



R.P.P. INFRA PROJECTS LIMITED

EIGHTEENTH ANNUAL REPORT 2012-13

Reputation - Performance - Passion

MISSION

To perform exceptionally well in all aspects in the industry by providing innovative, reliable and high quality services to our clients. Developing highly trained loyal employees who work as a team to anticipate, identify and respond to the client needs.

VISION

To be a global leader in the construction and infrastructure industry by continuously moving forward. To have international standards by adopting latest technologies, ideas and systems by creating quality minded employees to deliver the client expectations.

Registered Office

S F No. 454, Raghupathynaicken Palayam,
Poondurai Main Road,
Erode 638 002
Tamil Nadu, India

Corporate Office

Plot – A21, Phase III, Thiru-Vi-Ka
Industrial Estate, Guindy,
Chennai 600 032,
Tamil Nadu, India

Subsidiary (India)

RPP Energy Systems Private Limited
S F No. 454, Raghupathynaicken Palayam,
Railway Colony Post, Poondurai Road,
Erode 638 002,
Tamil Nadu, India.

Subsidiaries (Overseas)

RPP Infra Overseas PLC
Level 3, Alexander House,
No. 35, Cybercity, Ebene,
Mauritius.

RPP Infra Projects (Lanka) Limited
No. 521, 1/C, Galle Road,
Wellawatta,
Colombo 06.

RPP Infra Projects Gabon SA
BP 2290, Libreville,
Gabon

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. P Arulsundaram, Chairman & Managing Director

Mrs. A Nithya, Whole-time Director

Mr. A P C Krishnamoorthy, Director

Mr. S Thirunavukarasu, Director

Mr. P Muralithasan, Director

Mr. S Swaminathan, Director

Mr. K Natarajan, Director

Mr. A N Vasu Rao, Director

COMPANY SECRETARY

Mr. R Nithya Prabhu

AUDITORS

M/s. Karthikeyan & Jayaram

'Sri Towers' 30 Bharathidasan Street

Teachers Colony, Erode – 638 011.

BANKERS

Indian Overseas Bank

Axis Bank Limited

ICICI Bank Limited

HDFC Bank Limited

State Bank of India

REGISTRARS & SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited

Subramanian Building

No.1 Club House Road

Chennai – 600 002, Tamil Nadu, INDIA

LISTED

National Stock Exchange of India Limited

Symbol : RPPINFRA Series-EQ

BSE Limited

Scrip Code : 533284 Scrip ID : RPPINFRA



Certificate of Excellence

presented to

RPP Infra Projects Limited

in recognition of exemplary growth.


Anand Lal Das, Mathur
Publisher, Inc. India


A.T.T. Media Institute


Shreyas Singh
Managing Editor, Inc. India

PRESENTING PARTNER



COVER PARTNER



TECHNOLOGY PARTNERS



ASSOCIATE SPONSOR





P Arulsundaram
Chairman & Managing Director

Chairman's Message

"Led by a Strong Management team and with high level of skill set, RPP is committed to fostering a strong, competitive and profitable environment that benefits all stakeholders"

Dear Shareholder,

It gives me immense pleasure to report that your Company has delivered yet another year of steady growth and improved operating performance, amidst weaker global economy and I am extremely glad to inform that we have successfully executed over 250 Civil Construction Projects across various segments of Construction and Infrastructure Industry.

During the year, the Global Economy was confronted with new setbacks and has been struggling to achieve meaningful growth throughout the year. The EURO area crisis continues to be the biggest threat to Global growth. The weakness in developed economies underpins the global slowdown and spills over to the developing countries. The Economic indicators have been consistently painting a rather grim picture. The IMF in its latest global economic assessment indicates the deterioration in the world economic environment and signs of increasing risks.

Accordingly as per IMF's estimate, the Global Economic Growth is estimated at 3.6 per cent in 2013. Although a few glimmers of hope are now popping up, I feel they are not enough to justify the conclusion that the worst is now over. However I expect economic prospects to improve steadily in the near future but the pace of growth is likely to be slower than many had hoped for.

The Global Economic woes are spilling over to Indian economy too and thereby dampening the growth. however our government's decision for favourable and more

"The Euro area crisis continues to be the biggest threat to Global growth and Spill over effects from developed Countries dampen growth in developing Countries"



transparent regulatory mechanism will encourage the companies spending decisions and reduce domestic bottlenecks.

PERFORMANCE REVIEW

The Year 2012-13 was yet another year of steady growth for your Company in spite of the challenging environment. RPP is constantly thriving on efficiency in execution of the projects. I am pleased to report some of the highlights of the year under review as follows:

- ◆ The Company has successfully completed Renovation and Modernization of Malampuzha Garden Phase – II.
- ◆ Contract for procurement of flyash from NTPC Tamilnadu Energy Company Limited, Vallur Thermal Power Project (VTPP).
- ◆ Completed Rehabilitation of Amaravathi Main Canal from LS 12.500 Km to 45.600 Km in Udumalpet.
- ◆ Completed Civil works for coke handling project at MRPL, Mangalore.

We are keenly pursuing diversity and dispersion in business activities to withstand the economic adversity. In sequel to this we are evaluating business opportunities in manufacturing of High Security Registration Plates (HSRP) and Intelligent Transportation System (ITS).

In this challenging environment, RPP's revenue in fiscal 2013 stood at Rs. 259 Crore, a year-on-year growth of 7%. However the profit after tax was Rs. 10.85 Crore as against Rs. 13.85 Crore in the previous year, which was primarily attributable to increase in finance cost.

The performance of the subsidiary companies during the year were not in line with those of fiscal 2012, on account of termination of mass housing project in Gabon due to change in political situation and change in contract specifications without a corresponding change in financial terms. The Group total income for the year was Rs. 263 Crore, while the group profit after tax recorded Rs. 11.36 Crore. we are pleased to announce that the Board has recommended a dividend of Re. 0.50 per equity share for fiscal 2013.

BUSINESS OUTLOOK

Infrastructure development has a key role to play in Indian Economic Growth and they are expected to remain robust and in these adverse environments we are adopting a diversification strategy not just to cope with the near term headwinds, but also to endeavor sustainable growth in the long term.

As I said earlier Infrastructure has emerged as one of the prominent driver of positive economic growth and the private sector is expected to play major role in the growth, their share in Infrastructure Investment is expected about 48 per cent in Twelfth Five Year Plan, which is more than double when compared to Tenth Five Year Plan.

“The announced policy initiatives seem to significantly reduce domestic bottlenecks and promote capital flows”

“Diversified and Customized Plan remains key to success and will help ensure resiliency over this heightened risk environment”

“Infrastructure has emerged as one of the prominent driver of positive economic growth”



The Overall outlook appears bright in the background of infrastructure impetus and challenging growth targets aimed at by the Government.

The road ahead is not entirely devoid of stumbling blocks. Successful businesses will be those that are best able to tailor their offerings to ever changing needs. This type of flexibility will enable business to be nimble and respond to changing economic conditions. I have a strong conviction in the robust growth of our Country and about the sustainable growth and profitability of your Company in the years ahead.

I would like to appreciate the efforts of all the employees of the organisation for taking the Company to greater heights; this achievement would not have been possible without their whole hearted and unstinted efforts.

I would like to thank all my colleagues on the Board and all other stakeholders like Shareholders, Bankers, Members of our Supply chain and Regulators for providing their unwavering support to our efforts.

I sincerely hope that our earnest effort and self belief will definitely fetch us a secured and bright future both for ourselves and future generations.

Thank you

P Arulsundaram
Chairman & Managing Director

May 30, 2013

**Financial Highlights**

(Rs Crore)

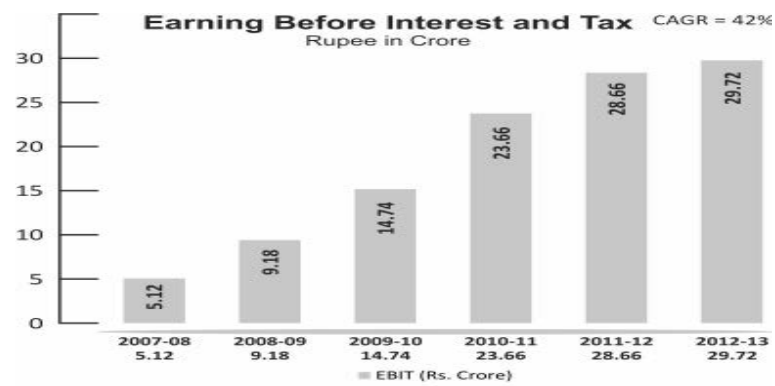
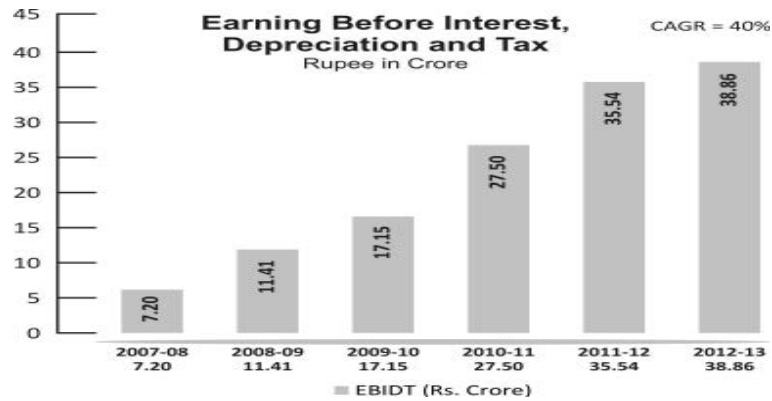
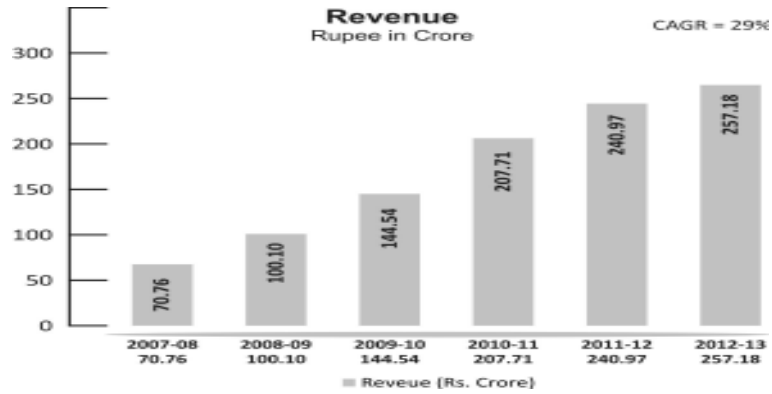
Description	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08
Revenue from Operations	257.18	240.97	207.71	144.54	100.10	70.76
Total Income	259.22	243.18	209.80	146.79	101.23	72.14
Earnings before Depreciation, Finance Costs and Tax Expense(EBIDTA)	38.86	35.54	27.50	17.15	11.41	7.20
Depreciation & amortization	9.14	6.89	3.84	2.41	2.23	2.08
Interest & Finance Costs	14.55	9.51	5.13	3.16	3.16	1.85
PBT	15.16	19.14	18.53	11.58	6.02	3.27
PAT	10.85	13.85	13.49	8.31	4.12	2.05
Equity dividend % (Refer Note a &b)	5% ^a	5%	10%	15% ^b	10%	5%
Dividend Payout	1.13	1.13	2.26	0.90	0.10	0.05
Equity share capital	22.60	22.60	22.60	16.50	1.01	1.01
Reserves & Surplus	80.25	70.81	58.67	8.21 ^c	14.85	10.67
Net Worth	100.59	90.30	77.31	24.55	15.86	11.68
Gross Fixed Assets	74.35	69.91	43.09	34.64	22.70	21.57
Net Fixed Assets	46.34	49.50	28.72	23.82	13.98	14.33
Total Assets	276.59	260.86	186.52	81.99	51.73	47.09
Key Indicators						
Earnings per share Rs.	4.80	6.13	7.31	5.27	406.39	202.55
Book Value per share Rs.	45	40	34	15 ^d	1,564	1,152
Debt: Equity Ratio	0.15	0.30	0.25	0.23	0.24	0.49
EBDIT/ Total Revenue %	11.46%	14.62%	13.11%	11.68%	11.27%	9.98%
Net Profit Margin %	4.19%	5.70%	6.43%	5.66%	4.07%	2.85%
RONW %	10.79%	15.34%	17.45%	33.86%	25.98%	17.59%
ROCE%	29.54%	31.73%	30.60%	60.04%	57.86%	43.83%

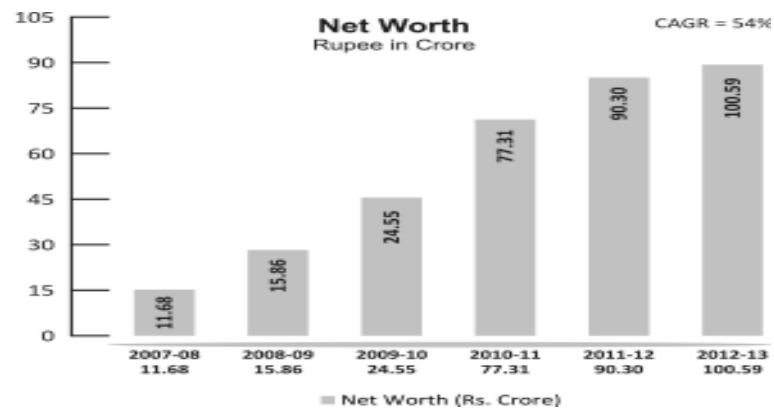
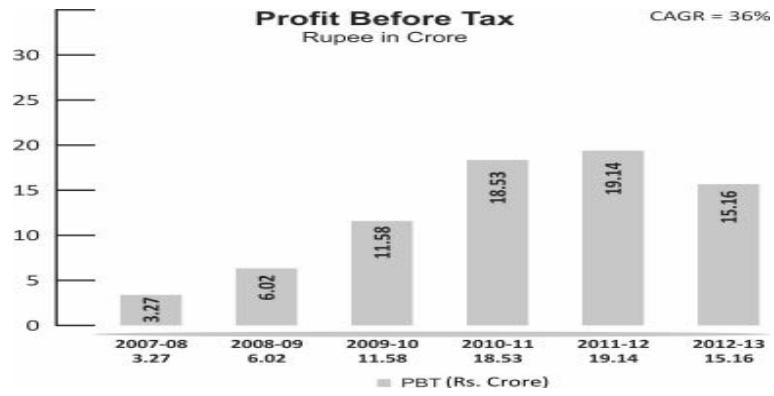
(a) = Proposed Dividend

(b) = Pro-rata Basis

(c) - Reduction due to Bonus Shares

(d) = wef 25/09/2009 the face value of Share reduced from Rs.100/- to Rs.10/-







Notice

Notice is hereby given that the **18th Annual General Meeting (AGM)** of the members of **R.P.P Infra Projects Limited** will be held on Thursday the 22nd August 2013 at 10.00 AM 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 consider and adopt the audited Balance sheet as at 31st March, 2013, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Mr. P Muralithasan, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. S Thirunavukkarasu, who retires by rotation and is eligible for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an ordinary resolution:

RESOLVED THAT M/s. Karthikeyan & Jayaram, Chartered Accountants (Firm Registration No 07570S), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors.

By the Order of the Board of Directors

Place : Chennai
Date : 30/05/2013

R. Nithya Prabhu
Company Secretary

Notes :

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and such proxy need not be a member. Members are requested to send their proxy form to the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
3. Members/proxies should fill in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the annual report to the Meeting.
4. 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.
5. Members who hold share(s) in electronic form are requested to 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.
6. The Register of Members and Share Transfer books of the Company will remain closed from 08th August 2013 to 16th August 2013 (both days inclusive).
7. Brief resume of Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Annexure A to the Notice.



8. Members holding shares in physical form are requested to inform change of address, if any, immediately to the Registrar and Share Transfer Agent of the Company viz. Cameo Corporate Services Limited (RTA), "Subramanian Building", No. 1, Club House Road, Chennai 600 002. Members holding shares in dematerialized form must send advice about change in address to their respective Depository Participants.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
10. 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.
11. 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.
12. 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 its 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 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.
13. Consequent upon the amendment to Section 205A read with Section 205C of the Companies Act, 1956, all dividends remaining unclaimed for seven years from the date they first became due for payment 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 1956. Members shall not be able to claim any unpaid dividend from the said Fund nor from the company thereafter. It may be noted that unclaimed dividend declared for the year ended 31.03.2012 and which remain unclaimed is due for transfer to the fund. Members who have not encashed their dividends so far for the financial year ended March 31, 2012 are requested to claim the amount from the company immediately.
14. As per new Clause 5A (II) of the Listing Agreement, the company has transferred all the share certificates remaining undelivered, unclaimed by the shareholders due to insufficient/incorrect information to Unclaimed Suspense Account" and also 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.

By the Order of the Board of Directors

R. Nithya Prabhu
Company Secretary

Place : Chennai
Date : 30/05/2013

**ANNEXURE A TO NOTICE DATED MAY 30, 2013**

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting in pursuance of Clause 49(IV) (G) of the Listing Agreement:

Name of the Director	P Muralithasan	S Thirunavukkarasu
Age in Years	49	41
Date of appointment on the Board	01-04-2008	01-04-2008
Qualifications	BE (Civil)	Diploma in ECE
Expertise	He has over 25 Years of Business Experience in Construction Industry	He has 22 Years of Business Experience in Construction Industry
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign and private companies)	Nil	Nil
Memberships/ Chairmanships of committees across all companies	Nil	Member of the Audit Committee & Shareholders/ Investors Grievance Committee of RPP Infra Projects Limited
Shareholding of Non-Executive Directors	156	156
Relationships between directors inter-se	Nil	Nil

Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the 18th Annual Report of your Company along with the audited statement of accounts for the financial year ended 31st March, 2013.

The highlights of the financial results for 2012-2013 are given below :

(Rs Crore)

Particulars	Mar 31,	Mar 31,	Mar 31,	Mar 31,
	2013	2012	2013	2012
	Standalone Results		Consolidated Results	
Total Income	259.22	243.18	263.29	268.94
Profit before Interest, Depreciation & Tax	38.86	35.54	43.11	46.02
LESS: Interest and Finance Charges	14.55	9.51	17.25	10.07
LESS: Depreciation and Amortization	9.14	6.89	9.91	7.66
Profit/(Loss) Before Taxes	15.16	19.14	15.96	28.29
Tax Expenses	4.31	5.29	4.59	5.69
Profit/(Loss) After Tax	10.85	13.85	11.36	22.59
ADD: Surplus brought forward from previous year	70.81	58.67	86.48	63.77
ADD : Premium received from IPO				
ADD/(LESS) : Forex translation reserves and prior period adjustments	(0.09)	(0.39)	0.83	1.44
Appropriations				
Proposed Dividend	1.13	1.13	1.13	1.13
Corporate Tax on Dividend	0.19	0.19	0.19	0.19
Balance carried over to Balance Sheet	80.25	70.81	97.35	86.48

OPERATION AND PERFORMANCE REVIEW

Your directors are glad to state that the Company has been growing steadily and the performance has been improving in terms of business volumes but there was a decline in net profit on account of higher charge of depreciation and increase in interest cost

On the basis of Standalone Financials

During the year your Company achieved a total income of Rs. 259.22 Crore and earned operating profit of Rs. 38.86 Crore as against the total income of Rs. 243.18 Crore and operating profit of Rs. 35.54 Crore for the previous financial year 2011-12. After providing for interest of Rs. 14.55 Crore and Rs. 9.14 Crore for depreciation, the profit before tax was Rs. 15.16 Crore. Provision for current tax for the year was Rs. 4.01 Crore and deferred tax of Rs. 0.30 Crore. The net profit for the year ended March 31, 2013 stood at Rs. 10.85 Crore as against Rs. 13.85 Crore for the previous year.

