

R.P.P INFRA PROJECTS LIMITED

Declaration in accordance with clause 35A of the listing agreement, for the business transacted by the company through the facility of E-voting/Poll are furnished below:

Date of declaration of results: 14th September 2015 (being the date of 20th Annual General Meeting)

Book closure date: 10th September 2015 to 14th September 2015 (both days inclusive)

Total shareholders as on record date: 3057 as on 9th September, 2015

No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter group – 2 and Public – 18

No. of shareholders attended the meeting through video conferencing: Not arranged

Agenda wise details:

No.	Details of the Agenda	Resolution	Mode of voting	Remarks
1.	Adoption of: (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2015, 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 2015.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
2. ,	Declaration of dividend on equity shares for the financial year 2014-15.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
3.	Re-appointment of Mr. P Muralidasan, who retires by rotation, as a director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority

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RPP Infra Projects Ltd

4.	Appointment of Auditors and fix their Remuneration.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
5.	Ratification of Remuneration to Cost Auditor.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
6.	Revision in remuneration of Mr. P Arulsundaram, Chairman and Managing Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
7.	Revision in remuneration of Mrs. A Nithya, Whole-time Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority

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E-Voting, and Poll details are given below:

Item No: 1

Adoption of the Audited Financial Statements of the Company for the financial year 31st March 2015, the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2015 (Ordinary Resolution)

	Trong trong	, recorns					
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled No. of votes No. of votes on outstanding - In favour - Against shares	No. of votes - In favour	No. of votes - Against	% of votes in favour on votes	% of votes against on votes polled
	(3)	(2)	(3)	(4)	(2)	(6)	(2)
Dromotor and Dre	-		001 [(+) / (+)]			$[(4)/(2)]^*100$	[(5)/(2)]*100
Group	16368391	16368341	66.66	16368341	ı	100.00	,
Public - Institutional	Nil	Nil	IIN	I.N		138	
holders					l		ì
Public-Others	6232193	6291	0.10	1003			
Total			07:0	T C 70	•	100.00	į
ıoraı	77200284	16374632	72.45	16374632	'	100 00	
						00.001	•

Item No: 2

Declaration of dividend on equity shares for the financial year 2014-15 (Ordinary Resolution)

	7.14						
	NO. OI	No. of votes	% of votes polled No. of votes No. of votes	No. of votes	No. of votes	% of votes in	% of votes against
Brown oten (P. 111)	shares held	polled	on outstanding	- In favour	- Against	favour on votes	on votes nolled
rioner/rublic			shares			polled	5
	(1).	(2)	(3)	(4)	(5)	(9)	(7)
			[(2)/(1)]*100	4		[(4) / (7)]*100	(1)
Promoter and Promoter	1626020	1/10/00/14	F			1(1) / (7)] 100	001 [[7] / [c]]
r compete and i contoct	14000001	10208341	66.66	16368341	Г	100 00	
Group						70.00	1
Dublic - Institutional	****						
י מסוור זווסמונחנוסוושו		Z	7	72		1:14	
holders					•	IIN	
D., blic Other							
Fublic-Utners	6232193	6291	0.10	6791		10000	
7047	. 0100				ı	100.00	,
1 Ocal	48600977	16374632	72.45	16374632	1	100 00	
						00.001	1

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Item No: 3

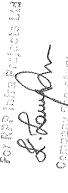
Re-appointment of Mr. P Muralidasan, who retires by rotation, as a director (Ordinary Resolution)

	No. of	No. of votes	% of wotor 30 %	,			
	shares held	201100			No. of votes No. of votes	% of votes in	% of votes against
Promoter/Public	Pior Co min	namod.	on outstanding shares	- In favour	- Against	favour on votes	on votes polled
	(1)	(2)	(3)	(4)	(5)	(9)	(L)
			[(2) / (1)]*100		`,	[(7) / (7)]*100	()
Promoter and Promoter	16368391	16368341	00 00	16260241		(4) / (4)] 100	[(5)/(2)]*100
		i		10300341	,	100.00	ı
Public - Institutional	ž	Nil	NIS	CIN			
			*T**			 Z	,
Public-Others	6021400						
2	0727133	1679	0.10	6291		40000	
	22600584	16271622	1. (1)			700.00	
			7.45	163/4632	ı	100 00	
				-		> (1

Item No: 4

Appointment of Auditors and fix their remuneration (Ordinary Resolution)

