

SUNITA MOHANTY & ASSOCIATES
COMPANY SECRETARIES

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REPORT OF SCRUTINIZER- COMBINED
(ON E VOTING PROCESS & POLL)

Date: 27.09.2018

Scrutinizer's Report on E-voting process and vote by poll at 18th AGM Pursuant to section 108 &109 of the Companies Act, 2013 and Rule 20 (4) of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014

To,
The Chairman,
ARSS Infrastructure Projects Limited,
Plot No-38, Sector-A, Zone-D,
Mancheswar Industrial Estate,
Bhubaneswar-751 010,
Odisha, India

Ref: 18th Annual General Meeting of the Members of ARSS Infrastructure Projects Limited held on Thursday, 27th September, 2018 at 11.00 A.M. at the Registered Office of the Company at Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Odisha, India.

Dear Sir,

1. I, Jyotirmoy Mishra (Membership. No. F6556, CP No. 6022), Partner, M/s Sunita Mohanty & Associates, Company Secretaries, Bhubaneswar, have been appointed as a scrutinizer by:

(i) The Board of Directors of ARSS Infrastructure Projects Limited ("the Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereon; at their meeting held on 10th August, 2018 and;

(ii) The Chairman of the Annual General Meeting (AGM) for the purpose of poll under the provisions of section 109 of the Companies Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 18th Annual General Meeting (AGM) of the members of the Company, held on 27th day of September, 2018 at Registered Office of the Company at Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Odisha, India.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 18th Annual General meeting (AGM) of the Members of the Company. Our responsibility as a Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report



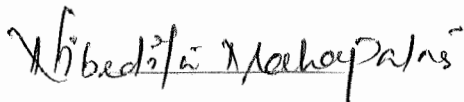
(Combined) of the votes casted 'in favour' or 'against' the resolutions stated above, based on the Reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Authorized Agency engaged by the Company to provide E-voting facilities for E-voting and also based on the Poll conducted at the Annual General Meeting.

3. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide secured system for E-Voting process.

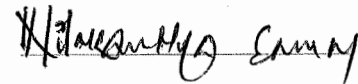
4. The E-Voting period remained open from 9.00 A.M. (IST) on Sunday, 23rd September, 2018 (9:00 am) up to 05.00 P.M. (IST) on Wednesday, 26th September, 2018 (5:00 pm).

5. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for Remote E-Voting on the proposed resolutions is 20th September, 2018.

6. The votes casted electronically were unblocked on 27th September, 2018, at 12:08 P.M. after the poll process finished, in the presence of two witnesses, Mrs. Nibedita Mahapatra and Mr. Nilakantha Samal, having Office at L3/60, 1st Floor, Acharya Vihar, Bhubaneswar - 751013, who are not in the employment of the Company. They have signed below in confirmation of the E-Votes & Ballot Papers being unblocked in their presence.



Nibedita Mahapatra



Nilakantha Samal

7. The Poll facility has been provided to all the shareholders who attended the Annual General Meeting to vote at the Resolutions as contained in the Notice to the 18th Annual General Meeting but not to those shareholders who have opted the facility to vote through remote E-voting.

8. After the time fixed for closing of the poll by the Chairman, Ballot Boxes kept for polling were locked in my presence.

9. The locked Ballot Boxes were subsequently opened in my presence and poll papers were diligently scrutinized.

10. The poll papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

11. Thereafter, the details containing, inter alia, the information about Equity Shareholders voting 'In Favour' and 'Against' the resolutions, were generated from the E-Voting website of National Securities Depository Limited (NSDL) and based on such Reports, the results of Remote E-Voting and Poll on each resolution are given hereunder:



A) Resolution No. 1: Ordinary Resolution**Adoption of financial statements**

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and auditors thereon.

(i) Voted in 'FAVOUR' of Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
36	10626785	23	29061	10655846	99.91

(ii) Voted 'AGAINST' the Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
2	9700	0	0	9700	0.09

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of invalid votes cast
0	0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in notice as Item No-1, hence the ordinary resolution was passed with requisite majority.



B) Resolution No. 2: Ordinary Resolution

Appointment of Mr. Rajesh Agarwal (DIN: 00217823) as a director liable to retire by rotation.

(i) Voted in 'FAVOUR' of Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
35	10626185	23	29061	10655246	99.90

(ii) Voted 'AGAINST' the Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
3	10300	0	0	10300	0.10

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of invalid votes cast
0	0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in notice as Item No-2, hence the ordinary resolution was passed with requisite majority.



C) Resolution No. 3: Special Business - Ordinary Resolution:

Ratification of Remuneration to Cost Auditor for the financial year 2018-19:

(i) Voted in 'FAVOUR' of Resolution:

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution-poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
37	10626885	23	29061	10655946	99.91

(ii) Voted 'AGAINST' the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	9600	0	0	9600	0.09

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of invalid votes cast
0	0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in notice as Item No- 3, hence the ordinary resolution was passed with requisite majority.



D) Resolution No.4: Special Business - Ordinary Resolution

Appointment of Mrs. Janhabi Deo as Woman/ Independent director.

(i) Voted in 'FAVOUR' of Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
35	10626185	23	29061	10655246	99.90

(ii) Voted 'AGAINST' the Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
3	10300	0	0	10300	0.10

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of invalid votes cast
0	0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in notice as Item No-4, hence the ordinary resolution was passed with requisite majority.



E) Resolution No. 5: Special Business - Special Resolution

Re-appointment of Mrs. Janhabi Deo as Woman/ Independent director.

(i) Voted in 'FAVOUR' of Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
35	10626185	23	29061	10655246	99.90

(ii) Voted 'AGAINST' the Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
3	10300	0	0	10300	0.10

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of invalid votes cast
0	0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in notice as Item No-5, hence the special resolution was passed with requisite majority.



F) Resolution No. 6: Special Business - Special Resolution:

Approval for continuation of Mr. Swarup Chandra Parija as Independent Director.

(i) Voted in 'FAVOUR' of Resolution:

Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
35	10626185	22	29049	10655234	99.90

(ii) Voted against the Resolution:

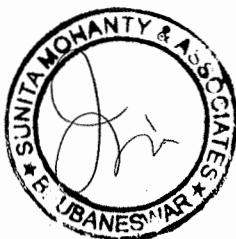
Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
3	10300	1	12	10312	0.10

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of invalid votes cast
0	0	0	0	0	0

Result:

As the votes cast in favour of the resolution are more than votes cast against the resolution as set out in notice as Item No-6, hence the special resolution was passed with requisite majority.



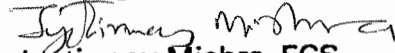
SUNITA MOHANTY & ASSOCIATES

COMPANY SECRETARIES

The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company secretary for safe keeping.

Thanking You.

For M/s. Sunita Mohanty & Associates,
for Sunita Mohanty & Associates
Company Secretaries



Jyotirmoy Mishra, FCS

CP-6022, PARTNER

CS Jyotirmoy Mishra

Membership No:-F6556

C.P. No:- 6022

Place: Bhubaneswar

Date: 27.09.2018