



# RPP Infra Projects Ltd

Saturday, 28<sup>th</sup> September, 2019

<b>BSE Limited</b> Floor 25," P.J Towers" Dalal Street, Mumbai - 400001 <b>Scrip Code: 533284</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, BandraKurlaComplex, Bandra (East), Mumbai - 400051. <b>Scrip Code: RPPINFRA</b>
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Dear Sirs

**Sub: Submission of Voting Results and Scrutinizer's Report -reg.**

We wish to inform you that the Annual General Meeting of M/s R.P.P INFRA PROJECTS LIMITED was held on Friday the 27<sup>th</sup> September, 2019 at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode - 638 011 Tamil Nadu and all resolutions transacted at the said meeting had been passed with requisite majority.

In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results in the prescribed format are enclosed as per Annexure - A.

In compliance of Rule 20 of Companies (Management and Administration) Rules, 2014, the Scrutinizer's Report issued by Mr Gouri Shankar Mishra, Practicing Company Secretary, Scrutinizer is enclosed as Annexure - B.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For RPP INFRA PROJECTS LIMITED**

  
**A.KARTHISWARAN**  
**COMPANY SECRETARY**

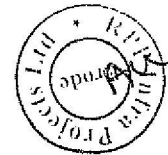
Encl: As Above

Regd Office :  
S.F. No. 454, Raghupathnaiken Palayam,  
Railway Colony (Post), Poondurai Road,  
Erode - 638 002. Tamilnadu. India.

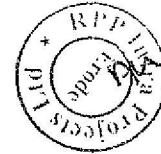
☎ : +91 424 2284077  
☎ : +91 424 2282077  
✉ : ao@rppiplt.com  
🌐 : www.rppiplt.com

CIN : L45201TZ1995PLC006113  
PAN : AAACR9307E  
Service Tax No. AAACR9307EST001  
GSTIN No. : 33AAACR9307E1Z0

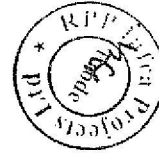
General information about company	
Scrip code	533284
NSE Symbol	RPPINFRA
MSEI Symbol	
ISIN	INE324L01013
Name of the company	RPP INFRA PROJECTS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2019
Start time of the meeting	10:00 AM
End time of the meeting	10:55 AM



<b>Scrutinizer Details</b>	
Name of the Scrutinizer	GOURI SHANKAR MISHRA
Firms Name	BGSMISHRA & ASSOCIATE COMPANY SECRETARIES LLP
Qualification	CS
Membership Number	6906
Date of Board Meeting in which appointed	29-05-2019
Date of Issuance of Report to the company	28-09-2019



<b>Voting results</b>	
Record date	20-09-2019
Total number of shareholders on record date	4850
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	16
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	





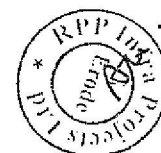
Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2019, the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11868391	11613341	97.851	11613341	0	100	0
	Poll		50	0.0004	50	0	100	0
	Postal Ballot (if applicable)							
	Total		11868391	11613391	97.8514	11613391	0	100
Public-Institutions	E-Voting	1512810	794310	52.5056	794310	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1512810	794310	52.5056	794310	0	100
Public-Non Institutions	E-Voting	9219383	229372	2.4879	229372	0	100	0
	Poll		1563	0.017	1563	0	100	0
	Postal Ballot (if applicable)							
	Total		9219383	230935	2.5049	230935	0	100
Total		22600584	12638636	55.9217	12638636	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



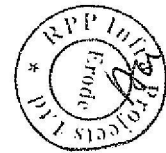
Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Director in the place of Mrs. ANithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11868391	11613341	97.851	11613341	0	100	0
	Poll		50	0.0004	50	0	100	0
	Postal Ballot (if applicable)							
	Total		11868391	11613391	97.8514	11613391	0	100
Public- Institutions	E-Voting	1512810	794310	52.5056	794310	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1512810	794310	52.5056	794310	0	100
Public- Non Institutions	E-Voting	9219383	229372	2.4879	229372	0	100	0
	Poll		1563	0.017	1563	0	100	0
	Postal Ballot (if applicable)							
	Total		9219383	230935	2.5049	230935	0	100
Total		22600584	12638636	55.9217	12638636	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



