



RPP Infra Projects Ltd

Tuesday, 21st February 2023

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

Sub: Minutes of the 19th Extra-ordinary General Meeting held on Wednesday, 1st February 2023.

Please find the enclosed minutes of the 19th Extra-ordinary General Meeting held on Wednesday, 1st February 2023.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For R.P.P INFRA PROJECTS LIMITED

ARULSUNDARAM NITHYA

DIRECTOR & CFO

DIN: 00125357

Regd Office :
S.F. No. 454, Raghupathyaikena Palayam,
Railway Colony (Post), Poondurai Road,
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CIN : L45201TZ1995PLC006113
PAN : AAACR9307E
GSTIN No. : 33AAACR9307E1ZO



RPP Infra Projects Ltd

EXTRACT OF THE MINUTES OF THE 19TH EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF R.P.P INFRA PROJECTS LIMITED HELD ON WEDNESDAY, 1ST FEBRUARY 2023 THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) AND DEEMED TO BE HELD AT REGISTERED OFFICE OF THE COMPANY AT S. F. NO. 454, RAGHUPATHYNAIKEN PALAYAM, RAILWAY COLONY POST, POONDURAI ROAD, ERODE - 638002, TAMIL NADU

COMMENCEMENT TIME: 4:00 P.M. AND CONCLUSION TIME: 4:35 P.M.

Directors and KMP Present through Video Conferencing:

1.	Mrs. Arulsundaram Nithya	Whole Time Director, CFO and Chairperson of EGM
2.	Mr. Rangasamy Kulanthasamy	Independent Director & Chairman of Audit Committee
3.	Mr. Sundararajan	Independent Director & Chairman of NRC, CSR and Legal and Finance Committee
4.	Mr. Ramasamy Kalaimony	Independent Director
5.	Mr. Muralidasan Perumal	Non-Executive Director
6.	Mr. Arulsundaram Poosappan	Chairman and Managing Director

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Auditors and Scrutinizer present through video conferencing

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

Share holder present through Video Conference

Members Attended through Video Conferencing	37
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Introduction:

Mrs. Arulsundaram Nithya informed the meeting that Mr. Arulsundaram Poosappan, Chairman of the Board could not attend the meeting from the venue due to some urgent business requirement. On request, Mrs. Arulsundaram Nithya, Whole Time Director and CFO of the Company, Chaired the meeting.

The Chairperson welcomed all the Directors, Auditors and Shareholders who joined the 19th Extra-ordinary General Meeting (EGM) of the Company through video conference and other audio visual means.

The Chairperson informed that Extra-ordinary 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.

Since the Members had joined the Meeting through Video Conferencing and other Audio- Visual mode, pursuant to the Circular of Ministry of Corporate Affairs, the

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facility to appoint the proxy to attend and vote on behalf of the members was not available for this EGM.

She further 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.

Quorum:

As requisite quorum was present, the Chairperson called the meeting to order.

Business of Meeting:

The Chairperson then briefed about the sequence of the meeting and suggested to adhere to the strict sequence of the meeting for orderly conduct. She then explained the objectives and implications of the only item of special business to be transacted at the EGM, which was related to Issuance of equity shares and warrants convertible into equity shares on preferential basis.

Chairperson further explained that the notice contained explanatory Statement for the special business in detail and also other information required under other provisions of Companies Act, 2013 and SEBI Regulation. Chairperson further stated that agenda has been put to vote by way of e-voting and hence would be deemed to have been proposed and seconded.

Further, the Chairperson informed the Members that, due to orderly conduct of business, we had requested the Members to raise the question in advance however, company has not received any query.

The Chairperson informed the Members that in accordance with the provisions of the Companies Act, 2013, read with rules there under and SEBI (LODR)

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Regulations, 2015, 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 EGM. The remote e-voting period had commenced on Sunday, 29th January 2023 at 9:00 A.M. (IST) and ended on Tuesday, 31st January 2023 at 5:00 P.M. (IST). Further, as per requirement, the Members were informed that the facility for e-voting was also facilitated through CDSL and was available for the Members who had not casted their vote through remote e-voting earlier. Chairperson further informed that e-voting is open during the meeting and will be open and available up to 30 minutes of conclusion of meeting.

The Chairperson informed the Members that Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP has been appointed as the scrutinizer to scrutinize the remote-voting and voting during EGM in a fair and transparent manner. She further informed that Scrutinizer shall provide the result of voting after consolidation of both remote e-voting and e-voting during EGM.

