

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

Date: 25.09.2017

[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, Odisha, India -751010

Ref: 17th Annual General Meeting of the Members of ARSS Infrastructure Projects Limited held on Monday, 25th September, 2017 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.

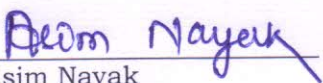
Dear Sir,

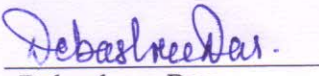
1. I, Debadatta Mohapatra (Membership. No. F5474, CP No. 4583), Partner, M/s Deba Mohapatra & Co, Company Secretaries in practice, have been appointed as a scrutinizer by:
 - (i) The Board of Directors of ARSS Infrastructure Projects Limited ("the Company") for the purpose of scrutinizing the e-voting 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; at their meeting held on 9th August, 2017 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 17th Annual General Meeting (AGM) of the members of the Company, held on 25th day of September, 2017 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 17th 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 21st day of September, 2017 up to 05.00 P.M. (IST) on 24th day of September, 2017.
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 18th September, 2017.
6. The votes casted electronically were unblocked on 25th September, 2017, around 12:10 P.M. after the poll process finished, in the presence of two witnesses, Mr. Asim Nayak, and Miss Debashree Das, having Office at Flat No. F-105, Trident Galaxy, Kalinga Nagar, Phase-III, Paikarapur, Ghatikia, Bhubaneswar – 751029 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.


Asim Nayak


Debashree Das

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 17th 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 31st March, 2017 and the Profit and Loss Account for the year ending on that date,



together with the reports of the Directors' and Auditors' thereon and the Audited Consolidated Financial Statements of the Company as at 31st March, 2017.

(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/P roxies 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	2683829	28	66305	2750134	99.35

(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/P roxies 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	17356	0	0	17356	0.63

(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/P roxies 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	4	545	545	0.02

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. Subash Agarwal (DIN: 00218066), 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/P roxies 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
33	2682429	28	66305	2748734	99.30



(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/P roxies 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
4	18706	0	0	18706	0.68

(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/P roxies 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	4	545	545	0.02

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/P roxies 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	2683629	28	66305	2749934	99.35

(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/P roxies 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	17556	0	0	17556	0.63



(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/P roxies 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	4	545	545	0.02

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:

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/P roxies 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
34	2683609	28	66305	2749914	99.35

(ii) Voted 'AGAINST' the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/P roxies 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
4	17576	0	0	17576	0.63

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/P roxies 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	4	545	545	0.02

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 - Ordinary Resolution

Appointment of Mr. Pareswar Panda 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	2682679	28	66305	2748984	99.31

(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	18506	0	0	18506	0.67

(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	4	545	545	0.02

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 ordinary resolution was passed with requisite majority.

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

Re-appointment of Mr. Subash Agarwal, Executive Chairman.

(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
33	2682279	28	66305	2748584	99.30



(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/P roxies 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
4	18806	0	0	18806	0.68

(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/P roxies 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	4	545	545	0.02

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 ordinary resolution was passed with requisite majority.

G) Resolution No. 7: Special Business - Ordinary Resolution:

Service of Documents.

(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/P roxies 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	2696629	28	66305	2762934	99.82

(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/P roxies 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	4556	0	0	4556	0.16



(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/P roxies 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	4	545	545	0.02

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-7, hence the ordinary resolution was passed with requisite majority.

H) Resolution No. 8: Special Business - Special Resolution:

Re-appointment of Mrs. Rima Dhawan as Woman/ Independent director

(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/P roxies 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
34	2682479	28	66305	2748784	99.30

(ii) Voted 'AGAINST' the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/P roxies 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
4	18706	0	0	18706	0.68

(iii) 'INVALID' Votes:

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/P roxies 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	4	545	545	0.02

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- 8, hence the special 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: 25/09/2017



For Deba Mohapatra & Co.
Company Secretaries
Debadatta Mohapatra
CS Debadatta Mohapatra
Membership No:-5474
C.P. No:-4583