

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 16th Extraordinary General Meeting (EGM) of the members of R.P.P Infra Projects Limited will be held on Thursday the 15th March 2018 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode – 638011 to transact the following business:

Item No. 1:

Increase in Authorized Share Capital

To pass the following Resolution as a Ordinary Resolution:

RESOLVED THAT the authorized share capital of the Company be and is hereby increased from Rs.25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten Only) each to Rs.34,00,00,000 (Rupees Thirty-Four Crores Only) divided into 3,40,00,000 (Three Crores Fourty Lakhs) equity shares of Rs. 10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT Pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

"The Share capital of the Company is Rs. 34,00,00,000/- (Rupees Thirty Four Crore Only) divided in to 3,40,00,000 (Three Crore Fourty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each. The Company shall have power to issue equity shares or preference shares in the capital original or increased in accordance with the provisions of the Companies Act, 2013 and the directors may subject to the provisions of the Act exercise such power in any manner, they think fit and provide for redemption of the preference shares on such terms including right to redeem at a premium or otherwise."

RESOLVED FURTHER THAT Company be and hereby authorized to take all steps for giving effect to the aforesaid Resolution.

Item No. 2:

Issue of Equity Shares on a Preferential Basis:

To pass the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") including Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the SEBI, the Stock Exchanges and/or any other statutory / regulatory authorities whether in India or abroad and all such other approvals, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to create, issue, offer and allot, from time to time and in one or more tranches, on a preferential allotment basis, upto 11,50,000 (Eleven Lakhs Fifty Thousand) fully paid Equity Shares of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") of the Company for cash to the individuals and/or companies forming part of the promoter and promoter group as mentioned in the explanatory statement at such price not less than the price determined in accordance with Chapter VII of the SEBI ICDR Regulations on such terms and conditions and in such manner, as the Board or the Committee of the Board of Directors, may, in its absolute discretion deem fit ("Preferential Issue").

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank paripassu with the existing Equity Shares of the Company in all respects including entitlement to dividend.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the price of the Equity Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. "Relevant Date" for the purpose of determining the minimum price of the Equity Shares under Regulation 71 of the SEBI ICDR Regulations is February 12, 2018* the date which is 30 days prior to the date of shareholders meeting for approving the Preferential Issue.

**Since February 13, 2018, the 30th day falls on a holiday, a day proceeding to the holiday is reckoned to be the relevant date i.e. February 12, 2018*

RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders or any approval from any regulatory authority / the Central Government, whichever is later or as specified under Regulation 74 of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution."

Item No. 3:

Issue of Equity Shares under the provisions of Sections 23, 42 and 62 the Companies Act, 2013.

To pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") and the Rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of RPP InfraProjects Limited (the "**Company**") and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**SEBI ICDR Regulations**") (including any amendment thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended ("**SEBI Listing Regulations**"), the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("**Governmental Authorities**"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee(s) thereof

constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), consent, authority and approval of the Company be and is hereby accorded to the Board, on behalf of the Company, to offer, issue and allot, such number of equity shares of the Company with a face value of Rs. 10 (Rupees Ten) each (“**Equity Shares**”), in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of private offerings by way of Qualified Institutions Placement (“**Qualified Institutions Placement**” or “**QIP**”) on preferential allotment basis, through issue of placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers (“**QIBs**”) in accordance with Chapter VIII of the SEBI ICDR Regulations, as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations in consultation with the lead managers, advisors or other intermediaries, for an aggregate amount not exceeding **Rs.150 Crore** (Rupees One Hundred and Fifty Crore Only) inclusive of such premium as may be fixed on the Equity Shares, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of SEBI ICDR Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the “**Issue**”).

RESOLVED FURTHER THAT the allotment of the Equity shares shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations and the Company may, in accordance with applicable law, also offer a discount of not more than 5 % or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

RESOLVED FURTHER THAT in accordance with Chapter VIII of the SEBI ICDR Regulations, the “**relevant date**” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed Issue.

