

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.)
Tel. : 0512-2332397 • Mobile : 09839100709
E-mail : adesh.tandon11@gmail.com

Date: 18/12/2014

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

Of Extra Ordinary General Meeting of
the Equity Shareholders of ARSS INFRASTRUCTURE PROJECTS LIMITED, held on 17th
day of December, 2014 at 11:00 A.M. at Registered office of the company at , 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 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules. 2014 (Rules) and
 - (ii) the Chairman of the Extra Ordinary General Meeting (EGM) for the purpose of poll under the provisions of section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the Extra Ordinary General Meeting (EGM) of the members of the Company, held on 17th day of December, 2014 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 Extra Ordinary General meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll



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at the EGM 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.

3. I have issued separate Scrutinizer's Report dated 10th December, 2014 & 17th December, 2014 on the e- voting and on the poll on the resolutions contained in the notice to the EGM, As requested by management now I submit herewith my combined report on the results of e-voting together with that of Poll as under:

A) Resolution No.1: Ordinary Resolution for Appointment of Auditor to fill casual vacancy for the financial year ended on 31st March, 2015.

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	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
26	2670184	9	143440	2813624	100%

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
0	0	0	0	0	0



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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 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

Result:

There being no votes cast against the resolution as set out in Notice as item No. 1. Hence the ordinary resolution was passed unanimously.

B) Resolution No. 2: Ordinary Resolution for appointment of Rima Dhawan as Women/Independent Director.

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	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
26	2670184	9	143440	2813624	100%



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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 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

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

There being no votes cast against the resolution as set out in Notice as item No. 2. Hence the ordinary resolution was passed unanimously.



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C) Resolution No. 3: Ordinary Resolution for the Appointment of Mr. Upendra Nath Challu as an independent Director.

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	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
74	2667159	9	143440	2810599	99.99911%

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	25	0	0	25	.00089%

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



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Result

The votes cast in favor of the resolution is more than the vote cast against the resolution as set out in Notice as item No. 3. Hence the ordinary resolution was passed in favor of the resolution.

D) Resolution No. 4: Ordinary Resolution for the Appointment of Mr. Swaroop Chandra Parlija as an Independent Director.

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	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
25	2670159	9	143440	2813599	99.99911

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	25	0	0	25	.00089

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



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Result

There being no votes cast against the resolution as set out in Notice as item No. 5. Hence the resolution was passed unanimously.

E) Resolution No. 5: Special Resolution for the further issue of shares to Promoters and their Associates on Preferential basis.

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	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
25	2671020	9	143440	2814460	99.99595

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
3	114	0	0	114	.00405

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



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Result

The votes cast in favor of the resolution is more than three times of the vote cast against the resolution as set out in Notice as item No. 5. Hence the Special resolution was duly passed.

4. The poll 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,
For Adesh Tandon & Associates
Company Secretaries

Date: 18/12/2014
Place: Kanpur

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY

Adesh Tandon
Adesh Tandon ^{Proprietor}
Membership No. 8253121,
C.P.No. 1121