



NOTICE

Notice is hereby given that the 24th Annual General Meeting (AGM) of the members of R.P.P Infra Projects Limited will be held on Friday, the 27th September, 2019, 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 2019, 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 2019.
2. To appoint a Director in the place of Mrs. A Nithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.

Special Business:

3. Ratification of Remuneration to Cost Auditor

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. R Gopal, Cost Accountant (M. No. 26068) 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 2018-19, amounting to Rs. 3.50 Lakh (Rupees Three Lakh and Fifty Thousand only) excluding taxes (as applicable) and reimbursement (for travel and out-of-pocket expenses) be and is hereby ratified and confirmed.

4. Alteration of Object Clause of the Memorandum of Association of the Company

To pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The existing Main Objects of Clause III (A) be altered by adding new clause 6 below existing clause 5 as under:

6. To produce, treat, process, prepare, refine, import, export, purchase, sell and generally to deal in, and to act as brokers, agents, stockist, distributors and suppliers of all types and kinds of construction materials including cement (whether ordinary, white, coloured, Portland, pozzolana, blast, furnace, slag, rapid hardening, silica or otherwise), lime and limestone, clinker and/

or by products thereof, as well as cement products such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden wares, plaster of Paris, lime, pipes, building materials and otherwise and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith; to take on lease, acquire, erect, construct, establish, work, operate or/ and maintain cement factories, quarries, mines, workshops and other works and to process, prepare and generally to deal in cement oriented products, cement poles, cement pipes and cement benches and pre stressed concrete building section, bridge section, walls, drain covers, and fire clay and fire bricks of all kinds, stoneware, bricks, tiles, earthenware, glassware, glass, crockery, sanitary-wares, china and terracotta, refractory's and ceramic wares of all kinds and other allied goods and deal in and undertake manufacturing of bricks, tiles, cement pipes, cement poles, lime, building materials, requisites and other materials used in construction or any substitute thereof.

5. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

To pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging objects of the Memorandum of Association, mentioned under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently renaming Clause III (B) as 'Objects Incidental or Ancillary to the attainment of the Main Objects' and changing the present object numbering in Clause II (C) to 36 to 50 instead of 1 to 15 as appearing now.

6. Adoption of Articles of Association as per the provisions of the Companies Act, 2013

To pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company

and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end

and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

P. Arulsundaram
 Chairman and Managing Director
 DIN 00125403

Place: Erode
 Date: 29th May 2019

Notes

- 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.
- A statement giving the details of the Director seeking reappointment as required by Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided after explanatory statement.
- 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.**
- A person can act as a proxy for only 50 (fifty) members and hold 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.
- Corporate Members intending to send their authorised 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.
- 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.
- Members/proxies/authorised representatives should bring the enclosed attendance slip, duly filled in, for attending the Meeting.
- Members who hold share(s) in electronic mode may please 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.
- The Register of Members and the Share Transfer Books of the Company shall remain closed from 21st September 2019 to 27th September 2019 (both days inclusive).
- M/s. Sundaram & Narayanan, Chartered Accountants (ICAI Firm Regn. No. 004204S), Statutory Auditors of the Company appointed for five years at 19th AGM hold office until the conclusion of 26th AGM. As per the amendment effective 7th May 2018 in Section 139 of Companies Act, 2013, the appointment of Auditors is no more required to be ratified at each AGM.
- Members are requested to send all communication 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
- 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 Saturday 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.
- 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.
- 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 their 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

The following statement showing the details of transfer:

S. No.	Financial year	Amount paid/To be paid (₹)	Year of transfer to IEPF
1.	2010-11	666431	August, 2018
2.	2011-12	17673	September, 2019
3.	2012-13	43577	August, 2020
4.	2013-14	6199	September, 2021
5.	2014-15	7870	September, 2022
6.	2015-16	66587	September, 2023
7.	2016-17	132996	September, 2024
8.	2017-18	43092	September, 2025

17. As per Regulation 39 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has transferred all the share certificates remaining undelivered, unclaimed by the shareholders due to insufficient/incorrect information to "Unclaimed Suspense Account" and 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 2018-19 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 the 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 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.

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.

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 the facility of 'remote e-voting' (e-voting from a place other than the venue of the AGM) to exercise their right to vote at the 24th 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 24th AGM. 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:

- Login to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- 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 digit beneficiary ID, For NSDL: 8 Character DP ID) followed by 8 digit 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 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.