RESOLVED FURTHER THAT the Board/ Committee be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted or as may be necessary in accordance with the terms of the issue and all such Equity Shares shall rank *paripassu* inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to engage, appoint lead manager(s), underwriter(s), registrar(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, arrangement(s), placement agreement(s)/ payment and any other agreements or documents, etc., with such agencies and also to seek the listing of such Equity Shares on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board/ Committee, where required in consultation with the merchant bankers and/or other advisors as mentioned above, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final placement document(s), including the selection of qualified institutional buyers and/or to such Investors to whom the Equity Shares are to be offered, issued and allotted, number of Equity Shares to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount, listing on the Stock Exchanges and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Equity Shares

and any agreement or document (including without limitation, any amendment or modification), the execution of various transaction documents and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Equity Shares, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board/ Committee or/ and other designated officers of the Company be and are hereby severally authorised to make all filings including as regards the requisite listing application/ placement document, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges, RBI, SEBI, the Registrar of Companies and such other authorities for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to delegate all or any of its power to any person/ committee (including any officer(s) of the Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

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

By Order of the Board
For RPP Infra Projects Limited

K.Jayanthar
Company Secretary

Place: Erode

Date: 13th February, 2018

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the special business in the Notice is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
3. A person can act as a proxy for only 50 (fifty) members and hold in the aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
4. Corporate Members intending to send their authorized representatives to attend the Extraordinary General Meeting (EGM) are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the EGM.
5. 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.
6. Members/proxies/Authorised Representatives should bring the enclosed attendance slip, duly filled in, for attending the Meeting.
7. Members who hold share(s) in electronic mode may please write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio numbers in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Members are requested to send all communication relating to shares, dividend matters, change of address, etc, to the Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: R.P.P Infra Projects Limited), by writing to them at: Subramanian Building, No.1, Club House Road, Anna Salai, Chennai - 600 002 or by e-mail to: investor@cameoindia.com.
9. The Register of Directors'and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and relevant documents referred to in the accompanying Notice and Explanatory Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 A.M. and 5.00 P.M. from the date hereof up to the date of the EGM.
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 their members. In order to support the green initiative and to reduce the usage of paper, your Company requests all shareholders to update their e-mail Ids with their respective depository 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. Pursuant to Section 124 of the Companies Act, 2013, all dividends remaining unclaimed or unpaid for seven years from the date of transfer to Company's unpaid dividend account are required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the amended provisions of the Companies act, 2013.
14. As per Regulation 39 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has transferred all the share certificates remaining undelivered, unclaimed by the shareholders due to insufficient/ incorrect information to "Unclaimed Suspense Account" and has dematerialised the shares held in the said Unclaimed Suspense Account. In terms of securities accruing on such shares viz., IPO shall also be credited to such Unclaimed Suspense Account. The voting rights on such shares shall remain frozen till the rightful owner claims the shares. Members who have not claimed their shares pursuant to IPO are requested to claim the same either to the Company or to the Registrars and Transfer Agents.
15. Electronic copy of the Notice for the EGM being sent to all the Members whose e-mail IDs are registered with the Company / Depository Participants(s). Physical copy of the Notice being sent in the permitted mode to Members for whom the e-mail IDs are not available and who have requested for physical copies. The Notice is also available on the Company's Website – www.rppi.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.

16. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members the facility of 'remote e-voting' (e-voting from a place other than the venue of the EGM) to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/ polling paper shall also be made available at the venue of the EGM. Members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the EGM.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Login to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "R.P.P INFRA PROJECTS LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID) followed by 8 Digits Client ID. Members holding shares in physical form should enter Folio Number registered with the Company. Next, enter the Image Verification as displayed and click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Vimal with sequence number 1 then enter VI00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member ID/ folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for R.P.P Infra Projects Limited on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If the Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password and enter the details as prompted by the system.
- (xvii) Shareholders can also cast their votes using CDSL's mobile app m-voting.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case of members receiving the physical copy, please follow all steps from sl. no (i) to sl. no. (xvii) above to cast the vote.
- (xx) The voting period begins on 12th March 2018, Monday, at 10.00 A.M. and ends on 14th March 2018, Wednesday, at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 9th March 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 14th March 2018. Members holding shares in physical or in demat form as on 9th March, 2018 shall only be eligible for e-voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under "Help" section or write an email to helpdesk.evoting@cdslindia.com.
17. The results of e-voting along with voting by ballot at the Extra-Ordinary General Meeting to be held on 15th March, 2018 will be announced by the Chairman of the Meeting within 48 hours of the Extra-Ordinary General Meeting. The result of the voting will be hosted on the website of the Company, i.e. www.rppipl.com, website of CDSL and will also be intimated to Stock Exchanges after declaration of results by Chairman.
18. The Company has appointed Mr. Gouri Shanker Mishra, Practicing Company Secretary (C.P. No: 13581) as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.
19. A copy of this notice has been placed on the website of the Company and website of the CDSL

