



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: September 08, 2014 (being the date of 19th Annual General Meeting)

Book closure date: September 04, 2014 to September 08, 2014 (both days inclusive)

Total shareholders as on record date: 2812 as on August 01, 2014

No. of shareholders present in the meeting either in person or through proxy:
Promoter and Promoter group – 3 and Public – 15

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 the statement of profit & loss, balance sheet, report of the board of directors and auditors' for the year ended 31 st March, 2014.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
2	Declaration of dividend on equity shares for the financial year 2013-14.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
3	Re-appointment of Mrs. Nithya, who retires by rotation, as a director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
4	Appointment of auditors and fix their remuneration.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
5	Re-Appointment of Mr.P.Arulsundaram as Chairman and Managing Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority

Regd Office : S F No. 454, Raghupathynaiken Palayam, Poondurai Road, Erode - 638 002.

Tel : + 91 424 2284077, **Fax :** +91 424 2282077, **Mail :** ao@rppipl.com



RPP Infra Projects Ltd

6	Re-Appointment of Mrs.A.Nithya as a Whole Time Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
7	Appointment of Mr. K. Natarajan as an Independent Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
8	Appointment of Mr. S.Swaminathan as an Independent Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
9	Appointment of Mr.A.P.C.Krisshnamoorthy as an Independent Director.	Ordinary	E-voting & Poll	The resolution was passed with requisite majority
10	Increasing the borrowing powers of the company.	Special	E-voting & Poll	The resolution was passed with requisite majority
11	Alteration of Articles of Association of the company.	Special	E-voting & Poll	The resolution was passed with requisite majority

R. S. J.

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E-Voting, and Poll details are given below:

Item No: 1

Adoption of the statement of profit & loss, balance sheet, report of the board of directors and auditors statements for the year ended 31st March, 2014. (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	$[(2) / (1)] * 100$	(4)	(5)	$[(4) / (2)] * 100$	$[(5) / (2)] * 100$
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

Item No: 2

Declaration of dividend on equity shares for the financial year 2013-14. (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	$[(2) / (1)] * 100$	(4)	(5)	$[(4) / (2)] * 100$	$[(5) / (2)] * 100$
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

For RPP Infra Projects Ltd

R. S. J.
Company Secretary

Item No: 3

Re-appointment of Mrs. Nithya, who retires by rotation, as a director (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	$[(2) / (1)] * 100$	(4)	(5)	$[(4) / (2)] * 100$	$[(5) / (2)] * 100$
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

Item No: 4

Appointment of Auditors and fix their remuneration (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	$[(2) / (1)] * 100$	(4)	(5)	$[(4) / (2)] * 100$	$[(5) / (2)] * 100$
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

For RPP Infra Projects Ltd



Company Secretary

Item No: 5

Re-Appointment of Mr.P.Arulsundaram as a Chairman and Managing Director. (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	$[(2) / (1)] * 100$	(4)	(5)	$[(4) / (2)] * 100$	$[(5) / (2)] * 100$
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

Item No: 6

Re-Appointment of Mrs.A.Nithya as a Whole Time Director. (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	$[(2) / (1)] * 100$	(4)	(5)	$[(4) / (2)] * 100$	$[(5) / (2)] * 100$
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

For RPP Infra Projects Ltd



Company Secretary

Item No: 7

Appointment of Mr. K. Natarajan as an Independent Director. (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	(3) [(2) / (1)]*100	(4)	(5)	(6) [(4) / (2)]*100	(7) [(5) / (2)]*100
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

Item No: 8

Appointment of Mr. S.Swaminathan as an Independent Director. (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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
	(1)	(2)	(3) [(2) / (1)]*100	(4)	(5)	(6) [(4) / (2)]*100	(7) [(5) / (2)]*100
Promoter and Promoter Group	16368391	16368341	99.99	16368341	-	100.00	-
Public - Institutional holders	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	-	100.00	-

For RPP Infra Projects Ltd



Company Secretary

Item No: 9

Appointment of Mr.A.P.C.Krishnamoorthy as an Independent Director. (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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)]*100				
Promoter and Promoter Group	16368391	16368341	99.99	16368341	16368341	-	100.00	[(5) / (2)]*100
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	16384167	-	100.00	-

Item No: 10

Increasing the borrowing powers of the company. (Special resolution)

Promoter/Public	No. of shares held	No. of votes polled	% 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)]*100				
Promoter and Promoter Group	16368391	16368341	99.99	16368341	16368341	-	100.00	[(5) / (2)]*100
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	16384167	-	100.00	-

For RPP Infra Projects Ltd



Company Secretary

Item No: 11

Alteration of Articles of Association of the company. (Special resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)		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)
			$[(2) / (1)] * 100$	(3)				
Promoter and Promoter Group	16368391	16368341	99.99	16368341	16368341	-	$[(4) / (2)] * 100$ 100.00	$[(5) / (2)] * 100$ -
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	-	Nil	-
Public-Others	6232193	15826	0.25	15826	15826	-	100.00	-
Total	22600584	16384167	72.49	16384167	16384167	-	100.00	-

For RPP Infra Projects Ltd



Company Secretary

Report of the Scrutinizer

COMBINED REPORT FOR E-VOTING AND POLL IN FORM NO. MGT – 13

[Pursuant to section 108,109 of Companies Act, 2013 and rule 20 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Date: 8th September 2014

To

The Chairman

Of the Annual General Meeting of the Equity Shareholders of R.P.P. INFRA PROJECTS LIMITED, held on 8th September 2014 at Builder's Welfare Trust Hall, No.35, Perundurai road, Erode-638011 at 10.00 a.m.

