RPP Infra Projects Ltd

Tuesday, October 02, 2012

The Manager, Listing Department
National Stock Exchange Limited,
Exchange Plaza, 5th Floor,
Plot No C/1, G Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai - 400 051

Fax: 022 – 26598237/38

The Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Fax: 022 – 2272 3121/2037

Dear Sir/Madam,

Sub: Proceedings of Annual General Meeting – reg.

Symbol: "RPPINFRA" *Scrip Code: 533284* *Series: EQ*

Please find enclosed proceedings of the seventeenth Annual General Meeting of the Company held on September 29, 2012. This is for your information and records.

Thanking you,

Yours truly,

For RPP Infra Projects Limited

R. Nithyaprabhu

Nithya Prabhu R
Company Secretary

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Guindy, Chennai - 600 032.
Tel : + 91 44 2250 1666, Hp : +91 99760 38777.
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Regd Office :
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RPP INFRA PROJECTS LIMITED

Minutes of the Seventeenth Annual General Meeting of RPP Infra Projects Limited held on Saturday, 29th September 2012 at 10.00 A.M. at Builder's Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode 638 011.

Persons in the Dais

Mr. P Arulsundaram	Chairman & Managing Director
Mrs. A Nithya	Whole Time Director
Mr. S Swaminathan	Independent Director (Audit Committee - Chairman)
Mr. A P C Krisshnamoorthy	Independent Director
Mr. P Muralithasan	Director

Members present in person : 19
By Proxy : -

Commencement of the Meeting

Mr. P Arulsundaram, Chairman & Managing Director occupied the chair. Calling the meeting to order, the Chairman informed that the requisite quorum being present, the meeting commenced at 10.00 A.M.

All the required statutory registers were placed in the meeting.

As advised by the Chairman, Mr. R Nithya Prabhu, Company Secretary, welcomed the members to the Seventeenth Annual General Meeting of the Company.

With the consent of the Shareholders, the notice convening the meeting and the Directors report were taken as read.

As advised by the Chairman, Mr. R Nithya Prabhu read out the Report of the Statutory Auditor to the Shareholders, on the Audited Financial Statements of the Company for the year ended 31st March 2012 and also requested that the Annexure to the Auditor's Report be taken as read. The members agreed to the same. Mr. R Nithya Prabhu then read the Auditor's Report.

Chairman's Address:

The Chairman delivered a speech on the progress made by the Company as of date, briefly narrating on the overview of the Construction Industry, performance of the Company during the Financial Year 2011-12, outlook for the current year and status of the various projects.

/Certified True Copy/
For RPP Infra Projects Ltd

ORDINARY BUSINESS

Item 1 Adoption of Accounts, the Directors Report and the Auditors report.

The Company Secretary read out the following resolution:

Resolved that the Profit and Loss Account for the year ended 31st March 2012, the Balance sheet as on that date and the Reports of Directors and Auditors as laid before the Members at this Meeting be and are hereby approved and adopted.

Proposed by: Mr. Asokan
Seconded by: Mr. Mohan raj

The Resolution was passed unanimously.

Item 2 Declaration of dividend for the Year ended 31st March 2012.

The Company Secretary read out the following resolution:

Resolved that a dividend of Re. 0.50 per share i.e. 5 % be and is hereby declared.

Proposed by: Mr. Arivanantham
Seconded by: Mr. Gurumoorthy

The Resolution was passed unanimously.

Item 3 Re-appointment of Mr. A P C Krisshnamoorthy as a Director of the Company

The Company Secretary read out the following resolution:

Resolved that Mr. A P C Krisshnamoorthy who retires by rotation and being eligible for re-appointment be and is hereby re-elected as a Director of the Company.

Proposed by: Mrs. Shakila
Seconded by: Mr. Sundara Gandhi

The Resolution was passed unanimously.

/Certified True Copy/
For RPP Infra Projects Ltd
R. Nirmaya Kumar
Company Secretary

Item 4 Re-appointment of Mr. S Swaminathan as a Director of the Company

The Company Secretary read out the following resolution:

Resolved that Mr. S Swaminathan who retires by rotation and being eligible for re-appointment be and is hereby re-elected as a Director of the Company.

Proposed by: Ms. Vijaya Bharathi
Seconded by: Mr. Paramasivam

The Resolution was passed unanimously.

Item 5 Appointment of Auditors

The Company Secretary read out the following resolution:

Resolved that the Auditors M/s. Karthikeyan & Jayaram, Chartered Accountants, Erode be and are hereby appointed as the Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting.

Proposed by: Mr. Sivabal
Seconded by: Mr. Khaja

The Resolution was passed unanimously.

Special Business:

Item 6 Appointment of Mr. K Natarajan as a Director

The Company Secretary read out the following resolution:

Resolved that Mr. K Natarajan, who was appointed as an Additional Director of the Company, at the meeting of the Board of Directors of the Company held on 22nd August 2011 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 257 (1) of the Companies Act 1956 in writing proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.

Proposed by: Mr. Arivanantham
Seconded by: Mr. Sundara Gandhi

The Resolution was passed unanimously.

/Certified True Copy/
For DDP Infra Projects Ltd
R. Natarajan
Company Secretary

Item 7 Appointment of Mr. A N Vasu Rao as a Director

The Company Secretary read out the following resolution:

Resolved that Mr. A N Vasu Rao, who was appointed as an Additional Director of the Company, at the meeting of the Board of Directors of the Company held on Thursday, 03rd May 2012 and whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the company has received a notice under Section 257 (1) of the Companies Act 1956, in writing proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.

Proposed by: Mr. Khaja
Seconded by: Mr. Mohan raj

The Resolution was passed unanimously.

Vote of Thanks

The meeting ended with vote of thanks to the Chairman, shareholders and invitees to the meeting.

/Certified True Copy/
For RPP Infra Projects Ltd
Company Secretary