



RPP Infra Projects Ltd

Saturday, 1st October 2022

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

Sub: Proceedings of 27th Annual General Meeting held on 30th September 2022

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the 27th Annual General Meeting held on 30th September 2022.

Kindly take the same on record.

Thanking you,

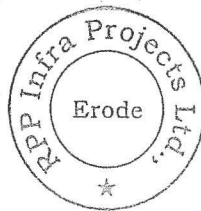
Yours faithfully,

For R.P.P INFRA PROJECTS LIMITED

ARULSUNDARAM NITHYA

WHOLE TIME DIRECTOR & CFO

DIN: 00125357



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

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



RPP Infra Projects Ltd

PROCEEDING OF 27TH ANNUAL GENERAL MEETING

Day & Date : Friday, 30th September 2022
Venue : Deemed to be held at Registered Office at:
SF No. 454, Raghupathynaiken Palayam,
Railway Colony Post, Poondurai Road, Erode TN
638002 IN
Time of Commencement : 2:00 P.M.
Time of conclusion : 3.10 P.M.

Members Attended through Video Conferencing: 42

Members Attended physically: 10

Directors and KMP Present through Video Conferencing:

| | | |
|----|--------------------|---|
| 1. | Mrs. A. Nithya | Whole Time Director & CFO |
| 2. | Mr. R. Kalaimony | Independent Director |
| 3. | Mr. P. Muralidasan | Director and Chairman of Stakeholder Relationship Committee |

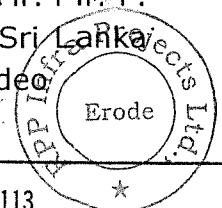
Directors not present:

| | | |
|----|----------------------|---|
| 1. | Mr. P. Arulsundaram | Chairman & Managing Director- due to connectivity issue |
| 2. | Mr. K. Rangasamy | Independent Director and Chairman of Audit Committee due to health issue |
| 3. | Mr. P. R. Sundarajan | Independent Director and Chairman of Nomination and Remuneration Committee - due to personal reason |

Auditors Present

| | | |
|----|--------------------------|-------------------------------------|
| 1. | Mr. Gouri Shanker Mishra | Secretarial Auditor and Scrutinizer |
| 2. | Mr. S N Duraiswamy | Statutory Auditor |

Mrs. A. Nithya, Whole Time Director & CFO informed the meeting that Mr. Mr. P. Arulsundaram, Chairman and Managing Director is on official trip to Sri Lanka and was to preside and chair the meeting as it is being held through video conferencing.



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conferencing, however, due to technical issue existing, he is not able to join the meeting.

The meeting was supposed to commence at 2:00 PM and till 2:30 PM all efforts were made to have connectivity, however, in-spite of the effort, Mr. P. Arulsundaram, Chairman could not join the meeting.

Accordingly, on request of other directors, Mrs. A. Nithya, Whole Time Director & CFO agreed to Chair the meeting and took over as Chairperson.

The Chairperson informed that Annual General Meeting is being held through Video Conference / Other Audio Visual Means and deemed to be held at the Registered Office of the Company at S F No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode – 638 002, Tamil Nadu.

The Chairperson welcomed the Members for taking part in the proceedings of the Meeting.

The Chairperson confirmed that the quorum was present and called to the Meeting in order. Chairperson introduced directors and auditors to the meeting. Chairperson informed members reason of absence of director from attending the meeting.

The Chairperson informed that all documents referred to in the Notice Calling the Meeting and the Explanatory Statement were available for inspection during the conduct of this Meeting.

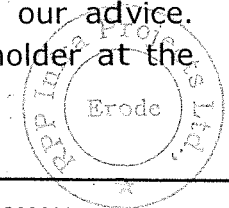
The Chairperson briefed the members about the performance of the Company during the financial year. Thereafter, Chairperson proceeded with the business of the meeting.

