

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.com, AAIMA

811, 8th Floor, Kan Chambers,
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Date. 05/10/2015...

Scrutinizer's Report – Combined

**(Pursuant to the section 108 and 109 of the companies Act and Rule 20& 21(2)
of Companies (Management & Administration) Rules, 2014**

To

The Chairman
ARSS INFRASTRUCTURE PROJECTS LIMITED,
Plot No. 38, Sector-A, Zone -D
Mancheswar Industrial Estate,
Bhubaneswar-751010.

Dear Sir,

I, I, Adesh Tandon a Company Secretary 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 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and

(ii) The Chairman of the Meeting for the purpose of Postal Ballot under the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of Rules, on the resolutions contained in the notice to the meeting of the members of the Company, on 07.08.15 at Registered office of the company at, Plot No. 38, Sector-A, Zone -D Mancheswar Industrial Estate, Bhubaneswar-751010

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 postal ballot on the resolutions contained in the Notice to the meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for postal ballot at the meeting is restricted to make a Scrutinizer's report of the votes cast 'in favour' or against "the resolutions stated in the notice of the meeting, based on the reports generated from the e-voting system



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provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

3. I have issued separate Scrutinizer's Report dated 5th October, 2015 on the e- voting and on the postal ballot on the resolutions contained in the notice to the Meeting, As requested by management now I submit herewith my combined report on the results of e-voting together with that of Postal ballot as under:

A) Resolution No.1: To pass a special resolution for increasing the borrowing limit of the company

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 Postal Ballot	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Postal Ballot	% of total number of valid votes cast
45	28,60,818	4	370	28,61,188	99.815%

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 Postal Ballot	Number of Vote cast in share by Postal Ballot	Total Number of Vote cast through e-voting and Postal Ballot	% of total number of valid votes cast
7	5,296	0	0	5,296	0.185%



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Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Postal Ballot	Number of Vote cast in share by Postal Ballot	Total Number of Vote cast through e-voting and Postal Ballot
0	0	1	1	1

Result:

As the votes cast in favor of the resolution are more than 75% votes cast against the resolution as set out in Notice as item No.1 Hence the Special Resolution was passed with requisite majority.

B) Resolution No. 2: To pass a special resolution for creation of security on the properties of the company in favour of the lenders

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 Postal Ballot	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Postal Ballot	% of total number of valid votes cast
41	28,59,718	4	370	28,60,088	99.758%



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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 Postal Ballot	Number of Vote cast in share by Postal Ballot	Total Number of Vote cast through e-voting and Postal Ballot	% of total number of valid votes cast
12	6,946	0	0	6,946	0.242%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Postal Ballot	Number of Vote cast in share by Postal Ballot	Total Number of Vote cast through e-voting and Postal Ballot
0	0	1	1	1

Result

As the votes cast in favor of the resolution are more than 75% votes cast against the resolution as set out in Notice as item No.2 Hence the Special Resolution was passed with requisite majority.



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4. List of equity shareholders who voted 'FOR', 'AGAINST' and those whose votes were declared invalid for each resolution is enclosed.
5. The Postal Ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Date: 05/10/2015

Place: Kanpur

Thanking you,

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY



Proprietor

(Adesh Tandon) 1121

For Adesh Tandon & Associates
Company Secretaries
FCS No.2253
C.P.No. 1121