

**ADESH TANDON & ASSOCIATES**  
COMPANY SECRETARIES

**Adesh Tandon**  
FCS, LLB, B.com, AAIMA

811, 8th Floor, Kan Chambers,  
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)  
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Date: 16/04/2015

**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,  
Bhubneswar-751010.

Dear Sir,

1. 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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and

(ii) The Chairman of the Meeting for the purpose of Postal Ballot under the provisions of section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice of the Meeting of the members of the Company, held on 16<sup>th</sup> day of March, 2015 at Registered office of the company at, Plot No. 38, Sector-A, Zone –D Mancheswar Industrial Estate, Bhubneswar-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 poll 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 above, based on the reports generated from the e-voting system provided by National Security Depository Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.



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3. I have issued separate Scrutinizer's Report dated 16<sup>th</sup> April, 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 approve, ratify and confirm the Corporate Debt Restructuring (CDR) Scheme.**

**Voted in "favour" of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member Voted by Postal Ballot	Number of Vote cast in favour of resolution by Postal Ballot	Total Number of Vote cast through e-voting and Postal Ballot	% of total number of valid votes cast
74	2715041	5	68539	2783580	99.99%

**Voted "against" the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member 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
5	415	0	0	415	0.01%



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Date. 16/04/2015

**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	% of total number of valid votes cast
0	0	0	0	0	0

**Result:**

Hence the Special Resolution was passed.

**B) Resolution No.2: To issue further Equity Shares of the Company to Promoter/Promoters Group on Preferential as a part**

**Voted in "favour" of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member Voted by postal Ballot	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
62	2682561	5	68539	2751100	98.83 %



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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 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
15	32507	0	0	32507	1.17%

**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 Postal Ballot
0	0	0	0	0

**Result**

Hence the resolution was passed.

4. The Ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Place: Kanpur  
Date: 16/04/2015

**Adesh Tandon & Associates**  
Company Secretaries  
ADESH TANDON & ASSOCIATES  
COMPANY SECRETARY

*Adesh Tandon*

Proprietor  
C.P. No.-1121

(Adesh Tandon)

Membership No.2253

C.P. No.1121