

Voting Results of 23rd Annual General Meeting

Date of the AGM	7th September 2018
Total number of shareholders on record date	5217
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	3
Public	29
Total	32

Resolution No. 1				To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2018, 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 2018.				
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
PARTICULARS	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER GROUP	E-VOTING	11868391	11868341	100	11868341	0	100	0
	POLL		50	0	50	0	0	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL	11868391	11868391	100	11868391	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1501578	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL	1501578				0		0
PUBLIC-NON INSTITUTIONS	E-VOTING	9230615	30	0	30	0	0	0
	POLL		226512	0	226512	0	100	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL	9230615	226542	2.45	226542	0	100	0
GRAND TOTAL		22600584	12094933	53.52	12094933	0	100	0

Resolution No. 2				To declare dividend on equity shares.				
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
PARTICULARS	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
PROMOTER AND PROMOTER GROUP	E-VOTING	11868391	11868341	100	11868341	0	100	0
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	SUB TOTAL	11868391	11868391	100	11868391	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1501578	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL	1501578				0		0
PUBLIC-NON INSTITUTIONS	E-VOTING		30	0	30	0	0	0

	POLL	9230615	226512	0	226512	0	100	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL	9230615	226542	2.45	226542	0	100	0
GRAND TOTAL		22600584	12094933	53.52	12094933	0	100	0

Resolution No. 3		Appointment of a Director in the place of Mr. P Muralidasan (DIN 02186774), who retires by rotation and being eligible, seeks re-appointment.						
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
PARTICULARS	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
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PUBLIC- INSTITUTIONS	E-VOTING	1501578	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL		1501578				0	
PUBLIC-NON INSTITUTIONS	E-VOTING	9230615	30	0	30	0	0	0
	POLL		226512	0	226512	0	100	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL		9230615	226542	2.45	226542	0	100
GRAND TOTAL		22600584	12094933	53.52	12094933	0	100	0

Resolution No. 4		Ratification of Appointment of M/s. Sundaram & Narayanan, Chartered Accountant, as Auditors of the Company						
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
PARTICULARS	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
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PUBLIC- INSTITUTIONS	E-VOTING	1501578	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
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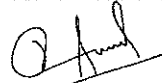
Resolution No. 5				Revision in remuneration of Mr. P Arulsundaram, Chairman and Managing Director				
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
PARTICULARS	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
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	SUB TOTAL		9230615	226542	2.45	226542	0	100
GRAND TOTAL		22600584	12094933	53.52	12094933	0	100	0

Resolution No. 6				Revision in remuneration of Mrs. A. Nithya, Whole Time Director and Chief Financial Officer				
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
PARTICULARS	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
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GRAND TOTAL		22600584	12094933	53.52	12094933	0	100	0

Resolution No. 7				Appointment of Mr. Vijay Agarwal as Independent Director				
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
PARTICULARS	MODE OF VOTING	NO. OF SHARES HELD	NO. OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
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	POLL		0	0	0	0	0	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL		1501578				0	
PUBLIC-NON INSTITUTIONS	E-VOTING	9230615	30	0	30	0	0	0
	POLL		226512	0	226512	0	100	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL		9230615	226542	2.45	226542	0	100
GRAND TOTAL		22600584	12094933	53.52	12094933	0	100	0

Resolution No. 8				Ratification of Remuneration to Cost Auditor				
Resolution Required: Ordinary								
Whether promoter/ promoter groups are interested in the agenda/resolution? : No								
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	POLL		0	0	0	0	0	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL		1501578				0	
PUBLIC-NON INSTITUTIONS	E-VOTING	9230615	30	0	30	0	0	0
	POLL		226512	0	226512	0	100	0
	POSTALBALLOT		0	0	0	0	0	0
	SUB TOTAL		9230615	226542	2.45	226542	0	100
GRAND TOTAL		22600584	12094933	53.52	12094933	0	100	0

For RPP Infra Projects Ltd



P ARULSUNDARAM
Chairman and Managing Director



Gouri Shanker Mishra
B.Com, MBA, FCS, LLB
Practicing Company Secretary
M: +91 98842 53052; Email: gsmishra.1977@gmail.com

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 of 23rd Annual General Meeting of the members of R.P.P Infra Projects Limited held on Friday, 7th September 2018 at 10:00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode-638011, Tamil Nadu.

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 for voting at the 23rd Annual General Meeting of the members of R.P.P Infra Projects Limited held on Friday, 7th September 2018 at 10:00 A.M. at Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode-638011, Tamil Nadu.

Dear Sir,

I, Gouri Shankar Mishra, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of R.P.P 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 remote e-voting and physical ballot forms received from the shareholders in respect of the below mentioned resolutions proposed to be passed at the 23rd Annual General Meeting of the members of the Company held on Friday, 7th September 2018 at 10:00 A.M.

