



RPP Infra Projects Ltd

Saturday, 28th September, 2019

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 Sirs

Sub: Proceedings of 24th Annual General Meeting held on 27-09-2019

Pursuant to Regulation 30(6) read with Clause 13 of Schedule III, Part A, Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of the 24th Annual General Meeting held on 27-09-2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For RPP INFRA PROJECTS LIMITED


A.KARTHISWARAN
COMPANY SECRETARY
Encl: As Above

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



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PROCEEDING OF 24TH ANNUAL GENERAL MEETING

Day & Date : Friday, the 27th September, 2019
Venue : Builders' Welfare Trust Hall, Builders Association of India, No. 35, Perundurai Road, Erode - 638 011
Time of Commencement : 10.00 A.M
Time of conclusion : 10.55 A.M

Members attended in person : 19
Members attended through proxy : -
Total : 19

Directors Present:

1. Mr.P.Arulsundaram Chairman & Managing Director
2. Mrs A Nithya Whole Time Director & CFO
3. Mr.K.Rangasamy Chairman of Audit Committee , Member of Nomination and Remuneration Committee ('NRC') Authorised by Chairman of the NRC
4. Mr.P.Muralidasan Chairman of Stakeholders Relationship Committee

Auditors Present

1. Mr.Gouri Shanker Mishra Secretarial Auditor

Mr.P.Kailasam, Partner of M/s Sundaram & Narayanan Chartered Accountants, Statutory Auditor of the Company has requested the Company for exempting their attendance at the Annual General Meeting due to their pre-occupation and the Company has considered their request and exempted the attendance.



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In Attendance:

Mr. A.Karthiswaran, Company Secretary

The Chairman confirmed that the quorum was present and called to the Meeting to order.

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

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, Financial Statements, Independent Auditors' Report and the Secretarial Audit Report were available for inspection by Members.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Financial Statements (both Standalone and Consolidated), Independent Auditors' Report to the Shareholders and Secretarial Audit Report, having already been circulated to the Members were taken as read.

The Chairman delivered his speech during the course of which he informed the meeting about the performance of the Company. Chairman also adequately clarified the queries raised by some of the Members.

The Chairman informed the Members that the Company had provided remote e-voting facility to the Members whose names appeared on the Register of Members / list of Beneficial Owners received from NSDL/ CDSL as on 20th September, 2019, i.e. cut-off date, to vote on the resolutions to be considered at the Annual General Meeting. He informed that the remote e-voting commenced at 10.00 AM on 24th September, 2019 and ended at 5.00 PM on 26th September, 2019. He requested the Members who had not availed the remote e-voting facility to vote through ballot for which polling papers and ballot box had been provided at the venue of the meeting.

The Chairman informed the Members that Mr. Gouri Shankar Mishra, Practicing Company Secretary had been appointed as the Scrutiniser to scrutinise the remote e-voting and the ballot process in a fair and transparent manner. He further informed that Scrutinizer shall provide the Result of Voting after consolidation of both e-voting and ballot voting.



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The Secretary read out the resolutions on which the Members were required to vote.

ORDINARY BUSINESS – ORDINARY RESOLUTION

RESOLUTION NO: 1

- (a) the Audited Financial Statements of the Company for the financial year ended 31st March 2019, 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 2019.

RESOLUTION NO: 2

To appoint a Director in the place of Mrs. A.Nithya (DIN 00125357), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS – ORDINARY RESOLUTION

RESOLUTION NO: 3

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Mr. R. Gopal, Cost Accountant (M.No.26068) 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 2018-19, amounting to Rs. 3.50 Lakh (Rupees Three Lakh and Fifty Thousand Only) excluding taxes(as applicable) and re-imburement (for travel and out of pocket expenses)be and is hereby ratified and confirmed."

SPECIAL BUSINESS – SPECIAL RESOLUTION

RESOLUTION NO: 4

RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and

amended as follows:

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The existing Main Objects of Clause III (A) be altered by adding new clause 6 below existing clause 5 as under:

"6. To produce, treat, process, prepare, refine, import, export, purchase, sell and generally to deal in, and to act as brokers, agents, stockist, distributors and suppliers of all types and kinds of construction materials including cement (whether ordinary, white, coloured, Portland, pozzolana, blast, furnace, slag, rapid hardening, silica or otherwise), lime and limestone, clinker and/or by products thereof, as well as cement products such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden wares, plaster of Paris, lime, pipes, building materials and otherwise and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith; to take on lease, acquire, erect, construct, establish, work, operate or/and maintain cement factories, quarries, mines, workshops and other works and to process, prepare and generally to deal in cement oriented products, cement poles, cement pipes and cement benches and pre stressed concrete building section, bridge section, walls, drain covers, and fire clay and fire bricks of all kinds, stoneware, bricks, tiles, earthenware, glassware, glass, crockery, sanitary wares, china and terracotta, refractory's and ceramic wares of all kinds and other allied goods and deal in and undertake manufacturing of bricks, tiles, cement pipes, cement poles, lime, building materials, requisites and other materials used in construction or any substitute thereof".

RESOLUTION NO: 5

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging objects of the Memorandum of Association, mentioned under Clause III (C) - 'Other Objects' with Clause III (B) - 'Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently renaming Clause III (B) as 'Objects Incidental or Ancillary to the attainment of the Main Objects' and changing the present object numbering in Clause II (C) to 36 to 50 instead of 1 to 15 as appearing now".



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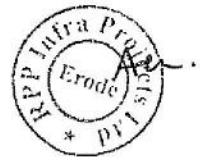
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RESOLUTION NO: 6

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and/ or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution".

The Chairman informed the Members that in accordance with Companies (Management and Administration) Rules 2014, the Secretary of the Company had been authorised to receive the Scrutiniser's Report, countersign the same and declare the results of the voting forthwith. The Chairman of the meeting further informed that the results declared along with the report of the Scrutiniser would be placed on the website of the Company and would also be provided to CDSL immediately after the declaration of result for placing on their website.



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The results would also be submitted to the Stock Exchange with 48 hours of conclusion of the General meeting as provided under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of placing the results on their websites as provided under Proviso to Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014.

The meeting ended with a vote of thanks to the Chair.

For **RPP INFRA PROJECTS LIMITED**

A. Karthiswaran

**A.KARTHISWARAN
SECRETARY**



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