



Notice

Notice is hereby given that the **18th Annual General Meeting (AGM)** of the members of **R.P.P Infra Projects Limited** will be held on Thursday the 22nd August 2013 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, 2013, the 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. P Muralithasan, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. S Thirunavukkarasu, 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.

By the Order of the Board of Directors

Place : Chennai
Date : 30/05/2013

R. Nithya Prabhu
Company Secretary

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 08th August 2013 to 16th August 2013 (both days inclusive).
7. 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.



8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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 be 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.
14. 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.

By the Order of the Board of Directors

R. Nithya Prabhu
Company Secretary

Place : Chennai

Date : 30/05/2013

**ANNEXURE A TO NOTICE DATED MAY 30, 2013**

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	P Muralithasan	S Thirunavukkarasu
Age in Years	49	41
Date of appointment on the Board	01-04-2008	01-04-2008
Qualifications	BE (Civil)	Diploma in ECE
Expertise	He has over 25 Years of Business Experience in Construction Industry	He has 22 Years of Business Experience in Construction Industry
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign and private companies)	Nil	Nil
Memberships/ Chairmanships of committees across all companies	Nil	Member of the Audit Committee & Shareholders/ Investors Grievance Committee of RPP Infra Projects Limited
Shareholding of Non-Executive Directors	156	156
Relationships between directors inter-se	Nil	Nil