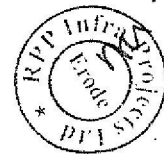
Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration to Cost Auditor				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11868391	11613341	97.851	11613341	0	100	0
	Poll		50	0.0004	50	0	100	0
	Postal Ballot (if applicable)							
	Total		11868391	11613391	97.8514	11613391	0	100
Public- Institutions	E-Voting	1512810	794310	52.5056	794310	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1512810	794310	52.5056	794310	0	100
Public- Non Institutions	E-Voting	9219383	229372	2.4879	229372	0	100	0
	Poll		1563	0.017	1563	0	100	0
	Postal Ballot (if applicable)							
	Total		9219383	230935	2.5049	230935	0	100
Total		22600584	12638636	55.9217	12638636	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Object Clause of the Memorandum of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11868391	11613341	97.851	11613341	0	100	0
	Poll		50	0.0004	50	0	100	0
	Postal Ballot (if applicable)							
	Total		11868391	11613391	97.8514	11613391	0	100
Public-Institutions	E-Voting	1512810	794310	52.5056	0	794310	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		1512810	794310	52.5056	0	794310	0
Public- Non Institutions	E-Voting	9219383	229372	2.4879	229372	0	100	0
	Poll		1563	0.017	1563	0	100	0
	Postal Ballot (if applicable)							
	Total		9219383	230935	2.5049	230935	0	100
Total		22600584	12638636	55.9217	11844326	794310	93.7152	6.2848
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

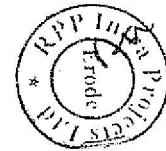


Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11868391	11613341	97.851	11613341	0	100	0
	Poll		50	0.0004	50	0	100	0
	Postal Ballot (if applicable)							
	Total		11868391	11613391	97.8514	11613391	0	100
Public-Institutions	E-Voting	1512810	794310	52.5056	794310	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1512810	794310	52.5056	794310	0	100
Public- Non Institutions	E-Voting	9219383	229372	2.4879	229372	0	100	0
	Poll		1563	0.017	1563	0	100	0
	Postal Ballot (if applicable)							
	Total		9219383	230935	2.5049	230935	0	100
Total		22600584	12638636	55.9217	12638636	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



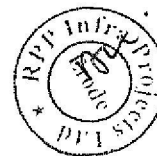
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Articles of Association as per the provisions of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	11868391	11613341	97.851	11613341	0	100	0
	Poll		50	0.0004	50	0	100	0
	Postal Ballot (if applicable)							
	Total		11868391	11613391	97.8514	11613391	0	100
Public- Institutions	E-Voting	1512810	794310	52.5056	794310	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1512810	794310	52.5056	794310	0	100
Public- Non Institutions	E-Voting	9219383	229372	2.4879	229372	0	100	0
	Poll		1563	0.017	1563	0	100	0
	Postal Ballot (if applicable)							
	Total		9219383	230935	2.5049	230935	0	100
Total		22600584	12638636	55.9217	12638636	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





**CONSOLIDATED SCRUTINISER'S REPORT**

**[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of 24<sup>th</sup> Annual General Meeting of the members of R.P.P Infra Projects Limited held on Friday, 27<sup>th</sup> September 2019 at 10:00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode-638011, Tamil Nadu.

**Sub: Consolidated Scrutinizer's Report on remote e-voting and physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for voting at the 24<sup>th</sup> Annual General Meeting of the members of R.P.P. Infra Projects Limited held on Friday, 27<sup>th</sup> September 2019 at 10:00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode-638011, Tamil Nadu.**

Dear Sir,

I, Gouri Shankar Mishra, Practising Company Secretary, Partner, BGS Mishra & Associates, Company Secretaries LLP had been appointed as the Scrutinizer by the Board of Directors of R.P.P Infra Projects Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process and to scrutinize the remote e-voting and physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 24<sup>th</sup> Annual General Meeting of the members of the Company held on Friday, 27<sup>th</sup> September 2019 at 10:00 A.M.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting [i.e. by remote e-voting and voting by poll by means of the ballot papers at the Annual General Meeting] for the resolutions contained in the Notice. My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizers report of the votes cast "in favour".

The Notice dated 29<sup>th</sup> May 2019 along with Explanatory Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions at the 24<sup>th</sup> Annual General Meeting of the members of the Company.

The Company had availed the remote e-voting facility provided by the Central Depository Services (India) Limited (CDSL), the agency authorized under the rules and engaged by the Company to provide e-voting facilities for voting through electronic means.





