

## Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Date: 12<sup>th</sup> February 2025

To  
The Chairman,  
R.P.P Infra Projects Limited,

**Sub: Scrutinizer's Report on voting through Postal Ballot by electronic means conducted pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.**

We, **Lakshmmi Subramanian & Associates**, Practicing Company Secretaries, Chennai have been appointed as the Scrutinizer by **R.P.P Infra Projects Limited** (the 'Company') vide board resolution dated December 31, 2024 for conducting the Postal Ballot e-voting process in a fair and transparent manner as regards all resolutions as stated in the Postal Ballot Notice dated December 31, 2024 (the 'Postal Ballot Notice').

In terms of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India read with General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as ('MCA Circulars')) issued in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the special businesses mentioned in the Postal Ballot Notice were proposed to be passed by the members of the Company through Postal Ballot by electronic means only (remote e-voting). The Company had, accordingly, provided the facility of remote e-voting to all the members enabling them to cast their votes electronically on the special businesses mentioned in the Postal Ballot Notice.

The Company has availed the e-voting facility from Central Depository Services (India) Limited (CDSL) for the shareholders to cast their votes to the aforesaid resolutions through electronic mode under Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 which recognizes voting by electronic mode for Postal Ballot and which prescribes the appropriate mechanism for e-Voting.



Our responsibility as a scrutinizer for the voting process through Postal Ballot by remote e-voting is restricted to ensure that the voting process was conducted in a fair and transparent manner and make the Scrutinizer's Report of the votes cast "in favour" or "against" for the resolutions mentioned in the Postal Ballot notice, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited, the authorized agency to provide remote e-voting facility.

The Postal Ballot process was accordingly conducted and concluded as below:

- The Company on 11<sup>th</sup> January 2025 dispatched the Postal Ballot Notice under Section 110 of the Companies Act, 2013 through email to 37,715 shareholders of the Company whose email ids are registered with RTA/Depositories/Depositories Participants and whose names appeared on the Register of Members/List of Beneficiaries as on Friday, January 03, 2025.
- The Company issued an advertisement in Maalaimalar and Business Standard newspapers about the dispatch of Postal Ballot Notice on 14<sup>th</sup> January 2025.
- The e-voting process commenced on Sunday, January 12, 2025 at 09:00 A.M (IST) and was open until Monday, February 10, 2025 at 05:00 P.M IST.
- All electronic votes received until Monday, February 10, 2025 at 05:00 P.M IST were considered for our scrutiny.
- The votes cast under e-voting were thereafter unblocked and downloaded from the portal of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and was witnessed by two witnesses who are not in employment of the company either directly/indirectly.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and the results were as under.

**SUMMARY OF POSTAL BALLOT E-VOTING RESULTS:**

**1. APPOINTMENT OF MR. VENKATESAN ELLATAH NAIDU (DIN: 07389056) AS AN NON- EXECUTIVE -INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 2 YEARS:**

**Nature of Resolution:** Special Resolution

**Voting Requirement:** Special Majority



Particulars	Number of Members	Representing Number of Shares
Total number of members who participated in e-Voting process	73	1,45,88,798
<b>Valid Votes:</b>	72	1,45,88,786
<b>Abstained Votes:</b>	1	12
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (e- Voting)	68	1,45,88,220
Number of valid votes cast against the Resolution (E- Voting)	4	566
Percentage of the total votes received in favour of the resolution (under e-voting)	99.99%	

**Result:** Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 1 of the Postal Ballot Notice has been passed with **requisite majority**.

**2. APPOINTMENT OF MR. CHINNIAMPALAYAM KULANDAISAMY VENKATACHALAM (DIN:00125459) AS AN EXECUTIVE DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS:**

**Nature of Resolution:** Special Resolution

**Voting Requirement:** Special Majority

Particulars	Number of Members	Representing Number of Shares
Total number of members who participated in e-Voting process	73	1,45,88,798
<b>Valid Votes:</b>	73	1,45,88,798
<b>Abstained Votes:</b>	0	0
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (e- Voting)	68	1,45,87,432
Number of valid votes cast against the Resolution (E- Voting)	5	1366
Percentage of the total votes received in favour of the resolution (under e-voting)	99.99%	





**Result:** Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 2 of the Postal Ballot Notice has been passed with **requisite majority**.

**3. APPOINTMENT OF MR. ANANDAVADIVEL SATHIYAMOORTHY (DIN: 07783796) AS AN EXECUTIVE DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS:**

**Nature of Resolution:** Special Resolution

**Voting Requirement:** Special Majority

Particulars	Number of Members	Representing Number of Shares
Total number of members who participated in e-Voting process	73	1,45,88,798
<b>Valid Votes:</b>	72	1,45,88,786
<b>Abstained Votes:</b>	1	12
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (e- Voting)	66	1,45,87,406
Number of valid votes cast against the Resolution (E- Voting)	6	1380
Percentage of the total votes received in favour of the resolution (under e-voting)	<b>99.99%</b>	

**Result:** Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 3 of the Postal Ballot Notice has been passed with **requisite majority**.

**4. APPOINTMENT OF MR. MARAPPAN MURUGESAN (DIN: 07900558) AS AN NON-EXECUTIVE-INDEPENDENT DIRECTOR OF THE COMPANY FOR FIVE YEARS:**

**Nature of Resolution:** Special Resolution

**Voting Requirement:** Special Majority



Particulars	Number of Members	Representing Number of Shares
Total number of members who participated in e-Voting process	73	1,45,88,798
<b>Valid Votes:</b>	72	1,45,88,786
<b>Abstained Votes:</b>	1	12
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (e- Voting)	68	1,45,88,220
Number of valid votes cast against the Resolution (E- Voting)	4	566
Percentage of the total votes received in favour of the resolution (under e-voting)	<b>99.99%</b>	

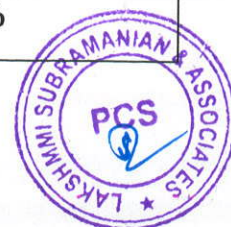
**Result:** Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 4 of the Postal Ballot Notice has been passed with **requisite majority**.

#### **5. ALTERATION OF THE OBJECT CLAUSE OF THE COMPANY:**

**Nature of Resolution:** Special Resolution

**Voting Requirement:** Special Majority

Particulars	Number of Members	Representing Number of Shares
Total number of members who participated in e-Voting process	73	1,45,88,798
<b>Valid Votes:</b>	72	1,45,88,786
<b>Abstained Votes:</b>	1	12
<b>Out of the above:</b>		
Number of valid votes cast in favour of the Resolution (e- Voting)	65	1,45,51,671
Number of valid votes cast against the Resolution (E- Voting)	7	37,115
Percentage of the total votes received in favour of the resolution (under e-voting)	<b>99.74%</b>	



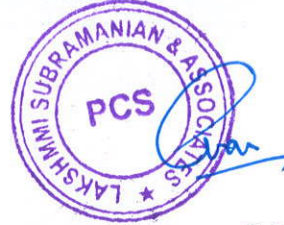
**Result:** Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 5 of the Postal Ballot Notice has been passed with **requisite majority**.

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot of the Company and the same shall be handed over thereafter to the Company Secretary for safe keeping.

**Place:** Chennai

**Date:** 12/02/2025

**For Lakshmmi Subramanian & Associates**  
**Practicing Company Secretaries**



**S. Vasudevan**  
**Partner**

**FCS No.: 9495**

**CP No: 27636**

**UDIN: F009495F003921581**