



Notice

Notice is hereby given that the 19th Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Monday the 08th September, 2014 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 receive, consider and adopt the financial statements of the company for the year ended 31st March 2014 including the audited Balance sheet as at 31st March, 2014, the Statement of Profit & Loss 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 Mrs. A. Nithya, (holding DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration and 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:

5. **To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

RESOLVED THAT Pursuant to the provisions of Section 196, 197,203 and read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the re-appointment of Mr. P. Arulsundaram, (holding DIN 00125403) as a Chairman and Managing director of the Company for a period of Three years w.e.f. 01.04.2014, and on the terms and conditions as specified in the statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

Salary – Rs.3.50 Lakhs per month

Perquisites and allowances:

- i. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- ii. Education of children covering tuition fees and other expenses on higher educations.
- iii. Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year.
- iv. Club fees subject to a maximum of two clubs.
- v. Personal accident insurance premium.
- vi. Use of Company maintained cars with drivers for business and personal use.

Resolved further that, notwithstanding anything contained in the above stated where in any financial year closing on or after March 31, 2014, during the tenure of Mr.P.Arulsundaram as a Chairman and Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the



Company shall pay to Mr.P.Arulsundaram the above remuneration by way of salary and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Resolved further that, the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013.

6. To Consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution:

RESOLVED THAT Pursuant to the provisions of Section 196, 197,203 and read with Schedule V of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the re-appointment of Mrs. A. Nithya, (holding DIN 00125357) as a Whole-time Director of the Company for a period of Three years w.e.f. 01.04.2014, on the terms and conditions as specified in the statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice and whose period of office shall be liable to determination by retirement of directors by rotation and on the remuneration, which is as follows:

Salary – Rs.1.50 Lakhs per month

Perquisites and allowances:

- i. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- ii. Education of children covering tuition fees and

- iii. other expenses on higher educations.
- iii. Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year.
- iv. Club fees subject to a maximum of two clubs.
- v. Personal accident insurance premium.
- vi. Use of Company maintained cars with drivers for business and personal use.

Resolved further that, notwithstanding anything contained in the above stated where in any financial year closing on or after March 31, 2014, during the tenure of Mrs.A.Nithya as a Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs.A.Nithya the above remuneration by way of salary and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Resolved further that, the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. K.Natarajan (holding DIN 03638450), Director of the Company who retires by



rotation at the Annual General Meeting and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the 19th Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S. Swaminathan (holding DIN 02800432), Director of the Company whose period of office is liable to retire by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the 19th Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. P. C. Krishnamoorthy (holding DIN 02181130), Director of the Company whose period of office is liable to retire by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the conclusion of the 19th Annual General Meeting of the Company.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the Shareholders of the Company on 30th June, 2012 through Postal Ballot process conducted as per section 192A of the Companies Act, 1956, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 (previously being Section 293(1)(d) of the Companies Act, 1956), to the Board of Directors to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of



the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; Provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 500 crores (Rupees Five Hundred crores)."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended by adopting the following new Clause (C) under Article 127:

(C). An individual can be appointed or reappointed as the Chairperson of the company as well as the Managing Director or Chief Executive Officer of the company at the same time.

By the Order of the Board

R. Sathishkumar
Company Secretary

Place: Erode
Date: June 30, 2014

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 04th September 2014 to 08th September 2014 (both days inclusive).
7. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), in respect of special business under item No.5 to 11 are annexed hereto.
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 and Explanatory Statements 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 5.00 p.m. from the date hereof up to the date of the Annual General 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. 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. Members shall not be able to claim any unpaid dividend from the said Fund nor from the company thereafter.
 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.
- 15. Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Service provided by Central Depository Services (India) Limited
- 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 LTD” having “EVSN” - 140717001 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 and then enter the Captcha Code 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.
- (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 - 140717001 for R.P.P Infra Projects Ltd 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 28.08.2014 (10.00 AM) and ends on 30.08.2014 (05.00 PM.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

01st August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(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 08.09.2014. The result of the voting will be hosted on the website of the Company www.rppi.com on 09.09.2014.

