proposed Offer which now stands withdrawn. You may kindly note the same.

However, the Promoter and Promoter Group (including myself) have full faith and confidence in the growth prospects of the Company and we are still desirous of extending the needed support of Company and will revert with any such plans in future after taking due consideration on regulatory framework.



A. Nithya
Promoter and Whole Time Director
R.P.P Infra Projects Limited