The Company had also provided voting facility to the shareholders present at the 24<sup>th</sup> Annual General Meeting of the members of the Company for shareholders who had not casted their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "Cut-off" date i.e. 20<sup>th</sup> September 2019 were entitled to vote for the resolutions proposed in the Notice of the 24<sup>th</sup> Annual General Meeting of the members of the Company.

The Ballot Box which was kept for the purpose of voting through ballots was locked by me and was opened on the conclusion of the meeting in the presence of two witnesses, who were not in the employment of the company and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and M/s Cameo Corporate Services Limited, the Registrar and Transfer Agents (R&TA) and by support of their staff.

The voting period for remote e-voting commenced on Tuesday, 24<sup>th</sup> September 2019 at 10.00 A.M. and ended on Thursday 26<sup>th</sup> September 2019 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter. After the conclusion of the voting at the 24<sup>th</sup> Annual General Meeting of the members of the Company the votes cast there under were counted also the data obtained from CDSL.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

As per the requirement of the Management, I am submitting herewith a consolidated report of the remote e-voting together with that of the voting through ballot at the venue of the meeting as given in Annexure 1.

The electronic data and all other relevant records relating to the remote e-voting and ballot are under my safe custody and will be handed over to the Company Secretary for preserving safety after the Chairman considers, approves and signs the minutes of 24<sup>th</sup> Annual General Meeting of the members of the Company.

**For BGSMISHRA & Associates Company Secretaries LLP**  
(LLPIN- AAI-9142)

**Gouri Shankar Mishra**  
Partner  
M. No. FCS 6906



**Date: 28<sup>th</sup> September 2019**  
**Place: Chennai, Tamil Nadu**



**ANNEXURE 1**

**CONSOLIDATED REPORT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF  
VOTING THROUGH BALLOT PROCESS AT THE VENUE OF THE MEETING**

**1. Adoption of the Audited Financial Statements and Audited Consolidated Financial Statements  
for the financial year ended on 31<sup>st</sup> March 2019**

**Type of Business:** Ordinary Business

**Nature of Resolution:** Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	20	12,637,023
Total Number of Ballot Papers Received (Physical Voting)	6	1,613
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	20	12,637,023
No. of valid cast in favour of the Resolution (Physical Voting)	6	1,613
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	<b>100%</b>	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.





**2. Appointment of a Director in the place of Mrs. A Nithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment**

**Type of Business:** Ordinary Business

**Nature of Resolution:** Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	20	12,637,023
Total Number of Ballot Papers Received (Physical Voting)	6	1,613
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	20	12,637,023
No. of valid cast in favour of the Resolution (Physical Voting)	6	1,613
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.







### 3. Ratification of Remuneration to Cost Auditor

**Type of Business:** Special Business

**Nature of Resolution:** Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	20	12,637,023
Total Number of Ballot Papers Received (Physical Voting)	6	1,613
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	20	12,637,023
No. of valid cast in favour of the Resolution (Physical Voting)	6	1,613
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.





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

Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	20	12,637,023
Total Number of Ballot Papers Received (Physical Voting)	6	1,613
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	7	11,842,713
No. of valid cast in favour of the Resolution (Physical Voting)	6	1,613
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	13	794,310
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	93.71%	

**Result:** The resolution requiring requisite majority for passing as Special Resolution was received.





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

**Type of Business:** Special Business

**Nature of Resolution:** Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	20	12,637,023
Total Number of Ballot Papers Received (Physical Voting)	6	1,613
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	20	12,637,023
No. of valid cast in favour of the Resolution (Physical Voting)	6	1,613
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	<b>100%</b>	

**Result:** The resolution requiring requisite majority for passing as Special Resolution was received.



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

**Type of Business:** Special Business

**Nature of Resolution:** Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	20	12,637,023
Total Number of Ballot Papers Received (Physical Voting)	6	1,613
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	20	12,637,023
No. of valid cast in favour of the Resolution (Physical Voting)	6	1,613
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	<b>100%</b>	

**Result:** The resolution requiring requisite majority for passing as Special Resolution was received.

You may kindly take note of the details of voting and declare the result based on same.

For **BGSMISHRA & Associates Company Secretaries LLP**  
(LLPIN- AAI-9142)



**Gouri Shankar Mishra**  
Partner  
M. No. FCS 6906



**Date:** 28<sup>th</sup> September 2019  
**Place:** Chennai, Tamil Nadu