The route map to the venue of the EGM is attached with the Notice

EXPLANATORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013

The following explanatory statement relating to the accompanying notice set out all material facts:

ITEM NO. 1:

Section 61(1)(a) of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "**Companies Act**") provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its authorized share capital by such amount as it thinks expedient by issuing new shares.

Article 5 (a) of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorized Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

For the purposes of accommodation of the fresh capital that Company may intend to issue from time to time, it is recommended by the Board that the present Authorized Share Capital should be increased and revised to Rs. 34,00,00,000/- (Rupees Thirty-Four Crore Only) divided into 3,40,00,000 (Three Crore Fourty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each and Clause V of the Memorandum of Association should be amended accordingly.

The Board recommends the resolution for approval of the Members of the Company.

None of the Directors, key managerial personnel are concerned or interested in the proposed resolution, except to the extent of their shareholding in the company.

ITEM NO. 2:

Your Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.

It is proposed to raise funds by issue of equity shares through preferential allotment subject to statutory approvals and compliances as may be required to be obtained and complied with under applicable laws in India.

The Board at its meeting held on February 13, 2018 approved the proposed issue of up to 11,50,000 (Eleven Lakh Fifty Thousand Only) equity shares of face value Rs. 10 each, on a preferential basis for cash at a price of Rs.282.47 (Rupees Two Hundred and Eighty Two and Paise Forty Seven Only) per Equity Share aggregating upto Rs. 3,48,40,500 (Rupees Three Crore Fortyeight lakh forty thousand and five Hundred Only), including premium of Rs.272.47 (Rupees Two Hundred and Seventy Two and Paise Forty Seven Only) per Equity Share, to the below mentioned proposed allottees in accordance with the provisions of the SEBI (ICDR) Regulations on such terms and conditions and in such manner, as the Board may, in its discretion, think fit;

Sr. No	Name of the proposed allottee(s)	Category (Promoter/ Non Promoter)	No of Equity Shares	Consideration payable (Amount in Rs.)
1	A. Nithya	Promoter	11,50,000	3,48,40,500

The proposed issue and allotment of the Equity Shares will inter-alia be governed by the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company, the SEBI Listing Regulations and the SEBI (ICDR) Regulations.

The issuance of the Equity Shares to the Promoter and Promoter Group on a preferential basis will be subject to customary conditions including applicable governmental and regulatory approvals and other third party approvals. The satisfaction of these conditions is not necessarily within the control of the Company. The Equity Shares allotted to the Promoter and Promoter Group shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

Pursuant to provisions of Section 62 of Companies Act 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The proposed issue and allotment of equity shares on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable rules made thereunder. Further, in terms of the Chapter VII of SEBI (ICDR) Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the Extraordinary General Meeting:

a) Object of the Preferential Issue:

The Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws.

b) Intention of Promoters / Directors / key management personnel to subscribe to the offer:

Promoters / Directors / key management personnel of the company are intending to participate by subscribing in the present offer towards funding the growth programme. The preferential issue is being made to the constituents of the Promoter(s) of the Company, Mrs. A. Nithya, Promoter, Whole Time Director and Chief Financial Officer as mentioned hereinunder.

c) The Shareholding pattern before and after the Preferential Issue:

The shareholding pattern of the Company pre and post the preferential allotment, is given below:

Sr. No.	Category of Shareholder	Pre-issue		Post-Issue	
		No. of shares held	% on Total Holding	No. of shares held	% on Total Holding
A. Shareholding of Promoter and Promoter Group					
	<i>Indian:</i>				