(E) The Company has appointed Ms.R.Kanakathara practising Company Secretary 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

INFORMATION AS REQUIRED UNDER CLAUSE 49 (IV) (G) (IF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED):

For the details of Mr. P. Arulsundaram, Mrs. A. Nithya, Mr.K.Natarajan, Mr. S. Swaminathan and Mr. A. P. C. Krishnamoorthy, please refer to the below Explanatory Statement in respect of item Nos. 5 to 9 of the Notice of the AGM pursuant to Section 102 of the Companies Act 2013.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Item 5**

The Board of directors has appointed Mr. P. Arulsundaram as a Chairman and Managing Director



of the Company for the period of three years from 01.04.2011. The term of office of such appointment has been expired on 31.03.2014. The Board at its Meeting held on 10.02.2014 has re-appointed Mr. P Arulsundaram as a Chairman and Managing Director of the Company subject to approval of members at the ensuing Annual General Meeting for a further period of three years from 01.04.2014. Subsequently the Board has decided to change the terms and conditions in his appointment and the same has been approved by the Board of Director at meeting held on 29.05.2014.

The payment of remuneration is as detailed below:
Salary – Rs.3.5 Lakhs per month

Perquisites and allowances:

- i. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- ii. Education of children covering tuition fees and other expenses on higher educations.
- iii. Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year.
- iv. Club fees subject to a maximum of two clubs.
- v. Personal accident insurance premium.
- vi. Use of Company maintained cars with drivers for business and personal use.

Mr. P Arulsundaram holds a Bachelor of Engineering Degree in Civil Engineering and has over 25 years of experience in civil works in the fields of transportation / power / commercial buildings and irrigation projects. He has been responsible for strategic direction and development of our Company and is in overall control of our operations. His experience and his intimate understanding of the businesses verticals of our operations have played a central role in the rapid growth of our Company. He holds 9788443 equity shares of the Company.

OTHER DIRECTORSHIPS:

Name of the Company:

1. Spac Starch Products (India) Limited
2. Dexterity KPO Services Private Limited
3. R P P Stocks and Securities Private Limited
4. R.P.P. Energy Systems Private Limited
5. ARVE Impex Private Limited
6. RRP Realty and Developers Private Limited
7. Sanskar Dealcom Private Limited
8. Greatful Mercantile Private Limited

COMMITTEE MEMBERSHIPS: NIL

The said appointment is being placed before the Members for their approval. Except Mr.P.Arulsundaram and Mrs.A.Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item 6

The Board of directors had appointed Mrs. A Nithya as a Whole-time Director of the Company for the period of three years from 01.04.2011. The term of office of such appointment has been expired on 31.03.2014. The Board at its Meeting held on 10.02.2014 has re-appointed Mrs. A Nithya as a Whole-time Director of the Company and who shall be retire by rotation and subject to approval of members at the ensuing Annual General Meeting for a further period of three years from 01.04.2014. Subsequently the Board has decided to change the terms and conditions in her appointment and the same has been approved by the Board of Director at meeting held on 29.05.2014.



The payment of remuneration as detailed below:

Salary – Rs.1.5 Lakhs per month

Perquisites and allowances:

- i. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- ii. Education of children covering tuition fees and other expenses on higher educations.
- iii. Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year.
- iv. Club fees subject to a maximum of two clubs.
- v. Personal accident insurance premium.
- vi. Use of Company maintained cars with drivers for business and personal use.

Mrs.A.Nithya, Whole Time Director is designated as Director-Finance cum Chief Financial Officer of the Company.

Mrs. A Nithya, Whole Time Director holds a Master's degree in Business Administration. She is responsible for the finance, accounting and treasury functions of our Company. She holds 6579898 equity shares of the Company.

OTHER DIRECTORSHIPS:

Name of the Company:

1. Spac Terminal Market Complex Limited
2. Dexterity Business Analysts Private Limited
3. R P P Stocks and Securities Private Limited
4. R.P.P. Energy Systems Private Limited
5. Sanskar Dealcom Private Limited
6. Lunkar Finance Private Limited
7. Greatful Mercantile Private Limited

COMMITTEE MEMBERSHIPS:

Name of the Committees:

R.P.P Infra Projects Limited

1. Shareholders/Investors' Grievance Committee: Member
2. Corporate Social Responsibility Committee: Member

The said appointment is being placed before the Members for their approval.

Except Mrs.A.Nithya and Mr.P.Arulsundaram none of the Directors or Key Managerial Personnel (KMP) of the Company is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No:7

Mr.K.Natarajan has been appointed as a non-executive independent Director of the Company for comply the provisions of Clause 49 of the Listing Agreement.

He has over 22 years of experience in International business and development. He holds bachelor's degree in Commerce and also having wide experience in Indonesian coal mines. He does not hold any equity shares in the Company.

