

# SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

House No.-8, Gangadhar Meher Nagar, Opposite o Pal Heights Mall, Jaydev Vihar, Bhubaneswar-751013  
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## 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: 29.09.2021

To  
The Chairman,  
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 21<sup>st</sup> Annual General Meeting of ARSS Infrastructure Projects Limited held on Wednesday, September 29, 2021 at 11.00 a.m.

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 21<sup>st</sup> Annual General Meeting of the shareholders of the Company held on Wednesday, September 29, 2021 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 AGM notice dated August 21, 2021, 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 email addresses are registered with the Company/Depositories. The emails were sent in compliance with the MCA Circular No. 02/2021 dated January 13, 2021, 20/ 2020 dated May 5, 2020 read with Circulars 14/ 2020 dated April 8, 2020



and 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

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 21<sup>st</sup> Annual General Meeting dated 21<sup>st</sup> August, 2021. 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 remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company.
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 Sunday, September 26, 2021 at 09.00 a.m. (IST) and ended on Tuesday, September 28, 2021 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 Wednesday, 29<sup>th</sup> September, 2021.
4. The shareholders of the company holding shares as on the "cut-off" date of September 22, 2021 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 21<sup>st</sup> AGM.
6. The e-voting at the AGM commenced on Wednesday, 29<sup>th</sup> September, 2021 at 11:25 a.m. and closed at 11.40 a.m.
7. The votes were finally unblocked on Wednesday, September 29, 2021 at around 01.17 p.m. in presence of two witnesses viz. Mr. Nilakantha Samal and Mr. Sumit Kumar Nayak 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. Based on reports generated from the e-voting website of NSDL and e-voting at the 21<sup>st</sup> Annual General Meeting, the consolidated report on the results of the voting on each resolution are given hereunder.

**Resolution No. 1**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors ('the Board') and auditors thereon. (Ordinary resolution)

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 e-voting at the AGM	Number of votes casted by e-voting at AGM	Total Number of votes cast through Remote e-voting and e-voting at AGM	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	57	10807380	-	-	-	-	10807380	99.72
Voted against the resolutions	2	30026	-	-	-	-	30026	0.28
<b>Total</b>	<b>59</b>	<b>10837406</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10837406</b>	<b>100.00</b>
Invalid / Abstain votes	-	-	-	-	-	-	-	-



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**Resolution No. 2**

**To appoint a Director in place of Mr. Subash Agarwal (DIN: 00218066), who retires by rotation and being eligible, offers himself for re-appointment.(Ordinary resolution)**

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 e-voting at the AGM	Number of votes casted by e-voting at AGM	Total Number of votes cast through Remote e-voting and e-voting at AGM	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	54	9424472	-	-	-	-	9424472	99.67
Voted against the resolutions	4	31326	-	-	-	-	31326	0.33
<b>Total</b>	<b>58</b>	<b>9455798</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9455798</b>	<b>100.00</b>
Invalid / Abstain votes	-	-	-	-	-	-	-	-



**Resolution No. 3**

**Ratification of the remuneration of the cost auditors for the financial year 2021-22 (Ordinary Resolution)**

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 e-voting at the AGM	Number of votes casted by e-voting at AGM	Total Number of votes cast through Remote e-voting and e-voting at AGM	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	57	10807380	-	-	-	-	10807380	99.72
Voted against the resolutions	2	30026	-	-	-	-	30026	0.28
<b>Total</b>	<b>59</b>	<b>10837406</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10837406</b>	<b>100.00</b>
Invalid / Abstain votes	-	-	-	-	-	-	-	-



**Resolution No. 4**

**Ordinary Resolution** for appointment of Mr. Rajender Parshad Indoria, (DIN: 06600912) Non Executive Independent Director of the Company who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 22<sup>nd</sup> January, 2021 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 22<sup>nd</sup> January, 2021 to 21<sup>st</sup> January, 2026.”  
**(Ordinary Resolution)**

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 e-voting at the AGM	Number of votes casted by e-voting at AGM	Total Number of votes cast through Remote e voting and e-voting at AGM	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	57	10837336	-	-	-	-	10837336	99.99
Voted against the resolutions	2	70	-	-	-	-	70	.01
<b>Total</b>	<b>59</b>	<b>10837406</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10837406</b>	<b>100.00</b>
Invalid / Abstain votes	-	-	-	-	-	-	-	-





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

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.

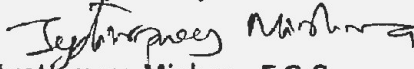
Thinking You,

Yours faithfully,

For M/s Sunita Jyotirmoy & Associates

Company Secretaries

For Sunita Jyotirmoy & Associates



Jyotirmoy Mishra, F.C.S.

CS Jyotirmoy Mishra, PARTNER

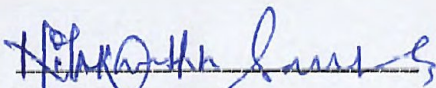
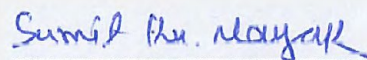
Membership Number - F6556

C. P. No. - 6022

UDIN : F006556C001037355

Dt - 29-09-21

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 01.17 p.m. on 29<sup>th</sup> September, 2021.

  
Nilakantha Samal

Sumit Kumar Nayak