Sr. No.	Category of Shareholder	Pre-issue		Post-Issue	
		No. of shares held	% on Total Holding	No. of shares held	% on Total Holding
	Individual	1,18,68,391	52.51	1,30,18,391	54.81
	Bodies Corporate	0	0	0	0
	Foreign Promoters	0	0	0	0
	Sub Total (A)	1,18,68,391	52.51	1,30,18,391	54.81
B. Public Shareholding					
	<i>Institutions</i>				
	Mutual Funds / UTI/ Banks/ FIs	1174372	5.20	1174372	4.95
	Foreign Institutional Investors	478297	2.12	478297	2.01
	Sub-Total (B1)	1652669	7.32	1652669	6.96
	<i>Non-institutions</i>				
	Bodies Corporate	4163454	18.42	4163454	17.53
	Individuals	4350320	19.25	4350320	18.32
	Non Resident Indians	565750	2.51	565750	2.38
	Foreign Company	0	0	0	0
	Sub-Total (B2)	9079524	40.18	9079524	38.23
	GRAND TOTAL (A)+(B1)+(B2)	22600584	100	23750584	100

(The above shareholding pattern is based on the shareholding pattern as on December 31, 2017)

d) Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares pursuant to the Preferential Issue, is February 12, 2018* i.e. being the date which is 30 (Thirty) days prior to the date on which the meeting of the shareholders is held to consider the proposed Preferential Issue.

* Since February 13, 2018, the 30th day prior to the date of meeting falls on a holiday, a day preceding to the holiday is reckoned to be the relevant date i.e., February 12, 2018

e) The time within which the preferential issue shall be completed:

The issue and allotments under Preferential Issue process will be completed within 15 days from passing of the resolution, subject to condition that in case, any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission, as the case may be.

f) The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control) the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

S. No	Name of the Proposed Allottee (s)	Present holding		Proposed issue of Equity Shares	Post Issue holding	
		Shares	%		Shares	%
1	A. Nithya	55,79,898	24.69%	11,50,000	67,29,898	28.34

As contained Mrs. A Nithya, will hold the above shares in case, all the shares as proposed is subscribed by her. Further, she will hold the share for her own benefit. Post allotment of the shares as mentioned, Promoters will

hold a total of 1,30,18,391 Equity Shares, representing 54.81 percent of the number of Equity Shares. Further, the existing promoter will continue to control and the allotment of above Equity Shares would not result in any change in the control or management of the affairs of the Company.

g) Pricing of Preferential Issue:

The pricing of the Equity Shares to be allotted shall not be lower than the price determined in accordance with the Chapter VII of "SEBI ICDR Regulations", which provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b) The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

Based on the above calculation, the minimum price based on relevant date is Rs.282.47. Present preferential allotment of Equity Shares is priced at Rs. 282.47 per equity share as per the provisions of Chapter VII of the SEBI (ICDR) Regulations. Same may also be treated as valuation for Companies Act, 2013.

h) Undertakings

The equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than six (6) months and the Equity Shares are frequently traded. Hence, the Company may not be required to re-calculate the price.

However, as required under Regulation. Company undertakes that:

- a. It shall re-compute the price of the Equity Shares in terms of the provisions regulations where it is required to do so.
- b. That the Company undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottees.

i) Terms of Issue of Equity Shares

- **Payment and conversion terms** – Since, it is proposed to issue the equity share, full consideration shall be paid by the allottee before the time of allotment of such shares.
- **Lock In** - The Equity Shares to be allotted on preferential basis shall be locked-in for a period of three years from the date of Trading Approval as per the Regulations 78(1) of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the above allottee shall be locked-in from the Relevant Date upto the period of 6 months from the date of Trading Approval as per the Regulations 78(6) of the SEBI ICDR Regulations.
- **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer** – Not Applicable as allotment is being made for cash.
- **The class or classes of persons to whom the allotment is proposed to be made** – The allotment is being made to Promoter.

c. Auditors' Certificate:

A certificate has been obtained from M/s Sundaram & Narayanan, Chartered Accountants, the Statutory Auditors of the Company that the Equity Shares through preferential issue on private placement basis is being made in

accordance with the requirements contained in SEBI (ICDR) Regulations and the certificate as required shall be placed before the shareholders in the meeting.

A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 a.m. to 2.00 p.m. on any working day upto the date of the meeting.

As it is proposed to issue and allot the aforesaid allotment of Equity Shares on private placement basis through preferential issue, special resolution is required to be approved by members pursuant to the provisions of Section 42 and 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI Listing Regulations.

The Board recommends the special resolution for your approval.