He is liable to retire by rotation at the ensuing Annual General Meeting and as per the provisions of section 149 of the Companies Act, 2013, Mr.K.Natarajan is proposed to appointed as an independent Director of the Company for a period of five Consecutive years from the conclusion of the 19th Annual General Meeting of the Company and the Company has received a notice in writing from a member proposing his candidature for the office of Director.



OTHER DIRECTORSHIPS:

Name of the Company:

Kalpathi Vision Media Private Limited

COMMITTEE MEMBERSHIPS: Nil

Mr.K.Natarajan is not holding any shares in the Company.

The said appointment is being placed before the Members for their approval.

Except Mr.K.Natarajan, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No:8

Mr. S. Swaminathan has been appointed as a non-executive independent Director of the Company for comply the provisions of Clause 49 of the Listing Agreement.

He has four decades of experience in the various facets of technology management and holds bachelor's degree in Mechanical Engineering from Regional Engineering college, Trichy (RECT), ICWA(Inter) from ICWA, Calcutta and PG Diploma in Advanced Systems from Indian Institute of Management, Ahmedabad. He has held senior positions with challenging responsibilities from Green field start-ups to Global Revenue responsibilities. He has also worked on M&A assignments involving Technology Companies in India and abroad. He is well versed with practices in Strategic Planning, Business Process Analysis, Enterprise Resource Planning, Marketing, Vendor Management and Customer Acquisition.

He does not hold any equity shares in the Company.

His appointment is liable to retire by rotation as per the Companies Act, 1956 and as per the provisions of section 149 of the Companies Act, 2013, Mr. S. Swaminathan is proposed to appointed as an independent Director of the Company for a period of five Consecutive years from the conclusion of the 19th Annual General Meeting of the Company and the Company has received a notice in writing from a member proposing his candidature for the office of Director.

OTHER DIRECTORSHIPS:

Name of the Company:

1. First Financial Services Ltd
2. Briteideas Solutions Private Limited

COMMITTEE MEMBERSHIPS:

Name of the Committees:

R.P.P Infra Projects Ltd

1. Audit Committee – Chairman
2. Nomination and Remuneration Committee – Member

The said appointment is being placed before the Members for their approval.

Except Mr. S. Swaminathan, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.



Item No: 9

Mr. A. P. C. Krisshnamoorthy has been appointed as a non-executive independent Director of the Company for comply the provisions of Clause 49 of the Listing Agreement.

Mr. A. P. C. Krisshnamoorthy is an advocate by profession holds a B.Com degree from Annamalai University. He has over 37 years of experience as a practicing council in the Bar and handles both Civil and Criminal cases. He does not hold any equity shares in the Company.

His appointment is liable to retire by rotation as per the Companies Act, 1956 and as per the provisions of section 149 of the Companies Act, 2013, Mr.A.P.C.Krisshnamoorthy is proposed to appointed as an independent Director of the Company for a period of five Consecutive years from the conclusion of the 19th Annual General Meeting of the Company and the Company has received a notice in writing from a member proposing his candidature for the office of Director.

OTHER DIRECTORSHIPS:

Name of the Company: NIL

COMMITTEE MEMBERSHIPS:

Name of the Committees:

R.P.P Infra Projects Ltd

1. Audit Committee – Member
2. Corporate Social Responsibility Committee – Chairman
3. Nomination and Remuneration Committee – Chairman
4. Stakeholders relationship Committee - Member

The said appointment is being placed before the Members for their approval.

Except Mr. A. P. C. Krisshnamoorthy, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No:10

The members of the Company approved through Postal Ballot process conducted as per section 192A of the Companies Act, 1956 on 30th June, 2012 by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.500 Crore (Rupees five hundred crores).

Section 180(1) (c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs.500 Crore (Rupees Five hundred crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.



None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Item No:11

As per Section 203(1) of the Companies Act, 2013, if there is no provision in the Articles, an individual shall not be appointed or reappointed as the Chairperson of the company, as well as the Managing Director or Chief Executive Officer of the company at the same time after the date of commencement of the Companies Act 2013.

The Company has no provision in Articles of Association for the appointment of any individual as Chairman and Managing Director or Chief Executive officer at the same time. Therefore, the Board of Directors recommends amendment to the Articles of Association of the Company by adopting a new Clause (C) under Articles 127.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during business normal hours on any working day, excluding Saturday, up to the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

By the Order of the Board

R. Sathishkumar
Company Secretary

Place: Erode
Date: June 30, 2014