



# RPP Infra Projects Ltd

09<sup>th</sup> September, 2014

**MR.S.SWAMINATHAN**  
**NO 16, SECOND MAIN ROAD,**  
**VIJAYA NAGAR, VELACHERY,**  
**CHENNAI - 600042.**

**Dear Mr.S.Swaminathan**

**Sub: Your appointment as an Independent Director of our Company**

We are pleased to inform you that the shareholders at their Annual General Meeting held on 08<sup>th</sup> September, 2014 have approved your appointment as an Independent Director (ID) of the Company, as envisaged under section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

#### **A.Term**

Your appointment as an independent director is for a period of five consecutive years from the conclusion of the this Annual General Meeting, during which period you will not be subject to retirement by rotation. Your tenure will also be subject to your continuing to meet the criteria of independence.

#### **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 Meetings, General Meetings 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.

---

**Regd Office : S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.**

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppi.com](mailto:ao@rppi.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppi.com](http://www.rppi.com)



# RPP Infra Projects Ltd

## **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, Listing Agreement and any other law for the time being in force and in future.
- 2.The Independent Director shall strictly abide by all Code of Conducts as prescribed by the Company as required to be followed by various acts, enactments, Rules, Regulations, agreements etc., at 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 Company's 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 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 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 Sections 168 and 169 of the Act.

## **General**

- 1.You will submit a declaration in the beginning of every financial year under section 149(7) of the Companies Act, 2013("the Act") 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 the listing agreement.

---

**Regd Office** : S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.

Tel :+ 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppi.com](mailto:ao@rppi.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppi.com](http://www.rppi.com)



## RPP Infra Projects Ltd

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 Act.
5. You will ensure compliance with other provisions of the Act and the listing agreement as applicable to you as an independent director.

Please Confirm your acceptance by signing and returning the enclosed copy of letter to the Company.

For R.P.P Infra Projects Ltd

A handwritten signature in black ink, appearing to read 'P. Arulsundaram', is written over a horizontal line.

P. Arulsundaram  
Chairman and Managing Director

continued ...

**Regd Office :** S.F. No. 454, Raghupathyaikena Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppi.com](mailto:ao@rppi.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppi.com](http://www.rppi.com)



# RPP Infra Projects Ltd

09<sup>th</sup> September, 2014

**MR.A.P.C.Krisshnamoorthy**  
**10 GANDHI NAGAR**  
**ERODE**  
**Tamil Nadu**  
**India 638009.**

Dear Mr. A.P.C.Krisshnamoorthy

**Sub: Your appointment as an Independent Director of our Company**

We are pleased to inform you that the shareholders at their Annual General Meeting held on 08<sup>th</sup> September, 2014 have approved your appointment as an Independent Director (ID) of the Company, as envisaged under section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

#### **A.Term**

Your appointment as an independent director is for a period of five consecutive years from the conclusion of the this Annual General Meeting, during which period you will not be subject to retirement by rotation. Your tenure will also be subject to your continuing to meet the criteria of independence.

#### **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 Meetings, General Meetings 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.

---

**Regd Office : S.F. No. 454, Raghupathyaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.**

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppi.com](mailto:ao@rppi.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppi.com](http://www.rppi.com)



# RPP Infra Projects Ltd

## **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, Listing Agreement and any other law for the time being in force and in future.
- 2.The Independent Director shall strictly abide by all Code of Conducts as prescribed by the Company as required to be followed by various acts, enactments, Rules, Regulations, agreements etc., at 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 Company's 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 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 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 Sections 168 and 169 of the Act.

## **General**

- 1.You will submit a declaration in the beginning of every financial year under section 149(7) of the Companies Act, 2013("the Act") 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 the listing agreement.

**Regd Office :** S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.

Tel :+ 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppi.com](mailto:ao@rppi.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppi.com](http://www.rppi.com)



## RPP Infra Projects Ltd

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 Act.

5. You will ensure compliance with other provisions of the Act and the listing agreement as applicable to you as an independent director.

Please Confirm your acceptance by signing and returning the enclosed copy of letter to the Company.

For R.P.P Infra Projects Ltd

A handwritten signature in black ink, appearing to read 'P. Arulsundaram', is written over a horizontal line.

P. Arulsundaram  
Chairman and Managing Director

Regd Office : S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppi.com](mailto:ao@rppi.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppi.com](http://www.rppi.com)



# RPP Infra Projects Ltd

09<sup>th</sup> September, 2014

MR.Natarajan  
B1-202, RAHEJA ENCLAVE  
RACE COURSE  
COIMBATORE  
Tamil Nadu-641018.

Dear Mr. Natarajan

**Sub: Your appointment as an Independent Director of our Company**

We are pleased to inform you that the shareholders at their Annual General Meeting held on 08<sup>th</sup> September, 2014 have approved your appointment as an Independent Director (ID) of the Company, as envisaged under section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

#### **A.Term**

Your appointment as an independent director is for a period of five consecutive years from the conclusion of the this Annual General Meeting, during which period you will not be subject to retirement by rotation. Your tenure will also be subject to your continuing to meet the criteria of independence.

#### **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 Meetings, General Meetings 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.

---

Regd Office : S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : ao@rppi.com

CIN : L45201TZ 1995PLC006113, Website : www.rppi.com



# RPP Infra Projects Ltd

## 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, Listing Agreement and any other law for the time being in force and in future.
- 2.The Independent Director shall strictly abide by all Code of Conducts as prescribed by the Company as required to be followed by various acts, enactments, Rules, Regulations, agreements etc., at 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 Company's 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 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 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 Sections 168 and 169 of the Act.

## General

- 1.You will submit a declaration in the beginning of every financial year under section 149(7) of the Companies Act, 2013("the Act") 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 the listing agreement.

Regd Office : S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : ao@rppi.com

CIN : L45201TZ 1995PLC006113, Website : www.rppi.com





## RPP Infra Projects Ltd

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 Act.

5. You will ensure compliance with other provisions of the Act and the listing agreement as applicable to you as an independent director.

Please Confirm your acceptance by signing and returning the enclosed copy of letter to the Company.

For R.P.P Infra Projects Ltd

A handwritten signature in black ink, appearing to read 'P. Arulsundaram', is written over a horizontal line.

P. Arulsundaram  
Chairman and Managing Director

**Regd Office :** S.F. No. 454, Raghupathynaiken Palayam, Railway Colony (Post), Poondurai Road, Erode - 638 002.

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppi.com](mailto:ao@rppi.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppi.com](http://www.rppi.com)