Except Mr. P Arulsundaram and Mrs. A Nithya, none of other Directors, Key Managerial Person(s) are concerned or interested in the proposed resolution.

ITEM NO. 3:

Taking into account the progressive process of economic and market revival both in domestic and international markets and also to encash the resultant potentialities and opportunities under the prevailing conditions, your Company needs to augment long term financial resources by way of raising equity to meet its long term working capital and capital expenditure requirements, in connection with the company's business venture(s) including but not limited to repayment of debts, general corporate purposes and for such other purposes as may be permitted by applicable laws.

All the above plans would need requisite funds and hence, your Company would like your approval to issue Equity Shares for aggregate amount of not more than **Rs. 150 Crores (Rupees One Hundred and Fifty Crores only)** at such time as the Board of Directors of the Company may determine.

The proposed resolution seeks the enabling authorization of the members to the Board of Directors to raise funds by issuance of Equity Shares of the Company, to be listed on a recognized Stock Exchange in India by way of QIP.

This special resolution seeks to empower the Board of Directors and/or the Committee thereof to undertake a qualified institutions placement with qualified institutional buyers as per the SEBI ICDR Regulations and section 42 of the Companies Act, 2013 and rules thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, amended from time to time. The Board of Directors and/or the Committee thereof may adopt this mechanism, as prescribed under chapter VIII of the SEBI ICDR Regulations in order to facilitate the abovementioned proposed plan without the need for fresh approval from the shareholders.

The special Resolution also enables the Board of Directors and/or the Committee thereof to issue Equity Shares, at such prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board of Directors and/or the Committee thereof deems fit. The Company may, in accordance with applicable laws, offer a discount of not more than 5 % or such percentage as permitted under applicable law, on the price determined pursuant to the chapter VIII of SEBI ICDR Regulations. The 'Relevant Date' for this purpose will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

The details terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers or consultant or advisor and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.

The special resolution seeks the consent and authorization of the members to the Board of Directors / Committee to make the proposed Issue of Equity Shares, in consultation with the lead managers, advisors, other intermediaries and in the events it is decided to issue Equity Shares, as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions in accordance with the applicable rules, regulation and guidelines

Your Board recommends the special resolutions for your approval.

None of the Directors, Key Managerial Personnel are concerned or interested in the proposed resolution, except to the extent of their shareholding in the company.

By Order of the Board
For RPP Infra Projects Limited

K.Jayanthar
Company Secretary

Place: Erode

Date: 13th February, 2018

R.P.P. INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, RagupathynaickenPalayam, Poondurai Road, Erode – 638002.

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

16th Extra-Ordinary General Meeting - 15th March 2018

Name of the member (s) :

E-mail Id :

Registered Address :

Folio No./Client Id :

DP ID No. :

I/We, being the member (s) of..... shares of the above named company, hereby appoint

1. Name :
E-mail Id :
Address :
Signature : or failing him
2. Name :
E-mail Id :
Address :
Signature : or failing him
3. Name :
E-mail Id :
Address :
Signature : or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Extra- Ordinary General Meeting of the company, to be held on Thursday, March 15, 2018 at 10.00 A.M at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode - 638011 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1	Increase in Authorized Share Capital
2	Issue of Equity Shares on a Preferential Basis
3	Issue of Equity Shares under the provisions of Sections 23, 42 and 62 the Companies Act, 2013.

Signed this day of2018
Folio No. :
DP ID No. :
Client ID No. :