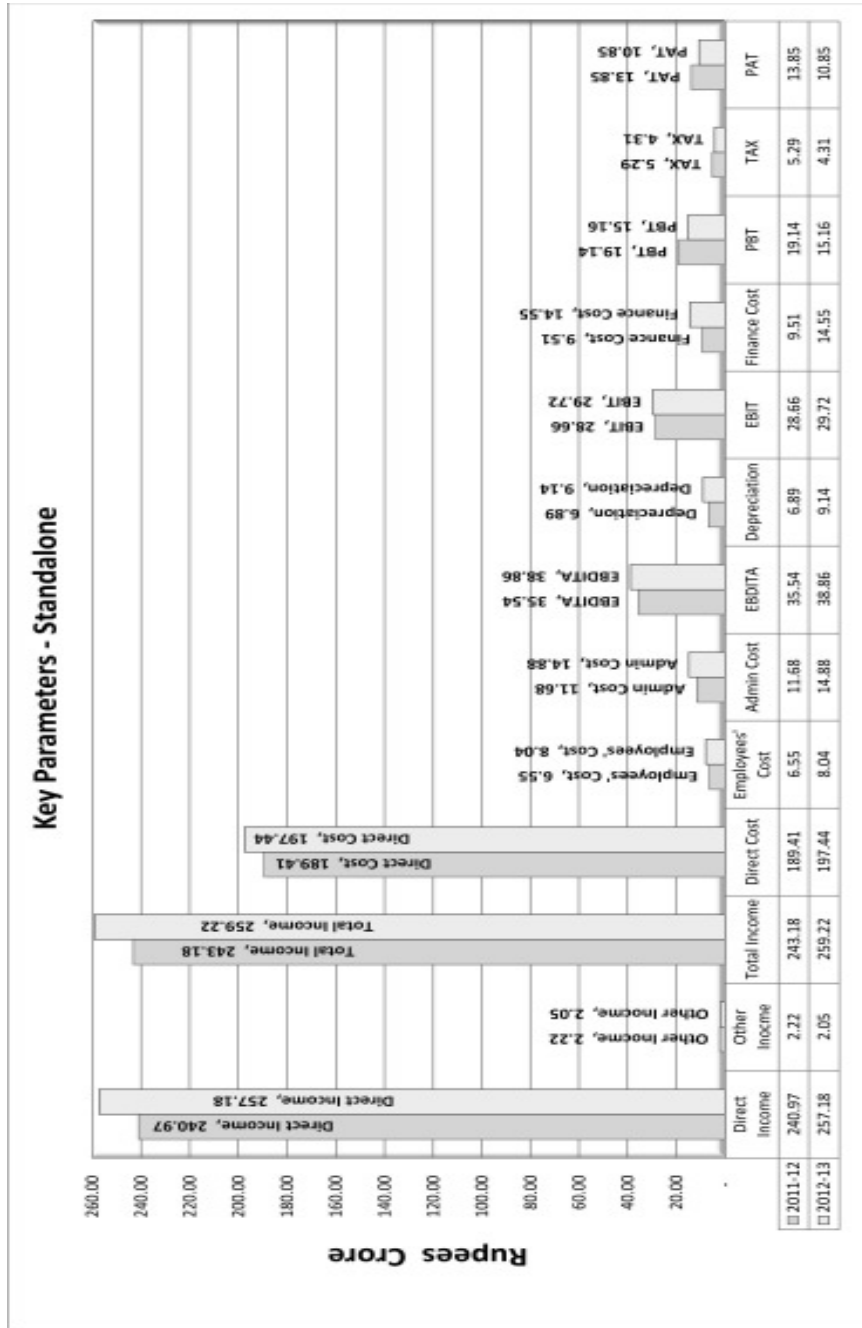
On the basis of consolidated Financials

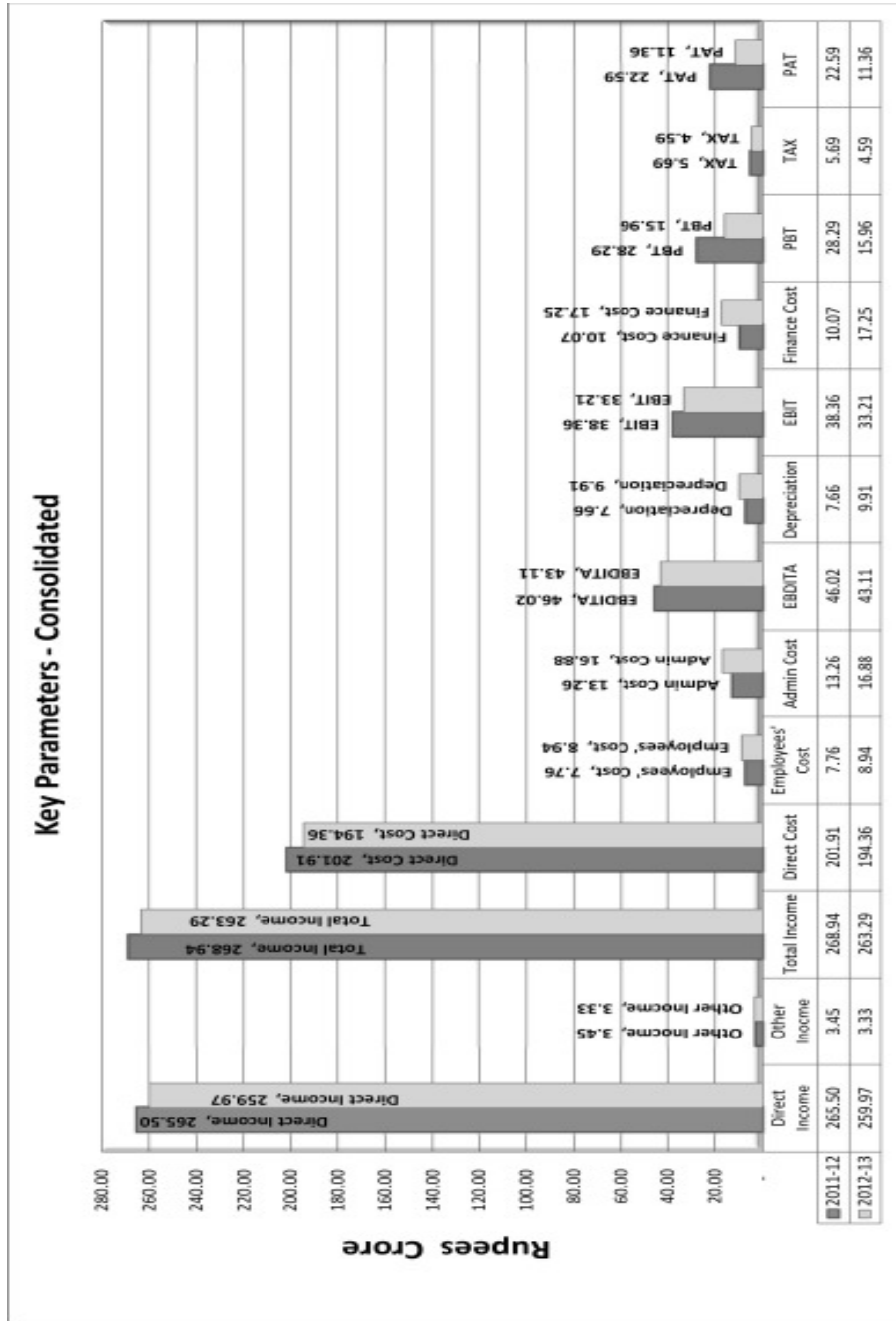
During the year your Company achieved a total income of

Rs. 263.29 Crore and an operating profit of Rs. 43.11 Crore as against the total income of Rs. 268.94 Crore and operating profit of Rs. 46.02 Crore for the previous financial year 2011-12. After providing for interest of Rs. 17.25 Crore and Rs. 9.91 Crore for depreciation, the profit before tax was Rs. 15.96 Crore against the profit before tax of Rs. 28.29 Crore for the previous financial year. The net profit after tax during the year ended March 31, 2013 stood at Rs. 11.36 Crore as against Rs. 22.59 Crore for the previous year.

Dividend

Your Directors are pleased to recommend a dividend of 5% i.e. Re. 0.50 per Equity Share of face value of Rs. 10/- for the Financial Year 2012-2013, subject to the approval of the members of the Company. The dividend on approval of the shareholder will be paid to the eligible members as per the Book Closure as may be kept for the purpose. The equity dividend outgo for the financial year 2012-13 would absorb a sum of Rs. 1.13 Crore.







Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate section forming part of the Annual Report.

Major Events of the year

- ◆ The Company has successfully completed Renovation and Modernization of Malampuzha Garden Phase – II.
- ◆ Our Company has forayed into the project of Implementation of Smart Card based Driving License and Registration Certificate in the State of Tamil Nadu on back to back Sub Contract basis.
- ◆ Some of the notable orders bagged during the year include:
 - ⊕ Contract for procurement of flyash from NTPC Tamilnadu Energy Company Limited, Vallur Thermal Power Project (VTPP) for a contract value of Rs. 50 Crore.
 - ⊕ Formation of Layout including filing, water supply, sewage arrangement, RCC – Storm Water Drain, Culvert and Bituminous concrete road at Phase II Layout in Edyanchavadi village, Minjur Panchayat Union, Manali New Town – Work Order awarded by Chennai Metropolitan Development Authority for contract value of Rs. 20 Crore.
 - ⊕ Providing Gravel filling, Cement Concrete Pavement, Storm Water Drain, Culverts etc. for proposed truck parking yard in about 12 acres of land on the west side of Inner Ring Road at Manjambakkam – Work Order awarded by Chennai Metropolitan Development Authority for contract value of Rs. 18 Crore.

Directors

Mr. S Thirunavukkarasu and Mr. P Muralithasan, Directors of the Company, liable to retire by rotation at the forthcoming Annual General meeting and being eligible, offer themselves

for re-appointment. Your directors recommend their reappointment.

A brief profile of these Directors containing details of their qualifications, expertise, other directorships, committee memberships etc. has been given in the Report on the Corporate Governance as well as in the Notice of the ensuing Annual General Meeting of the Company.

Directors' Responsibility Statement

In terms of Section 217 (2AA) of the Companies Act 1956, your directors confirm that:

1. The applicable accounting standards have been followed and proper explanations provided relating to material departures
2. The Company has adopted prudent and consistent accounting policies so as to give a true and fair view of the state of affairs of the company
3. Proper and sufficient care has been taken for maintenance of adequate accounting records under the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
4. The annual accounts of the company have been prepared on a going concern basis

Consolidated Financial Statements

In accordance with the Accounting Standard 21 on Consolidated Financial Statements, the audited Consolidated Financial Statements are provided in the Annual Report.

Subsidiary companies

Vide General Circular No.3/2011- No.5/12.2007 –CL-III dated February 21, 2011, The Ministry of Corporate Affairs, Government of India had granted general permission to companies wherever the holding company gives its consent



and comply with the conditions prescribed by the Ministry. Accordingly, companies are required to comply with the conditions prescribed in order to avail the exemption from attaching the balance sheet, profit and loss statement, etc. of the subsidiary company in the Annual Report of the Holding Company. Your company has complied with the conditions stipulated by the ministry and the details of the subsidiaries of the Company are covered in the Management's Discussion and Analysis Report forming part of the Annual Report.

The Financial statements of the Subsidiary Company and other related detailed information are available at the registered office of the company at any point of time. The Annual Accounts of the subsidiary company will also be available for inspection at the registered office of the Company and the subsidiary Company.

Corporate Governance

As required by the Clause 49 of the Listing Agreements entered into with the Stock Exchanges, a Report on the Corporate Governance and Management Discussion and Analysis form part of the Annual Report and a certificate from a Practicing Company Secretary on the compliance with the provisions of Corporate Governance is annexed to the Corporate Governance Report. The Company has fully complied with the requirements and disclosures that have to be made in this regard.

Auditors

The auditors, M/s. Karthikeyan & Jayaram, Chartered Accountants, retire at the ensuing Annual General Meeting. They have given their consent for their re-appointment. The company have received confirmation from them that, if appointed, it would be within the limits under Section 224(1B) of the Companies Act, 1956. The Audit committee and the Board of Directors of the Company propose the re-appointment of the auditors.

Public Deposits

During the year the Company has not accepted any public deposits and no deposits remained unclaimed with the company as on 31st March 2013.

Industrial Relations/ Human Resources

Your Company maintained healthy, cordial and harmonious industrial relations at all levels during the year under review. Your company firmly believes that a dedicated workforce constitute the primary source of sustainable competitive advantage. Accordingly, human resource development continues to receive focused attention. Your Directors wish to place on record their appreciation for the dedicated and commendable services rendered by the staff and workforce of your company.

Corporate Social Responsibility

In giving back to society, the RPP is committed to a number of community focused activities. These activities are spread over different areas such as health, education, environment, promotion of the country's rich culture. Each one of the programme or projects that the company is involved in reflects the commitment, concern, and care that it always has for society.

Listing

The shares of the company are listed on BSE Limited and National Stock Exchange of India Limited. The Company has paid annual listing fee for the year 2013 - 2014.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

Information as per the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo is provided in Annexure forming part of the Report.

**Particulars of Employees**

None of the employees of the company were in receipt of remuneration, which in aggregate exceeded the limits fixed under Sub-Section (2A) of Section 217 of the Companies Act, 1956 and Rules made thereon under Companies (Particulars of Employees) Rules 1975 for the year.

Acknowledgement

Your Directors take this opportunity to offer their sincere thanks to the various departments of the Central and State Governments, Government agencies, Banks, Financial Institutions, shareholders, customers, employees and other related organizations, who through their continued support and co-operation, have helped in your Company's progress.

For and on behalf of the Board of Directors

P Arul Sundaram

Chairman & Managing Director

Place: Chennai

Date: May 30, 2013

Annexure to Directors Report**FORM A - Conservation of Energy**

The Company is engaged in infrastructure activities and the same is not covered under the Schedule.

The Company's efforts are to conserve energy wherever possible by economizing on the use of power at the various sites.

FORM B

(Rule 2 of Indian Companies Act, 1956)

TECHNOLOGY, ABSORPTION, RESEARCH AND DEVELOPMENT (R & D)**i) Specific Areas in which R & D has been carried out by the Company**

No R & D activities carried out during the financial year 2012-13.

ii) Expenditure on Research & Development: No Expenditure incurred on R & D

Technology Absorption, Adoption and Innovation, Efforts made, Benefits derived, Import of Technology: The Company has not absorbed any particular technology from any outside sources. However the Company consciously adopts latest technology available in the Industry to assure better quality of work and reduction in cost.

FORM C**FOREIGN EXCHANGE EARNINGS AND OUTGO**

Details of foreign exchange earnings and outgo during the year are as follows:

(Rs. in Lakhs)

Particulars	31/03/2013	31/03/2012
Foreign Exchange earnings	106.37	387.43
Foreign Exchange outgo	1490.62	3,263.72

For and on behalf of the Board of Directors

P Arul Sundaram

Chairman & Managing Director

Place : Chennai

Date : 30/05/2013

Management's Discussion and Analysis

Forward-looking statements

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, market position, expenditures, and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company's actual results, performance or achievements could thus differ from those projected in any forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

Overview of the Economy

The World economy is experiencing challenges as major economies recorded contraction, reflecting both external vulnerabilities and domestic challenges. The Euro zone is at particular risk due to worsening Greek debt crisis, fiscal and banking problems and difficulty in building political consensus on major issues. The other large emerging-market economies have slowed from their blistering pace of growth of recent years. The uncertain global climate has affected the Indian economy through a decline in exports, a fall in the value of rupee and a slowdown in investment.

However IMF in its World Economic Outlook Update has projected that global growth would increase during 2013, but this improvement is expected to be more gradual than many had hoped. Policy action is needed to secure the fragile global recovery and in order to achieve the above growth it is imperative that the euro zone should make progress toward resolving the sovereign debt crisis.

Indian economy has been sideswiped by the slowdown in growth rate, which is primarily attributable to weakness in Industry comprising of manufacturing, electricity, mining, quarrying, water supply and construction sectors, albeit this slowdown the compound annual growth rate (CAGR) for Gross Domestic Product (GDP) at factor cost is 7.9 percent for the year ending 2012-13.

Financial Review

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India and Generally Accepted Accounting Principles (GAAP) in India. The management of RPP accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions and reasonably present the state of affairs on the Balance Sheet and profit of the Company for the year ended on that date.

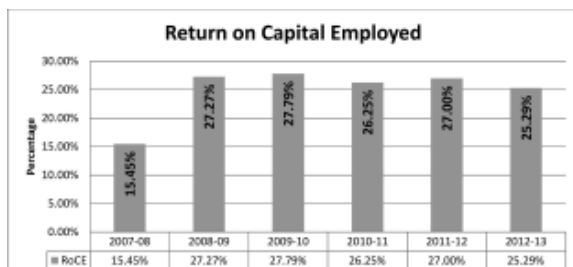
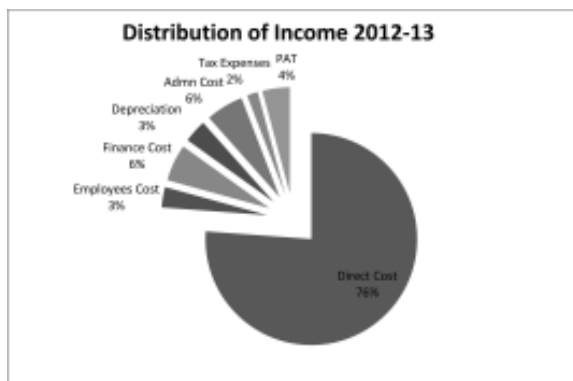
The revenue from operations achieved for the year was Rs. 257.18 crore, a growth of 6.73% over the previous year. A compounded annual growth in Revenue of 29% over the last 5 years, underscores the Company's position of strength in its various businesses and its strength to harness opportunities offered by growing Indian economy.

The consumption of materials and other direct costs increased by 4% from Rs. 189 crore to Rs. 197 crore. Employee cost was Rs. 8.04 crore for the year as against Rs. 6.55 crore in the previous year. The operating profit before other income increased by 9% from Rs. 35.54 crore to Rs. 38.86 crore.

The operating margin for the period was 23% as compared to 21% in the previous year. A slew of initiatives such as deployment of risk mitigation strategies, superior execution

of projects and astute cost management have enabled to company to improve its operating margins.

Distribution of Total Income



Other income was higher at Rs. 2.22 crore against Rs. 2.08 crore. Sales and Administration expenses was higher at Rs. 14.77 crore against Rs. 12.50 crore in the previous year. This increase was largely due to higher machinery repair expenses. EBITDA increased by 15% from Rs. 35.54 crore to Rs.38.86 crore.

Finance cost was higher at Rs. 14.55 crore as against Rs. 9.51 crore. The increase is largely attributable to the borrowings.

Depreciation (including depletion and amortization) was higher at Rs. 9.14 crore, against Rs. 6.89 crore in the previous year. Profit after tax was Rs. 10.86 crore as against Rs. 13.85 crore for the previous year, a marginal decrease of 3%. Over a period of 5 years, PAT excluding exceptional & extraordinary items registered a compound growth rate of 40%.

The earnings per share (EPS) for the year is Rs.4.80

Funds employed and Returns

The net capital expenditure for the year ended March 31, 2013 was Rs. 5.15 crore. Gross working capital as at March 31, 2013 was Rs. 221.49 crore representing 86.12% of sales vis-à-vis 85.54% for the previous year. The increase was mainly due to higher work in process. Net customer receivables as at the end of the year stood at Rs. 96.24 crore, reflecting 137 days of sales, lower than 143 day's sales for the previous year. Net working capital as at March 31, 2013 63.66 crore increased over the previous year 49.29 crore due to relatively lower vendor credits and lower advances from customers. Return on capital employed was at 25.29% and return on equity was at 10.79%. During the year, a total of Rs.4.31 crore was contributed in the form of taxes and duties.

Resources and Liquidity : Cash accruals from operations were higher by Rs. 2.91 crore as compared to the previous year. The company has raised long term loans of Rs. 1.93 crore and working capital loans of Rs. 14.78 crore during the year.

Liquidity & Capital resources	Rs. Crore	
	2012-13	2011-12
Cash & Cash equivalents at the beginning of the year	23.85	30.15
Add: Net cash provided / (used) by:		
Operating activities	-7.41	-10.37
Capital expenditure	-5.15	-26.85
Investing activities	-	-0.14
Financing Activities	2.16	31.01
Cash & cash equivalents at the close of the year	13.44	23.85

The overall cash flow position during the year reflected a balanced utilization pattern.

As on March 31, 2013, RPP's total debt was at Rs. 95.98 crore. RPP's gross debt to equity ratio, including long-term and short-term debt, as on March 31, 2013 was at 0.95.



Group Results

Highlights of RPP's consolidated performance for the year are as follows:

- ◆ Revenue from operations decreased by 2% to Rs. 260 Crore
- ◆ PBDIT decreased by 2% to Rs. 43 Crore
- ◆ Profit Before Tax decreased by 44% to Rs. 15.96 Crore
- ◆ Cash Profit decreased by 30% to Rs. 21 Crore
- ◆ Net Profit decreased by 50% to Rs. 11 Crore

Subsidiaries

R.P.P Infra Projects (Lanka) Limited, Sri Lanka

R.P.P Infra Projects (Lanka) Limited is a Wholly Owned Subsidiary of your Company based in Srilanka. This was in line with the Company's strategy to expand in to new geographies. The Company has successfully completed First phase of the Housing Project for Internally Displaced People (IDPs) in Sri Lanka. The houses are for the IDPs in Mullaitheevu, Vavuniya, Jaffna, Kilinochi and Mannar districts in the Northern and Eastern provinces of Sri Lanka.

The Company has recorded a turnover of Rs.15.00 Crore for the year ended 31st March 2013 with a Net Profit of Rs. 0.35 Crore

R.P.P Infra Overseas PLC, Mauritius

R.P.P Infra Overseas PLC is a Wholly Owned subsidiary of your Company based in Mauritius. The principal activity of the Company is to provide infrastructure project related consultancy services. The Company has recorded a turnover of Rs. 0.19 Crore for the year ended 31st March 2013 with a Net Profit of Rs. 0.01 Crore.

R.P.P Infra Projects Gabon SA, Gabon

R.P.P Infra Projects Gabon SA, Gabon a wholly owned subsidiary of RPP Infra Overseas PLC, Mauritius was incorporated to execute the mass housing project awarded by the Republic of Gabon, a West African country in 2011.

The contract is awarded on 'Design, Build & Transfer' (DBT) model. The objective of the contract is to construct and deliver 10,000 houses over 36 months over various phases. But due to change in political situation, change in contract specification without an corresponding change in financial terms resulted in major hurdle for the Company to execute the work; presently the mass housing project is in the stage of termination. The Company has recorded a turnover of Rs. 4.92 Crore for the year ended 31st March 2013 with a Net Profit of Rs. 0.15 Crore.