Subject: Ordinary Resolution(s) and special resolutions under different provisions of the Companies Act, 2013 read with rules made there under. *Voting through electronic means in terms of section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 framed there under & voting by poll under section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under.*

Dear Sir

I, R Kanakathara, Practicing Company Secretary, having my office at Flat No.6, Orchid Manor, 4th Avenue, Indira Nagar, Adyar, Chennai-600020 appointed as Scrutinizer as per the letter dated 30.06.2014 for the purpose of e-voting and voting by poll on the below mentioned resolutions, at the Annual General Meeting of the equity shareholders of R.P.P. INFRA PROJECTS LIMITED, held on 8th September 2014 at Builder's Welfare Trust Hall, No.35, Perundurai road, Erode-638011 at 10.00 a.m., hereby submit my report as under:



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a.	Pursuant to section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including statement under section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email id's were available) and to the other shareholders by the Registered Post on 12 th August, 2014. And subsequently the notice convening the meeting was also kept on the website of the Company and that of the Agency, i.e., Cameo Corporate Services Limited (Registrar & Share Transfer Agents). The members of the Company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services Limited (CDSL).
b.	The Public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of wide circulation on 15 th August, 2014 and a vernacular newspaper on 15 th August, 2014.
c.	The e-voting period commenced on 28 th August 10.00 a.m and ended on the close of 30 th August 2014 at 05.00 p.m.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 30 th August 2014 at 05.00 p.m. the CDSL portal was blocked for voting.
e.	The Votes cast were unblocked in the presence of two witnesses on 1 st September 2014.
f.	A register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the clarifications issued by the Ministry of Corporate Affairs dated 17.06.2014.

The polling papers in the Form MGT-12 as per the Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at a convenient location in the venue.

1. At the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. There were no poll papers which were defective or invalid.



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The resolutions for this AGM of the shareholders were as follows:

Sl. No	Resolutions:	Type of Resolution
	<u>ORDINARY BUSINESS</u>	
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial Year ended 31st March 2014	Ordinary
2	Declaration of dividend on equity shares for the financial Year ended 31st March 2014.	Ordinary
3	Appointment of a director in place of Mrs.A.Nithya (DIN 00125357) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary
4	Appointment of M/s.Karthikeyan & Jayaram, Chartered Accountants(FRN:07570S), as the auditors of the Company.	Ordinary
	<u>SPECIAL BUSINESS</u>	
5	Re-Appointment of Mr.P.Arulsundaram (DIN00125403) as Chairman & Managing director for a period of three years w.e.f 1.04.2014.	Ordinary
6	Re-Appointment of Mrs.A.Nithya(DIN 00125357) as Wholetime director for a period of three years w.e.f 1.04.2014.	Ordinary
7	Appointment of Mr.K.Natarajan (DIN 03638450) as an Independent Director of the Company.	Ordinary
8	Appointment of Mr.S.Swaminathan(DIN02800432) as an Independent Director of the Company.	Ordinary
9	Appointment of Mr.A.P.C.Krishnamoorthy(DIN02181130) as an Independent Director of the Company.	Ordinary
10	Approval of Borrowing Limits exceeding the aggregate of Paid up capital and free reserves, upto a sum not exceeding 500 Crores	Special
11	Amendment of the Articles of Association of the Company by introducing Clause C under Article 127	Special



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The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid/invalid votes in respect of each of the resolutions are given below:

Resolution S.No	Number of members who cast their votes by e-voting		Number of members who cast their votes at the poll on AGM		Number of valid votes		No. of invalid votes	
	ASSENT	DISSENT	ASSENT	DISSENT	EVOTING	POLL	EVOTING	POLL
1	7	0	4	0	7	4	0	0
2	7	0	4	0	7	4	0	0
3	7	0	4	0	7	4	0	0
4	7	0	4	0	7	4	0	0
5	7	0	4	0	7	4	0	0
6	7	0	4	0	7	4	0	0
7	7	0	4	0	7	4	0	0
8	7	0	4	0	7	4	0	0
9	7	0	4	0	7	4	0	0
10	7	0	4	0	7	4	0	0
11	7	0	4	0	7	4	0	0

The summary of the results in terms of the Number of votes cast **FOR** and **AGAINST** out of the total valid votes is given below:





E Voting & Poll

Resolution No.	No. of Votes cast in favour	No. of Votes cast against	Total-valid votes	Assent %	Dissent %	Passed/not passed
1	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
2	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
3	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
4	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
5	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
6	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
7	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
8	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
9	16384167	0	16384167	100%	0	Passed as Ordinary Resolution
10	16384167	0	16384167	100%	0	Passed as Special Resolution
11	16384167	0	16384167	100%	0	Passed as Special Resolution

Since the requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S.No. 1 to 9, and the number of votes cast in favour are more than 3 times the number of votes cast against of the total votes polled in respect of resolutions no.10 &11, I hereby report that the above resolutions were passed with requisite majority.



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4. The poll papers and all other relevant records were sealed and handed over to the Compliance officer of the company authorized by the Board for safe keeping.
5. The data sheet relating to e-voting and other related papers/registers, records are in safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the minutes are approved and signed.

Thanking you

Date: 08.09.2014

Place: Erode



Yours faithfully

R. Kanakathara
Company Secretary in Practice
Membership No.: A36147
C.P.No: 13389

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