

**REPORT OF SCRUTINIZER- COMBINED**

**(ON E VOTING & POLL)**

Date: 29.09.2016

**[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:** 16<sup>th</sup> Annual General Meeting of the Members of ARSS Infrastructure Projects Limited held on Wednesday, 28<sup>th</sup> September, 2016 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. Debadatta Mohapatra (Mem. No. F5474, CP No. 4583), Partner, ADP & Associates, Company Secretaries in practice, 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 , 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 16<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 28<sup>th</sup> day of September, 2016 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



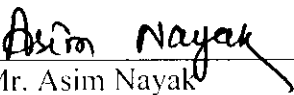
resolutions contained in the Notice to the 16<sup>th</sup> Annual General meeting (AGM) of the Members of the Company. Our responsibility as a Scrutinizer for the remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report (Combined) of the votes casted 'in favour' or '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.

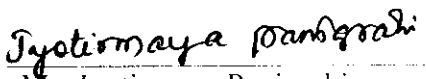
3. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorized Agency to provide secured system for E-Voting process.

4. The E-Voting period remained open from 9.00 A.M. (IST) on 24th day of September, 2016 up to 05.00 P.M. (IST) on 27th day of 2016.

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 21<sup>st</sup> September, 2016.

6. The votes casted electronically were unblocked on 28<sup>th</sup> September, 2016, around 1.00 P.M. after the poll process finished, in the presence of two witnesses, Mr. Asim Nayak, having Office at N/3- 23, IRC Village, Bhubaneswar and Mr. Jyotirmaya Panigrahi, having Office at N/3- 23, IRC Village, Bhubaneswar 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.

  
Mr. Asim Nayak

  
Mr. Jyotirmaya Panigrahi

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 16<sup>th</sup> 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

To receive, consider and if thought fit, to adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Profit and Loss Account for the year ending on that date, together with the Reports of the Directors' 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
28	2677052	24	131369	2808421	100

#### (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
0	0	0	0	0	0

#### (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
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**

To appoint a Director in place of Mr. Rajesh Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.

**(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
27	2675752	23	131361	2807113	99.958%

**(ii) Voted 'AGAINST' the Resolution:**

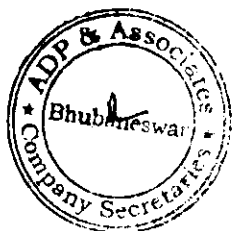
Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	1150	1	8	1158	0.042%

**(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
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: Ordinary Resolution:**

Ratification of the appointment of Statutory Auditors.

**(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
28	2677052	23	131359	2808411	99.999%

**(ii) Voted against the Resolution:**

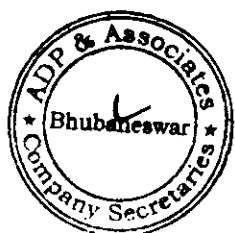
Number of Members voted through electronic voting system (remote e-voting)	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	1	10	10	0.001%

**(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
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: Ordinary Resolution:**

Ratification of Remuneration to Cost Auditor

**(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
27	2677051	23	131359	2808410	99.999%

**(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	1	1	10	11	0.001%

**(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
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.



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.

Place: Bhubaneswar  
Date: 29/09/2016



For ADP & Associates  
Company Secretaries

*Debadatta Mohapatra*

CS Debadatta Mohapatra, Partner  
Membership No:-5474  
C.P. No:-4583