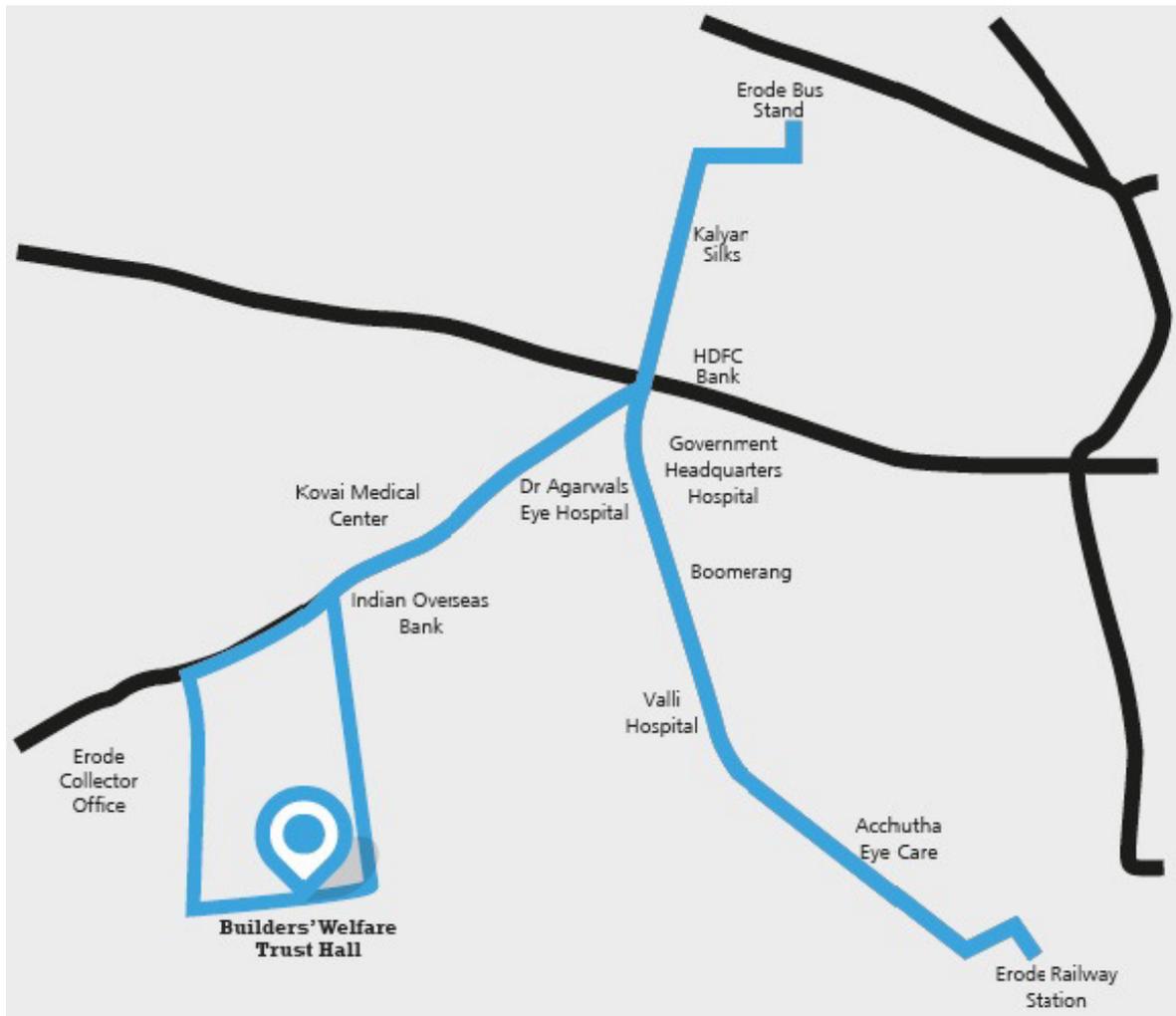
Affix Re. 1/-
Revenue
Stamp and
sign across

Name of the Member/Proxy

Signature of the Member/Proxy

Note: This form of proxy in order to be effective should be duly stamped, signed and deposited at the Registered Office of the Company, not less than 48 Hours before the commencement of the meeting.

ROUTE MAP TO THE VENUE OF THE EGM



R.P.P. INFRA PROJECTS LIMITED

CIN: L45201TZ1995PLC006113

Regd. Office: S F No. 454, RagupathynaickenPalayam, Poondurai Road, Erode – 638002.

ATTENDANCE SLIP

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

16th Extra-Ordinary General Meeting, March 15, 2018 at 10.00 A.M.

Registered Folio No. :
DP ID No. :
Client ID No. :
No. of Shares Held :

I hereby record my presence at the 16th Extra- Ordinary General Meeting of the company held on Thursday, March 15, 2018 at 10.00 A.M at Builders' Welfare Trust Hall, Builders' Association of India, No. 35, Perundurai Road, Erode - 638011.

Name of the Member/Proxy

Signature of the Member/Proxy

Note:

Only member/proxy holder can attend the meeting.