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 Annual General Meeting] 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".

The Notice dated 12th May 2018 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 to be passed at the 23rd Annual General Meeting of the members of the Company.



Mumbai: Pecan, 9th Floor, Param House, Shanti Nagar,
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Chennai: Second Floor, #76, P.S. Sivasamy Salai, Mylapore,
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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 23rd Annual General Meeting of the members of the Company for shareholders who had not casted their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "Cut-off" date i.e. 31st August 2018 were entitled to vote for the resolutions proposed in the Notice of the 23rd Annual General Meeting of the members 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 in the presence of two witnesses, who were not in the employment of the company and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and M/s Cameo Corporate Services Limited, the Registrar and Transfer Agents (R&TA) and by support of their staff.

The voting period for remote e-voting commenced on Tuesday, 4th September 2018 at 10.00 A.M. and ended on Thursday 6th March 2018 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter. After the conclusion of the voting at the 23rd Annual General Meeting of the members of the Company the votes cast thereunder were counted also the data obtained from CDSL.

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 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 23rd Annual General Meeting of the members of the Company.

Date: 8th September 2018
Place: Chennai, Tamil Nadu



Gouri Shanker 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**

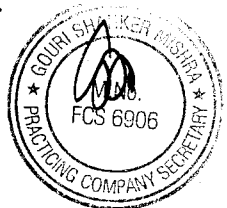
**1. Adoption of the Audited Financial Statements and Audited Consolidated Financial
Statements for the financial year ended on 31st March 2018**

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
Total Number of Ballot Papers Received (Physical Voting)	16	2,26,562
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	6	1,18,68,371
No. of valid cast in favour of the Resolution (Physical Voting)	16	2,26,562
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

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



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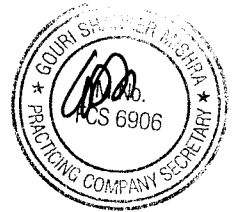
2. Declaration of dividend of Rupees 0.5 (Paise Fifty Only) per share

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
Total Number of Ballot Papers Received (Physical Voting)	16	2,26,562
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3. Re-Appointment of Mr. P. Muralidasan (DIN: 02186774) as Director, who retires by rotation

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
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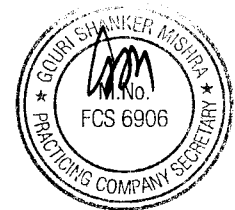
4. Ratification of the appointment of Statutory Auditor for the Financial Year 2018-19

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
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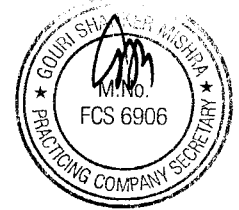
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5. Revision in remuneration of Mr. P. Arulsundaram, Chairman and Managing Director

Type of Business: Special Business
Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
Total Number of Ballot Papers Received (Physical Voting)	16	2,26,562
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
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Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

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6. Revision in remuneration of Mrs. A. Nithya, Whole-time Director and Chief Financial Officer

Type of Business: Special Business
Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
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No. of valid cast in favour of the Resolution (Physical Voting)	16	2,26,562
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

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



Mumbai: Pecan, 9th Floor, Param House, Shanti Nagar,
Santacruz East, Mumbai – 400055; T: +91 22 26655691

Chennai: Second Floor, #76, P.S. Sivasamy Salai, Mylapore,
Chennai – 600 004; T: +91 44 24992001



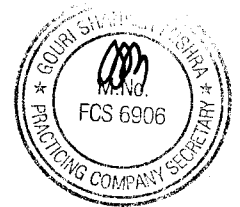
Gouri Shanker Mishra
B.Com, MBA, FCS, LLB
Practicing Company Secretary
M: +91 98842 53052; Email: gsmishra.1977@gmail.com

7. Appointment of Mr. Vijay Agarwal as Independent Director

Type of Business: Special Business
Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
Total Number of Ballot Papers Received (Physical Voting)	16	2,26,562
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	6	1,18,68,371
No. of valid cast in favour of the Resolution (Physical Voting)	16	2,26,562
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

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



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Gouri Shanker Mishra
B.Com, MBA, FCS, LLB
Practicing Company Secretary
M: +91 98842 53052; Email: gsmishra.1977@gmail.com

8. Ratification of remuneration to Cost Auditor


Type of Business: Special Business
Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	6	1,18,68,371
Total Number of Ballot Papers Received (Physical Voting)	16	2,26,562
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	6	1,18,68,371
No. of valid cast in favour of the Resolution (Physical Voting)	16	2,26,562
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

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

You may kindly take note of the details of voting and declare the result based on same.

Date: 8th September 2018
Place: Chennai, Tamil Nadu


Gouri Shankar Mishra
(Practicing Company Secretary)
FCS 6906



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