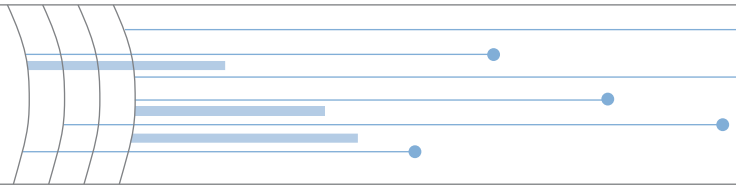
* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after 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 the 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 the Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password and enter the details as prompted by the system.
- (xvii) Shareholders can also cast their votes using CDSL's mobile app m-voting.
- (xviii) 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.
- (xix) In case of members receiving the physical copy, please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast the vote.



- (xx) The voting period begins on 24th September 2019, Tuesday, at 10.00 A.M. and ends on 26th September 2019, Thursday, at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e. 20th September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 26th September 2019.
- (xxi) 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 under "Help" section or write an email to helpdesk.evoting@cdslindia.com
20. The results of e-voting along with voting by ballot at the Annual General Meeting to be held on 27th September, 2019 will be announced by the Chairman of the Meeting within 48 hours of the Annual General Meeting. The result of the voting will be displayed in notice board of Company, hosted on the website of the Company, i.e. www.rppi.com, website of CDSL and will also be intimated to Stock Exchanges after declaration of results by Chairman.
21. The Company has appointed Mr. Gouri Shanker Mishra, Partner, BGS MISHRA & ASSOCIATES, Company Secretaries LLP, as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.
22. A copy of this Notice has been placed on the website of the Company and website of the CDSL.
23. The route map to the venue of the AGM is detailed on the back side of the Attendance Slip.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

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. R. Gopal, Cost Accountant (M.No.26068) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2017-18 at a remuneration of Rs. 3.50 Lakh (Rupees Three Lakh and Fifty Thousand only) excluding taxes as applicable and re-imbursment 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 Audit for the financial year 2018-19 and hence being placed for approval of members.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

The Company was desirous of dealing in various kind of constructions material. Though adequate provision existed in the Memorandum of Association ("MoA") through ancillary clause, Board decided to have express provisions in its MoA. Hence, Board decided to alter the main object by including express provisions.

The existing Main Objects of Clause III (A) is being altered by adding new clause 6 below existing clause 5 containing the provisions related to trading of constructions material as provided in the resolution.

Accordingly, the approval of shareholders is required by way of special resolution for amendment to the Memorandum of Association by addition of new clause 6 below clause 5.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

The Company proposes to alter and make the Memorandum of Association ("MoA") as regards object clause as per the provisions of the Companies Act, 2013 and the applicable Rules, Regulations and Laws.

Accordingly, your Board has decided of merging objects of the MoA, mentioned under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently renaming Clause III (B) as 'Objects Incidental or Ancillary to the attainment of the Main Objects' and changing the present object numbering in Clause II (C) to 36 to 50 instead of 1 to 15 as appearing now.

Accordingly, the approval of shareholders is required by way of special resolution for amendment to the Memorandum of Association by of merging objects under 'Objects Incidental or Ancillary to the attainment of the Main Objects'.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

As members are aware that the Companies Act, 2013 is now in force which has replaced Companies Act, 1956. The Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Further, some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a company Limited by Shares. The statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which

require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included in the present draft AoA. As per the provision of the Section 14 of the Companies Act, 2013 any alteration in the Articles of Association of the Company shall be effected only after the approval of the members by passing a Special Resolution.

Accordingly, the approval of shareholders is required by way of special resolution for amendment to the Articles of Association by substituting the same by new set of Articles of Association in pursuance of the provisions of the Companies Act, 2013 and the applicable Rules, Regulations and Laws.

The proposed draft AoA is available for inspection at the registered office of the company and uploaded on the Company's website for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Details of Director under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mrs. A Nithya
Director Identification Number (DIN)	00125357
Date of Birth	11.03.1973
Address	No. 11, Raghupathynaickenpalayam, Annaikalpalayam, Railway Colony, Lakkapurampudur, Erode – 638002
Nationality	Indian
Date of Appointment on the Board	19.02.1999
Qualifications	MBA
Expertise	Finance, accounting and treasury functions
Brief Resume	She holds Master's degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of the company
Relationships between Directors Inter-se	Mr. P Arulsundaram's wife
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	1. SPAC Terminal Market Complex Limited 2. Greatful Mercantile Pvt Ltd 3. Sanskar Dealcom Pvt Ltd 4. R.P.P. Energy Systems Pvt Ltd 5. Lunkar Finance Pvt Ltd
Names of listed entities in which the person also holds directorship and the membership of Committees of the Board	NIL
Shareholding in the Company (As on 31st March 2019)	53,24,898 (23.56%)

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

P. Arulsundaram
Chairman and Managing Director
DIN 00125403

Place: Erode
Date: 29th May 2019