



## NOTICE

Notice is hereby given that the 20th Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Monday the 14th September, 2015 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:

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2015, 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 2015.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Mr. P Muralidasan (DIN 02186774), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint Auditors of the Company by passing following resolution as an ordinary resolution:

RESOLVED THAT M/s. Karthikeyan & Jayaram, Chartered Accountants (Firm Registration No 0075705), 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. 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 2014-15, amounting to ₹3.50 Lakh (Rupees Three Lakh and Fifty Thousand Only) excluding service tax as applicable and re-imbursement of travel and out of pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.

6. Revision in remuneration of Mr. P Arulsundaram, Chairman and Managing Director

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

RESOLVED THAT Pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in partial modification to the approval of shareholders at the Annual General Meeting dated 8th September, 2014, the approval of the Company be and is hereby accorded for increase in remuneration payable to Mr. P Arulsundaram, Chairman and Managing Director (DIN 00125403) by revision of the salary to ₹5.60 Lakh (Rupees Five Lakh and Sixty Thousand Only) per month w.e.f. 1st April 2015 for remaining period of his term, i.e. upto 31st March 2017.

RESOLVED FURTHER THAT all other terms of appointment including perquisites and allowances and remuneration payable in case of insufficiency of the profit as approved at the Annual General Meeting dated 8th September, 2014 remains unchanged.

7. Revision in remuneration of Mrs. A Nithya, Whole-time Director

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

RESOLVED THAT Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in partial modification to the approval of shareholders at the Annual General Meeting dated 8th September, 2014, the approval of the Company be and is hereby accorded for increase in remuneration payable to Mrs. A Nithya, Whole-time Director (DIN 00125357) by revision of the salary to ₹2.40 Lakh (Rupees Two Lakh and Fourty Thousand Only) per month w.e.f. 1st April 2015 for remaining period of her term, i.e. upto 31st March 2017.

RESOLVED FURTHER THAT all other terms of appointment including perquisites and allowances and remuneration payable in case of insufficiency of the profit as approved at the Annual General Meeting dated 8th September, 2014 remains unchanged.

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

K Jayanthar  
Company Secretary

Place: Erode

Date: May 29, 2015

## 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 the details of the Director seeking appointment/ reappointment as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges 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 10th September 2015 to 14th September 2015 (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 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.
18. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for year 2014-15 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 20th 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 20th 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](http://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](http://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 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 11th September 2015, Friday at 10.00 A.M. and ends on 13th September 2015, Sunday 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. 9th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 13th September 2015. Members holding shares in physical or in demat form as on 9th September 2015 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 14th September 2015. The result of the voting will be hosted on the website of the Company, i.e. [www.rppi.com](http://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. Route 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 2014-15 at a remuneration of ₹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 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 2014-15 and hence being placed for approval of members.

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

Mr. P Arulsundaram (DIN 00125403) has been appointed as Chairman and Managing Director of the Company w.e.f. 1st April 2014 for a period of three years as per the approval of members at the previous Annual General Meeting dated 8th September, 2014. As per the approval of members, the remuneration payable to Mr. P Arulsundaram included a salary of ₹3.50 Lakh (Rupees Three Lakh and Fifty Thousand Only) per month other than perquisites and allowances.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors has approved revision in salary payable to Mr. P Arulsundaram, Chairman and Managing Director from ₹3.50 Lakh per month to ₹5.60 Lakh per month,

i.e. an increase of ₹2.10 Lakh per month w.e.f. 1st April 2015 for his remaining term of office subject to approval of members. Other than the salary all other term of appointment and remuneration including perquisites and allowances, remuneration payable in case of insufficiency of the profit as approved by the Members at the Annual General Meeting dated 8th September, 2014 remains unchanged.

The said proposal for revision in remuneration is being placed before the Members for their approval. The disclosure under Clause 49 of the Listing Agreement and revision in remuneration in tabular form is set out separately.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

#### Item No. 7

Mrs. A Nithya (DIN 00125357) has been appointed as Whole-time Director of the Company w.e.f. 01.04.2014 for a period of three years as per the approval of members at the previous Annual General Meeting dated 8th September, 2014. As per the approval of members, the remuneration payable to Mrs. A Nithya included a salary of ₹3.50 Lakh (Rupees Three Lakh

and Fifty Thousand Only) per month other than perquisites and allowances.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors has approved revision in salary payable to Mrs. A Nithya, Whole-time Director from ₹1.50 Lakh per month to ₹2.40 Lakh per month, i.e. an increase of ₹90,000 per month w.e.f. 1st April 2015 for her remaining term of office subject to approval of members. Other than the salary all other term of appointment and remuneration including perquisites and allowances, remuneration payable in case of insufficiency of the profit as approved by the Members at the Annual General Meeting dated 8th September, 2014 remains unchanged.

The said proposal for revision in remuneration is being placed before the Members for their approval. The disclosure under Clause 49 of the Listing Agreement and revision in remuneration in tabular form is set out separately.

Except Mrs. A Nithya and Mr. P Arulsundaram, none of the Directors or Key Managerial Personnel (KMP) of the Company are concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

#### Details of Directors as required under Clause 49 of the Listing Agreement:

Director's Details as on 31.03.2015			
Name of the Director	Mr. P Arulsundaram	Mrs. A Nithya	Mr. P Muralidasan
Director Identification Number (DIN)	00125403	00125357	02186774
Date of Birth	01.04.1966	11.03.1973	03.08.1964
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	04.05.1995	19.02.1999	01.04.2008
Qualifications	B.E (Civil)	MBA	B.E (Civil)
Expertise	Civil works in the fields of transportation /power/ commercial buildings and irrigation projects.	Finance, Accounting and Treasury Functions	Construction Industry
Shareholding of Director	97,88,443	65,79,898	156
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	1. SPAC Starch Products (India) Limited	1. SPAC Terminal Market Complex Limited	NIL
Chairmanships/Memberships of Committee across	NIL	NIL	NIL
Inter-se Relationship	Mrs. A Nithya's Husband	Mr. P Arul Sundaram's wife	



### Details of Director's previous and revised remuneration

(₹ Lakh)

Particulars of Remuneration	Mr. P Arulsundaram		Mrs. A Nithya	
	Previous w.e.f. 1st April 2014	Revised w.e.f. 1st April 2015	Previous w.e.f. 1st April 2014	Revised w.e.f. 1st April 2015
Salary per month	3.50	5.60	1.50	2.40
Perquisites and allowances:	<ul style="list-style-type: none"><li>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.</li><li>ii. Education of children covering tuition fees and other expenses on higher educations.</li><li>iii. Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year.</li><li>iv. Club fees subject to a maximum of two clubs.</li><li>v. Personal accident insurance premium.</li><li>vi. Use of Company maintained cars with drivers for business and personal use.</li></ul>		<ul style="list-style-type: none"><li>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.</li><li>ii. Education of children covering tuition fees and other expenses on higher educations.</li><li>iii. Leave Travel concession/ allowance: Foreign trip once a year with family or/and Inland Trip for self and family twice in a year.</li><li>iv. Club fees subject to a maximum of two clubs.</li><li>v. Personal accident insurance premium.</li><li>vi. Use of Company maintained cars with drivers for business and personal use.</li></ul>	

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

K Jayanthar  
Company Secretary

Place: Erode  
Date: May 29, 2015