	No. of	No. of votes	No. of votes % of votes polled	No. of votes No. of votes	No. of votes	% of wotes in	70 000000000000000000000000000000000000
	shares held	polled	on outstanding shares	- In favour	- Against	favour on votes	on votes against
·-	(4)	6	20 1212			polled	
~~~~	3	(7)	(3)	(4)	(2)	(9)	(2)
			[(2) / (1)]*100			[(4) / (2)]*100	[(1) / (2)184.00
Promoter and Promoter	16260201	7,00007				1(2) / (2) 100	001[[7] / [c]]
	1600001	10368341	66.66	16368341		100.00	\$
†							
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1	10,000						
	6232193	6291	0.10	6291		100 00	
	2200000	000,000,				100.00	ì
	4200022	163/4632	72.45	16374632		100 00	
						00:00	•



Item No: 5

Ratification of Remuneration to Cost Auditor (Ordinary Resolution)

	0,	on votes polled	(2)		100   [(5) / (2)]*100	-	en de	NII .			100.001	
	% of votes in	pellog	(6)	*((0) / (/)	[(4)/(2)]*100	-				*		
	No. of votes		(5)	,		ř		1	-			
	No. of votes		(4)	·		16368341		Nii		6791		マングルのファ
	% of votes polled on outstanding	shares	(3)	[(2) / (1)]*100	222 (-2)	66.66		Nii		0.10		ユアて
7	No. of votes polled		(2)		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	16368341		lin		6291	000000000000000000000000000000000000000	- レイ/46イン
J. AI	shares held		$\Xi$		16260204	16596591		E		6232193	22600704	44000004
		Fromoter/Public			Promoter and Promotor	Group	Dublic Inctitutional	holders	Durblic Ort.	r ublit-Utners	Total	

## Item No: 6

Revision in remuneration of Mr. P.Arulsundaram, Chairman and Managing Director. (Ordinary Resolution)

	No. of	No. of votes	No. of votes   % of votes nolled	No of votes	No of motor	07.00	
Promoter/Public	shares held	polled	on outstanding shares	- In favour	- Against	favour on votes	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(9)	(2)
			[(2)/(1)]*100			[(4) / (2)]*100	[[5] / (7]*100
Promoter and Promoter Group	16368391	16368341	66.66	16368341	E.	100.00	- 001 ((2) / (2)
Public - Institutional holders	Nil	Nil	Nii	Z	1	7	ı
	6232193	6291	0.10	6291	1	10000	a management of the second of
	22600584	16374632	72.45	1637	1	100.00	ľ

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Item No: 7

Revision in remuneration of Mrs.A.Nithya, Whole Time Director. (Ordinary Resolution)

	V - 124						
	NO. OI	No. of votes	No. of votes   % of votes polled   No. of votes   No. of votes	No. of votes	No. of votes	% of votes in	0/ of 110+010
	shares held	polled	on outstanding	- In favour	- Amainet	form 1110 to 1110 from 1111	70 पा १एएड बहुबागुडा
Promoter/Public			Shares	B 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Agamst	lavour on votes	on votes polled
	(1)					polled	
	· (T)	2	(3)	4	(2)	(9)	(4)
			[(2) / (1)]*100		,	[(7) / (7)]	(/)
Promoter and Promoter	16060001	7.007074	50 7 7 73	١		1(4)/(4)].100	[(5)/(2) *100
Group	1600001	16368341	66.66	16368341		100.00	-
Darblic Tackitati							
r unite - ilistitutional	Z	Z	II.N	Lin			
holders				TEXT	r	Z	,
Dublic Othore	00,000						
I aniic-Oulei's	6232193	6291	0.10	6791		70000	
Total				7 ( 77 )	ı	100.00	•
10tal	72600584	16374632	72.45	16374632		100.00	
				-	1	100.00	1

for RPP infra Arojects Ltd A.Samf

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#### **Practicing Company Secretary**

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#### 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,

The Chairman of 20th Annual General Meeting of Equity Shareholders of RPP Infra Projects Limited held on Monday, 14th September 2015 at 10.00 AM at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode - 638 011.

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 as amended by Companies (Management and Administration) Amended Rules, 2015 and voting at the 20th Annual General Meeting of RPP Infra Projects Limited held on Monday, 14th September 2015 at 10.00 AM at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode - 638 011.

Dear Sir,

I, Mr. Gouri Shankar Mishra, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of RPP 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 physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 20th Annual General Meeting of the Company held on Monday, 14th September 2015 at 10.00 AM.

