

SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

House No - 8, Gangadhar Meher Nagar, Opposite of Pal Height Mall, Jaydev Vihar Bhubaneswar-751013
Ph. 9437272604, 9437255625, Email : secretarial@sunitamohantyandassociates.com

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

Date: 26.09.2023

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

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 read with the provisions of section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ("the Rules") and e-voting at the 23rd Annual General Meeting of ARSS Infrastructure Projects Limited held on Tuesday, September 26, 2023 at 11.00 a.m. through video conferencing ('VC')/other audio visual means ('OAVM').

Dear Sir,

I, Jyotirmoy Mishra (Membership. No. F6556, CP No. 6022), Partner, M/s Sunita Jyotirmoy & Associates, Company Secretaries, Bhubaneswar had been appointed as the Scrutinizer by ARSS Infrastructure Projects Limited ("the Company") for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through electronics means at the 23rd Annual General Meeting of the shareholders of the Company held on Tuesday, September 26, 2023 at 11.00 a.m. through Video Conference/other Audio Visual Means in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of the Companies Act, 2013 on the below mentioned resolution(s). The company had provided to the members facility of remote e-voting and voting by electronic means at the Annual General Meeting which was allowed to be continued for 15 minutes after the conclusion of the meeting.



The notice dated August 11, 2023, convening the AGM along with the Annual Report 2022-23, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars'), unless any Member has requested for a physical copy of the same.

The management of the Company is responsible to ensure the compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Act and the Rules framed there under relating to remote e-voting on the Resolution contained in the notice of 23rd Annual General Meeting dated 11th August, 2023. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of the Votes Cast "In favour" or "against" the resolutions and "Invalid" Votes based on report generated from the Electronic platform Provided by National Securities Depository Limited (NSDL), The Authorized agency to provide remote e-voting Facilities, engaged by the Company and e-voting at the Annual General Meeting.

I, submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited's ("NSDL") for conducting remote e-voting by the Shareholders of the Company prior to the Meeting as well as during the Meeting.
2. The Company had also provided e voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.
3. The voting period for remote e-voting commenced on Saturday, September 23, 2023 at 09.00 a.m. (IST) and ended on Monday, September 25, 2023 at 05.00 p.m. (IST). The Members were required to cast their vote electronically conveying their assent/dissent in respect of all the Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the AGM on Tuesday, 26th September, 2023.
4. The shareholders of the company holding shares as on the "cut-off" date of September 19, 2023 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.



5. After the close of period for remote e-voting, the details of the members, such as their names, folio numbers, number of shares held, who had casted their votes through remote e-voting, were downloaded from the e-voting website of NSDL, for the purpose of ensuring that the members who have casted their votes through remote e-voting do not vote again at the 23rd AGM.
6. The e-voting at the AGM commenced on Tuesday, 26th September, 2023 at 11:35 a.m. and closed at 11.50 a.m.
7. The votes were finally unblocked on Tuesday, September 26, 2023 at around 12.17 p.m. in presence of two witnesses viz. Mr. Susant Kumar Behera and Mr. Satyaban Palei who are not in the employment of the company and who have signed at the end of the report in token of the same.
8. Thereafter, the details containing, inter-alia, List of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of National Securities Depository Limited (NSDL). ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com))
9. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
10. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 19, 2023 and as per the Register of Members of the Company.
11. Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.



SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

Resolution No. 1

Ordinary Resolution for adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors ('the Board') and auditors thereon.

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through Physical Ballot forms	Number of votes casted through Physical Ballot forms	Number of Members voted through Ballot at the AGM	Number of votes casted by ballot papers at AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	50	10463997	0	0	0		10463997	99.996
Voted against the resolutions	4	469	0	0	0	0	469	0.004
Total	54	10464466	0	0	0	0	10464466	100.000
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00



SUNITA JYOTIRMOY & ASSOCIATES**COMPANY SECRETARIES**

(Formerly Known as Sunita Mohanty & Associates)

Resolution No. 2

Ordinary Resolution for re-appointment of Shri Subash Agarwal (DIN: 00217823), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through Physical Ballot forms	Number of votes casted through Physical Ballot forms	Number of Members voted through Ballot at the AGM	Number of votes casted by ballot papers at AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	47	9082368		0	0	0	9082368	99.995
Voted against the resolutions	6	490	0	0	0	0	490	0.005
Total	53	9082858	0	0	0	0	9082858	100.000
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00



SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

Resolution No. 3

Ordinary Resolution for Ratification of the proposed remuneration payable to M/s. I C Kundu & Co. , Cost Accountants, Bhubaneswar, (Firm Registration No. 100778), the cost auditors of the company for the financial year 2022-23 and 2023-24 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) for each financial year as also the payment of tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through Physical Ballot forms	Number of votes casted through Physical Ballot forms	Number of Members voted through Ballot at the AGM	Number of votes casted by ballot papers at AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	49	10463977		0	0	0	10463977	99.995
Voted against the resolutions	5	489	0	0	0	0	489	0.005
Total	54	10464466	0	0	0	0	10464466	100.000
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00

You may accordingly declare the result of voting for each resolution of the AGM.



SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

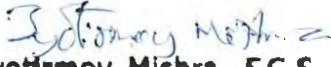
I hereby confirm that the papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting where after the same will be handed over to the Company Secretary for safe keeping.

Thinking You,

Yours faithfully,

For M/s Sunita Jyotirmoy & Associates

For Sunita Jyotirmoy & Associates


Jyotirmoy Mishra, F.C.S.

CF-6022, PARTNER

CS Jyotirmoy Mishra

Membership Number -F6556

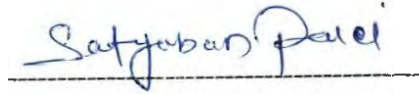
C. P. No. - 6022

UDIN : F006556E001086965

We, the under signed witnesses that the votes in respect of e-voting of shareholders of ARSS Infrastructure Projects Limited, were unblocked from e-voting website of NSDL in our presence at 12.17 p.m. on 26th September, 2023.



Mr. Susant Kumar Behera



Mr. Satyaban Palei