

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity      **-R.P.P. Infra Projects Limited**  
 2. Quarter ending              **- 31-Mar-2016**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation	Tenure	No. of Directorships in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of posts of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	P.ARULSUNDARAM	125403	ACGPA7995N	C & ED	01-Apr-2014		3	1	0	0
Mrs.	A.NITHYA	125357	ABSPN5094N	ED	01-Apr-2014		3	1	1	0
Mr.	A.P.C.KRISHNAMOORTHY	2181130	AETPK1794C	ID	08-Sep-2014		5	1	2	0
Mr.	S.SWAMINATHAN	2800432	AABPS1434P	ID	08-Sep-2014		5	4	3	1
Mr.	K.NATARAJAN	3638450	AOCPN5871J	ID	08-Sep-2014		5	1	0	0
Mr.	P.MURALIDASAN	2186774	ALUPM3173D	NED	01-Apr-2008			1	2	1

**II. Composition of Committees**

<b>Audit Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	A.P.C.KRISHNAMOORTHY	ID	Member
2	S.SWAMINATHAN	ID	Chairperson
3	P.MURALIDASAN	NED	Member

<b>Stakeholders Relationship Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	A.NITHYA	ED	Member
2	A.P.C.KRISHNAMOORTHY	ID	Member
3	P.MURALIDASAN	NED	Chairperson

<b>Risk Management Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	A.NITHYA	ED	Member
2	A.P.C.KRISHNAMOORTHY	ID	Chairperson
3	P.MURALIDASAN	NED	Member

<b>Nomination and Remuneration Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership

1	A.P.C.KRISHNAMOORTHY	ID	Chairperson
2	S.SWAMINATHAN	ID	Member
3	P.MURALIDASAN	NED	Member

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two
		90
14-Nov-2015	13-Feb-2016	

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement to	Maximum gap between any two consecutive (in number of days)
13-Feb-2016	0	
	0	90

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5.
  - a. This report and/or the reports submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **K.JAYANTHAR**  
Designation : **Company Secretary & Compliance Office**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes

<i>Approval for material related party transactions</i>	<i>23(4)</i>	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5)&amp;(6)</i>	Yes
<i>Maximum Directorship &amp; Tenure</i>	<i>25(1)&amp;(2)</i>	Yes
<i>Meeting of independent directors</i>	<i>25(3)&amp;(4)</i>	Yes
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2)&amp;26(5)</i>	Yes

### **III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

**Name** : **K.Jayanthar**  
**Designation** : **Company Secretary & Compliance Office**