R.P.P INFRA PROJECTS LIMITED

III FLOOR, P AND C TOWERS, 140, PERUNDURAI ROAD, ERODE-638011

To

The Members of
R.P.P INFRA PROJECTS LIMITED
III FLOOR, P AND C TOWERS,
140, PERUNDURAI ROAD,
ERODE-638011

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules 2001 and the Listing Agreement entered into with Stock Exchanges, the following Resolutions are proposed to be passed by way of Postal Ballot.

Your consent for the said proposals as contained in the said Resolutions is sought to be obtained through Postal Ballot instead of transacting such business in a General Meeting of the Company.

A postal ballot form is being sent to all the members along with this notice for approval of the members.

The Board of Directors has appointed S. Saimathy, Practising Company Secretary, Chennai as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members are requested to carefully read the instructions contained in the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed envelope, so as to reach the Scrutinizer ***before the closing of working hours (18.00 Hrs) on Wednesday, the 27th June 2012***. Kindly note that ballot form (s) received after the said date will be treated as not having been received and hence will not be considered for declaring the result of the postal ballot. No other form or photocopy of the form is permitted.

Upon completion of scrutiny of postal ballots, the Scrutinizer will submit his report to the Chairman or any Director of the Company. The results of the voting by postal ballot will be announced by Chairman on ***Saturday, the 30th June 2012*** **at 12 Noon** at the Registered Office of the Company at III Floor, P and C Towers, No.140, Perundurai Road, Erode- 638011 and also posted on the Notice Board at the Registered Office of the Company.

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

R Nithya Prabhu
Company Secretary

Date: 14th May 2012
Place: Erode

SPECIAL BUSINESS

SUBJECT NO.1: CHANGE OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of appropriate authorities as may be required, other objects under Clause III (c) of Memorandum of Association of the Company be and is hereby altered by insertion of the under mentioned sub-clauses 13 to 15 after sub-clause 12:

13 To carry on the business of designers, manufactures, producers, fabricators, assemblers, importers, exporters, buyers, sellers, dealers, stockist, suppliers, wholesalers, retailers, repairs and hirers of all kinds of number plates including High Security Registration Plates (HSRP)

14 To manufacture, process, export, import, trade, distribute, all types of Cards including Smart Card driving licence, and to colour, print, cut in various shapes press, process, impress with names and other particulars, use, re-use and do anything desired or required on the cards manufactured, processed, exported, imported or traded.

15 To carry on the business of Intelligent Transportation System (ITS) and to provide the application of advanced sensor, computer, electronics, and communication technologies and management strategies-in an integrated manner to improve the safety and efficiency of the surface transportation system.

Resolved further that the board of directors be and is hereby authorised to renumber clauses of clause III (C) of Memorandum of Association of the Company accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds or things which may be required to give effect to this resolution."

SUBJECT NO. 2: COMMENCEMENT OF ANY BUSINESS AS SET OUT IN OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modification, following Resolution as a Special Resolution:

"**Resolved that** pursuant to the provisions of section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, the approval of the Company be and is hereby accorded for commencing and undertaking all or any of the business and activities embodied in clauses 13 to 15 of the Other Object Clause III (c) of the Memorandum of Association of the Company as and when deemed fit by the Board of Directors."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

SUBJECT NO. 3: TO BORROW MONEYS IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES

To consider and if thought fit, to pass with or without modifications, the following Resolution as Ordinary Resolution:

"**RESOLVED** that in supersession of Resolution No. 2 passed at the Extra Ordinary General Meeting of the Company held on 13th March 2010, the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up 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 so borrowed by the Board shall not at any time exceed Rs. 500 crores."

"**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

SUBJECT NO.4: ALLOWING THE COMPANY TO CREATE MORTGAGE OR CHARGE ON THE ASSETS OF COMPANY IN FAVOUR OF LENDERS

To consider and if thought fit, to pass with or without modifications, the following Resolution as Ordinary Resolution:

"**RESOLVED** that pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all movable and immovable properties, both present and future, and in such manner as the Board may deem fit in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/ foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans")."

"**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 173(2) OF THE COMPANIES ACT, 1956

Subject No.1: CHANGE OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION

The Board of Directors of the company would like to diversify/expand the activities of the Company connected with all kinds of number plates including High Security Registration Plates (HSRP), all types of Cards including Smart Card driving licence and Intelligent Transportation System (ITS). In view of the bright prospects and with the rich experience of the senior executives of the Company, the company feels that it can conveniently venture into business of the above mentioned areas and its allied activities and other areas more elaborately described in the resolution, which are to be read independently.

As this proposal requires the inclusion of new object under "other objects" of the Memorandum of Association, consent of members in general meeting by a special resolution is necessary in terms of section 17 of the Companies Act, 1956. Further, Section 192A of the Companies Act, 1956, requires this resolution be passed by means of postal ballot.

A draft copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company, on any working day, during business hours, upto the last date of exercising the postal ballot.

