

REPORT OF SCRUTINIZER- COMBINED

(ON E VOTING & POLL)

Date: 01.10.2015

[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: 15th Annual General Meeting of the members of ARSS Infrastructure Projects Limited held on Tuesday, 29th September, 2015 at 11.00 A.M. at the Registered Office of the Company at Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751 010, 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 15th Annual General Meeting (AGM) of the members of the Company, held on 29th day of September, 2015 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 15th 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 25th day of September, 2015 up to 05.00 P.M. (IST) on 28th day of 2015.

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 22nd September, 2015.

6. The votes casted electronically were unblocked on 29th September, 2015, around 1.00 P.M. after the poll process finished, in the presence of two witnesses, Mr. Ashok Mishra, addressed at Keshari talkies Complex (1st Floor) 98, Kharvel Nagar, Bhubaneswar and Mr. Jyotirmaya Panigrahi, resident of N/5- 281, 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. Ashok Mishra


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 15th 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



12. 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, 2015 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
21	2923315	21	2450	2925765	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. Subash 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
19	2920825	21	2450	2923275	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
2	2490	0	0	2490	100

(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:

To re-appoint Statutory Auditors of the Company

(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
20	2921825	21	2450	2924275	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
1	1490	0	0	1490	100

(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:

Appointment of Mr. Bhushan Kumar Makhija as an 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/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
18	2920525	21	2450	2922975	100

(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
2	1790	0	0	1790	100

(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.



E) Resolution No. 5: Ordinary Resolution

Appointment of Mr. Kamlesh Kumar Sharma as an 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/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
18	2920525	21	2450	2922975	100

(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
2	1790	0	0	1790	100

(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-5. hence the ordinary resolution was passed with requisite majority.



F) Resolution No. 6: Ordinary Resolution

Revision of Remuneration of Mr. Subash Agarwal, Executive Chairman

(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
18	2920525	21	2450	2922975	100

(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
2	1790	0	0	1790	100

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



G) Resolution No. 7: Ordinary Resolution

Re-appointment and remuneration of Mr. Rajesh Agarwal, Managing 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/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
18	2920525	21	2450	2922975	100

(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
2	1790	0	0	1790	100

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



H) Resolution No. 8: Ordinary Resolution

Ratification of remuneration of Cost Auditor for the financial year 2014-15 and 2015-16.

(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
19	2920825	21	2450	2923275	100

(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	1490	0	0	1490	100

(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 -8, hence the ordinary resolution was passed with requisite majority.



I) Resolution No. 9: Special Resolution

Waiver of recovery of excess managerial remuneration paid to Mr. Soumendra Keshari Pattanaik, Whole-time Director (Director Finance) of the company for the period from 1st April, 2011 till 31st March, 2014.

(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
17	2920270	21	2450	2922720	100

(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
4	3045	0	0	3045	100

(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 3/4th of the votes cast against the resolution as set out in notice as Item No -9, hence, the special resolution was passed with requisite majority.



J) Resolution No. 10: Special Resolution

Re- appointment of Mr. Swarup Chandra Parija as an 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/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
18	2920525	21	2450	2922975	100

(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
2	1790	0	0	1790	100

(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 3/4th of the votes cast against the resolution as set out in notice as Item No -10. hence the special resolution was passed with requisite majority.



K) Resolution No. 11: Special Resolution

Revision of Remuneration of Mr. Anil Agarwal (Sr. Vice President & COO)

(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
17	2630525	21	2450	2632975	100

(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
2	1790	0	0	1790	100

(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 3/4th of the votes cast against the resolution as set out in notice as Item No -11, hence the special resolution was passed with requisite majority.



L) Resolution No. 12: Special Resolution

Revision of Remuneration of Mr. Sunil Agarwal (President and CEO)

(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
17	2855127	21	2450	2857577	100

(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
2	1790	0	0	1790	100

(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 3/4th of the votes cast against the resolution as set out in notice Item No-12, hence the special resolution was passed with requisite majority.



M) Resolution No. 13: Special Resolution

Reclassification and alteration of authorized share capital and change in capital clause of Memorandum of Association:

(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
18	2920525	21	2450	2922975	100

(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
2	1790	0	0	1790	100

(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 3/4th of the votes cast against the resolution as set out in notice as Item No-13, 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.

Place: Bhubaneswar
Date: 01/10/2015



Thanking You,

ADP & Associates
Company Secretaries

Debadatta Mohapatra

(Debadatta Mohapatra)

F.C.S.

Membership No:-5474

C.P. No.4583

Debadatta Mohapatra