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 AGM] 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".

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#### **Practicing Company Secretary**

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The Notice dated 29th May 2015 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 passed at the 20th Annual General Meeting 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 20th Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "Cut-off" date i.e. 9th September 2015 were entitled to vote for the resolutions proposed in the Notice of the 20th Annual General Meeting 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 and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and Cameo Corporate Services (India) Limited, the Registrar and Transfer Agents (R&TA) of the Company by support of staff.

The voting period for remote e-voting commenced on Friday, 11th September 2015 at 10.00 A.M. and ended on Sunday, 13th September 2015 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the 20th Annual General Meeting the votes cast thereunder were counted.

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 process 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 the 20th Annual General Meeting.

Date: 14th September 2015

Place: Erode

Gouri Shankar Mishra (Practicing Company Secretary)

FCS 6906

M.No. FCS 6906

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#### ANNEXURE 1

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

ITEM	PARTICULARS OF THE RESOLUTION	PARTICUL	ARS OF VOTES	CAST	DECLARATION
NO.	AS GIVEN IN THE NOTICE OF 17 TH ANNUAL GENERAL MEETING		NOS. OF VOTES	%	OF RESULT
Ol	RDINARY BUSINESS – ORDINARY RESOLUT	TION ·			
	a. Audited Financial Statements for the financial year ended 31 st March	Vote Cast in Favour	1,63,74,632	100.00%	
1.	2015, the Reports of Board of Directors and Auditors thereon; and	Vote Cast Against	0	0.00%	Approved by requisite
	b. the Audited Consolidated Financial Statements for the financial year	Invalid Votes	0	0.00%	majority
	ended 31 st March 2015.	Total	1,63,74,632	100.00%	
OF	RDINARY BUSINESS – ORDINARY RESOLUT	TION			
		Vote Cast in Favour	1,63,74,632	100.00%	
2.	To declare final dividend.	Vote Cast Against	0	0.00%	Approved by requisite
	24	Invalid Votes	0	0.00%	majority
		Total	1,63,74,632	100.00%	
0	RDINARY BUSINESS - ORDINARY RESOLU	TION			
	To appoint a director in place of Mr.	Vote Cast in Favour	1,63,74,632	100.00%	
3.	P Muralidasan (DIN 02186774) who retires by rotation and being eligible	Vote Cast Against	0	0.00%	Approved by requisite
	offers himself for re-appointment.	Invalid Votes	0	0.00%	majority
		Total	1,63,74,632	100.00%	
0	RDINARY BUSINESS - ORDINARY RESOLU	TION		•	
	To appoint M/s. Karthikeyan &	Vote Cast in Favour	1,63,74,632	100.00%	
4.	Jayaram, Chartered Accountants (Firm Registration No 007570S)	Vote Cast Against	0	0.00%	Approved by requisite
	Auditors of the Company and to fix their remuneration.	Invalid Votes	0	0.00%	majority
	their remuneration.	Total	1,63,74,632	100.00%	NNKER I

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		Vote Cast in Favour	1,63,74,632	100.00%		
5.	Ratification of Remuneration to Cost Auditor, Mr. S Chandrasekaran, Cost	Vote Cast Against	0	0.00%	Approved by requisite	
	Accountant (M.No. 4784)	Invalid Votes	0	0.00%	majority	
		Total	1,63,74,632	100.00%		
	SPECIAL BUSINESS - ORDINARY RESOLUTIO	N				
		Vote Cast in Favour	1,63,74,632	100.00%		
6.	Revision in remuneration of Mr. P Arulsundaram, Chairman and Managing Director (DIN 00125403)	Vote Cast Against	0	0.00%	Approved by requisite	
		Invalid Votes	0	0.00%	majority	
		Total	1,63,74,632	100.00%		
	SPECIAL BUSINESS — ORDINARY RESOLUTION	ON				
		Vote Cast in Favour	1,63,74,632	100.00%		
7.	Revision in remuneration of Mrs. A Nithya, Whole Time Director (DIN	Vote Cast Against	0	0.00%	Approved by requisite	
	00125357)	Invalid Votes	0	0.00%	majority	
		Total	1,63,74,632	100.00%		

Date: 14th September 2015

Place: Erode

Gouri Shankar Mishra (Practicing Company Secretary) FCS 6906



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