R.P.P Energy Systems Private Limited, India

R.P.P Energy Systems Private Limited, a wholly owned subsidiary of your Company was incorporated mainly to embark into the power segment viz. to procure, sell, supply electricity power from various sources including bio-fuels such as bio-mass, bio-gas etc., and from coal and thermal energy. The other objects of the Company to generate and sell power from all sources including non-conventional sources such as solar system, wind farms, wind mills etc. The operation of this subsidiary has not been commenced during the period under review. The Directors are initiating steps to commence the business.

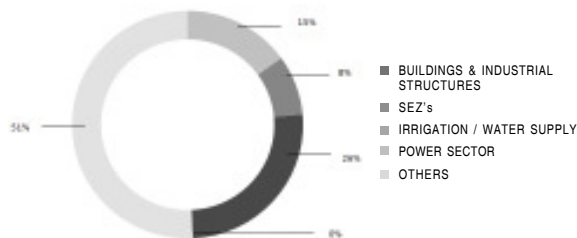
INFRASTRUCTURE & CONSTRUCTION – OPPORTUNITY

The overall opportunity for the construction sector remains positive given the budgetary proposals like removing execution bottlenecks and guiding decision making in respect of new proposals and stalled projects through Cabinet Committee on Investments (CCI), constitution of the regulator for the road sector to address issues, focusing on development of rural roads, impetus and focusing on execution of some of the key projects, encouraging mobilization of long term funding towards infrastructure sector through IDFs, IIFCLs and credit enhancement schemes and tax free bond worth Rs. 500 Billion to be issued by certain institutions.

Additionally, in order to augment resources for infrastructure development, the government has facilitated initiatives in External Commercial Borrowing including Enhancement in the limit for refinancing rupee loans from 25 per cent to 40 per cent for power sector, Allowing ECB for capital expenditure on the maintenance and operations of toll systems for roads and highways, Allowing ECBs for low cost/ affordable housing projects, Permitting ECB for working capital requirements of the airline industry, Reduction in the rate of withholding tax on interest payments on external commercial borrowings from 20 per cent to 5 per cent for three years (July 2012- June 2015).

Order Book Position

The order book position as on 31st March 2013 is Rs. 940 Crore.



BUILDINGS & INDUSTRIAL STRUCTURES

Some of the significant projects are:

- ◆ Annual Contract of Maintenance of Township Quarters, Public Buildings, Construction of Civil and Minor Structured Steel Works, Interior Decorations, Water Supply, Road Patch Works, Drains, Sewers, Horticulture etc in Township (Area - II) at Bharat Heavy Electricals Limited, Tiruchirappalli.
- ◆ Construction and Expansion of Additional Shop Floors, Machine Foundation, RCC Framed Structure and Other Infrastructure Works in Block - II and System Bender Shop Area in New Plant at Bharat Heavy Electricals Limited, Tiruchirappalli.

- ◆ Construction of Library Building for Central University of Tamil Nadu at Thiruvavur.
- ◆ Township Package for NTPC Tamil Nadu Energy Company Limited (NTECL)'s Vallur Thermal Power Project (2X500 MW + 1X500MW)
- ◆ Civil Works for Coke Handling Project at Mangalore Refinery and Petrochemicals Limited, Mangalore
- ◆ Civil and Structural Works(Part-2) for Phase - III Refinery Project of M/s. Mangalore Refinery and Petrochemicals Ltd at Mangalore

SEZ's

Some of the significant projects are:

1. Creation of Common Infrastructure Facility Such as Compound Wall, Chain Link Fencing, Internal Road, Storm Water Drain and Service Ducts, Entrance Gate and Security Block at Gangaikondan IT-SEZ, Tirunelveli.
2. Creation of Common Infrastructure Work Viz. Internal Roads, Street Lights, Storm Water Drain, Service Ducts, Compound Wall, , Culverts, Electrical and Plumbing Works, Security Block Sewage Treatment Plant and Overhead Tank at Hosur - Viswanathapuram IT SEZ.
3. Construction of Dining Hall in the Terrace Floor, Landscaping Work, Underground Sump, Sewage Treatment Plant and Providing Water Supply Line from the Existing Well to the Underground Sump.
4. Construction of Food Court, Security Block & Customs Office, Over Head Tank, Sump, Pump Room Plumbing Works, HVAC, Fire Fighting's, Internal and External Electrical Works and External Water Supply in Tirunelveli - Gangaikondan IT SEZ.
5. MSEZ Pipeline Corridor: Phase - 1 Reach - 1.0 to 1.5 & 1.73 to 1.80 k.m.



IRRIGATION /WATER SUPPLY:

Some of the significant projects are:

- ◆ Rehabilitation of Contour Canal from LS.0.000 k.m. to LS.11.480 k.m.
- ◆ Rehabilitation of Contour Canal from LS.30.100 k.m. to 49.300 k.m.
- ◆ Rehabilitation of Non System Tank and Its Supply Channels from Yal Tank to Pinnalavadi Tank Gadilum Sub Basin under Gadilum Sub Basin in Sankarapuram, Tirukoilur and Ulundurpet Taluk of Villupuram District
- ◆ Rehabilitation of Non System Tank and Its Supply Channels from Arunkurukai Tank to Mathiyannur Tank under Gadilum Sub Basin in Tirukoilur and Ulundurpet Taluk of Villupuram District
- ◆ Formation of Tank Across Nallathangal Odai near Kothayam Village in Oddanchatram Taluk of Dindigul District
- ◆ Construction of Bed Dam Across Periya Odai in Vridhachalam Taluk of Cuddalore District
- ◆ Rehabilitation and Modernisation of Tanks, Kondams and Supply Channels in Kaveripakkam Surplus Channels of Kosasthalaiyar Sub Basin in Nemili Block of Arakkonam Taluk in Vellore District,
- ◆ Providing Screw Gearing Shutters to all Sluices in the Lower Bhavani Project Main Canal from Mile 0/0 to Mile 124-2-560 including Branch Canal and Distributaries in Erode and Karur Districts,
- ◆ Formation of Flood Carrier Canal from Kanjampatti Odai in Vilathikulam Taluk of Thoothukudi District to Feed Sayalkudi Tank and other Tanks in Kamuthi and Kadaladi Taluks of Ramanathapuram District,
- ◆ Construction of storm water drain work in Kolathur Water Shed, Chennai city,
- ◆ Construction of storm water drain work in South Buckingham Canal Water Shed, Chennai city

- ◆ Construction of Storm Water Drain in Velachery Water Shed,
- ◆ Providing CWSS to 54 Quality affected and 67 Wayside Habitations in Kumaratchi & Parangipettai Unions and to Killai town Panchayat in Cuddalore District,
- ◆ Rehabilitation of Amaravathi Main Canal from LS 12.500 Km to 46.500 Km of Madathukulam Taluks in Tirupur District,
- ◆ Rehabilitation of Amaravathi Main Canal from LS 0/0 Km to 12/500 Km of Udumalpet and Madathukulam Taluks in Tirupur District.

POWER SECTOR

Some of the significant projects are:

- ◆ Upgradation of Existing 2x5 MVA, 33/11 KVA Substation to Hanumanal and Construction of 110 KV SC Line on DC Towers from Proposed 110/11 KV Substation at Hanumanal for a distance of 10.58Kms in Kushtagi Taluk, Koppal District and Construction of 110 KV Terminal Bay at Proposed 110/33/11 KV Substation at Hiregonnagar for the proposed 110 KV SC line to proposed 110/11 KV Hanumanal Sub Station on Total Turnkey Basis including Supply of all Materials/Equipments and Erection (Including Civil Works) of all Materials/ Equipments, Testing and Commissioning.

OTHER PROJECTS

- ◆ Contract for procurement of flyash from Mettur Thermal Power Station.
- ◆ Contract for procurement of flyash from NTPC Tamilnadu Energy Company Limited, Vallur Thermal Power Project.

Growth Strategies

Your company primarily focuses on ensuring cost competitiveness, timely execution of projects within cost estimates, managing volatility, control over working capital,



achieving operational efficiency, and improved supply chain management.

The focus is on expanding customer base, strengthening business development efforts, better account management, cost leadership and foraying in to new business segments and geographies.

OUTLOOK

Construction sector which has been an important pillar of economic strength is facing challenges in execution of projects on account of delays in environmental clearances and other issues. India ratings had revised the outlook on construction companies to negative. Delays are seen in the commencement of execution of new projects due to delays in obtaining forest, environment and various other clearances from the Government, Land acquisition issues also interrupt the commencement of new projects and completion of ongoing projects.

Needless to say, these are very uncertain times for the global economy. On the down side, lingering uncertainties in the economy and impediments in execution of orders are creating headwinds to your Company. On the up side, your Company's diversified presence and strategic decisions in embarking on new activities like HSRP, Smart Card and ITS will help in robust growth. Some of our strengths include: a) Well diversified Business Model, b) Strong Team and Track record, c) Owned Equipment base and d) Wide geographical presence.

Not all of the risks to the outlook are on the downside. In the Union budget for 2012-13, the Finance Minister stated that during the Twelfth plan period, investment in infrastructure will have to go up to Rs. 50 lakh Crore, with half of this expected from the private sector. The overall outlook appears bright in the background of infrastructure impetus and challenging growth targets aimed at by the Government.

Threats

With the adverse market conditions new order growth was not very conducive. A deceleration in the economy led to

slowdown in the award of infrastructure projects, an inflationary environment and highly aggressive bidding witnessed during the past years necessitated your Company to be more cautious. In order to achieve more robust growth in the coming years we need to adopt a patient and disciplined strategy. In order to mitigate these impediments your Company is evaluating opportunities in the following activities and expects to build diversified businesses like procurement of fly ash, manufacturing of High Security Registration Plates (HSRP), Smart Card driving license and Intelligent Transportation System (ITS).

Internal control systems

Your Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations. It has documented procedures covering all financial, operating and management functions. These controls have been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with best practices in these areas as well. The systems are periodically reviewed for identification of control deficiencies and formulation of time bound action plans to improve efficiency at all the levels.

The Audit committee of the Board reviews internal control systems and their adequacy, significant risk areas, observations made by the internal auditors on control mechanism and the operations of the company, recommendations made for corrective action and the internal audit reports. The committee reviews with the statutory auditors and the management, key issues, significant processes and accounting policies. The company continues its efforts in strengthening internal controls.



Risk Management

Risk Management is an integral part of the business process. The risk management process, inter alia provides for review of the risk assessment and mitigation procedure and timely report to the management and review of the identified risks at periodical interval to assess the progress of control measures. The Audit committee of the Board reviews the risk management efforts periodically. The company follows the following risk management framework:

- ◆ Risk identification
 - ⊕ This function involves pre-emptive strategies to identify potential risks and evolve a framework for mitigation
- ◆ Risk assessment and analysis
 - ⊕ Risk assessment is the objective evaluation of the quantitative and qualitative value of risk related to the uncertainties of a specific situation
- ◆ Proactive risk governance measures
 - ⊕ This requires the organization to ascertain action plans to address identified issues and forestall potential damage
- ◆ Comprehensive risk reporting
 - ⊕ Record the causes and mitigation measures for future reference

HUMAN RESOURCES & INDUSTRIAL RELATIONS:

Our continued success will depend in part on our ability to retain and attract key personnel with relevant skills, expertise and experience. We are aware of the challenge in attracting and retaining the best of talents in the industry. Presently, our company has over 600 employees at various levels. We have in place a well-drawn out HR Policy and a working environment encouraging innovation, cost reduction and a time bound completion of projects along with measures targeted to emerge as a merit driven organization in these challenging times. The management has been paying special attention to various aspects like employee training, welfare and safety thereby strengthening the human resources.

CONCLUSION

Weakening economic growth and policy uncertainties cast a shadow over the global economy. However our Governments' stimulus efforts to push for more infrastructure investment could induce a stronger than expected turn around in overall construction sector. Successful businesses will be those that are best able to tailor their product mix to changing needs and sectors. To achieve more robust growth your Company is constantly focusing on timely execution of projects, thereby minimizing the expenditure and diversifying the activities with an eye on changing economic needs.

Report on Corporate Governance:
Company's philosophy on Code of Governance

The Company's philosophy on code of governance is to ensure that its obligations are discharged in a fair and transparent manner in order to protect the interests of its stakeholders. The Company emphasizes the best practices towards preserving the environment and adherence to the highest safety standards across all operations. The Company aims at achieving transparency, accountability and equity in all facets of its operations, and in all interactions with stakeholders, including shareholders, employees, government, lenders and other constituents, while fulfilling the role of a responsible corporate representative committed to good corporate practices. The Company is committed to achieve good standards of Corporate Governance on a continuous basis by laying emphasis on ethical corporate citizenship and establishment of good corporate culture which aims at true Corporate Governance.

The Company believes that all its operations and actions must result in enhancement of the overall shareholder value in terms of maximizing shareholder's benefits, over a sustained period of time.

Board composition
Size and composition of the Board

The policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management. The total strength of the Board presently is Eight Directors comprising of Two Executive Promoter Directors, Two Non-Executive Directors and Four Independent Directors. The Board periodically evaluates the need for increasing or decreasing its size. Following is the present composition of our Board and their number of directorships in other companies.

Name of the Director	Category	Number of Directorship in other Public Companies *		Number of Committee Positions in other Public Companies **	
		Member	Chairman	Member	Chairman
Mr. P Arul Sundaram	PD/ED	1	-	-	-
Mrs. A Nithya	PD/ED	1	-	-	-
Mr. P Muralithasan	NED	-	-	-	-
Mr. S Thirunavukkarasu	NED	-	-	-	-
Mr. S Swaminathan	ID/NED	1	-	-	-
Mr. K Natarajan	ID/NED	-	-	-	-
Mr. APC Krishnamoorthy	ID/NED	-	-	-	-
Mr. A N Vasu Rao ***	ID/NED	-	-	-	-

PD- Promoter Director; ED- Executive Director; NED-Non Executive Director; ID- Independent Director

* The directorship does not include directorship in Private Limited Company which are not subsidiary of Public Limited Company, Section 25 Companies and Companies incorporated outside India.

** In accordance with clause 49 of the Listing Agreement, Membership/ Chairmanship of only Audit Committee / Investor Grievances Committee has been considered.

*** Appointed as Additional Director w.e.f 03/05/2012



As mandated by Clause 49 of the Listing Agreement, none of the Directors on Board is a member of more than ten Board-level Committees and Chairman of more than five such committees, across all such Companies in which he is a Director.

As per the declarations received by the Company, none of the Directors are disqualified under Section 274(1) (g) of the Companies Act, 1956 read with Companies (Disqualification of Directors under Section 274(1) (g) of the Companies Act, 1956) Rules, 2003.

Directors Profile

Mr. P Arulsundaram, Chairman and Managing Director, aged 47 years, holds a Bachelor of Engineering Degree in Civil Engineering from Sri Vinayaka Mission Research Foundation, Deemed University, Salem, Tamil Nadu and a Diploma in Civil Engineering from Kongu Engineering College, Erode. He has over 23 years of experience in civil works in the fields of transportation / power / commercial buildings and irrigation projects. He has been responsible for strategic direction and development of our Company and is in overall control of our operations. His experience and his intimate understanding of the businesses verticals of our operations have played a central role in the rapid growth of our Company.

Mrs. A Nithya, Whole Time Director, aged 40 years, holds a Master's degree in Business Administration from Anna University, Chennai. She is responsible for the finance, accounting and treasury functions of our Company.

Mr. P Muralithasan, aged 49 years, holds a bachelor's degree in Civil Engineering from Bangalore University.

Mr. S Thirunavukkarasu, aged 40 years, holds a Diploma in Electronics and Communications Engineering from the State Board of Technical Education and Training, Government of Tamil Nadu. He has over 16 years of experience in the Construction industry.

Mr. S Swaminathan, aged 65 years, has four decades of experience in the various facets of technology management and holds bachelor's degree in Mechanical Engineering from Regional Engineering Collage, Trichy (RECT) and PG Diploma in Advanced Systems from Indian Institute of Management, Ahmadabad. He has held senior positions with challenging responsibilities from Green field start-ups to Global Revenue responsibilities. He has also worked on M&A assignments involving Technology Companies in India and abroad. He is well versed with practices in Strategic Planning, Business Process Analysis, Enterprise Resource Planning, Marketing, Vendor Management and Customer Acquisition.

Mr. K Natarajan, aged 54 years, has over 20 years of experience in International business and development. Mr. Natarajan holds bachelor's degree in Commerce. He is having wide experience in Indonesian coal mines.

Mr. A P C Krishnamoorthy, aged 57 years, is an advocate by profession holds a B.Com degree from Annamalai University. He has over 35 years of experience as a practicing council in the Bar and handles both Civil and Criminal cases.

Mr. A N Vasu Rao aged 56 years, has over 30 years of experience in various sectors such as power, sugar, steel, communication and education. He is an expert to liaison with Government agencies & has in-depth knowledge in public affairs, staff management, administration and Project management.

**Attendance of Directors at Board Meetings and at Annual General Meeting**

Following are the attendance of directors in the Board Meetings and AGM:

Name of the Director	No. of Board Meetings held	Board Meetings Attended	Attendance at Previous AGM
Mr. P Arulsundaram	7	7	Yes
Ms. A Nithya	7	7	Yes
Mr. P Muralithasan	7	5	Yes
Mr. S Thirunavukkarasu	7	7	No
Mr. S Swaminathan	7	2	Yes
Mr. K Natarajan	7	No	No
Mr. APC Krishnamoorthy	7	4	Yes
Mr. A N Vasu Rao ¹	7	2	No

1 Appointed as Additional Director w.e.f 03-05-2012

Board Meeting held during the year

The Board of Directors met twelve times during the year under review on 03rd May 12, 14th May 12, 14th Aug 12, 27th Aug 12, 29th Sep 12, 12th Nov 12 and 14th Feb 13. The maximum time gap between any two consecutive meetings did not exceed four months.

Committee of Directors

The Board has constituted the following committees:

- ◆ Audit committee
- ◆ Remuneration committee
- ◆ Shareholders/ Investors Grievance committee

Audit Committee

Pursuant to the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement, the Board has constituted an Audit committee. The primary objective of the Committee is to ensure the highest levels of transparency, integrity and quality of Company's financial reporting and disclosure processes, internal controls, risk

management policies and processes, tax policies, compliance and legal requirements and associated matters.

During the year under review the Audit Committee of the Board was re-constituted due to the demise of Mr. A Murugesan, director of the Company. Presently the committee comprises of FOUR Non-Executive Directors out of which THREE are Independent Directors.

All the committee members have sound knowledge in finance and accounts. Mr. S Swaminathan, Director is the Chairman of the Audit Committee.

Number of meetings held and the dates on which held:

The Audit Committee met five times during the financial year on 14th May 2012, 14th Aug 2012, 27th Aug 2012, 12th Nov 2012 and 14th Feb 2013.

The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:



Name	Category/ Status	Meetings Held	Meetings Attended
Mr. S Swaminathan	Non Executive/ Independent / Chairman	5	2
Mr. A P C Krishnamoorthy	Non Executive/ Independent/ Member	5	3
Mr. S Thirunavukkarasu	Non Executive/ Non Independent/ Member	5	5
Mr. A N Vasu Rao	Non Executive/ Independent/ Member	5	1

Terms of reference

Following are the main terms of reference given by the Board of Directors to the Audit committee:

1. Regular review of accounts, accounting policies and disclosures.
2. Review the major accounting entries based on exercise of judgment by management and review of significant adjustments arising out of audit.
3. Review any qualifications in the draft audit report.
4. Establish and review the scope of the independent audit including the observations of the auditors and review of the quarterly, half-yearly and annual financial statements before submission to the Board.
5. Upon completion of the audit, attend discussions with the independent auditors to ascertain any area of concern.
6. Establish the scope and frequency of the internal audit, review the findings of the internal auditors and ensure the adequacy of internal control systems.
7. Examine reasons for substantial defaults in payment to depositors, debenture holders, shareholders and creditors.
8. Examine matters relating to the Director's Responsibility Statement for compliance with Accounting Standards and accounting policies.
9. Oversee compliance with Stock Exchange legal requirements concerning financial statements, to the extent applicable.
10. Examine any related party transactions, i.e. transactions of the Company that are of a material nature with promoters or management, their subsidiaries, relatives, etc. that may have potential conflict with the interests of the Company.
11. Appointment and remuneration of statutory and internal auditors.
12. To consider other matters, as may be referred to by the Board of directors from time to time.

Remuneration Committee

Pursuant to the provisions of Clause 49 of the Listing Agreement, Board has constituted Remuneration Committee. The Remuneration Committee presently consists of THREE Non- Executive Directors of which two are Independent Directors. Mr. A P C Krishnamoorthy is the Chairman of the Committee. The Committee determines and recommends to the Board of Directors, the remuneration payable to the Board of Directors. The resolution for the appointment and remuneration payable to the Board of Directors are approved by the shareholders of the Company.

The Remuneration Committee also functions as the Compensation Committee as per SEBI guidelines on the Employees' Stock Option Scheme. The Company, however, has not yet introduced the Employees' Stock Option Scheme.

**Terms of reference**

The terms of reference of the Remuneration/Compensation Committee is set out below:

1. Determine the remuneration, review performance and decide on variable pay of executive Directors.
2. Establish and administer employee compensation and benefit plans.
3. Such other matters as may be required from time to time under any statutory, contractual or other regulatory requirement.