Resolutions to be passed:

The only resolutions as mentioned in the Notice of the EGM were deemed to be put to voting for approval of the members:

ISSUANCE OF EQUITY SHARES AND WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

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Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (BSE & NSE collectively referred to as “the Stock Exchanges”) where the shares of the Company are listed, or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, upto 3,00,000 (Three Lakhs Only)

Equity Shares of face value of Rs. 10 each and 1,15,00,000 (One Crores Fifteen Lakhs Only) Convertible Warrants (“Warrants”) each at a price of Rs. 44.25/- (Rupees Forty-Four and Paise Twenty-Five Only) each payable in cash as per the valuation report received from Registered Valuer under Regulation 166A of SEBI ICDR Regulations, being the price not less than minimum price as per the SEBI

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ICDR Regulations for each Equity Shares and Convertible Warrants each convertible into and exchangeable for 1 (One) fully paid up Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of the Warrants to 9 (Nine) identified non promoters natural individuals on preferential basis ("**Preferential Issue**") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No	Name of the Investor	Category	No. of Equity Shares	No of Warrants	Total Number of Shares & Warrants
1	Mr. Chinniampalayam Kulandaisamy Venkatachalam	Non- Promoter	50,000	19,16,666	19,66,666
2	Mr. Chinniampalayam Kulandaisamy Balasubramaniam	Non- Promoter	50,000	19,16,666	19,66,666
3	Ms. Dhivya Venkatachalam	Non- Promoter	25,000	9,58,333	9,83,333
4	Ms. MC Shanmugapriya	Non- Promoter	25,000	9,58,333	9,83,333
5	Mr. Sathiyamoorthy Anandavadivel	Non- Promoter	37,500	14,37,500	14,75,000
6	Mr. Aravindan	Non- Promoter	37,500	14,37,500	14,75,000

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7	Mr. Sanu Raghav	Non-Promoter	25,000	9,58,334	9,83,334
8	Mr. Vinu Pranav	Non-Promoter	25,000	9,58,334	9,83,334
9	Mr. Dhanu Adhav Arvindan	Non-Promoter	25,000	9,58,334	9,83,334
	Total		3,00,000	1,15,00,000	1,18,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for this proposed issue of Equity Shares as well as Warrants in accordance with the SEBI ICDR Regulations shall be 2nd January 2023, being the date 30 days prior to the date of passing of this Resolution by the Members of the Company for the proposed preferential issue of Equity Shares and Warrants for calculation of minimum price for the purpose as per SEBI ICDR Regulations.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Equity Shares and Warrants shall be subject to the following terms and conditions:

- The allotment of Equity Shares and Warrants pursuant to this resolution shall be made within 15 days from the date of receipt of approval of the shareholders of this resolution or any approval from any regulatory authority / the Central Government, whichever is later.
- The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the right of

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conversion of Warrants into Equity Shares of the Company in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.

- c) An amount equivalent to 25% of the Warrants Issue Price shall be payable at the time of subscription and allotment of Warrants and the balance 75% shall be payable by the Warrant holder(s) on or before the exercise of the Warrants and Warrants needs to be made fully paid before exercise of right of conversion.
- d) The respective allottees shall make payment of Price from their own bank account into the designated bank account of the Company.
- e) The price determined above and the number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

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- g) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity Shares of the Company.
- h) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted including Equity Shares to be issued and allotted on exercise of the right of conversion of Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- i) The Equity Shares so allotted including on exercise of the right of conversion of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *paripassu* in all respects including dividend, with the then existing Equity Shares of the Company.
- j) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company, Equity shares allotted in terms of this resolution and the resultant Equity Shares arising on exercise of option attached to such warrants shall be subject to locked-in and will be transferable as per the conditions mentioned in chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares issued to the proposed allottees shall be listed on the stock exchanges where the existing equity shares of the Company are listed and Board be and is hereby authorized to issue an offer letter with a stipulation that the allotment would be made upon receipt of in-principle approval from the Stock Exchanges and receipt of the consideration as aforesaid and within the timelines prescribed.

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RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees pursuant to this preferential issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares including upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Equity Shares and Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central

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Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottee and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any Committee of Directors or any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

EGM concluded thereafter with vote of thanks to Chair.

Result of Voting:

Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP provided consolidated scrutinizer's report on remote e-voting and meeting e-voting of the 19th Extra-ordinary General Meeting of the members held on Wednesday, 1st February 2023 dated Thursday, 2nd February 2023. The report was considered and it noted that as per scrutinizer's report all resolution has been duly passed.

Following were the extract of the scrutinizers report on each items as regards the details of the voting and result of voting:

1. Issuance of Equity Shares and Warrants Convertible into Equity Shares on Preferential Basis

Type of Business: Special Business

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Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of Remote E-Voting received	47	1,85,61,081
Total Number of Meeting E-Voting received	4	10,037
Total Number of Ballot Voting	0	0
Invalid Votes:		
Remote E-Voting	0	0
Meeting E-Voting	0	0
Ballot Voting	0	0
Valid Votes:		
In favour of the Resolution through Remote E-Voting	46	1,85,39,179
In favour of the Resolution through Meeting E-Voting	4	10,037
In favour of the Resolution through Ballot Voting	0	0
Against the Resolution through Remote E-Voting	1	21,902
Against the Resolution through Meeting E-Voting	0	0
Against the Resolution through Ballot Voting	0	0
Consolidated Votes:		
In favour of the Resolution (Remote E-Voting, Meeting E-Voting and Ballot Voting)	50	1,85,49,216
Against the Resolution (Remote E-Voting, Meeting E-Voting and Ballot Voting)	1	21,902
Percentage to the total valid vote received in favour of the Resolution (Remote E-Voting, Meeting E-Voting and Ballot Voting)	99.88 %	

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

Accordingly, the resolution was duly passed by the members with appropriate majority.

For R.P.P INFRA PROJECTS LIMITED

**ARULSUNDARAM NITHYA
DIRECTOR & CFO
DIN: 00125357**

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