

Notice

Notice is hereby given that the 17th Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Saturday the 29th September 2012 at 10.00 AM at Builders' Welfare Trust Hall, Builders Association of India, No.35 Perundurai Road, Erode 638 011, to transact the following business:

Ordinary Business:

1. To consider and adopt the audited Balance sheet as at 31st March, 2012, statement of Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Mr. A P C Krishnamoorthy, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. S Swaminathan, who retires by rotation and is eligible for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an ordinary resolution:
"RESOLVED THAT M/s. Karthikeyan & Jayaram, Chartered Accountants (Firm Registration No 07570S), 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 next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

Special Business:

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
Resolved that Mr. K Natarajan, who was appointed as an Additional Director of the Company, at the meeting of the Board of Directors of the Company held on 22nd August 2011 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 257 (1) of the Companies Act 1956 in writing proposing

his candidature for the office of a Director, be and is hereby appointed as Director of the Company subject to retirement by rotation under the provisions of the Articles of Association.

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

Resolved that Mr. A N Vasu Rao, who was appointed as an Additional Director of the Company, at the meeting of the Board of Directors of the Company held on 3rd May 2012 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 257 (1) of the Companies Act 1956 in writing proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company subject to retirement by rotation under the provisions of the Articles of Association.

By the Order of the Board of Directors

R. Nithya Prabhu
Company Secretary

Place : Chennai

Date : August 27, 2012

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and such proxy need not be a member. Members are requested to send their proxy form to the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
3. Members/proxies should fill in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the annual report to the Meeting.
4. 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.
5. Members who hold share(s) in electronic form are requested 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.
6. The Register of Members and Share Transfer books of the Company will remain closed from September 21, 2012 to September 29, 2012 (both days inclusive).
7. The Explanatory Statement setting out the material facts pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the meeting is annexed hereto.
8. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Annexure A to the Notice.
9. Members holding shares in physical form are requested to inform change of address, if any, immediately to the Registrar and Share Transfer Agent of the Company viz. Cameo Corporate Services Limited (RTA), "Subramanian Building", No. 1, Club House Road, Chennai 600 002. Members holding shares in dematerialized form must send advice about change in address to their respective Depository Participants.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
11. 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.
12. 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.
13. 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.
14. Consequent upon the amendment to Section 205A read with section 205C of the Companies Act, 1956, all dividends remaining unclaimed for seven years from the date they first became due for payment 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 1956. Members shall not be able to claim any unpaid dividend from the said Fund nor from the company thereafter. It may noted that unclaimed dividend declared for the year ended 31.03.2012 and which remain unclaimed is due for transfer to the fund. Members who have not encashed their dividends so far for the financial year ended March 31, 2012 are requested to claim the amount from the company immediately.

15. As per new Clause 5A (II) of the Listing Agreement, 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.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item 6

The Board of Directors, at its meeting held on 22nd August 2011 appointed Mr. K Natarajan as an Additional Director pursuant to Section 260 of the Companies Act, 1956 ('the Act'), read with Article No. 134 of the Articles of Association of the Company. Mr. K Natarajan will hold office of a Director up to the date of forthcoming Annual General Meeting of the company. In terms of Section 257 of the Act, the Company has received notice in writing from a Member signifying his intention to propose the candidature of Mr. K Natarajan for the office of a Director.

Mr. K Natarajan has over 20 years of experience in International business and development. Mr. Natarajan holds bachelor's degree in Commerce. He is having wide experience in management of Indonesian coal mines. None of the other Directors except Mr. K Natarajan is interested or concerned in the above resolution. Your Directors recommend the appointment of Mr. K Natarajan.

Item 7

The Board of Directors, at their meeting held on 03rd May 2012 appointed Mr. A N Vasu Rao as an Additional Director pursuant to Section 260 of the Act, read with Article No. 134 of the Articles of Association of the Company. Mr. A N Vasu Rao will hold office of a Director up to the date of forthcoming Annual General Meeting of the company. In terms of Section 257 of the Act, the Company has received notice in writing from a Member signifying his intention to propose the candidature of Mr. A N Vasu Rao for the office of a Director.

Mr. A N Vasu Rao has over 30 years of experience in various sectors such as power, sugar, steel, communication and education. He has in-depth knowledge in liasoning and public affairs, staff management, administration and Project management.

None of the other Directors except Mr. A N Vasu Rao is interested or concerned in the above resolution. Your Directors recommend the appointment of Mr. A N Vasu Rao.

By the Order of the Board of Directors

R. Nithya Prabhu
Company Secretary

Place : Chennai
Date : August 27, 2012

ANNEXURE TO NOTICE DATED AUGUST 27, 2012

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting in pursuance of Clause 49(IV)(G) of the Listing Agreement:

Name of the Director	APC Krishnamoorthy	S Swaminathan	K Natarajan	A N Vasu Rao
Age in Years	56	63	54	55
Date of appointment on the Board	01-04-2008	21-04-2011	22-08-2011	03-05-2012
Qualifications	B. Com., B.L.	B.E. (Mechanical) PG Diploma in Advanced Systems – IIM ICWA (Inter)	B. Com.	B. Com., BBM, PGDM
Expertise	He has over 35 years of experience as a practicing council in the Bar and practices both Civil and Criminal cases.	Well versed with practices in Strategic Planning, Business Process Analysis, Enterprise Resource Planning, Marketing, Vendor Management and Customer Acquisition.	Has over 20 years of experience in International business and development and is having wide experience in Indonesian coal mines.	Has over 30 years of management experience in Sugar, Power, Steel, Communication and Education sectors.
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign and private companies)	Nil	First Financial Services Limited	Nil	Nil
Memberships/ Chairmanships of committees across all companies	Member of the Audit committee & Shareholders/ Investors Grievance committee of RPP Infra Projects Ltd	Chairman of the Audit committee of RPP Infra Projects Ltd	Nil	Member of the Audit committee of RPP Infra Projects Ltd
Shareholding of Non-Executive Directors	Nil	Nil	Nil	Nil
Relationships between directors inter-se	Nil	Nil	Nil	Nil