Remuneration to Directors

The remuneration paid/payable to the Executive Directors of the Company for the year ended 31st March 2013, are as under:

(Rs. Crore)

Name of the Director	Remuneration
Mr. P Arul Sundaram	0.42
Mrs. A Nithya	0.18

The company does not pay remuneration to any of its Non-executive Directors barring sitting fees for attending the meeting(s). The sitting fees paid are Rs. 5,000/- for each Board meeting and Audit Committee Meeting and Rs. 1,000/- for each Committee Meeting (other than Audit Committee) attended by them.

ESOP Scheme

The Company does not have Employee Stock Option Scheme.

Shareholding of Directors

Details of shares held by the Directors in the Company as on 31st March 2013 are as follows:

Name of the Director	No. of Shares held
Mr. P Arul Sundaram	97,88,443
Mrs. A Nithya	65,79,898
Mr. S Thirunavukkarasu	156
Mr. P Muralithasan	156
Mr. S Swaminathan	Nil
Mr. A P C Krishnamoorthy	Nil
Mr. A N Vasu Rao	Nil
Mr. K Natarajan	Nil

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-executive directors during the year.

Shareholders/ Investors' Grievance Committee:

To oversee and review all matters connected with transfer of securities, non-receipt of annual report, notices, dividend and for attending various grievances of the shareholders, the Board has constituted a Shareholders'/ Investors' Grievance Committee.



Presently the Committee consists of THREE Directors comprising of ONE Executive Director, ONE Non Executive Director and ONE Independent Director. The Committee has delegated the authority for share transfers to the Managing Director. The Committee oversees performance of Registrars and Share Transfer Agents of the Company and recommends remedial measures to improve quality of investors' services.

The Investors' Relation Committee met four times during the financial year on 30th June 2012, 01st October 2012, 31st December 2012 and 31st March 2013.

The composition of the Investors' Relation Committee and particulars of meetings attended by the members are as follows:

Name	Category / Status	Meetings Held	Meetings Attended
Mrs. A Nithya	Executive/ Promoter/ Member	4	4
Mr. S Thirunavukkarasu	Non Executive/ Non Independent/ Member	4	4
Mr. A P C Krisshnamoorthy	Non Executive/ Independent/ Member	4	4

Compliance Officer:

Mr. R Nithya Prabhu, Company Secretary acts as Compliance officer. Further the Company Secretary has been authorized to deal with all correspondence and complaints of the investors. He appraises the Committee about the status of Complaints/ Grievances.

Investors Grievance Redressal

During the year a total of 10 complaints were received and all the complaints were resolved to the satisfaction of shareholders. There were no outstanding complaints as on 31st March 2013.

Subsidiary Companies

The Company has three wholly owned subsidiaries and one Step-down subsidiary as on 31st March 2013. These Subsidiary companies are Board managed Companies. Brief profiles of the subsidiaries are given under Management Discussion and Analysis Report.

General Body Meeting

The details of the Annual General Meetings held during the preceding three years and the Special Resolutions passed there at are as under:

AGM	Financial Year	Date & Time	Venue	Special Resolutions passed
15 th	2009 – 2010	30 th August, 2010 2.30 P.M	III Floor, P & C Tower, No. 140, Perundurai Road, Erode - 638 011, Tamil Nadu, India	None
16 th	2010 – 2011	22 nd August, 2011 10.00 A.M	Hotel Club Melaange, Perundurai Road, Erode - 638 011, Tamil Nadu, India	None
17 th	2011 - 12	29 th September, 2012, 10.00 A.M	Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode – 638 011, Tamil Nadu, India	None

- No Extra-Ordinary General Meeting was held during the year 2012-13.
- No Court Convened Meeting of Members was held during the year 2012-13.

Postal Ballot

During the Financial Year 2012-13 the following Resolutions were passed through postal ballot in connection with approval of shareholders. The details of the said resolutions are as follows,

1. Change of Object Clause of Memorandum of Association to diversify/expand the activities of the Company connected with all kinds of number plates including High Security Registration Plates, all types of cards including Smart Card driving license and Intelligent Transportation System (ITS) pursuant to Section 17 of the Companies Act, 1956,
2. To commence any business set out in other objects clause of the Memorandum of Association pursuant to Section 149 (2A) of the Companies Act, 1956,
3. To Borrow money in excess of Paid up Capital and free reserve pursuant to Section 293 (1)(d) of the Companies Act, 1956 and
4. Allowing the Company to create mortgage or charge on the Assets of the Company in favour of Lenders pursuant to Section 293 (1)(a) of the Companies Act, 1956.

Mrs. S Saimathy, Practicing Company Secretary, acted as Scrutinizer, who conducted and exercised the postal ballot resolution as per the procedure laid down in Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

According to report of Scrutinizer to Chairman, the following is the detail of voting pattern:

Particulars		No. of Postal Ballot Forms	No. of Shares	% of Total Paid up Capital
Subject 1: Change of Object Clause of Memorandum of association	Assent	84	16792513	74.30
	Dissent	1	80	0
Subject 2: Commencement of any business as set out in other object clause of the Memorandum of Association	Assent	84	16792513	74.30
	Dissent	1	80	0
Subject 3: To borrow monies in excess of paid up capital and free reserves	Assent	79	167914061	74.29
	Dissent	6	187	0.01
Subject 4: Allowing the Company to create Mortgage or Charge on the assets of the Company in favour of lenders	Assent	77	16791559	74.29
	Dissent	8	1034	0.01

Procedure for Postal Ballot

The Board appoints a Company Secretary in Whole Time Practice, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The printed postal ballot form, instructions regarding postal ballot, resolutions along with explanatory statements along with prepaid stamps on business reply envelop is sent to the shareholders. Shareholders are given minimum 30 days time to reply regarding their assent or dissent from the date of dispatch of the postal ballot notice. Any receipts subsequent to specified date are treated as not having been received.

All postal ballot received back is handed over to scrutinizer. The Scrutinizer shall maintain a register to record the assent or otherwise received, providing the particulars of name, address, folio number, number of shares, nominal value of shares etc. The Scrutinizer also maintains record for postal ballot which are received in defaced or mutilated form.

The Scrutinizer forwards his report to the Chairman or any director of the Company after the completion of the scrutiny of the postal ballot. The result is announced by the Chairman

or any Director of the Company by displaying on the notice board of the Company.

Disclosures

None of the transactions with any of the related parties viz., Promoters, Directors or the Senior Management, their Subsidiaries or relatives were in conflict with the interest of the Company. Suitable disclosures as required by the Accounting Standard (AS 18) relating to "Related Party Transactions" have been made separately in the Annual Report.

The related party transactions with Subsidiary Companies are at arm's length and are based on consideration of business necessity and strategy for investments, profitability, legal requirements and the like.

During the last 3 years, no penalties or strictures have been imposed on the company by Stock Exchanges, SEBI or any statutory authority for non compliance on any matter relating to the capital markets.



The Company has not implemented Whistle Blower Policy. However no employee of the Company has been denied access to the Audit Committee.

The Company has complied with all the mandatory requirements of corporate governance norms as enumerated in Clause 49 of the Listing Agreement.

CEO/CFO Certification:

In terms Clause 49 (V) of the Listing Agreement, a Certificate duly signed by Mr. P Arul Sundaram, Managing Director of the Company was placed before the Board of Directors along with the financial statements.

The Company has not opted for the non-mandatory requirements as prescribed in Clause 49 of the Listing Agreement except for the Remuneration committee.

Code of Conduct

The Company has laid down a Code of Conduct ("the Code") for all the Board members and Senior Management personnel of the Company. The Code is also posted on the website of the Company.

All Board members and Senior Management personnel have affirmed their compliance with the code of conduct for the year under review. A declaration to this effect signed by the Managing Director of the Company is attached and forms part of this Report.

Means of Communication

In terms of Clause 54 of the Listing Agreement, the Company has been maintaining a functional website at www.rppi.com containing basic information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

The quarterly, half-yearly and yearly financial results of the Company are disseminated at once to the Stock Exchanges after the approval by the Board. These are published in Business Standard (National Issue) and Dinamalar (Tamil daily), which are national and local dailies respectively and also posted on the website of the Company for the benefit of the stakeholders.

Results and reports of the company are also available in www.nseindia.com & www.bseindia.com.

There were no specific presentations made to Institutional investors or to analysts during the year.

Official news releases are made whenever it is considered necessary.

General Shareholder information:

1. Information about 18th Annual General Meeting:

Date & Time: Thursday, August 22, 2013 at 10.00 a.m.

Venue: Builders' Welfare Trust Hall, Builders' Association of India, No.35, Perundurai Road, Erode - 638 011, Tamil Nadu.

2. Financial Year

The financial year of the Company commences with 1st April of every year and ends with 31st March in the succeeding year.

Financial Calendar (tentative)

Results for the quarter ending:

June 30, 2013 - Second week of August, 2013

September 30, 2013 - Second week of November, 2013

December 31, 2013 - First week of February, 2014

March 31, 2014 - Second week of May, 2014

Annual General Meeting - August, 2014



3. Date of Book Closure

The Register of Members and Share Transfer Books shall be closed for a period of 9 days starting from Thursday, 08th August 2013 to Friday, 16th August 2013 (Inclusive of Both Days).

4. Dividend payment date

Dividend, if declared, shall be Credited/dispatch of dividend warrants between September 12, 2013 and September 19, 2013.

5. Listing on Stock Exchanges

The Equity shares of the Company are listed on the **National Stock Exchange of India Limited (NSE)** and the **Bombay stock Exchange Limited (BSE)**.

6. Stock Exchange Security Code and other related information

National Stock Exchange of India Limited	RPPINFRA
BSE Limited	533284
Depository ISIN Number	INE324L01013
Corporate Identification Number (CIN)	L45201TZ1995PLC006113

7. Payment of Listing Fees

The Company has paid the annual listing fees for the year 2013-14 to NSE and BSE.

8. Payment of Depository Fees

The Company has paid custodial fees for the year 2013-14 to National Securities Depository Limited and Central Depository Services (India) Limited.

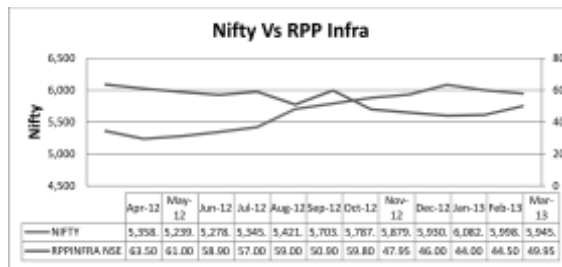
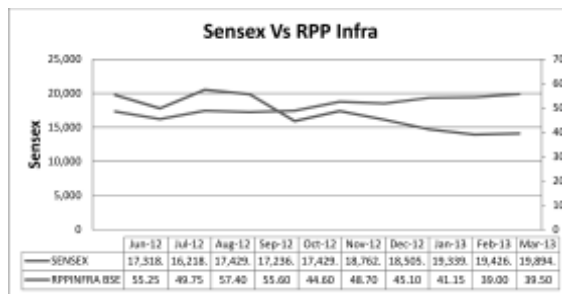
9. Market Price Data:

High/Low (Rs.) during each month of 2012-13 at BSE and NSE

Month	BSE		NSE	
	Low Rs.	High Rs.	Low Rs.	High Rs.
April 2012	54.50	62.00	52.80	63.50
May 2012	46.50	60.00	46.25	61.00
June 2012	44.80	60.00	44.10	58.90
July 2012	49.25	57.20	47.65	57.00
August 2012	43.00	57.25	43.60	59.00
September 2012	36.00	50.70	35.60	50.90
October 2012	43.05	56.00	43.40	59.80
November 2012	40.00	47.20	39.40	47.95
December 2012	38.00	44.75	38.10	46.00
January 2013	35.00	42.50	34.15	44.00
February 2013	37.00	44.80	36.00	44.50
March 2013	38.00	53.25	37.00	49.95

10. Share Performance

The following charts compare RPP share prices with the BSE Sensex and NSE Nifty respectively



**11. Registrars and Share Transfer Agents**

M/s Cameo Corporate Services Limited,
"Subramanian Building"

No. 1, Club House Road,

Chennai 600 002, Tamil Nadu

Email: Cameo@cameoindia.com

12. Share Transfer Process:

The Company's shares are traded on the stock exchange only in electronic mode. Shares in physical form are processed by the Registrar and transfer agents M/s Cameo Corporate Services Limited only after getting approval from shareholders committee.

The share transfers are registered and returned within period of 30 days of receipt if documents are in order.

13. Secretarial Audit:

A qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital. The secretarial audit report confirms that the total issued / paid-up capital is in intact with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

14. Shareholding Pattern as on 31/03/2013 :

Category	No. of shares held	Percentage of holding
Promoters	1,63,68,391	72.42
Financial Inst/ Banks	-	-
Insurance Companies	-	-
FII	-	-
Mutual Funds	-	-
Bodies Corporate	50,02,669	22.14
Non-Resident Indians	13,032	0.06
Public	12,16,492	5.38
Total	2,26,00,584	100.00

15. Distribution of Holdings as on 31.03.2013:

Share Holding	Share Holders		Share Amount	
	No of shares	Number % of Total	Number	% of Total
10 – 5000	2801	84.37	3450150	1.53
5001 – 10000	294	8.86	1828630	0.81
10001 – 20000	91	2.74	1193710	0.53
20001 – 30000	37	1.11	969540	0.43
30001 – 40000	7	0.21	249190	0.11
40001 – 50000	20	0.60	951000	0.42
50001 – 100000	20	0.60	1529650	0.67
100001 & Above	50	1.51	215833970	95.50
Total	3320	3320	22600584	100.00

16. Dematerialization status of shares as on 31.03.2013:

Particulars	No. of Shares	% to Share capital
National Securities Depository Limited	1921348	8.50
Central Depository Services (India) Limited	20678389	91.49
Total	22599737	99.99

17. There are no Outstanding GDRs/ADRs/Warrants or any Convertible instruments as on 31st March 2013.

18. Investor Correspondence:

R.P.P Infra Projects Limited,
Secretarial Department,
Registered Office: SF No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road
Erode – 638002
Tamil Nadu
Phone: +91 424 2284077
Fax: +91 424 2282077
Email: ipo@rppi.com & secretary@rppi.com

19. Details of Unclaimed Shares

The following are the unclaimed shares in the Demat Suspense Account of the Company as at 31st March 2013:



S. No	Name of the Shareholders	Outstanding shares in the Suspense Account lying at the end of the year
1.	Mrs. Patel Nee	80
2.	Mr. S Sivaraman	80
3.	Mr. Saji Vasudevan (UAE)	111
	Total	1279

Declaration regarding compliance of company's code of conduct

The Code of Business Conduct & Ethics for Directors/ Management Personnel ('the Code') is a comprehensive Code applicable to all Directors and Management Personnel. A copy of the Code has been put on the Company's website www.rppi.com. The Code has been circulated to all the Directors and Management Personnel and the compliance of the same is affirmed by them annually.

A declaration signed by the Chairman and Managing Director of the Company is given below:

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct & Ethics for Directors/Management Personnel in respect of the financial year 2012-13.

P Arul Sundaram
Chairman and Managing Director

Compliance Certificate

To the members of R.P.P Infra Projects Limited,

We have examined the compliance of conditions of Corporate Governance by R.P.P Infra projects Limited, for the year ended on 31.3.2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Relations Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

-Sd.-

K.V. Srinivasan
Practicing Company Secretary

Place : Chennai
Date : 30/05/2013



**REPORT OF THE AUDITORS TO THE MEMBERS OF
M/S. R.P.P. INFRA PROJECTS LTD**

We have audited the accompanying financial statements of R.P.P. Infra Projects Limited ('the company') which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - b) in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **KARTHIKEYAN & JAYARAM**
CHARTERED ACCOUNTANTS

CA. G.N. JAYARAM, F.C.A.
Partner

Membership No: 200-027291
Firm Regn No: 007570S

Date : 30/05/2013

Place : Erode



The Annexure referred to in Our Report of even date to the members of M/s. R.P.P. Infra Projects Ltd, on the accounts of the Company for the year ended 31st March, 2013.

On the basis of such check as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanation given to us the Fixed Assets disposed of during the year were not substantial. According to the information and explanations given to us, we are of the opinion that disposal of the Fixed Assets has not affected the going concern status of the Company.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for purchases of inventories, fixed assets and payment of expenses and for the work done. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
(b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lakh rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public so as to attract section 58A and 58AA of the Companies Act, 1956 and other relevant provisions of the Act.
7. In our opinion the Company has regular internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government of India, regarding the maintenance of cost records under clause (d) of subsection (1) of Section 209 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have, however not made a detailed examination of the records with a view to determine whether they are accurate or complete.
9. (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty,



Excise Duty, cess to the extent applicable and other statutory dues have generally been deposited with the appropriate authorities.. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2012 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, excise duty and cess were in arrears as at 31st March, 2013, for a period of more than six months from the date they became payable.

(c) According to the information and explanation given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute, except in respect of the particulars given here under:

S.No	Tax Laws	Forum where Dispute is pending	Period	Amount
1	Service Tax	Commissioner of Central Excise, Salem	F.Yr 2008-09	Rs.2,02,28,175/-
2	Income Tax	Assistant Commissioner of Income Tax, Circle-I, Erode	F.Yr 2005-06	Rs. 24,14,650/-
3	Income Tax	Assistant Commissioner of Income Tax, Erode	F.Yr 2008-09	Rs. 51,87,870/-

10. There are no accumulated losses of the company. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or bank. There are no debenture holders.
12. In our opinion, and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures & other investments. The trading in shares is only in the nature of investments. Proper records & timely entries have been maintained in this regard and the investments specified are held in their own name. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. As per written undertaking taken on record from the Management, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. In our opinion, the term loans have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. According to the information and explanations given to us, the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. According to the information and explanations given to us, the Company has not issued any debentures.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us no fraud on or by the company has been noticed or reported during the course of our audit.

For **KARTHIKEYAN & JAYARAM**
CHARTERED ACCOUNTANTS

CA. G.N. JAYARAM, F.C.A.

Partner

Membership No: 200-027291

Firm Regn No: 007570S

Date : 30/05/2013

Place : Erode

**Balance Sheet as at 31st March, 2013**

(Rs. Crore)

Particulars	Note No.	As at 31 March 2013	As at 31 March 2012
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	22.60	22.60
(b) Reserves and surplus	3	80.25	70.81
2 Non-current liabilities			
(a) Long-term borrowings	4	14.65	12.72
(b) Deferred tax liabilities (Net)	5	1.26	0.95
(c) Long-term provisions	6	0.00	0.04
3 Current liabilities			
(a) Short-term borrowings	7	70.48	55.70
(b) Trade payables	8	52.36	51.05
(c) Other current liabilities	9	29.66	44.10
(d) Short-term provisions	10	5.32	5.99
TOTAL		276.59	263.98
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	11	45.11	49.17
(ii) Intangible assets		0.05	0.07
(iii) Capital work-in-progress		1.19	0.27
(b) Non-current investments	12	0.30	0.30
(c) Long-term loans and advances	13	1.49	1.82
(d) Other non-current assets	14	6.97	6.22
2 Current assets			
(a) Inventories	15	0.65	0.76
(b) Trade receivables	16	96.24	94.45
(c) Cash and cash equivalents	17	13.44	23.85
(d) Short-term loans and advances	18	39.05	37.27
(e) Other current assets	19	72.11	49.80
TOTAL		276.59	263.98

Significant to Accounting Policies

1

The accompanying notes including other explanatory information form an integral part of the financial statements

For and on behalf of the Board

P. Arulsundaram
Chairman and Managing DirectorA. Nithya
Whole Time DirectorAs per our Report of even date
M/s. Karthikeyan & Jayaram
Chartered AccountantsR. Nithya Prabhu
Company SecretaryCA G.N. Jayaram F.C.A
(Partner)

Date : 30/05/2013

Membership No:200-027291

Place : Erode

Firm Registration No:007570S

**Statement of Profit and loss for the year ended 31st March, 2013**

(Rs. Crore)

Particulars	Note No.	For the year ended 31 March 2013	For the year ended 31 March 2012
I. Revenue from operations	20	257.18	240.97
II. Other income	21	2.05	2.22
III. Total Revenue (I + II)		259.22	243.18
IV. Expenses:			
Cost of materials consumed	22	71.39	52.27
Direct Operating Cost	23	126.05	137.14
Employee benefits expenses	24	8.04	6.55
Finance cost	25	14.55	9.51
Depreciation and amortization expenses	11	9.14	6.89
Other expenses	26	14.77	12.50
Total expenses		243.95	224.86
V. Profit before exceptional and extraordinary items and tax (III-IV)		15.27	18.33
VI. Exceptional items	27	0.10	-0.82
VII. Profit before extraordinary items and tax (V - VI)		15.16	19.14
VIII. Extraordinary Items			-
IX. Profit before tax (VII- VIII)		15.16	19.14
X Tax expense:			
(1) Current tax		4.01	4.69
(2) Deferred tax	5	0.30	0.60
XI Profit (Loss) for the period from continuing operations (IX - X)		10.85	13.85
XII Profit/(loss) from discontinuing operations			
XIII Tax expense of discontinuing operations			
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			-
XV Profit (Loss) for the period (XI + XIV)		10.85	13.85
XVI Earnings per equity share:			
(1) Basic (Rupees)		4.80	6.13
(2) Diluted (Rupees)		4.80	6.13

For and on behalf of the Board

P. Arulsundaram
Chairman and Managing DirectorA. Nithya
Whole Time DirectorAs per our Report of even date
M/s. Karthikeyan & Jayaram
Chartered AccountantsR. Nithya Prabhu
Company SecretaryCA G.N. Jayaram F.C.A
(Partner)**Date** : 30/05/2013

Membership No:200-027291

Place : Erode

Firm Registration No:007570S

**Cash Flow Statement for the year ended 31st March, 2013**

(Rs. Crore)

	Financial year	
	2012-13	2011-12
Cash Flows From Operating Activities		
Profit Before Tax	15.16	19.14
Add: Depreciation	9.14	6.89
Add: Interest	14.55	9.51
Less: Unrealised Forex (Gain /Loss - NET)	-0.02	0.04
Less: Interest Received	0.83	0.82
Operating Profit Before Working Capital Changes	38.05	34.68
(Increase) /Decrease in Current Assets	-26.19	-54.91
Increase /(Decrease) in Current Liability	-13.84	16.27
Operating Profit After Working Capital Changes	-40.03	-38.64
(Increase)/Decrease of Advance to Projects		
Cash Generated From Operations	-40.03	-38.64
Less: Tax Paid Including Dividend Tax	-4.19	-4.88
Less: Income Tax adjustment for prior Period	-0.11	-0.35
Less: Dividend Paid	-1.13	-1.13
Net Cash Flow From Operating Activities	-7.41	-10.32
Cash Flow From Investing Activities		
Purchase of Fixed Assets	-6.74	-29.80
Sales of Fixed Assets	0.65	2.28
Profit on Sale of Fixed Assets	0.10	-0.15
(Increase)/Decrease of Investments	-	-0.14
Interest Received	0.83	0.82
Net Cash Flow From Investing Activities	-5.15	-26.99
Cash Flow From Financing Activities		
Interest Paid	-14.55	-9.51
Increase/(Decrease) in Secured Long-Term Loan	-1.31	5.85
Increase/(Decrease) in Secured working Capital Loan	14.78	33.14
Increase/(Decrease) in Unsecured Loan	3.24	1.54
Net Cash Flow From Financing Activities	2.16	31.01
Net Increase/(Decrease) in Cash And Cash Equivalent	-10.41	-6.30
Cash and Cash Equivalent at beginning of the period	23.85	30.15
Cash and Cash Equivalents at ending of the period	13.44	23.85

Notes :

Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3. "Cash Flow Statements" as specified in the Companies (Accounting Standard) Rule, 2006

Purchase of Fixed Assets includes movement of Capital Work-in-progress during the year

Cash and Cash equivalents at the end of the year represents Cash and Bank Balance which includes unpaid Dividend of Rs.6,65,949/- and Rs.36,298.50 for the financial years 2010-11 and 2011-12 respectively.

