



RPP Infra Projects Ltd

14th November, 2016

To

Mr. K. RANGASAMY

No. 11, Chetti Thottam Pudur,
Vazhai Thottam Po,
Sivagiri Via,
Erode - 638109.

Dear Sir,

Sub: Your appointment as additional Director of our Company

We are pleased to inform you that the Board of Directors of the Company at its Meeting held on 14th November 2016 have approved your appointment as a Non-Executive Independent Director subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

Appointment:

You are hereby appointed as a Non-Executive Independent Director of the Company under section 149(6) of the Companies Act, 2013 and Regulation 4 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Independent Directors shall serve on the Board for not more than two terms of five years each on the Board of the Company as per the provisions of the Companies Act, 2013 and Regulation 4 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for a term upto 5 years only. Your appointment shall be for an initial term of 5 years effective from 14th November 2016. The terms of appointment is attached as Annexure I.

Remuneration:

You will be paid such remuneration by way of sitting fees for Meetings of the Board and its committee as may be decided by the Board and approved by the Shareholders from time to time.

In addition to the remuneration as mentioned above, the Company will reimburse you for travel and hotel expenses incurred by you in the performance of your role and duties.

Regd Office :
S.F. No. 454, Raghupathyaikena Palayam,
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Erode - 638 002. Tamilnadu. India.

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✉ : ao@rppiplt.com
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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
Service Tax No. AAACR9307EST001
TIN No. : 33863000750, CST No.: 433207 Dt. 28.12.1993



RPP Infra Projects Ltd

Other Terms and Conditions:

The Independent Director shall abide by the Code for Independent Directors as outlined in Schedule IV to Section 149(8) of the 2013 Act and duties of directors as provided in 2013 Act (including Section 166) and Regulation 4 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. For your ready reference, the relevant provisions have been extracted and attached to this letter as Annexure II.

This Agreement and the Annexures I and II attached to this letter shall be governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

We are confident that the Board and the Company will benefit immensely from your rich experience. If these terms of appointment are acceptable to you, please confirm your acceptance by signing and returning the enclosed copy of this letter.

We thank you for your continued support and commitment to the Company.

Yours Sincerely,

For R.P.P Infra Projects Ltd

Chairman and Managing Director

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AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

A handwritten signature in black ink, appearing to be 'K. Rangasamy', is written over a horizontal dashed line.

Nam: **K. RANGASAMY**

Place: Erode

Date: 14.11.2016

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Annexure I – Terms of Appointment

Remuneration

Remuneration by way of Profit related Commission as may be decided by the Board periodically within the overall limit permitted under the Companies Act, 2013 and approved by the shareholders.

Directors will be entitled to reimbursement of expenses incurred by them in connection with attending the Board Meeting, Committee Meeting, General Meeting and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

Pursuant to applicable law, Independent Director will not be entitled to any stock options.

Committees

You may be nominated on one or more committees of the Board and in such event you shall abide with the relevant Committee's term of reference and any specific responsibilities.

Code of Conduct and Duties and Responsibilities

1. The Independent Director shall abide by the Guidelines of professional conduct, role, function and duties as an Independent Director as provided in Schedule IV of the Companies Act, 2013 and Regulation 4 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force and in future.
2. The Independent Director shall strictly abide by all code of conduct as prescribed by the Company as required to be followed by various Acts, enactments, Rules, Regulations, Agreements, etc., as any point of time.
3. The Independent Director should not indulge in any activity that is detrimental to the Company and its stake holders directly or indirectly at any point of time.

Prohibition of Insider Trading

Independent Director will follow the Companies Code for prevention of insider Trading on insider information and the requirement under the Companies Act, 2013 and SEBI Regulations which inter-alia requires that price sensitive information is not used or

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transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance.

Separate Meeting

1. Independent Director of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of the Management.
2. The Independent Director of the Company shall strive to be present at such meeting.

Evaluation

1. The Re-appointment of Independent Director shall be on the basis of report of performance evaluation and in compliance with the Companies Act, 2013 and relevant Rules thereof.
2. The resignation and removal of Independent Director shall be in the same manner as is provided in Section 168 and 169 of the Companies Act, 2013.

General

1. You will submit a declaration in the beginning of every financial year under section 149(7) of the Companies Act, 2013 during your tenure confirming whether you meet the criteria of independence.
2. You will promptly inform the Board of any change in the status of your independence.
3. So long as you are Independent Director of the Company, the number of companies in which you hold office as a director or a chairman or committee member will not exceed the upper limit stipulated under the Act and SEBI Regulations.
4. So long as you are Independent Director of the Company, you will ensure that you do not get disqualified to act as a director pursuant to the provisions of section 164 of the Companies Act, 2013.
5. You will ensure compliance with other provisions of the Act and the listing agreement as applicable to you as an Independent Director.

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14th November, 2016

To

Mr. P. R. SUNDARARAJAN
No. 13/141, K. Pallipatti Kattuvalu,
Kachuppalli, Edappadi,
Salem – 637102.

Dear Sir,

Sub: Your appointment as additional Director of our Company

We are pleased to inform you that the Board of Directors of the Company at its Meeting held on 14th November 2016 have approved your appointment as a Non-Executive Independent Director subject to the approval of the Members at the ensuing Annual General Meeting of the Company.

Appointment:

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We thank you for your continued support and commitment to the Company.

Yours Sincerely,

For R.P.P Infra Projects Ltd

Chairman and Managing Director

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AGREE AND ACCEPT

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.

PR Sundararajan

Nam: **P. R. SUNDARARAJAN**

Place: Erode

Date: 14.11.2017

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