None of the Directors of the company is, in any way, concerned or interested in the resolution.

The Directors recommend the said resolution for acceptance by the members, by exercising the vote through the postal ballot form, which is sent along with the Notice.

Subject No. 2: COMMENCEMENT OF ANY BUSINESS AS SET OUT IN OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

The Company has sought consent of the members to include clauses 13 to 15 in the Other Object Clause, III (C) of the Memorandum of Association of the Company in earlier resolution. The Directors of the Company feel that they can undertake the business as provided in the clauses in effective way.

Section 149(2A) of the Companies Act, 1956 requires approval of member of the Company to undertake any business under other objects. The resolution has to be passed as special resolution.

None of the directors of the Company is in any way concerned or interested in the resolution.

The Directors recommend the said resolution for acceptance by the members, by exercising the vote through the postal ballot form, which is sent along with the Notice.

SUBJECT NO.3: TO BORROW MONEYS IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES

The Company from time to time for the purpose of business requires borrowing the money from lenders. The money to be borrowed may be secured or unsecured.

Section 293(1)(d) of the Companies Act, 1956 interalia provides that the Board of Directors of the Company, shall not, except with the consent of General Meeting borrow moneys, where the moneys to be borrowed, together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose.

The Company at its Extra Ordinary General Meeting held on 13th March 2010, vide Resolution No. 2 has obtained the approval of its members to borrow up to a sum of Rs. 100 Crore

The operations of the Company have increased multifold and to support the same consent of the members of the Company is required for increasing the borrowing limit to Rs. 500 Crores.

None of the directors of the Company is in any way concerned or interested in the resolution.

The Directors recommend the said resolution for acceptance by the members, by exercising the vote through the postal ballot form, which is sent along with the Notice.

SUBJECT NO.4: ALLOWING THE COMPANY TO CREATE MORTGAGE OR CHARGE ON THE ASSETS OF COMPANY IN FAVOUR OF LENDERS

The Company from time to time for the purpose of business requires borrowing the money from lenders. Most of the borrowing are secured and requires creating charge over the assets of the Company. Creation of charge over the assets of the company is equivalent to disposing off the assets of the Company.

Section 293(1)(a) of the Companies Act, 1956 provides interalia that the Board of Directors of the Company shall not except with the consent of the Company in General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the Company or where the Company owns more than one undertaking the whole or substantially the whole of any such undertakings.

Accordingly, the Consent of the member of the Company is required for the resolution.

None of the directors of the Company is in any way concerned or interested in the resolution.

The Directors recommend the said resolution for acceptance by the members, by exercising the vote through the postal ballot form, which is sent along with the Notice.

By Order of the Board

R Nithya Prabhu
Company Secretary

Date: 14.05.2012
Place: Erode

R.P.P INFRA PROJECTS LIMITED

III FLOOR, P AND C TOWERS, 140, PERUNDURAI ROAD, ERODE-638011

POSTAL BALLOT FORM

1. Name of the Shareholder (s) :
   Including joint shareholders, (IN BLOCK LETTERS)

2. Registered address of the :
   sole/first named shareholder

3. Registered Folio No.* :
   (* Applicable to member(s) holding shares in physical form)
   DP ID No. & Client ID No.** :
   (** Applicable to member(s) holding shares in dematerialized form)

4. Number of Shares held :

5. I / We hereby exercise my / our vote in respect of the ordinary/special resolution to be passed through Postal Ballot for the business set out in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Subject No.	Subject Matter	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Change of Objects clause of Memorandum of Association			
2.	Commencement of any business as set out in Other Objects clause of the Memorandum of Association			
3.	To borrow moneys in excess of paid up Capital and free reserves			
4.	Allowing the company to create mortgage or charge on the assets of Company in favour of lending institutions			

Place:
Date:

(Signature of the member)

NOTE : PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed envelope. Postage will be paid by the company. However, postal ballots, if any sent through courier, by shareholders at their own expenses or in handed over in person will also be accepted.
2. The self-addressed envelopes bear the address of the Scrutinizer duly appointed by the Board.
3. This form should be completed and signed by the shareholders. In case of joint shareholder this form should be signed by the first named shareholder and in his absence by the next named shareholder and so on. Proxy shall not exercise the postal ballot.
4. In case of corporate shareholders, the ballot shall be signed by the authorized signatory whose name is registered with the company. A copy of the board resolution authorizing him to sign the postal ballot should also be sent along with the postal ballot form.
5. Unsigned or incomplete or incorrect postal ballot will be rejected.
6. Postal Ballot form containing tick (✓) in both the columns shall be treated as invalid.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the ***closing of working hours (18.00 Hrs) on Wednesday, the 27th JUNE 2012***. Postal ballot forms received after this date shall be treated as if the reply has not been received from the members.
8. Voting rights shall be reckoned based on the shares registered in the name of the shareholder on the date of dispatch of notice.
9. Scrutinizer decision on the validity of the Postal Ballot shall be final and binding.