Previous year's figures have been regrouped/reclassified wherever applicable

For and on behalf of the Board

P. Arulsundaram
Chairman and Managing Director

A. Nithya
Whole Time Director

As per our Report of even date
M/s. Karthikeyan & Jayaram
Chartered Accountants

R. Nithya Prabhu
Company Secretary

CA G.N. Jayaram F.C.A
(Partner)

Date : 30/05/2013

Membership No:200-027291

Place : Erode

Firm Registration No:007570S



Notes forming part of Accounts

Note No.1 Significant Accounting Policies

1.1 Basis of Preparation

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ["GAAP"]. Further, the guidance notes / announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations viz. SEBI guidelines override the same requiring a different treatment.

The financial statements are prepared in accordance with the requirements of the Companies Act, 1956, and comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the said Act. The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

1.2 Presentation of financial Statement

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule VI to the Companies Act, 1956 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule VI to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the Listing Agreement.

Amounts in the financial statements are presented in Indian Rupees in Crore rounded off to two decimal places in line with the requirements of Schedule VI except where stated otherwise. Per share data are presented in Indian Rupees to two decimals places.

1.3 Revenue Recognition

A. Accounting of construction contracts

The Company follows the (Accounting Standard 7) percentage completion method, based on the stage of completion as at the balance sheet date, taking into account the contractual price and revision there to by estimating total revenue and total cost till completion of the contract and the profit so determined has been accounted for proportionate to the percentage of the actual work done as on the date of the Balance Sheet.

B. Other Operational Income

Other Operational Income Includes Revenue for Technical service provided.

C. Other Income

- a. Claims were accounted as income in the year of receipt of arbitration award or acceptance by client or evidence of acceptance.
- b. Dividend income was accounted when the right to receive of the same is established.
- c. Income of Power Generation from Windmill was accounted in the period in which the right to receive of the same is established.
- d. Interest income was recognised on the time proportion basis.
- e. Other items of income are accounted as and when the right to receive arises.



1.4 Extra ordinary and exceptional Items

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

1.5 Classification of Assets and Liabilities

The Revised Schedule VI to the Companies Act, 1956 requires assets and liabilities to be classified as either Current or Non-current.

- a) An asset shall be classified as current when it satisfies any of the following criteria:
 - I It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
 - II It is held primarily for the purpose of being traded;
 - III It is expected to be realized within twelve months after the reporting date; or
 - IV It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- b) All assets other than current assets shall be classified as non-current.
- c) A liability shall be classified as current when it satisfies any of the following criteria:
 - I It is expected to be settled in the company's normal operating cycle;
 - II It is held primarily for the purpose of being traded;
 - III It is due to be settled within twelve months after the reporting date; or
 - IV The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.
 - V. All liabilities other than current liabilities shall be classified as non-current.

1.6 Fixed Assets

- a) Fixed assets are stated at their original cost of acquisition and installation, less accumulated depreciation, amortisation and impairment losses, if any. Cost comprises of the purchase price and any other directly attributable cost of bringing the asset to its working condition for its intended use.
- b) Administrative and other general overhead expenses that are specifically to construction or acquisition of Fixed Assets or brining the Fixed Assets to working conditions are allocated and capitalised as a part of the cost of the Fixed Assets.
- c) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.
- d) Depreciation is provided on the written down value method at the rates prescribed in Schedule XIV to the Companies Act, 1956. Assets costing less than Rs. 5,000/- each are fully depreciated in the year of capitalisation.



- e) Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible
- f) Purchase cost and user license fees for major software are amortised over a period of three years.
- g) Own fabricated assets are capitalized at cost including an appropriate share of overheads.
- h) Depreciation for additions to/deductions is calculated @ pro-rata from/to the date of additions/deductions during the year.
- i) Tangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as Capital Work-in-Progress.

1.7 Impairment of Assets

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. /Net selling price is the amount obtainable from the sale of an asset less the cost of disposal. If at the Balance Sheet date there is an indication that the previously assessed impairment loss no longer exist, the recoverable amount is reassessed and the asset is reflected at recoverable amount subject to maximum of depreciable historical cost.

1.8 Operating Cycle

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

1.9 Investments

- a) Trade Investments comprises of Investments in Subsidiaries.
- b) Long Term investments are valued at cost, less provision for diminution other than temporary, in value, if any. Current investments are stated at lower of cost and fair value, computed category-wise

1.10 Cash and equivalents

Cash and cash equivalents comprise of cash at bank and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from date of purchase, to be cash equivalents.

1.11 Provisions and Contingent Liabilities

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A disclosure for a Contingent liability is made when there is a possible obligation or a present obligation that may but probably will not, requires an outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**1.12 Foreign Exchange Translation of Projects and Accounting of Foreign Exchange Translations**

Transactions in Foreign currencies are recorded at the rate prevailing on date of transaction. Foreign Branch and Subsidiaries are classified as non-integral foreign operations. Assets and Liabilities (both monetary and non-monetary) are translated at the closing rate at the end of year. Income and Expenses are translated at the monthly average rate. All the resulting exchange differences are accumulated in a separate head "Foreign Currency Translation Reserve" and the same is shown in Balance Sheet under Reserves and Surplus.

- a) Assets and Liabilities are translated at the exchange rate prevailing on the last day of the year
- b) Income and Expenditure are translated at the monthly average exchange rate.

Gains or losses arising out of remittance at the year-end are credited / debited to the statement of profit and loss for the year.

Gains or losses arising out of translations at the year-end are credited / debited to the Foreign Currency Translation Reserve under Reserves and Surplus.

1.13 Accounting for Taxes on Income

- a) Current Income Tax :

Provision for Current Tax is made based on taxable Income computed for the year under the Income Tax Act, 1961, after deducting the profit for which the company is likely to claim exemption u/s 80IA.

- b) Deferred Taxes :

Deferred Tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. Timing differences arising due to difference in depreciation as per accounting records and Income Tax Act has alone been considered. Deferred tax assets are recognized and carried forward only to the extent that there is a certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

1.14 Employees Benefits

- a) Employer's contribution to the recognized provident fund which is a defined contribution scheme and ESI Contribution as per law are charged to the Profit and Loss account.
- b) Provision for Gratuity has been made for the year under Group Gratuity Scheme with Life Insurance Corporation of India.

1.15 Earnings per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard (AS20). Earnings per Share notified by the Companies (Accounting Standards) Rules, 2006. Basic earnings per equity shares are computed by dividing the net profit for the year attributable to the Equity Shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year adjusting for the effects of dilutive potential equity shares attributable to the Equity Shareholders by the weighted average number of the equity shares and dilutive potential equity shares outstanding during the year except where the results are anti dilutive.

**Note No. 2**

(A) Share Capital	As at 31 March 2013		As at 31 March 2012	
	Number	(Rs. Crore)	Number	(Rs. Crore)
Authorised				
Equity Shares of Rs. 10 each	25,000,000	25.00	25,000,000	25.00
Issued				
Equity Shares of Rs. 10 each	22,600,584	22.60	22,600,584	22.60
Subscribed & Paid up				
Equity Shares of Rs. 10 each fully paid	22,600,584	22.60	22,600,584	22.60
Total	22,600,584	22.60	22,600,584	22.60

Note No.2.1 Terms / Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share.

Note No.2.2

Details of Shares in the Company held by each shareholders holding more than 5% total Shares Issued, Subscribed and Paidup.

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Arulsundaram	9,788,443	43.31%	9,788,443	43.31%
Mrs. A. Nithya	6,579,898	29.11%	6,578,973	29.11%

Note No.2.3

Bonus Shares/Buy Back/Shares for consideration other than Cash issued during past five years

Particulars	Year (Aggregate No. of Shares)				
	2012-13	2011-12	2010-11	2009-10	2008-09
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	13,750,000	-
Shares bought back	-	-	-	-	-

Note No.2.4 - Share reconciliation

Equity Shares - Number of Shares at the Beginning and at the end of the reporting period

Description	As at 31 March 2013		As at 31 March 2012	
	Number of Shares	(Rs. Crore)	Number of Shares	(Rs. Crore)
Shares at the Beginning of the year	22,600,584	22.60	22,600,584	22.60
Shares at the End of the year	22,600,584	22.60	22,600,584	22.60

Note No.2.5 - Proposed Dividend

The Directors recommend payment of dividend of Re.0.50 per equity share of Rs.10 each on the number of shares outstanding as on the record date. Provision for Dividend has been made in the books of account for 22600584 equity shares outstanding as at 31st March 2013 amounting to Rs. 1,13,00,292/-



Note No.3

(Rs. Crore)

Reserves & Surplus	As at 31 March 2013	As at 31 March 2012
a. Securities Premium Account		
Opening Balance	39.65	39.65
Closing Balance	39.65	39.65
b. Surplus		
Opening balance	31.25	19.06
(+) Net Profit/(Net Loss) For the current year	10.85	13.85
(-) Income Tax adjustment pertaining to prior periods	0.11	0.35
(-) Proposed Dividend including Dividend Tax	1.32	1.32
Closing Balance	40.67	31.25
c. Other Reserves		
Foreign Currency Translation Reserve		
Opening Balance	-0.09	-0.05
For the period	0.02	-0.04
Closing Balance	-0.07	-0.09
Total	80.25	70.81

Note No.4

(Rs. Crore)

Long Term Borrowings	As at 31 March 2013	As at 31 March 2012
Secured		
(a) Term loans		
from banks (refer Note 4.1) (Secured by the Hypothecation of Asset acquired out of the Loan)	4.64	4.37
from Non-Banking Financial Institutions (refer Note No.4.1) (Secured by the Hypothecation of Asset acquired out of the Loan)	2.18	3.76
	6.83	8.14
Unsecured		
(a) Term loans		
from banks (refer Note No.4.1)	2.17	4.17
from Non-Banking Financial Institutions (refer Note No.4.1)	5.66	0.42
	7.82	4.58
Total	14.65	12.72



Note No.4.1

(Rs. Crore)

Long Term Borrowings	As at 31	As at 31	As at 31	As at 31
	March 2013	March 2012	March 2013	March 2012
	Non-Current Portion		Current Portion	
Secured				
(a) Term loans				
(i) From Banks				
HDFC Bank Ltd	1.66	3.03	2.13	2.93
ICICI Bank Ltd	-	0.09	0.09	0.27
Axis Bank Ltd	0.78	-	0.52	-
Kotak Mahindra Bank Ltd	-	-	-	0.02
(Secured by First charge by way of Hypothecation of Capital Asset and Hire Purchase Loan)				
Axis Bank Ltd	2.20	1.25	1.28	3.39
(Secured by First charge by way of Hypothecation of Chennai Guindy Office towards Land and Super Structure)				
	4.64	4.37	4.02	6.60
(ii) from Non-Banking Financial Institutions				
SREI Equipment Finance (P) Ltd	-	0.01	0.01	0.07
Sundaram Finance Ltd	-	-	-	0.00
Tata Capital Ltd	2.05	2.84	1.85	2.54
CITI Group Ltd	-	0.92	-	0.71
Bajaj Finance Ltd	0.14	-	0.78	-
(Secured by First charge by way of Hypothecation of Capital Asset and Hire Purchase Loan)				
	2.18	3.76	2.64	4.32
Total Secured Term Loan Borrowing	6.83	8.14	6.66	10.93
Unsecured Loan				
(b) Term loans				
(i) from banks				
HDFC Bank Ltd	2.17	4.17	2.00	1.83
	2.17	4.17	2.00	1.83
(ii) from Non-Banking Financial Institutions				
TATA Capital Ltd	-	-	-	1.78
Bajaj Finance Ltd	-	0.42	0.42	0.48
Siemens Finance Loan	4.56	-	1.48	-
Bherudan Dugar Industrial Finance India Ltd	1.10	-	0.30	-
	5.66	0.42	2.19	2.26
Total Unsecured Long Term Borrowing	7.82	4.58	4.19	4.09
Total Long Term Borrowing	14.65	12.72	10.85	15.02

**Note No.5** (Rs. Crore)

Deferred tax liabilities	As at 31 March 2013	As at 31 March 2012
Opening Balance (Depreciation)	0.95	0.35
During the year		
(a) As per Companies Act	9.14	6.87
(b) As per Income Tax Act	10.08	8.74
Difference (a) & (b)	0.94	1.86
Tax (DTL)	-	0.60
Closing Balance	1.26	0.95

Note No.6 (Rs. Crore)

Long Term Provisions	As at 31 March 2013	As at 31 March 2012
(a) Provision for employee benefits		
Gratuity	0.00	0.04
Total	0.00	0.04

Note No. 6.1 INR 6500/- provided towards gratuity for the year 2012 - 2013**Note No.7** (Rs. Crore)

Short Term Borrowings	As at 31 March 2013	As at 31 March 2012
Secured		
(a) Loans repayable on demand		
from banks (refer Note No.7.1)	70.48	55.70
Total	70.48	55.70

Note No.7.1

The Company enjoys Cash Credit facilities which are secured by ways of Book Debts, Work In Progress and Inventories at sites and these loans are repayable on demand from the respective Financial Institutions.

Fund Based Limit Enjoyed by the Company

Name of Lending institutions	Type of Loan	Sanctioned Limit	Utilised (2012-13)	Utilised (2011-12)
Indian Overseas Bank, Surampatti Branch, Erode	Cash Credit	50.00	49.04	43.83
Axis Bank Ltd, Mount Road, Chennai	Cash Credit	15.00	15.17	11.87
State Bank of India, Erode	Cash Credit	10.00	6.27	-
Total		75.00	70.48	55.70

**Non-Fund (Bank Guarantee and Letter of Credit) Based Limit Enjoyed by the Company**

Name of Lending institutions	Type of Loan	Sanctioned Limit	Utilised (2012-13)	Utilised (2011-12)
Indian Overseas Bank, Surampatti Branch, Erode	Bank Guarantee and Letter of Credit Limit	60.00	53.76	37.48
ICICI Bank Ltd	Bank Guarantee and Letter of Credit Limit	15.00		
Total		55.00	53.76	37.48

Note No.8 Trade Payable

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
Payable towards Goods Purchased and Services Received during normal course of Business		
(i) Related Parties		
Subsidiaries	16.11	28.10
(ii) Others	36.25	22.95
	52.36	51.05

Note No.8.1

The Company has no due to the suppliers under the Micro, Small and Medium enterprises Development Act, 2006 as at 31st Mar, 2013

The above information is required to be disclosed under the Micro, Small and Medium Enterprises Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the company.

**Note No.9**

(Rs. Crore)

Other Current Liabilities	As at 31 March 2013	As at 31 March 2012
(a) Current maturities of Long-Term Secured Debt	6.66	9.93
(b) Current maturities of Long-Term Unsecured Debt	4.19	4.09
(c) Other payables		
Mobilisation Advances from customers	4.11	10.52
Advances from customers	2.91	2.44
Retention Money - Sub Contractors		
Retention Money - Related Parties	0.74	0.16
Retention Money - Others	8.82	7.59
Statutory Dues payable	2.11	1.06
Due to Directors	0.00	-
Expenses Payable	0.05	0.69
Payables on purchase of fixed assets	-	7.53
Unpaid Dividend	0.07	0.09
Total	29.66	44.10

Note No.10

(Rs. Crore)

Short Term Provisions	As at 31 March 2013	As at 31 March 2012
(b) Others		
Provision for Income Tax	4.01	4.67
Dividend Tax Payable	0.19	0.19
Proposed Dividend	1.13	1.13
Total	5.32	5.99

Note No.11 Fixed Assets

(Rs. Crore)

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 01/04/2012	Additions/ (Disposals)	Balance as at 31/03/2013	Balance as at 01/04/2012	Depreciation charge for the year	On disposals	Balance as at 31/03/2013	Balance as at 31/03/2013	Balance as at 31/03/2012
a Tangible Assets									
Land	6.51	-	6.51	-	-	-	-	6.51	6.51
Plant & Machinery	26.33	3.07	29.41	10.53	2.48	0.00	13.01	16.39	15.80
Office Equipment	2.27	0.09	2.36	0.73	0.29	0.00	1.01	1.34	1.54
Light Motor Vehicle	1.79	-0.08	1.72	0.95	0.22	0.10	1.08	0.64	0.84
Two Wheeler	0.31	0.03	0.34	0.19	0.04	0.01	0.22	0.12	0.12
Heavy Vehicle	21.24	-0.15	21.10	7.51	4.40	1.43	10.49	10.61	13.73
Computer	0.54	0.07	0.60	0.42	0.06	-	0.49	0.11	0.11
Building	0.33	0.47	0.79	0.01	0.04	-	0.06	0.74	0.31
Furniture	0.40	0.02	0.42	0.03	0.07	-	0.10	0.32	0.37
Windmill	9.83	-	9.83	0.00	1.51	-	1.51	8.32	9.82
Total	69.56	3.52	73.07	20.39	9.11	1.54	27.96	45.11	49.17
b Intangible Assets									
Computer software	0.08	0.01	0.09	0.02	0.03	-	0.05	0.05	0.07
Total	0.08	0.01	0.09	0.02	0.03	-	0.05	0.05	0.07
c Capital Work In Progress	0.27	0.92	1.19	-	-	-	-	1.19	0.27
Total	0.27	0.92	1.19	-	-	-	-	1.19	0.27
	69.91	4.44	74.35	20.40	9.14	1.54	28.01	46.34	49.50
Previous Year (2011-12)	43.09	26.81	69.91	14.38	6.89	0.86	20.40	49.50	

Note : 11.1

The company capitalised the operating system along with computer as it is integral part of the computer, however, customised software are shown under intangible asset and to be amortised over period of time.

