



# RPP Infra Projects Ltd

Monday, 14<sup>th</sup> September, 2015.

To  
Listing Department,  
**National Stock Exchange of India Limited,**  
'Exchange Plaza', 5<sup>th</sup> Floor,  
Plot No. C-1, Block-G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400051.

Dear Sir/ Madam,

**Sub: Disclosure of voting results at the 20<sup>th</sup> Annual General Meeting (AGM) of the company held on 14<sup>th</sup> September, 2015 - Clause 35A of the Listing Agreement.**

We wish to inform you that the shareholders of the company at the 20<sup>th</sup> AGM held on 14<sup>th</sup> September, 2015 at Builders' Welfare Trust Hall, Builders Association of India, No.35 Perundurai Road, Erode - 638001 approved all the items of business as contained in the notice convening the said AGM. All the resolutions were passed by the shareholders, with requisite majority.

The details of voting result in the prescribed format pursuant to clause 35A of the listing agreement are attached herewith. We are also enclosing herewith copy of the scrutinizer's report dated 14<sup>th</sup> September 2015 for your reference and records.

We request you to kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours truly,

K Jayanthar  
Company Secretary.

**Encl: as above**



# RPP Infra Projects Ltd

## 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:** 14<sup>th</sup> September 2015 (being the date of 20<sup>th</sup> Annual General Meeting)

**Book closure date:** 10<sup>th</sup> September 2015 to 14<sup>th</sup> September 2015 (both days inclusive)

**Total shareholders as on record date:** 3057 as on 9<sup>th</sup> 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 31 <sup>st</sup> 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 31 <sup>st</sup> 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

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

Tel : + 91 424 2284077, Fax : +91 424 2282077, Mail : [ao@rppiil.com](mailto:ao@rppiil.com)

CIN : L45201TZ 1995PLC006113, Website : [www.rppiil.com](http://www.rppiil.com)



## 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 31<sup>st</sup> 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 31<sup>st</sup> March 2015 (Ordinary Resolution)

Promoter/Public	No. of shares held	No. of votes polled	No. 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
			(3)	$[(2) / (1)] \times 100$				
	(1)	(2)			(4)	(5)	(6)	(7)
Promoter and Promoter Group	16368391	16368341	99.99		16368341	-	$[(4) / (2)] \times 100$ 100.00	$[(5) / (2)] \times 100$
Public - Institutional holders	Nil	Nil	Nil		Nil	-	Nil	-
Public-Others	6232193	6291	0.10		6291	-	100.00	-
Total	22600584	16374632	72.45		16374632	-	100.00	-

**Item No: 2**

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

Promoter/Public	No. of shares held	No. of votes polled	No. 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
			(3)	(4)				
			$[(2) / (1)] * 100$	(5)				
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-	
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-	
Public-Others	6232193	6291	0.10	6291	-	100.00	-	
Total	22600584	16374632	72.45	16374632	-	100.00	-	

For RPP Infra Projects Ltd

*S. Sankar*  
Company Secretary

**Item No: 3**

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

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares		No. of votes - In favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6)	% of votes against on votes polled (7)
			(3)	$[(2) / (1)] * 100$				
Promoter and Promoter Group	16368391	16368341	99.99	99.99	16368341	-	$[(4) / (2)] * 100$ 100.00	$[(5) / (2)] * 100$ -
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	6291	0.10	0.10	6291	-	100.00	-
Total	22600584	16374632	72.45	72.45	16374632	-	100.00	-

**Item No: 4**

Appointment of Auditors and fix their remuneration (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares		No. of votes - In favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6)	% of votes against on votes polled (7)
			(3)	$[(2) / (1)] * 100$				
Promoter and Promoter Group	16368391	16368341	99.99	99.99	16368341	-	$[(4) / (2)] * 100$ 100.00	$[(5) / (2)] * 100$ -
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	6291	0.10	0.10	6291	-	100.00	-
Total	22600584	16374632	72.45	72.45	16374632	-	100.00	-

For RPP Infra Projects Ltd

*S. Sankar*  
Company Secretary

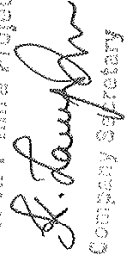
**Item No: 5****Ratification of Remuneration to Cost Auditor (Ordinary Resolution)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes on outstanding shares		No. of votes - In favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6)	% of votes against on votes polled (7)
			(3)	$[(2) / (1)] * 100$				
Promoter and Promoter Group	16368391	16368341	99.99	99.99	16368341	-	$[(4) / (2)] * 100$ 100.00	$[(5) / (2)] * 100$ -
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	6291	0.10	0.10	6291	-	100.00	-
Total	22600584	16374632	72.45	72.45	16374632	-	100.00	-

**Item No: 6****Revision in remuneration of Mr. P.Arulsundaram, Chairman and Managing Director. (Ordinary Resolution)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	No. of votes on outstanding shares		No. of votes - In favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6)	% of votes against on votes polled (7)
			(3)	$[(2) / (1)] * 100$				
Promoter and Promoter Group	16368391	16368341	99.99	99.99	16368341	-	$[(4) / (2)] * 100$ 100.00	$[(5) / (2)] * 100$ -
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	6291	0.10	0.10	6291	-	100.00	-
Total	22600584	16374632	72.45	72.45	16374632	-	100.00	-

For RPP Infra Projects Ltd


  
Company Secretary

**Item No: 7**

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

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares		No. of votes - In favour (4)	No. of votes - Against (5)	% of votes in favour on votes polled (6)	% of votes against on votes polled (7)
			$[(2) / (1)] * 100$					
Promoter and Promoter Group	16368391	16368341	99.99		16368341	-	$[(4) / (2)] * 100$ 100.00	$[(5) / (2)] * 100$
Public - Institutional holders	Nil	Nil	Nil		Nil	-	Nil	-
Public-Others	6232193	6291	0.10		6291	-	100.00	-
Total	22600584	16374632	72.45		16374632	-	100.00	-

For MPP Infra Projects Ltd

*S. Sampath*  
Company Secretary



**Gouri Shanker Mishra**  
B.Com, MBA, FCS, LLB  
**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 20<sup>th</sup> Annual General Meeting of Equity Shareholders of RPP Infra Projects Limited held on Monday, 14<sup>th</sup> 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 20<sup>th</sup> Annual General Meeting of RPP Infra Projects Limited held on Monday, 14<sup>th</sup> 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 20<sup>th</sup> Annual General Meeting of the Company held on Monday, 14<sup>th</sup> 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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The Notice dated 29<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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. 9<sup>th</sup> September 2015 were entitled to vote for the resolutions proposed in the Notice of the 20<sup>th</sup> 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, 11<sup>th</sup> September 2015 at 10.00 A.M. and ended on Sunday, 13<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> Annual General Meeting.

Date: 14<sup>th</sup> September 2015  
Place: Erode

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



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

Date : 14<sup>th</sup> September 2015  
Place: Erode

  
Gouri Shankar Mishra  
(Practicing Company Secretary)  
FCS 6906



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