



# RPP Infra Projects Ltd

Friday, 8<sup>th</sup> September, 2017

Corporate Relationship Department  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P.J.Towers,  
Dalal Street, Fort,  
Mumbai - 400001.  
**Scrip Code: 533284**

The Manager, Listing Department  
**National Stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot no. C/1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400051.  
**Scrip Code: RPPINFRA**

**Sub: Proceedings of 22<sup>nd</sup> Annual General Meeting (AGM) held on 8<sup>th</sup> September, 2017**

Dear Sir/Madam,

Pursuant to Clause 13 of Schedule III, Part A, Para A read with Regulation 30 (6) of SEBI (LODR) Regulations, 2015, we submit the proceedings of the 22<sup>nd</sup> Annual General Meeting held on 8<sup>th</sup> September, 2017.

Kindly acknowledge receipt of the same.

Thanking you,

Yours Truly,

**For RPP Infra Projects Ltd**

  
**R. JAYANTHAR**  
Company Secretary

Regd Office :  
S.F. No. 454, Raghupathyaikena 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

## Proceedings of 22<sup>nd</sup> Annual General Meeting

The 22<sup>nd</sup> Annual General Meeting of the R.P.P INFRA PROJECTS LIMITED was held on Friday the 8<sup>th</sup> September, 2017 at 10.00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode - 638 011.

Members attended in person	:	16
Members attended through proxy	:	-
<b>Total</b>	:	<b>16</b>

The Chairman presided over the meeting. The Chairman confirmed that the quorum was present and called the meeting to order.

The Chairman informed the Members that the Register of Directors & Key Managerial Personnel and their Shareholding, Register of Contracts or Arrangements in which Directors are interested and other relevant documents were kept open for inspection of Members.

The Chairman delivered a speech on the progress made by the Company. The Company had provided remote e-voting facility to the shareholders to cast their votes for resolutions transacted at the Annual General Meeting. The e-voting commenced on 5<sup>th</sup> September 2017, Tuesday at 10.00 A.M. and ended on 7<sup>th</sup> September 2017, Thursday at 5.00 P.M. Who have not casted their votes through remote e-voting facility can cast their votes through ballot paper.

The following Business was transacted at the meeting.

### Ordinary Business:

1. To receive, consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017, 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 31<sup>st</sup> March 2017.

2. To declare dividend on equity shares.

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3. To appoint M/s. Sundaram & Narayanan, Chartered Accountants (Firm Registration No 004204S) as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2022 on such remuneration as shall be fixed by the Board of Directors of the Company.

## Special Business:

4. Re-appointment of Mr. P Arulsundaram as Chairman and Managing Director of the Company for a period of Three Years w.e.f. 1st April 2017 to 31st March 2020 with the salary of Rs. 5.6 Lakhs per month and other perquisite, allowances or benefits subject to the same. In case of insufficiency of the profit, company shall pay by way of salary and/ or other allowances as a minimum remuneration 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. 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. Re-appointment of Mrs. A. Nithya as Whole Time Director and Chief Financial Officer of the Company for a period of Three Years w.e.f. 1st April 2017 to 31st March 2020 with the salary of Rs. 2.4 Lakhs per month and other perquisite, allowances or benefits subject to the same. In case of insufficiency of the profit, company shall pay by way of salary and/ or other allowances as a minimum remuneration 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. 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.
6. Appointment of Mr. K. Rangasamy as Independent Director of the Company by the Board of Directors with effect from 14th November, 2016 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till 13th November, 2021.

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7. Appointment of Mr. P. R. Sundararajan as Independent Director of the Company by the Board of Directors with effect from 14th November, 2016 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till 13th November, 2021.
8. Appointment of Mr. K. Ravi as Independent Director of the Company by the Board of Directors with effect from 14th November, 2016 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director for a term of five years and to hold office as Independent Director till 13th November, 2021.
9. Ratification of remuneration payable to Mr. S Chandrasekaran, Cost Accountant (M. No. 4784) 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 2016-17.
10. For the approval of entering into Related Party Transaction, with the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the Shareholders of the Company be and is hereby accorded to the Related Party Transactions as entered by the Company with P & C Projects Private Limited for the value of US \$ 9.84 Million (US Dollar Ninety-Eight Lakhs and Forty Thousand Only).

Mr. Gouri Shanker Mishra, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the remote e-voting and poll process. The Scrutinizer's Report would be obtained from the Scrutinizer and placed on the website of the company, provided to CDSL and would also submitted to the stock exchanges.

The meeting ended with a vote of thanks.

**For RPP Infra Projects Ltd**

**P ARULSUNDARAM**  
**Chairman and Managing Director**

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