**Note No.12 Non - Current Investments** (Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
1 Trade Other Investments (Refer Note No.12.1)		
Investment in Equity instruments	0.18	0.18
2 Trade Investments (Refer Note No.12.2)		
Investment in Subsidiaries	0.12	0.12
Grand Total (A + B)	0.30	0.30

Note No.12.1**A. Details of Other Investments**

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (Rs. Crore)	
			Mar-2013	Mar-2012			Mar-2013	Mar-2012
(a) Investment in Equity Instruments								
	3I Infotech Limited	Other	1000	1000	Quoted	Fully Paid	0.01	0.01
	Canara Bank	Other	460	460	Quoted	Fully Paid	0.01	0.01
	Chemplast Sanmar Limited	Other	16500	16500	Quoted	Fully Paid	0.01	0.01
	Electro Steel Casting Limited	Other	3000	3000	Quoted	Fully Paid	0.01	0.01
	Hindustan Construction Company Ltd	Other	9000	9000	Quoted	Fully Paid	0.02	0.02
	IVRCL Infrastructure and Projects Ltd	Other	900	900	Quoted	Fully Paid	0.01	0.01
	Nagarjuna Constructions Ltd	Other	500	500	Quoted	Fully Paid	0.00	0.00
	Sakthi Sugar Ltd	Other	500	500	Quoted	Fully Paid	0.00	0.00
	Thermax Ltd	Other	600	600	Quoted	Fully Paid	0.01	0.01
	SPAC Terminal Market Complex Ltd	Other	99000	99000	Unquoted	Fully Paid	0.10	0.10
	Total						0.18	0.18

Note No.12.2**B. Details of Trade Investments**

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (Rs. Crore)	
			Mar-2013	Mar-2012			Mar-2013	Mar-2012
(a) Investment in Equity Instruments								
	R.P.P. Energy Systems Pvt Ltd, Erode, India	Wholly Owned Subsidiary	50000	50000	Unquoted	Fully Paid	0.05	0.05
	R.P.P. Infra Overseas PLC, Mauritius (4980 shares of USD 1 each)	Wholly Owned Subsidiary	4980	4980	Unquoted	Fully Paid	0.02	0.02
	R.P.P. Infra Projects (Lanka) Ltd (116143 shares of SLR 10 each)	Wholly Owned Subsidiary	116143	-	Unquoted	Fully Paid	0.05	0.05
	Total						0.12	0.12

Details of Quoted / Un-Quoted Investment

a) Aggregate Amount of Quoted Investments and Market Value thereof		
Book Value	0.08	0.08
Market Value	0.09	0.09
b) Aggregate Amount of Un-Quoted Investments and Market Value thereof		
Book Value	0.10	0.10

**Note No.13 Long Term Loans and Advances**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Capital Advances		
Unsecured, considered good		
Advance for Capital Good Purchase	-	0.45
		0.45
b. Security Deposits		
Unsecured, considered good		
Deposits		
Deposit with Customers	0.41	0.64
Other Deposits	0.44	0.06
	0.86	0.69
	0.86	0.69
d. Other loans and advances		
Unsecured, considered good		
Advance Recoverable in cash or kind	-	0.16
Prepaid Expenses	0.63	0.52
	0.63	0.67
	0.63	0.67
	1.49	1.82

Note No.14 Other Non-current Assets

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Long term trade receivables (including trade receivables on deferred credit terms)		
Unsecured, considered good	-	0.01
		0.01
b. Others		
Unsecured, considered good		
R.P.P. Infra Overseas PLC Mauritius (Office)	3.19	1.32
R.P.P Energy Systems (P) Ltd	0.74	0.74
R.P.P. Infra Projects (Lanka) Ltd	-	.14
R.P.P. Infra Projects Gabon S.A. (Share Application Money)	-	-
Non-Trade Receivable	0.61	0.25
Deposit with Stock Exchange	-	0.49
Interest Receivable on FDR	0.17	0.17
	4.71	3.10
d. Unamortised portion of IPO Expenses (IPO)		
IPO Share issue Expenses	2.27	3.11
	6.97	6.22

**Note No.15 Inventories**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Raw Materials	0.65	0.76
b. Goods-in transit	-	-
Total	0.65	0.76

Note No.16 Trade Receivables

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	63.23	62.00
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	33.01	32.46
Total	96.24	94.45

Note No.17 Cash and cash equivalents

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Balances with banks	13.13	23.44
This includes:		
Unpaid Dividend	0.07	0.09
Margin money	12.63	10.97
EEFC Account	-	0.00
b. Cash on hand	0.31	0.41
	13.44	23.85

**Note No.18 Short-term loans and advances**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
b. Others		
Unsecured, considered good		
Retention by Customers	29.53	21.93
Advance to Subcontractors	5.18	9.71
Advance to Employees	0.13	0.58
Advance to Suppliers	-	0.89
Balances with Revenue Authorities	4.20	4.16
	39.05	37.27

Note No.19 Other Current Assets

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Others		
Unsecured, considered good	72.11	49.80
Unbilled Revenue		
	72.11	49.80

Note No.20 - Revenue from Operations

(Rs. Crore)

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Contract Revenue	256.11	237.09
Other operating revenues	1.06	3.87
Total Revenue from Operation	257.18	240.97

Note No.21 - Other Income

Particulars	As at 31 March 2013	As at 31 March 2012
Hire charges Received	0.33	0.46
Dividend Received	-	-
Interest Income	0.83	0.82
Miscellaneous Income	0.23	0.13
Prior Period Income	-	0.51
Profit on Sale of Assets	0.10	0.15
Sub-Contractors' Recovery	0.12	-
Excess Provision Written Back	0.04	-
Windmill Power Generation Income	0.39	-
Forex Gain (Net)	0.00	0.15
Total Other Income	2.05	2.22

**Note No.22 - Cost of materials consumed**

(Rs. Crore)

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Opening Stock	0.76	0.92
ADD : Purchase	71.28	52.11
LESS : Closing Stock	0.65	0.76
Net Consumption of Raw Materials	71.39	52.27
Note No.23 - Direct Cost		
Labour Cost		
Works contract Payment	82.51	100.63
Labour Wages	39.35	32.52
Other Operating Cost	4.20	3.99
Total Direct Cost	126.05	137.14

Note No.23.1 The Customers' Debit Notes for supply and provision of common items are net of the amount recoverable from our Sub-Contractors for similar common item provided by us.

Note No.24 - Employee benefits expenses

(Rs. Crore)

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Directors' Remuneration	0.60	0.60
Salary Expenses	6.86	5.41
Company's Contribution to Employees' Provident Fund	0.20	0.16
Company's Contribution to Employees' State Insurance Corporation	0.09	0.09
Gratuity	0.00	0.04
Staff Welfare	0.28	0.25
Total Employee Cost	8.04	6.55

Note No.24.1 Remuneration paid to Chairman and Managing Director and Whole Time Director does not exceed the limit specified in Schedule XIII of Companies Act,1956

Note No.25 - Finance cost

Interest paid on Term Loans and Other Loans	3.74	2.24
Interest paid on Working Capital Loans	9.15	6.02
Bank Charges and Bank Guarantee Commission	1.46	1.18
Interest on Statutory Dues	0.20	0.07
Total Finance Cost	14.55	9.51

Note No.26 - Other expenses		
(Rs. Crore)		
Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Advertisement	0.07	0.08
Business Development Expenses	0.22	0.20
Brokerage	-	0.01
Donation	0.03	0.14
Miscellaneous Expense	0.20	0.13
Insurance	0.44	0.42
Repairs & Maintenance - Machinery	10.05	7.19
Repairs & Maintenance - Others	0.28	0.07
Postage & Telegraph	0.05	0.04
Professional Charges	0.26	0.40
Books & Periodicals	0.00	0.00
Legal Fees	0.00	0.00
Printing and Stationery	0.12	0.10
Rent & Electricity	0.51	0.41
Club Expenses	0.00	0.00
Audit Fee	0.13	0.06
Bad Debts	0.00	1.41
Secretarial Expenses	0.01	0.03
Rates and Taxes	0.54	0.09
Telephone Expenses	0.21	0.18
Travelling Expenses	0.78	0.68
Preliminary Expenses / Share Issue Expenses Written Off	0.85	0.85
Registration and Renewals	0.02	0.00
Total Other Expenses	14.77	12.50

Note No.27 - Exception Items [Expenses /(Income)]

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Realisation from Award of Arbitration	0.00	-0.85
Prior Period Expenses	0.10	0.03
Total Exceptional Items	0.10	-0.82

**28 Disclosure pursuant to Accounting Standard 7 (Revised) "Construction contracts"** (Rs. Crore)

Particulars	2012-13	2011-12
Contract revenue recognized for the financial year	256.11	237.09
Aggregate amount of contract costs incurred and recognized profits (less recognized losses) as at end of the financial year for all contracts in progress as at that date	234.48	211.23
Amount of customer advances outstanding for contracts in progress as at the end of the financial year	7.02	12.96
Retention amounts due from customers for contracts in progress as at the end of the financial year	29.53	21.93

29 Disclosure of Particulars of "Employees Benefits" as Required by Accounting Standard 15 – Gratuity Plan**29.1 Summary of key Result**

(Rs. Lakh)

Particulars	2012-13	2011-12
Present value of Obligation	3.41	6.44
Fair Value of Plan Assets	5.42	4.97
Net Asset / (Liability) recognized in Balance Sheet	2.01	(0.53)
Assumptions : Discount Rate	8%	8%
Salary Escalation	8.50%	8.50%

29.2 Table Showing changes in Present Value of Obligations

(Rs. Lakh)

Particulars	2012-13	2011-12
Present value of Obligation as at the beginning of the year	4.44	4.10
Interest Cost	0.36	0.33
Current Service Cost	0.36	0.36
Benefits Paid	-	-
Actual (Gain) / Loss on obligations	(1.75)	(0.34)
Present value of obligations as at end of the year	3.41	6.44

29.3 Table Showing changes in Fair Value of Plan Assets

(Rs. Lakh)

Particulars	2012-13	2011-12
Fair Value of Plan assets at the beginning of the year	4.97	3.42
Expected return on plan assets	0.45	0.37
Contributions	0.07	1.18
Benefits Paid	-	-
Actual (Gain) / Loss on Plan Asset	-	-
Fair Value of plan asset as at end of the year	5.42	4.97

**29.4 Actuarial Gain / Loss Recognised**

(Rs. Lakh)

Particulars	2012-13	2011-12
Actuarial (Gain) / Loss on Obligations	1.75	0.34
Actuarial (Gain) / Loss on Plan Assets	-	-
Actuarial (Gain) / Loss recognised in the year	(1.75)	0.34

29.5 Amount to be Regognised in the Balance Sheet and Statement of Profit & Loss

(Rs. Lakh)

Particulars	2012-13	2011-12
Present value of obligations as at the end of the year	3.41	4.44
Fair Value of Plan Assets as at the end of the year	5.42	4.97
Funded Status	2.01	0.33
Net Assets / (Liability) recognised in the Balance Sheet	2.01	(0.53)

29.6 Expenses Recognised In the Statement of Profit & Loss

(Rs. Lakh)

Particulars	2012-13	2011-12
Interest Cost	0.36	0.33
Current Service Cost	0.36	0.36
Expected Return on Plan Assets	(0.45)	(0.37)
Actuarial (Gain) / Loss recognised in the year	(1.75)	(0.34)
Expenses recognised in the Statement of Profit & Loss	0.07	(0.02)

30 Disclosure of related parties/ related party transactions pursuant to Accounting Standard 18 "Related Party Disclosures"**30.1 List of related parties over which control exists**

Name of the related party	Relationship
RPP Infra Overseas PLC	Subsidiary
RPP Infra Projects (Lanka) Limited	Subsidiary
RPP Energy Systems Private Limited	Subsidiary
RPP Infra Projects Gabon SA	Step down Subsidiary
SPAC Terminal Market Complex Limited	Associate
P Arul Sundaram – Chairman & Managing Director	Key Management Personnel
A Nithya – Whole Time Director	Key Management Personnel
Renaatus Projects Private Ltd	Mr. Arul Sundaram (CMD) is the brother of Mr. P. Selvasundaram who is promoter of M/s. RPP Selvam Infrastructure Private Limited
P & C Constructions Pvt Ltd	Mrs. A. Nithya (WTD) is one of the share holder in M/s. P & C Construction Pvt Ltd and Mr. Periyasamy Chairman of M/s. P & C Constructions Pvt Ltd is the father of Mrs. A. Nithya
Sanjeevi Constructions	Mr. Muralithasan who is the Director, is Managing Partner of the Firm
Sakthi Constructions	Mr. Thirunavukkarasu who is the Director, is Managing Partner of the Firm
Mrs. Sangeetha Priya	Mrs. Sangeetha Priya is wife of Mr. Thiruvukkarasu who is the

**30.2 Disclosure of related party transactions**

(Rs. Crore)

Nature of Transaction/ Relationship/ Parties	2012-13	2011-12
<u>Purchase of Goods & Services/ Work Bills</u>		
Subsidiaries		
RPP Infra Projects (Lanka) Limited	14.91	32.11
Other Related Parties		
P & C Construction Pvt Ltd	1.74	0.27
Sanjeevi Constructions	2.04	2.80
Sakthi Constructions	7.47	11.67
<u>Sale of goods/ contract revenue & services</u>		
Subsidiaries		
RPP Infra Projects Gabon SA	1.06	3.87
<u>Sale of Fixed Assets</u>		
Step Down Subsidiary		
RPP Infra Projects Gabon SA	-	1.27
<u>Subscription to equity shares (including application money paid)</u>		
Subsidiaries		
R.P.P. Energy Systems Pvt Ltd	-	-
RPP Infra Overseas PLC	-	-
RPP Infra Projects (Lanka) Limited	-	0.05
Advances Given / repaid		
Other Related Parties		
Sakthi Constructions	-	0.67
Amounts Receivable in respect of loans & advances as on Balance sheet date		
Subsidiaries		
RPP Infra Overseas PLC	3.19	1.32
RPP Infra Projects (Lanka) Limited	-	0.14
R.P.P. Energy Systems Pvt Ltd	0.74	0.74
Other Related Parties		
RPP Selvam Infrastructure Private Ltd	0.03	0.04
P & C Constructions Pvt Ltd	0.03	-
Sangeetha Priya	-	0.00
Amounts Payable in respect of loans, advances and Provision of Services as on Balance sheet date		
Subsidiaries		
RPP Infra Projects (Lanka) Limited	16.11	28.10
Other Related Parties		
Sanjeevi Constructions	0.61	0.98
Sakthi Constructions	3.19	0.93
P & C Constructions Pvt Ltd	-	1.99
Payment of Salaries/ perquisites (Other than commission to Key management personnel)		
Mr. P. Arulsundaram - Chairman and Managing Director	0.42	0.42
Mrs. A. Nithya - Whole Time Director	0.18	18.00
Interest paid to Directors		
Mr. P. Arulsundaram - Chairman and Managing Director	0.12	-
Mrs. A. Nithya - Whole Time Director	0.12	-


31 Basic and Diluted earning per share (EPS) computed in accordance with Accounting Standard 20 "Earnings Per Share"

Particulars			2012-13	2011-12
Basic				
Profit after tax as per accounts	A	Rs.	108,534,489	138,502,493
Weighted Average number of shares outstanding	B	Nos.	22,600,584	22,600,584
Basic EPS	A/B	Rs.	4.80	6.13
Diluted				
Profit after tax as per accounts	A		10,85,34,489	13,85,02,493
Weighted average number of shares outstanding	B		N.A.	N.A.
Add: Weighted average number of potential equity shares of dilutive nature	C		-	-
Weighted average number of shares outstanding for diluted EPS	D=B+C		22,600,584	22,600,584
Diluted EPS	A/D		4.80	6.13
Face value per Share	Rs.	Rs.	10	10

32 Contingent Liabilities

Rs. Crore

Particulars		Period	2012-13	2011-12
Counter Indemnities given to Banks in respect of contracts			56.59	33.68
Income Tax Liability that may arise in respect of which Company is in appeal	2005-06		0.24	0.24
Income Tax Liability that may arise in respect of which Company is in appeal	2008-09		5.19	5.19
Service Tax liability that may arise in respect of matters in appeal	2008-09		2.02	2.52

33 Commitments

Rs. Crore

Particulars		2012-13	2011-12
Estimated amount of contracts remaining to be executed on capital account (net of advances)		NIL	NIL

34 Auditors' remuneration (excluding service tax) and expenses charged to the accounts:

Rs. Lakh

Particulars		2012-13	2011-12
As Auditor		6.69	6.25
For Taxation matters		0.45	0.66
For other services		0.78	6.25

35 Value of Imports on CIF Basis:

Rs. Crore

Particulars		2012-13	2011-12
Raw Materials		NIL	NIL
Components and Spare parts		NIL	NIL
Capital Goods		NIL	NIL



36.0 Expenditure in Foreign Currency		Rs. Crore	
Particulars	2012-13	2011-12	
On Overseas Contracts	14.91	32.11	
Others	-	0.53	

37.0 Earnings in foreign exchange		Rs. Crore	
Particulars	2012-13	2011-12	
Export of Services	1.06	3.87	

38.0 Previous Year Figures

The previous year's figures have also been regrouped / reclassified wherever applicable.

Statement Pursuant to Section 212 of the Companies Act, 1956					Rs. Lakh
Name of Subsidiary	Unit	R.P.P Energy Systems Private Limited, India	R.P.P Infra Projects (Lanka) Limited, Sri Lanka	R.P.P Infra Overseas PLC, Mauritius	
Financial year ending			31.03.2013		
No. of Shares (fully paid up) held by the Company on the above dates	No.	50000	116143	4980	
Face Value of Each Share		INR 10	SLR 10	\$ 1	
Extent of Holding Company's Interest	%	100%	100%	100%	
Net aggregate amount of Subsidiary's Profit / (Loss)	Rs. Crore	(0.01)	34.55	646.38	
Any change in the holding company's interest in the subsidiary between the end of the financial year and the end of the holding company's financial year		No	No	No	
Details of any material changes which have occurred between the end of the financial year and the end of the holding company's financial year in respect of :		N.A.	N.A.	N.A.	
i) subsidiary's Fixed Asset (Net)	Rs. Crore	-	14.46	298.03	
ii) its Investments	Rs. Crore	-	-	10.73	
iii) The money lent by it	Rs. Crore	-	-	-	
iv) The money borrowed by it for any purpose other than that of meeting current liabilities	Rs. Crore	No	No	No	
Exchange Rate in respect of Foreign Subsidiaries:		Net aggregate profit and losses of foreign subsidiaries are translated as per AS 11 of Accounting Standard.			

The details of subsidiaries in terms of General circular No. 2/2011 dated 8th February, 2011 issued by Government of India, Ministry of Corporate Affairs under Section 212 (8) of the Companies Act, 1956, is as under:

Particulars	R.P.P Energy Systems Private Limited, India	R.P.P Infra Projects (Lanka) Limited, Sri Lanka	R.P.P Infra Overseas PLC, Mauritius	Rs. Lakh
Share Capital	5.00	4.92	2.24	
Reserves and Surplus	(2.48)	323.97	1,387.98	
Total Assets	76.09	1,657.34	1,857.23	
Total Liabilities	73.57	1,328.45	467.01	
Details of investment (except in case of investment in the subsidiaries)	0.00	0.00	11.95	
Turnover and Other Income	0.00	1,493.31	511.86	
Profit / (Loss) Before Taxation	(0.01)	62.66	16.61	
Provision for Taxation	0.00	28.11	0.06	
Profit / (Loss) after Taxation	(0.01)	34.55	16.55	
Proposed Dividend	Nil	Nil	Nil	



**REPORT OF THE AUDITOR TO THE BOARD OF DIRECTORS
ON CONSOLIDATED FINANCIAL STATEMENTS OF
M/s. RPP INFRA PROJECTS LTD**

We have audited the attached Consolidated Balance Sheet of **M/s. RPP INFRA PROJECTS LIMITED** and its subsidiaries, as at 31.03.2013, and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Group's management and have been prepared by the management on the basis of the separate Financial Statements and Other Financial Information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the Financial Statements of the Subsidiary Companies in Mauritius and Sri Lanka, whose Financial Statements reflected the details as given below for the year ended 31st March, 2013 which have been audited by Other Auditors whose report has been furnished to us, and our opinion is based solely on the report of such Other Auditors.

(Rs. Crore)

Particular	Sri Lanka WOS	Mauritius WOS
Total Assets	16.57	18.57
Profit before Tax	0.63	0.17

We report that the Consolidated Financial Statements have been prepared by the Company's Management in accordance with the requirements of AS-21, "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

Based on the audit and on the consideration of report of Other Auditor and to the best of our information and explanations given to us, the Consolidated Balance Sheet, Profit & Loss A/c and Cash Flow Statement read together with the notes thereon give a true & fair view in conformity with the accounting principles generally accepted in India:

- In the case of Consolidated Balance Sheet, of the State of affairs of the Group as at 31st March, 2013;
- In the case of Consolidated Profit & Loss A/c, of the Profit of the Group for the year ended on that date;
- In the case of Consolidated Cash Flow Statement, of the Cash flows of the Group for the year ended on that date.

For **KARTHIKEYAN & JAYARAM**
CHARTERED ACCOUNTANTS

CA. G.N. JAYARAM, F.C.A.

