

Voting Results of 16th Extra Ordinary General Meeting

Date of the EGM	15th March 2018
Total number of shareholders on record date	5078
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	3
Public	28
Total	31

Resolution No. 1		INCREASE IN AUTHORIZE SHARE CAPITAL						
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		0	0	0	0	0	
	POSTALBALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		11868391	11868341	100	11868341	0	100
PUBLIC-INSTITUTIONS	E-VOTING	1648187	22500	1.37	22500	0	100	0
	POLL		0	0	0	0	0	
	POSTALBALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		1648187	22500	1.37	22500	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	9084006	6052	0.07	6052	0	100	0
	POLL		1683	0	1683	0	100	0
	POSTALBALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		9084006	7735	0.09	7735	0	100
GRAND TOTAL		22600584	11898576	52.65	11898576	0	100	0

Resolution No. 2		ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS						
Resolution Required: Special								
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		0	0	0	0	0	
	POSTALBALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		11868391	11868341	100	11868341	0	100
PUBLIC-INSTITUTIONS	E-VOTING	1648187	22500	1.37	22500	0	100	0
	POLL		0	0	0	0	0	
	POSTALBALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		1648187	22500	1.37	22500	0	100

PUBLIC-NON INSTITUTIONS	E-VOTING		6052	0.07	6052	0	100	0
	POLL	9084006	1683	0	1683	0	100	0
	POSTALBALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	9084006	7735	0.09	7735	0	100	0
GRAND TOTAL		22600584	11898576	52.65	11898576	0	100	0

Resolution No. 3		ISSUE OF EQUITY SHARES UNDER THE PROVISIONS OF SECTION 23, 42 AND 62 OF THE COMPANIES ACT, 2013						
Resolution Required: Special								
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		0	0	0	0	0	0
	POSTALBALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		11868391	11868341	100	11868341	0	100
PUBLIC- INSTITUTIONS	E-VOTING	1648187	22500	1.37	22500	0	100	0
	POLL		0	0	0	0	0	
	POSTALBALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		1648187	22500	1.37	22500	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	9084006	6052	0.07	6052	0	100	0
	POLL		1683	0	1683	0	100	0
	POSTALBALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		9084006	7735	0.09	7735	0	100
GRAND TOTAL		22600584	11898576	52.65	11898576	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
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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 of 16th Extraordinary General Meeting of Equity Shareholders of R.P.P INFRA PROJECTS LIMITED held on Thursday, 15th March 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 16th Extraordinary General Meeting of Equity Shareholders of R.P.P INFRA PROJECTS LIMITED held on Thursday, 15th March 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 16th Extraordinary General Meeting of Equity Shareholders of the Company held on Friday, 15th March, 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 Extraordinary 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 13th February 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 and corrigendum to the Notice dated 22nd February 2018 was also issued for the resolution to be passed at the 16th Extraordinary General Meeting of Equity Shareholders of the Company.



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

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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 16th Extraordinary General Meeting of Equity Shareholders 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. 9th March 2018 were entitled to vote for the resolutions proposed in the Notice of the 16th Extraordinary General Meeting of Equity Shareholders 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 Monday, 12th March 2018 at 10.00 A.M. and ended on Wednesday 14th March 2018 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter. After the conclusion of the voting at the 16th Extraordinary General Meeting of Equity Shareholders 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 16th Extraordinary General Meeting of Equity Shareholders of the Company.

Date: 16th March 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. Increase in Authorized Share Capital

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)	8	1,18,96,893
Total Number of Ballot Papers Received (Physical Voting)	4	1,683
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)	8	1,18,96,893
No. of valid cast in favour of the Resolution (Physical Voting)	4	1,683
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. Issue of Equity Shares on a Preferential Basis:

Type of Business: Special Business

Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	8	1,18,96,893
Total Number of Ballot Papers Received (Physical Voting)	4	1,683
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)	8	1,18,96,893
No. of valid cast in favour of the Resolution (Physical Voting)	4	1,683
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 Special Resolution was received.



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3. Issue of Equity Shares under the provisions of Sections 23, 42 and 62 of the Companies Act, 2013:

Type of Business: Special Business


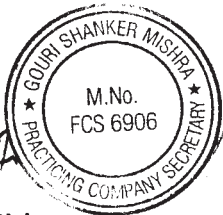
Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	8	1,18,96,893
Total Number of Ballot Papers Received (Physical Voting)	4	1,683
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)	8	1,18,96,893
No. of valid cast in favour of the Resolution (Physical Voting)	4	1,683
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 Special Resolution was received.

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

Date: 16th March 2018
Place: Chennai, Tamil Nadu



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(Practicing Company Secretary)
FCS 6906

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