The Chairperson then explained the objectives and implications of item of business to be transacted at the AGM. Further, the Chairperson informed the Members that, due to orderly conduct of business, we had requested the Members to raise the question in advance and register to speak. However, no queries were received. Further, Chairperson informed that eleven members have registered to speak at this AGM. The Chairperson informed that we have shared the details with CDSL and they will allow one by one based on our advice. However, only one Member had participated as a speaker shareholder at the AGM namely Mr. Abhishek J.

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The Chairperson informed the Members that in accordance with the provisions of the Companies Act, 2013, read with rules there under and SEBI (LODR) Regulations, the Company had provided the remote e-voting facility through CDSL (Central Depository Services (India) Limited) to enable the Members of the company to cast/ exercise their vote(s) electronically on all the agenda items specified in the notice of the AGM. The remote e-voting period had commenced on Tuesday, 27th September 2022 at 9:00 A.M. (IST) and ended on Thursday, 29th September 2022 at 5:00 P.M. Further, as per requirement, the Members were informed that the facility for e-voting during the meeting was also facilitated through CDSL and was available for the Members who had not cast their vote through remote e-voting earlier.

The Chairperson informed the Members that Mr. Gouri Shanker Mishra, BGS MISHRA & Associates, Company Secretaries LLP, Practicing Company Secretary had been appointed as the Scrutiniser to scrutinise the remote e-voting and voting during AGM in a fair and transparent manner.

She further informed that Scrutinizer shall provide the Result of Voting after consolidation of both e-voting and voting during AGM.

The resolutions were read out on which the Members were required to vote.

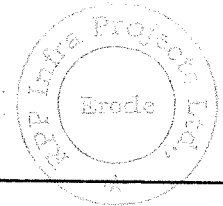
The item of agenda transacted at the Meeting was as follows:

Ordinary Business- Ordinary Resolution

1. To receive, consider and adopt the Standalone Audited Financial Statements and Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March 2022, the Reports of the Auditors thereon along with Report of Board along with attachment and annexures.
2. To appoint a Director in the place of Mrs. A Nithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.

Special Business- Ordinary Resolution

3. To re-appointment Mr. P Arulsundaram as Chairman and Managing Director:-



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"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mr. P. Arulsundaram (DIN 00125403) as Chairman and Managing Director of the Company for a period of three (3) years w.e.f. 1st April 2023 to 31st March 2026 for a salary and other perquisite, allowances or benefits as provided below: Salary: Rs. 7.00 lakhs per month

Perquisites and allowances:-

- i. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- ii. Leave Travel Concession/allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- iii. Club fees subject to a maximum of two clubs.
- iv. Personal accident insurance premium.
- v. Use of Company maintained cars with drivers for business and personal use"

"RESOLVED FURTHER THAT in case of insufficiency of profit, the Company shall pay above remuneration by way of salary and/or other allowances as a minimum remuneration, which is within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

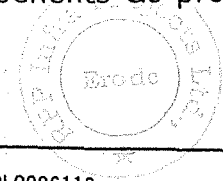
4. Re-appointment of Mrs. A. Nithya as Whole Time Director and Chief Financial Officer:-

"RESOLVED THAT Pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and all other applicable provision and rules thereunder, the approval of the Company be and is hereby accorded for the re-appointment of Mrs. A. Nithya, (DIN 00125357) as Whole Time Director and Chief Financial Officer of the Company for a period for a period of three (3) years w.e.f. 1st April 2023 to 31st March 2026 for a salary and other perquisite, allowances or benefits as provided below: Salary: Rs. 3.00 lakhs per month

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Perquisites and allowances:

- (i) Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad for self and family including hospitalization.
- (ii) Education of children covering tuition fees and other expenses on higher educations.
- (iii) Leave Travel Concession/ allowance: Foreign trip once a year with family or/and inland trip for self and family twice in a year.
- (iv) Club fees subject to a maximum of two clubs.
- (v) Personal accident insurance premium.
- (vi) Use of Company maintained cars with drivers for business and personal use."