Partner

Membership No: 200-027291

Firm Regn No: 007570S

Date : 30/05/2013

Place : Erode

**Consolidated Balance Sheet as at 31st March, 2013**

(Rs. Crore)

Particulars	Note No.	As at 31 March 2013	As at 31 March 2012
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	22.60	22.60
(b) Reserves and surplus	3	97.35	86.49
2 Non-current liabilities			
(a) Long-term borrowings	4	14.85	12.92
(b) Deferred tax liabilities (Net)	5	1.26	0.95
(c) Long-term provisions	6	0.00	0.04
3 Current liabilities			
(a) Short-term borrowings	7	74.75	65.23
(b) Trade payables	8	39.95	45.39
(c) Other current liabilities	9	32.14	55.40
(d) Short-term provisions	10	5.61	6.89
TOTAL		<u>288.50</u>	<u>295.90</u>
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets		48.23	52.94
(ii) Intangible assets	11	0.05	0.07
(iii) Capital work-in-progress		1.19	0.27
(b) Non-current investments	12	0.18	0.18
(c) Long-term loans and advances	13	1.76	1.85
(d) Other non-current assets	14	3.22	4.32
2 Current assets			
(a) Inventories	15	0.65	0.76
(b) Trade receivables	16	107.27	105.96
(c) Cash and cash equivalents	17	14.27	27.02
(d) Short-term loans and advances	18	39.57	38.97
(e) Other current assets	19	72.11	63.58
TOTAL		<u>288.50</u>	<u>295.90</u>
Significant to Accounting Policies	1		

The accompanying notes including other explanatory information form an integral part of the financial statements

For and on behalf of the Board

P. Arulsundaram
Chairman and Managing Director

A. Nithya
Whole Time Director

As per our Report of even date
M/s. Karthikeyan & Jayaram
Chartered Accountants

R. Nithya Prabhu
Company Secretary

CA G.N. Jayaram F.C.A
(Partner)

Date : 30/05/2013

Membership No:200-027291

Place : Erode

Firm Registration No:007570S

**Consolidated Statement of Profit and loss for the year ended 31st March, 2013**

(Rs. Crore)

Particulars	Note No.	For the year ended 31 March 2013	For the year ended 31 March 2012
I. Revenue from operations	20	259.97	265.50
II. Other income	21	3.33	3.45
III. Total Revenue (I + II)		263.29	268.94
IV. Expenses:			
Cost of materials consumed	22	71.99	65.00
Direct Operating Cost	23	122.37	136.91
Employee benefits expenses	24	8.94	7.76
Finance cost	25	17.25	10.07
Depreciation and amortization expenses	11	9.91	7.66
Other expenses	26	16.78	14.07
Total expenses		247.23	241.47
V. Profit before exceptional and extraordinary items and tax (III-IV)		16.06	27.47
VI. Exceptional items	27	0.10	-0.81
VII. Profit before extraordinary items and tax (V - VI)		15.96	28.29
VIII. Extraordinary Items			
IX. Profit before tax (VII- VIII)		15.96	28.29
X Tax expense:			
(1) Current tax		4.29	5.09
(2) Deferred tax	5	0.30	0.60
XI Profit (Loss) for the period from continuing operations (IX - X)		11.36	22.59
XII Profit/(loss) from discontinuing operations			-
XIII Tax expense of discontinuing operations			-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			-
XV Profit (Loss) for the period (XI + XIV)		11.36	22.59
XVI Earnings per equity share:			
(1) Basic		5.03	10.00
(2) Diluted		5.03	10.00

For and on behalf of the Board

P. Arulsundaram
Chairman and Managing DirectorA. Nithya
Whole Time DirectorAs per our Report of even date
M/s. Karthikeyan & Jayaram
Chartered AccountantsR. Nithya Prabhu
Company SecretaryCA G.N. Jayaram F.C.A
(Partner)

Date : 30/05/2013

Membership No:200-027291
Firm Registration No:007570S

Place : Erode

**Consolidated Cash Flow Statement for the year ended 31st March, 2013**

(Rs. Crore)

	Financial year	
	2012-13	2011-12
Cash Flows From Operating Activities		
Profit Before Tax	15.96	28.29
Add: Depreciation	9.91	7.66
Add: Interest	17.25	10.07
Less: Unrealised Forex (Gain /Loss - NET)	-0.93	-1.79
Less: Interest Received	0.83	0.87
Operating Profit Before Working Capital Changes	43.21	46.94
(Increase) /Decrease in Current Assets	-9.15	-73.65
Increase /(Decrease) in Current Liability	-30.02	21.56
Operating Profit After Working Capital Changes	-39.17	-52.09
(Increase)/Decrease of Advance to Projects		
Cash Generated From Operations	-39.17	-52.09
Less: Tax Paid Including Dividend Tax	-4.48	-5.28
Less: Income Tax adjustment for prior Period	-0.11	-0.35
Less: Dividend Paid	-1.13	-1.13
Net Cash Flow From Operating Activities	-1.68	-11.90
Cash Flow From Investing Activities		
Purchase of Fixed Assets	-7.39	-34.75
Sales of Fixed Assets	1.20	2.89
Profit on Sale of Fixed Assets	0.09	-0.35
(Increase)/Decrease of Investments	-	-0.09
Interest Received	0.83	0.87
Net Cash Flow From Investing Activities	-5.27	-31.44
Cash Flow From Financing Activities		
Interest Paid	-17.25	-10.07
Increase/(Decrease) in Secured Long-Term Loan	-1.31	5.85
Increase/(Decrease) in Secured working Capital Loan	9.52	42.66
Increase/(Decrease) in Unsecured Loan	3.24	1.74
Net Cash Flow From Financing Activities	-5.79	40.17
Net Increase/(Decrease) in Cash And Cash Equivalent	-12.74	-3.17
Cash and Cash Equivalent at beginning of the period	27.02	30.18
Cash and Cash Equivalents at ending of the period	14.27	27.02

Notes :

Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3. "Cash Flow Statements" as specified in the Companies (Accounting Standard) Rule, 2006

Purchase of Fixed Assets includes movement of Capital Work-in-progress during the year

Cash and Cash equivalents at the end of the year represents Cash and Bank Balance which includes unpaid Dividend of Rs.6,65,949/- and Rs.36,298.50 for the financial years 2010-11 and 2011-12 respectively.

Previous year's figures have been regrouped/reclassified wherever applicable

For and on behalf of the Board

P. Arulsundaram
Chairman and Managing Director

A. Nithya
Whole Time Director

As per our Report of even date
M/s. Karthikeyan & Jayaram
Chartered Accountants

R. Nithya Prabhu
Company Secretary

CA G.N. Jayaram F.C.A
(Partner)

Date : 30/05/2013

Membership No:200-027291

Place : Erode

Firm Registration No:007570S



Notes forming part of Consolidated Accounts

Note No.1 Significant Accounting Policies

1.1 Basis of Preparation

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ["GAAP"]. Further, the guidance notes / announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations viz. SEBI guidelines override the same requiring a different treatment.

The financial statements are prepared in accordance with the requirements of the Companies Act, 1956, and comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the said Act. The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/ advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

1.2 Presentation of financial Statement

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule VI to the Companies Act, 1956 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule VI to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the Listing Agreement.

Amounts in the financial statements are presented in Indian Rupees in Crore rounded off to two decimal places in line with the requirements of Schedule VI except where stated otherwise. Per share data are presented in Indian Rupees to two decimals places.

1.3 Principles of Consolidation

The consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21 - "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

The Financial statement of the Parent Company and its Subsidiaries have been consolidated on a line-by-line basis adding together the book value of the like items of assets liabilities, income and expenditures after eliminating intra-group balances and the unrealised profit/losses on intra-group transactions and are presented to the extent possible, in the same manner as the Parent Company's independent financial statement.

Foreign subsidiaries financial statements are prepared in compliance with the local law and applicable Accounting Standards and are restated as per Indian Generally Accepted Accounting Principles (IGAAP) for the purpose of consolidation taking into account local law, if any.

Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and guide to better understanding. Recognising this purpose, the Company has disclosed only such Notes from the individual financial statements, which fairly present the needed disclosures.

1.4 Revenue Recognition

A. Accounting of construction contracts

The Company follows the (Accounting Standard 7) percentage completion method, based on the stage of completion as at the balance sheet date, taking into account the contractual price and revision there to by estimating total revenue and total cost till completion of the contract and the profit so determined has been accounted for proportionate to the percentage of the actual work done as on the date of the Balance Sheet.

B. Other Income

- a. Claims were accounted as income in the year of receipt of arbitration award or acceptance by client or evidence of acceptance.
- b. Dividend income was accounted when the right to receive of the same is established.
- c. Income of Power Generation from Windmill was accounted in the period in which the right to receive of the same is established.
- d. Interest income was recognised on the time proportion basis.
- e. Other items of income are accounted as and when the right to receive arises.

**1.5 Extra ordinary and exceptional Items**

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

1.6 Classification of Assets and Liabilities

The Revised Schedule VI to the Companies Act, 1956 requires assets and liabilities to be classified as either Current or Non-current.

- a) An asset shall be classified as current when it satisfies any of the following criteria:
 - I. it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
 - II. It is held primarily for the purpose of being traded;
 - III. It is expected to be realized within twelve months after the reporting date; or
 - IV. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- b) All assets other than current assets shall be classified as non-current.
- c) A liability shall be classified as current when it satisfies any of the following criteria:
 - I. It is expected to be settled in the company's normal operating cycle;
 - II. It is held primarily for the purpose of being traded;
 - III. It is due to be settled within twelve months after the reporting date; or
 - IV. The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.
 - V. All liabilities other than current liabilities shall be classified as non-current.

1.7 Fixed Assets

- a) Fixed assets are stated at their original cost of acquisition and installation, less accumulated depreciation, amortisation and impairment losses, if any. Cost comprises of the purchase price and any other directly attributable cost of bringing the asset to its working condition for its intended use.
- b) Administrative and other general overhead expenses that are specifically to construction or acquisition of Fixed Assets or brining the Fixed Assets to working conditions are allocated and capitalised as a part of the cost of the Fixed Assets.
- c) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.
- d) Depreciation is provided on the written down value method at the rates prescribed in Schedule XIV to the Companies Act, 1956. Assets costing less than Rs. 5,000/- each are fully depreciated in the year of capitalisation.
- e) Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible
- f) Purchase cost and user licence fees for major software are amortised over a period of three years.
- g) Own fabricated assets are capitalized at cost including an appropriate share of overheads.
- h) Depreciation for additions to/deductions is calculated @ pro-rata from/to the date of additions/deductions during the year.
- i) Tangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as Capital Work in-Progress.

1.8 Impairment of Assets

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties less the cost of disposal. If at the Balance Sheet date there is an indication that the previously assessed impairment loss no longer exist, the recoverable amount is reassessed and the asset is reflected at recoverable amount subject to maximum of depreciable historical cost.

**1.9 Operating Cycle**

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

1.10 Investments

Long Term investments are valued at cost, less provision for diminution other than temporary, in value, if any. Current investments are stated at lower of cost and fair value, computed category-wise

1.11 Cash and equivalents

Cash and cash equivalents comprise of cash at bank and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from date of purchase, to be cash equivalents.

1.12 Provisions and Contingent Liabilities

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A disclosure for a Contingent liability is made when there is a possible obligation or a present obligation that may but probably will not, requires an outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.13 Foreign Exchange Translation of Projects and Accounting of Foreign Exchange Translations

Transactions in Foreign currencies are recorded at the rate prevailing on date of transaction. Foreign Branch and Subsidiaries are classified as non-integral foreign operations. Assets and Liabilities (both monetary and non-monetary) are translated at the closing rate at the end of year. Income and Expenses are translated at the monthly average rate. All the resulting exchange differences are accumulated in a separate head "Foreign Currency Translation Reserve" and the same is shown in Balance Sheet under Reserves and Surplus.

- a) Assets and Liabilities are translated at the exchange rate prevailing on the last day of the year
- b) Income and Expenditure are translated at the monthly average exchange rate.

Gains or losses arising out of remittance at the year-end are credited / debited to the statement of profit and loss for the year.

Gains or losses arising out of translations at the year-end are credited / debited to the Foreign Currency Translation Reserve under Reserves and Surplus.

1.14 Accounting for Taxes on Income

- a) Current Income Tax :
Provision for Current Tax is made based on taxable Income computed for the year under the Income Tax Act, 1961, after deducting the profit for which the company is likely to claim exemption u/s 80IA.
- b) Deferred Taxes :
Deferred Tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. Timing differences arising due to difference in depreciation as per accounting records and Income Tax Act has alone been considered. Deferred tax assets are recognized and carried forward only to the extent that there is a certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

1.15 Employees Benefits

- a) Employer's contribution to the recognized provident fund which is a defined contribution scheme and ESI Contribution as per law are charged to the Profit and Loss account.
- b) Provision for Gratuity has been made for the year under Group Gratuity Scheme with Life Insurance Corporation of India.

1.16 Earnings per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard (AS20). Earnings per Share notified by the Companies (Accounting Standards) Rules, 2006. Basic earnings per equity shares are computed by dividing the net profit for the year attributable to the Equity Shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit for the year adjusting for the effects of dilutive potential equity shares attributable to the Equity Shareholders by the weighted average number of the equity shares and dilutive potential equity shares outstanding during the year except where the results are anti dilutive.

Note No. 2

(A) Share Capital	As at 31 March 2013		As at 31 March 2012	
	Number	(Rs. Crore)	Number	(Rs. Crore)
Authorised				
Equity Shares of Rs. 10 each	25,000,000	25.00	25,000,000	25.00
Issued				
Equity Shares of Rs. 10 each	22,600,584	22.60	22,600,584	22.60
Subscribed & Paid up				
Equity Shares of Rs. 10 each fully paid	22,600,584	22.60	22,600,584	22.60
Total	22,600,584	22.60	22,600,584	22.60

Note No.2.1

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share.

Note No.2.2

Details of Shares in the Company held by each shareholders holding more than 5% total Shares Issued, Subscribed and Paidup.

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Arulsundaram	9,788,443	43.31%	9,788,443	43.31%
Mrs. A. Nithya	6,579,898	29.11%	6,578,973	29.11%

Note No.2.3

Bonus Shares/Buy Back/Shares for consideration other than Cash issued during past five years

Particulars	Year (Aggregate No. of Shares)				
	2012-13	2011-12	2010-11	2009-10	2008-09
Equity Shares :					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	13,750,000	-
Shares bought back	-	-	-	-	-

Note No.2.4 - Share reconciliation

Equity Shares - Number of Shares at the Beginning and at the end of the reporting period

Description	As at 31 March 2013		As at 31 March 2012	
	Number of Shares	(Rs. Crore)	Number of Shares	(Rs. Crore)
Shares at the Beginning of the year	22,600,584	22.60	22,600,584	22.60
Shares at the End of the year	22,600,584	22.60	22,600,584	22.60

Note No.2.5 - Proposed Dividend

The Directors recommend payment of dividend of Re.0.50 per equity share of Rs.10 each on the number of shares outstanding as on the record date. Provision for Dividend has been made in the books of account for 22600584 equity shares outstanding as at 31st March 2013 amounting to Rs. 1,13,00,292/-

**Note No.3 Reserves & Surplus**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Securities Premium Account		
Opening Balance	39.65	39.65
Closing Balance	39.65	39.65
b. Surplus		
Opening balance	45.16	24.24
(+) Net Profit/(Net Loss) For the current year	11.36	22.59
(-) Income Tax adjustment pertaining to prior periods	0.11	0.35
(-) Proposed Dividend including Dividend Tax	1.32	1.32
Closing Balance	55.10	45.16
c. Other Reserves		
Foreign Currency Translation Reserve		
Opening Balance	1.67	-0.12
For the period	0.93	1.79
Closing Balance	2.60	1.67
Total	97.35	86.49

Note No.4 Long Term Borrowings

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
Secured		
(a) Term loans		
from banks (refer Note 4.1)	4.64	4.37
(Secured by the Hypothecation of Asset acquired out of the Loan)	2.18	3.76
from Non-Banking Financial Institutions (refer Note No.4.1)		
(Secured by the Hypothecation of Asset acquired out of the Loan)	6.83	8.14
Unsecured		
(a) Term loans		
from banks (refer Note No.4.1)	2.17	4.17
from Non-Banking Financial Institutions (refer Note No.4.1)	5.86	0.61
	8.03	4.78
Total	14.85	12.92

**Note No.4.1 Long Term Borrowings**

(Rs. Crore)

Particulars	As at 31	As at 31	As at 31	As at 31
	March 2013	March 2012	March 2013	March 2012
	Non-Current Portion		Current Portion	
Secured				
(a) Term loans				
(i) From Banks				
HDFC Bank Ltd	1.66	3.03	2.13	2.93
ICICI Bank Ltd	-	0.09	0.09	0.27
Axis Bank Ltd	0.78	-	0.52	-
Kotak Mahindra Bank Ltd	-	-	-	0.02
(Secured by First charge by way of Hypothecation of Capital Asset and Hire Purchase Loan)				
Axis Bank Ltd	2.20	1.25	1.28	3.39
(Secured by First charge by way of Hypothecation of Chennai Guindy Office towards Land and Super Structure)				
	4.64	4.37	4.02	6.60
(ii) from Non-Banking Financial Institutions				
SREI Equipment Finance (P) Ltd	-	0.01	0.01	0.07
Sundaram Finance Ltd	-	-	-	0.00
Tata Capital Ltd	2.05	2.84	1.85	2.54
CITI Group Ltd	-	0.92	-	0.71
Bajaj Finance Ltd	0.14	-	0.78	-
(Secured by First charge by way of Hypothecation of Capital Asset and Hire Purchase Loan)				
	2.18	3.76	2.64	4.32
Total Secured Term Loan Borrowing	6.83	8.14	6.66	10.93
Unsecured Loan				
(b) Term loans				
(i) From Banks				
HDFC Bank Ltd	2.17	4.17	2.00	1.83
	2.17	4.17	2.00	1.83
(ii) from Non-Banking Financial Institutions				
TATA Capital Ltd	-	-	-	1.78
Bajaj Finance Ltd	-	0.42	0.42	0.48
Siemens Finance Loan	4.56	-	1.48	-
Bherudan Dugar Industrail Finance India Ltd	1.10	-	0.30	-
Global Consultancy FZC	0.20	0.20	0	-
	5.86	0.61	2.19	2.26
Total Unsecured Long Term Borrowing	8.03	4.78	4.19	4.09
Total Long Term Borrowing	14.85	12.92	10.85	15.02

**Note No.5 Deferred tax liabilities**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
Opening Balance (Depreciation)	0.95	0.35
During the year		
(a) As per Companies Act	9.14	6.87
(b) As per Income Tax Act	10.08	8.74
Difference (a) & (b)	0.94	1.86
Tax (DTL)	0.30	0.60
Closing Balance	1.26	0.95

Note No.6 Long Term Provisions

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
(a) Provision for employee benefits		
Gratuity	0.00	0.04
Total	0.00	0.04

Note No. 6.1 INR 6500/- provided towards gratuity for the year 2012 - 2013**Note No.7 Short Term Borrowings**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
Secured		
(a) Loans repayable on demand		
from banks (refer Note No.7.1)	74.75	65.23
Total	74.75	65.23

Note No.7.1

The Company enjoys Cash Credit facilities which are secured by ways of Book Debts, Work In Progress and Inventories at sites and these loans are repayable on demand from the respective Financial Institutions.

Fund Based Limit Enjoyed by the Company

Name of Lending institutions	Type of Loan	Sanctioned Limit	Utilised (2012-13)	Utilised (2011-12)
Indian Overseas Bank, Surampatti Branch, Erode	Cash Credit	50.00	49.04	43.83
Axis Bank Ltd, Mount Road, Chennai	Cash Credit	15.00	15.17	11.87
State Bank of India, Erode	Cash Credit	10.00	6.27	-
Indian Overseas Bank, Sri Lanka			4.26	0.84
ICICI Bank, Sri Lanka			-	8.69
Total		75.00	74.75	65.23

**Non-Fund (Bank Guarantee and Letter of Credit) Based Limit Enjoyed by the Company**

Name of Lending institutions	Type of Loan	Sanctioned Limit	Utilised (2012-13)	Utilised (2011-12)
Indian Overseas Bank, Surampatti Branch, Erode	Bank Guarantee and Letter of Credit Limit	60.00	53.76	37.48
ICICI Bank Ltd	Bank Guarantee and Letter of Credit Limit	15.00		
Total		55.00	53.76	37.48

Note No.8 Trade Payable

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
Payable towards Goods Purchased and Services Received during normal course of Business		
(i) Related Parties		
Subsidiaries	-	6.17
(ii) Others	39.95	39.21
Total		45.39

Note No.9 Other Current Liabilities

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
(a) Current maturities of Long-Term Secured Debt	6.66	9.93
(b) Current maturities of Long-Term Unsecured Debt	4.19	4.09
(c) Other payables	1.96	-
Mobilisation Advances from customers	4.11	10.52
Advances from customers	2.91	2.44
Retention Money - Sub Contractors		
Retention Money - Related Parties	0.74	0.16
Retention Money - Others	8.85	9.54
Statutory Dues payable	2.60	0.56
Due to Directors	0.00	-
Expenses Payable	0.05	10.54
Payables on purchase of fixed assets	-	7.53
Unpaid Dividend	0.07	0.09
Total		55.40

Note No.10 Short Term Provisions

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
(b) Others		
Provision for Income Tax	4.29	5.58
Dividend Tax Payable	0.19	0.19
Proposed Dividend	1.13	1.13
Total		6.89

Note No.11 Fixed Assets

Particulars	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 01/04/2012	Additions/ (Disposals)	Balance as at 31/03/2013	Balance as at 01/04/2012	Depreciation charge for the year	On disposals	Balance as at 31/03/2013	Balance as at 31/03/2013	Balance as at 31/03/2012
a Tangible Assets									
Land	6.51	0.41	6.92	-	-	-	-	6.92	6.51
Plant & Machinery	27.34	2.50	29.85	10.68	2.55	0.09	13.14	16.70	16.67
Office Equipment	2.41	-0.01	2.40	0.75	0.29	0.01	1.03	1.37	1.66
Light Motor Vehicle	1.93	0.15	2.09	0.97	0.29	0.10	1.16	0.93	0.97
Two Wheeler	0.33	0.02	0.35	0.19	0.04	0.01	0.22	0.13	0.14
Heavy Vehicle	24.38	-0.26	24.12	8.08	4.99	1.61	11.46	12.66	16.30
Computer	0.61	0.06	0.66	0.45	0.08	0.00	0.53	0.14	0.16
Building	0.33	0.47	0.79	0.01	0.04	-	0.06	0.74	0.31
Furniture	0.43	-0.00	0.43	0.03	0.07	0.00	0.10	0.33	0.40
Windmill	9.83	-	9.83	0.00	1.51	-	1.51	8.32	9.82
Total	74.10	3.35	77.45	21.16	9.88	1.82	29.21	48.23	52.94
b Intangible Assets									
Computer software	0.09	0.01	0.10	0.02	0.03	-	0.05	0.05	0.07
Total	0.09	0.01	0.10	0.02	0.03	-	0.05	0.05	0.07
c Capital Work In Progress	0.27	0.92	1.19	-	-	-	-	1.19	0.27
Total	0.27	0.92	1.19	-	-	-	-	1.19	0.27
	74.45	4.28	78.73	21.17	9.91	1.82	29.26	49.47	53.27
Previous Year (2011-12)	43.09	31.35	74.45	14.38	7.66	0.86	21.17	53.27	

Note : 11.1

The company capitalised the operating system along with computer as it is integral part of the computer, however, customised software are shown under intangible asset and to be amortised over period of time.