"RESOLVED FURTHER THAT in case of insufficiency of the profit, the Company shall pay above remuneration by way of salary and/ or other allowances as a minimum remuneration, which is within the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board/Committee of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V of the Companies Act, 2013."

5. Approval on Omnibus Basis Material Related Party Transaction:-

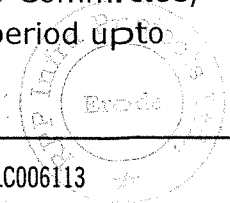
To pass following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 and as per the recommendation and approval of Audit Committee, the consent of the Company is provided on omnibus basis for period upto

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next Annual General Meeting enabling Company to enter into JV/ partnership or other type of association with related parties for the purpose of taking up of the construction or other contract including filing of expression of interest and to entering into agreement, taking up such contract, executing such contract either alone or in partnership or to grant loan or extend the guarantee or security to such JV/ partnership or other type of association or on their behalf for the purpose of any such act in ordinary course of its business notwithstanding such transaction amounts to material related party transactions with related parties detailed in explanatory statement.

6. Ratification of Remuneration to Cost Auditor

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. S.V.M & ASSOCIATES, Cost Accountants (Firm Registration No.000536) Chennai -78 appointed as the Cost Auditor of the Company by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2022-23, amounting to Rs. 1.20 Lakh (Rupees One Lakh and Twenty Thousand Only) excluding taxes and reimbursement, be and is hereby ratified and confirmed."

Special Business- Special Resolution

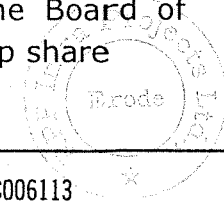
7. Approval of the Borrowing Limit of the Company:-

"RESOLVED THAT pursuant to the provisions of section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company or to any Committee or such Principal Officer as may be decided by Board, to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to business may exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided however that the total amount so borrowed by the Board of directors shall not exceed Rs.750 Crores over and above paid-up share

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capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business "

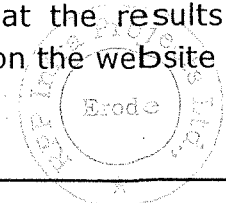
"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

8. Approve for Granting Loan, Providing Security or Guarantee:-

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions if any, of the Companies Act, 2013 and the rules made there under consent of the members of the Company be and is hereby accord to the Board of Directors of the Company or to any Committee or such Principal Officer as may be decided by Board to provide guarantee or providing security in connection with loan made by any other person to any Joint Venture/ Partnership/ Association of Person for the purpose of the contract of the company whose details are provided in explanatory statement in excess of 60% of paid-up share capital, free reserves and securities premium provided however that the total amount shall not exceed Rs. 250 Crores over and above paid-up share capital, free reserves and securities premium."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalize the terms and conditions of the said loan, security and guarantees and provisions of security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, and such guarantees and provisions of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

The Chairperson informed the Members that in accordance with Companies (Management and Administration) Rules 2014, on receipt of the Scrutiniser's Report, same shall be countersign and result of the voting shall be declared forthwith. The Chairperson of the meeting further informed that the results declared along with the report of the Scrutiniser would be placed on the website



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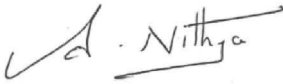
of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.

The Chairperson requested the members attending the AGM and who has not voted through remote e-voting to vote through e-voting within 30 minutes from close of the meeting and instructed venue e-voting to be kept open till 30 minutes from end of meeting to provide opportunity to shareholders attending the meeting to vote on the resolution.

The Chairperson further informed that voting results would also be submitted to the Stock Exchanges with two working days of conclusion of the General Meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

The Chairperson then thanked the Members and declared the meeting as concluded at 3:10 P.M with vote of thanks and informed that voting will be available for 30 minutes.

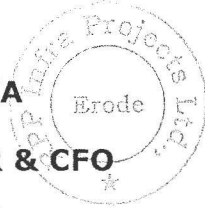
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