**Note No.12 Non - Current Investments**

(Rs. Crore)

Particulars		As at 31 March 2013	As at 31 March 2012
1	Trade Other Investments (Refer Note No.12.1)		
	Investment in Equity instruments	0.18	0.18
	Grand Total	0.18	0.18

Note No.12.1**A. Details of Other Investments**

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV / Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (Rs. Crore)	
			Mar-2013	Mar-2012			Mar-2013	Mar-2012
1	2	3	4	5	6	7	8	9
(a)	Investment in Equity Instruments							
	Infotech Limited	Other	1000	1000	Quoted	Fully Paid	0.01	0.01
	Canara Bank	Other	460	460	Quoted	Fully Paid	0.01	0.01
	Chemplast Sanmar Limited	Other	16500	16500	Quoted	Fully Paid	0.01	0.01
	Electro Steel Casting Limited	Other	3000	3000	Quoted	Fully Paid	0.01	0.01
	Hindustan Construction Company Ltd	Other	9000	9000	Quoted	Fully Paid	0.02	0.02
	IVRCL Infrastructure and Projects Ltd	Other	900	900	Quoted	Fully Paid	0.01	0.01
	Nagarjuna Constructions Ltd	Other	500	500	Quoted	Fully Paid	0.00	0.00
	Sakthi Sugar Ltd	Other	500	500	Quoted	Fully Paid	0.00	0.00
	Thermax Ltd	Other	600	600	Quoted	Fully Paid	0.01	0.01
	SPAC Terminal Market Complex Ltd	Other	99000	99000	Unquoted	Fully Paid	0.10	0.10
	Total						0.18	0.18

**Note No.13 Long Term Loans and Advances**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Capital Advances		
Unsecured, considered good		
Advance for Capital Good Purchase	0.22	0.45
	0.22	0.45
b. Security Deposits		
Unsecured, considered good		
Deposits		
Deposit with Customers	0.41	0.64
Other Deposits	0.50	0.06
	0.92	0.69
d. Other loans and advances (specify nature)		
Unsecured, considered good		
Advance Recoverable in cash or kind	-	0.17
Prepaid Expenses	0.63	0.53
	0.63	0.71
	0.63	0.71
	1.76	1.85

Note No.14

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Long term trade receivables (including trade receivables on deferred credit terms)		
Unsecured, considered good	-	0.01
		0.01
b. Others		
Unsecured, considered good		
R.P.P. Infra Overseas PLC Mauritius (Office)	-	-
R.P.P Energy Systems (P) Ltd	-	-
R.P.P. Infra Projects (Lanka) Ltd	-	-
R.P.P. Infra Projects Gabon S.A.		
(Share Application Money)	-	0.01
Non-Trade Receivable	0.78	0.48
Deposit with Stock Exchange	-	0.49
Interest Receivable on FDR	0.17	0.17
	0.96	1.14
d. Unamortised portion of IPO Expenses (IPO)		
IPO Share issue Expenses	2.27	3.17
	3.22	4.32

**Note No.15 Inventories**

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Raw Materials	0.65	0.76
Total	0.65	0.76

Note No.16 Trade Receivables

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	63.23	63.14
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	44.04	42.83
Total	107.27	105.96

Note No.17 Cash and cash equivalents

(Rs. Crore)

Particulars	As at 31 March 2013	As at 31 March 2012
a. Balances with banks	13.91	26.54
This includes:		
Unpaid Dividend	0.07	0.09
Margin money	12.63	12.18
EEFC Account	-	0.00
b. Cash on hand	0.36	0.47
	14.27	27.02

**Note No.18 Short-term loans and advances**

(Rs. Crore)

Particulars	As at 31 March 2013 INR	As at 31 March 2012 INR
b. Others		
Secured, considered good		
Unsecured, considered good		
Retention by Customers	29.53	22.37
Advance to Subcontractors	5.18	9.71
Inter Corporate Deposits	-	-
Advance to Employees	0.16	0.60
Advance to Suppliers	0.50	2.03
Balances with Revenue Authorities	4.20	4.26
	39.57	38.97

Note No.19 Other Current Assets

(Rs. Crore)

Particulars	As at 31 March 2013 INR	As at 31 March 2012 INR
a. Others		
Unsecured, considered good		
Unbilled Revenue	72.11	63.58
	72.11	63.58

(Rs. Crore)

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Note No.20 - Revenue from Operations		
Contract Revenue	259.70	257.55
Other operating revenues	0.27	7.94
Total Revenue from Operation	259.97	265.50



(Rs. Crore)

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Note No.21 - Other Income		
Hire charges Received	1.55	0.97
Dividend Received	-	0.00
Interest Income	0.83	0.84
Miscellaneous Income	0.28	0.21
Prior Period Income	-	0.51
Profit on Sale of Assets	0.09	0.35
Sub-Contractors' Recovery	0.12	-
Excess Provision Written Back	0.04	-
Windmill Power Generation Income	0.39	-
Forex Gain (Net)	0.02	0.57
Total Other Income	3.33	3.45
Note No.22 - Cost of materials consumed		
Opening Stock	0.76	0.92
ADD : Purchase	71.89	64.84
LESS : Closing Stock	0.65	0.76
Net Consumption of Raw Materials	71.99	65.00
Note No.23 - Direct Cost		
Labour Cost	117.31	126.65
Works Contract Payment	67.61	68.52
Labour Wages	49.70	58.13
Other Operating Cost	5.06	10.26
Total Direct Cost	122.37	136.91
Note No.23.1		
Works Contract Payment	67.61	68.52
Labour Wages	49.70	58.13
Freight Charges	1.33	1.36
Customers' Debit Note for supply of common items Power, Water, Labour & Machines - Net	0.34	0.89
Temporary Shed Erection, Maintenance and Purchase of Materials for Temporary and aiding works	3.07	7.27
Power Cost	0.31	0.28
	122.37	136.45

Note No.24.1 The Customers' Debit Notes for supply and provision of common items are net of the amount recoverable from our Sub-Contractors for similar common item provided by us.



(Rs. Crore)

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
Note No.24 - Employee benefits expenses		
Directors' Remuneration	0.60	0.80
Salary Expenses	7.69	6.32
Company's Contribution to Employees' Provident Fund	0.20	0.16
Company's Contribution to Employees' State Insurance Corporation	0.09	0.09
Gratuity	0.00	0.04
Staff Welfare	0.34	0.35
Total Employee Cost	8.94	7.76
Note No.25.1 Remuneration paid to Chairman and Managing Director and Whole Time Director does not exceed the limit specified in Schedule XIII of Companies Act,1956		
Note No.25 - Finance cost		
Interest paid on Term Loans and Other Loans	3.93	2.31
Interest paid on Working Capital Loans	10.34	6.13
Bank Charges and Bank Guarantee Commission	2.78	1.56
Interest on Statutory Dues	0.20	0.07
Total Finance Cost	17.25	10.07
Note No.26 - Other expenses		
Advertisement	0.07	0.09
Business Development Expenses	0.37	0.24
Brokerage	-	0.01
Donation	0.03	0.14
Miscellaneous Expense	0.22	0.14
Insurance	0.48	0.51
Repairs & Maintenance - Machinery	10.39	7.19
Repairs & Maintenance - Others	0.30	0.28
Postage & Telegraph	0.05	0.05
Professional Charges	0.36	0.60
Books & Periodicals	0.00	0.01
Printing and Stationery	0.13	0.15
Rent & Electricity	0.65	0.53
Club Expenses	0.00	0.00
Audit Fee	0.26	0.10
Bad Debts	-	1.41
Secretarial Expenses	0.01	0.03
Rates and Taxes	0.54	0.12
Telephone Expenses	0.26	0.25
Travelling Expenses	1.11	1.34
Preliminary Expenses / Share Issue Expenses Written Off	0.85	0.87
Impairment of Assets	0.01	-
Registration and Renewals	0.02	-
Forex Loss	0.68	-
Total Other Expenses	16.78	14.07
Note No.27 - Exception Items [Expenses / (Income)]		
Realisation from Award of Arbitration	-	-0.85
Prior Period Items	-	-
Prior Period Expenses	0.10	0.03
Total Exceptional Items	0.10	-0.81

**28.0 Disclosure pursuant to Accounting Standard 7 (Revised) "Construction contracts"** (Rs. Crore)

Particulars	2012-13	2011-12
Contract revenue recognized for the financial year	259.70	257.55
Aggregate amount of contract costs incurred and recognized profits (less recognized losses) as at end of the financial year for all contracts in progress as at that date	234.48	232.05
Amount of customer advances outstanding for contracts in progress as at the end of the financial year	7.02	12.96
Retention amounts due from customers for contracts in progress as at the end of the financial year	29.53	21.93

29.0 Disclosure of Particulars of "Employees Benefits" as Required by Accounting Standard 15 – Gratuity Plan**29.1 Summary of key Result**

(Rs. Lakh)

Particulars	2012-13	2011-12
Present value of Obligation	3.41	6.44
Fair Value of Plan Assets	5.42	4.97
Net Asset / (Liability) recognized in Balance Sheet	2.01	(0.53)
No of Employees	10	10
Assumptions : Discount Rate	8%	8%
Salary Escalation	8.50%	8.50%

29.2 Table Showing changes in Present Value of Obligations

(Rs. Lakh)

Particulars	2012-13	2011-12
Present value of Obligation as at the beginning of the year	4.44	4.10
Interest Cost	0.36	0.33
Current Service Cost	0.36	0.36
Benefits Paid	-	-
Actual (Gain) / Loss on obligations	(1.75)	(0.34)
Present value of obligations as at end of the year	3.41	6.44

29.3 Table Showing changes in Fair Value of Plan Assets

(Rs. Lakh)

Particulars	2012-13	2011-12
Fair Value of Plan assets at the beginning of the year	4.97	3.42
Expected return on plan assets	0.45	0.37
Contributions	0.07	1.18
Benefits Paid	-	-
Actual (Gain) / Loss on Plan Asset	-	-
Fair Value of plan asset as at end of the year	5.42	4.97

**29.4 Actuarial Gain / Loss Recognised** (Rs. Lakh)

Particulars	2012-13	2011-12
Actuarial (Gain) / Loss on Obligations	1.75	0.34
Actuarial (Gain) / Loss on Plan Assets	-	-
Actuarial (Gain) / Loss recognised in the year	(1.75)	0.34

29.5 Amount to be Recognised in the Balance Sheet and Statement of Profit & Loss (Rs. Lakh)

Particulars	2012-13	2011-12
Present value of obligations as at the end of the year	3.41	4.44
Fair Value of Plan Assets as at the end of the year	5.42	4.97
Funded Status	2.01	0.33
Net Assets / (Liability) recognised in the Balance Sheet	2.01	(0.53)

29.6 Expenses Recognised In the Statement of Profit & Loss (Rs. Lakh)

Particulars	2012-13	2011-12
Interest Cost	0.36	0.33
Current Service Cost	0.36	0.36
Expected Return on Plan Assets	(0.45)	(0.37)
Actuarial (Gain) / Loss recognised in the year	(1.75)	(0.34)
Expenses recognised in the Statement of Profit & Loss	0.07	(0.02)

30 Disclosures pursuant to Accounting Standard 17 "Segment Reporting"

The Company is engaged in one business segment, namely "Construction and Infrastructure Development". The Company and its subsidiaries (including Step-down Subsidiary in Republic of Gabon) operate in India, Srilanka and Gabon. As the revenues from the Overseas operations constitutes more than 10% of the total revenue, Geographical Segment has been considered as the primary segment for Consolidated Financial Statement and there are no other reportable segments as required to be disclosed under Accounting Standard 17 "Segment Reporting" (Rs. Crore)

Particulars	2012-13	2011-12
Segmental Revenues (Net Sales / Income)		
India	257.18	234.87
Overseas	18.76	66.60
Total Revenues	275.94	301.48
Less : Inter segmental revenues	15.97	35.98
Net Sales / Income from Operations	259.97	265.50
Add : Other Income	3.33	3.45
Revenues	263.29	268.94
Segmental Profits (Prof before Interest & Tax)		
India	29.72	27.68
Overseas	3.49	10.68
Less : Interest & Finance Charges	17.25	10.07
Profit Before Tax	15.96	28.29
Capital Employed (Segmental Assets minus Liabilities)		
India	196.60	172.08
Overseas	21.66	26.04
Total	218.26	198.12

**31.0 Disclosure of related parties/ related party transactions pursuant to Accounting Standard 18 “Related Party Disclosures”****31.1 List of related parties over which control exists**

Name of the related party	Relationship
RPP Infra Overseas PLC	Subsidiary
RPP Infra Projects (Lanka) Limited	Subsidiary
RPP Energy Systems Private Limited	Subsidiary
RPP Infra Projects Gabon SA	Step down Subsidiary
SPAC Terminal Market Complex Limited	Associate
P Arul Sundaram – Chairman & Managing Director	Key Management Personnel
A Nithya – Whole Time Director	Key Management Personnel
Renaatus Projects Private Ltd	Mr. Arul Sundaram (CMD) is the brother of Mr. P. Selvasundaram who is promoter of M/s. RPP Selvam Infrastructure Private Limited
P & C Constructions Pvt Ltd	Mrs. A. Nithya (WTD) is one of the share holder in M/s. P & C Construction Pvt Ltd and Mr. Periyasamy Chairman of M/s. P & C Constructions Pvt Ltd is the father of Mrs. A. Nithya
Sanjeevi Constructions	Mr. Muralithasan who is the Director, is Managing Partner of the Firm
Sakthi Constructions	Mr. Thirunavukkarasu who is the Director, is Managing Partner of the Firm
Mrs. Sangeetha Priya	Mrs. Sangeetha Priya is wife of Mr. Thiruvukkarasu who is the Director of the Company

31.2 Disclosure of related party transactions

(Rs. Crore)

Nature of Transaction/ Relationship/ Parties	2012-13	2011-12
<u>Purchase of Goods & Services/ Work Bills</u>		
Subsidiaries		
RPP Infra Projects (Lanka) Limited	14.91	32.11
Other Related Parties		
P & C Construction Pvt Ltd	1.74	0.27
Sanjeevi Constructions	2.04	2.80
Sakthi Constructions	7.47	11.67
<u>Sale of goods/ contract revenue & services</u>		
Subsidiaries		
RPP Infra Projects Gabon SA	1.06	3.87
<u>Sale of Fixed Assets</u>		
Step Down Subsidiary		
RPP Infra Projects Gabon SA	-	1.27
<u>Subscription to equity shares (including application money paid)</u>		
Subsidiaries		
R.P.P. Energy Systems Pvt Ltd	-	-
RPP Infra Overseas PLC	-	-
RPP Infra Projects (Lanka) Limited	-	0.05
Advances Given / repaid		
Other Related Parties		
Sakthi Constructions	-	0.67



Nature of Transaction/ Relationship/ Parties	2012-13	2011-12
Amounts Receivable in respect of loans & advances as on Balance sheet date		
Subsidiaries		
RPP Infra Overseas PLC	3.19	1.32
RPP Infra Projects (Lanka) Limited	-	0.14
R.P.P. Energy Systems Pvt Ltd	0.74	0.74
Other Related Parties		
RPP Selvam Infrastructure Private Ltd	0.03	0.04
P & C Constructions Pvt Ltd	0.03	-
Sangeetha Priya	-	0.00
Amounts Payable in respect of loans, advances and Provision of Services as on Balance sheet date		
Subsidiaries		
RPP Infra Projects (Lanka) Limited	16.11	28.10
Other Related Parties		
Sanjeevi Constructions	0.61	0.98
Sakthi Constructions	3.19	1.93
P & C Constructions Pvt Ltd	-	0.99
Payment of Salaries/ perquisites (Other than commission to Key management personnel)		
Mr. P. Arulsundaram - Chairman and Managing Director	0.42	0.42
Mrs. A. Nithya - Whole Time Director	0.18	0.18
Interest paid to Directors		
Mr. P. Arulsundaram - Chairman and Managing Director	0.12	-
Mrs. A. Nithya - Whole Time Director	0.12	-

32.0 Basic and Diluted earning per share (EPS) computed in accordance with Accounting Standard 20 "Earnings Per Share"

Particulars			2012-13	2011-12
Basic				
Profit after tax as per accounts	A	Rs.	113,644,301	225,922,064
Weighted Average number of shares outstanding	B	Nos.	22,600,584	22,600,584
Basic EPS	A/B	Rs.	5.03	10.00
Diluted				
Profit after tax as per accounts	A		11,36,44,301	22,59,22,064
Weighted average number of shares outstanding	B		N.A.	N.A.
Add: Weighted average number of potential equity shares of dilutive nature	C		-	-
Weighted average number of shares outstanding for diluted EPS	D=B+C		22,600,584	22,600,584
Diluted EPS	A/D		5.03	10.00
Face value per Share	Rs.	Rs.	10	10

**33.0 Contingent Liabilities** Rs. Crore

Particulars	Period	2012-13	2011-12
Counter Indemnities given to Banks in respect of contracts		56.59	33.68
Income Tax Liability that may arise in respect of which Company is in appeal	2005-06	0.24	0.24
Income Tax Liability that may arise in respect of which Company is in appeal	2008-09	5.19	5.19
Service Tax liability that may arise in respect of matters in appeal	2008-09	2.02	2.52

34.0 Commitments Rs. Crore

Particulars	2012-13	2011-12
Estimated amount of contracts remaining to be executed on capital account (net of advances)	NIL	NIL

35.0 Auditors' remuneration (excluding service tax) and expenses charged to the accounts: Rs. Lakh

Particulars	2012-13	2011-12
As Auditor	20.05	10.18
For Taxation matters	0.45	0.66
For other services	0.78	6.25

36.0 Value of Imports on CIF Basis: Rs. Crore

Particulars	2012-13	2011-12
Raw Materials	NIL	NIL
Components and Spare parts	NIL	NIL
Capital Goods	NIL	NIL

37.0 Expenditure in Foreign Currency Rs. Crore

Particulars	2012-13	2011-12
On Overseas Contracts	14.91	32.11
Others	-	0.53

38.0 Earnings in foreign exchange Rs. Crore

Particulars	2012-13	2011-12
Export of Services	1.06	3.87

39.0 Previous Year Figures

The previous year's figures have also been regrouped / reclassified wherever applicable.

R.P.P. INFRA PROJECTS LIMITED

Regd Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode 638 002

ATTENDANCE SLIP

(To be presented at the entrance of the Meeting venue)

Folio No. :
DP- ID No :
Client ID No :
Name of the Shareholder :
Name of the Proxy (in Block Letters) :

(to be filled in if the Proxy attends
instead of the member)

I hereby register my presence at the 18th Annual General Meeting held on Thursday, August 22, 2013 at 10.00 A.M at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode 638 011.

Member's / Proxy's Signature

R.P.P. INFRA PROJECTS LIMITED

Regd Office: S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode 638 002

PROXY FORM

I/We..... of..... being a Member/Member's of R.P.P Infra Projects Limited, hereby appoint ofor failing him ofor failing him of as my/our proxy to attend and vote for me / us / on my/our behalf at the 18th Annual General Meeting held on Thursday, August 22, 2013 at 10.00 A.M at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode 638 011 and at any adjournment thereof

Signed this day of2013

Affix Re. 1 revenue stamp

Folio No :
DP- ID No :
Client ID No :

Affix Re. 1
revenue
stamp

Note

This proxy form must be deposited at the Registered Office of the Company at S F No. 454, Ragupathynaicken Palayam, Poondurai Road, Erode 638 002, not less than forty – eight hours before the time for holding the aforesaid meeting.

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R.P.P. INFRA PROJECTS LIMITED

S F No. 454, Ragupathynaicken Palayam,

Poondurai Main Road,

Erode 638 002, Tamilnadu, India

Phone: 0424 – 2284077, Fax: 0424 – 2282077

E-mail: ao@rppi.com Website: www.rppi.com