



## ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 28<sup>th</sup> September, 2024

<b>Bombay Stock Exchange Limited,</b> Phiroze Jeejeebhoy Towers 1st Floor, Rotunda Building, Dalal Street, Mumbai- 400 001  <b><u>BSE Scrip Code - 533163</u></b>	<b>National Stock Exchange of India Limited,</b> Exchange Plaza, Plot No-C1, G Block BandraKurla Complex, Bandra (E), Mumbai-400051  <b><u>NSE Symbol: ARSSINFRA</u></b>
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Dear Sir/ Madam,

**Sub: Proceedings and Voting Results of the 24<sup>th</sup> Annual General Meeting (“AGM”) of ARSS Infrastructure Projects Limited (“the Company”)**

We wish to inform you that the 24<sup>th</sup> AGM of the Company was held on today (i.e. 28<sup>th</sup> September, 2024) at 11.00 a.m. (IST) held through Video Conferencing / Other Audio Visual Means, to transact the business as stated in the notice dated August 10, 2024, convening the AGM.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM as required under Regulation 30, Para A of Part A in Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) – **Annexure - I.**
- 2) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure -II.**
- 3) Report of the Scrutinizer dated September 28, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure - III.**

Regd. Off.: Plot No-38, Sector –A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar -751010 (Odisha)  
Tel-91 0674 2602763 Email :cs@arssgroup.in  
A Company under Corporate Insolvency Resolution Process (CIRP)

**CIN : L14103OR2000PLC006230**



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The voting results along with the Scrutinizer's Report dated September 28, 2024 is made available on the Company's website at [www.arssgroup.in](http://www.arssgroup.in) and also on the website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com/>).

All the resolution placed before the meeting as per the Notice of the said 24<sup>th</sup> AGM were duly passed with requisite majority.

Kindly take the same on your record.

Thanking You,

Yours faithfully,  
For **ARSS Infrastructure Projects Limited**

**Prakash Chhajer**  
Company Secretary &  
Compliance Officer  
FCS-8473



ARSS

Encl: As above



## ARSS INFRASTRUCTURE PROJECTS LTD.

### Annexure - I

**Summary of the Proceedings of the 24<sup>th</sup> Annual General Meeting of ARSS Infrastructure Projects Limited held on September 28, 2024 at 11.00 a.m. and concluded at 11.57 a.m. (including the time allowed for e-voting at the AGM and 15 minutes after the proceedings of the AGM was concluded by the Chairman, as declared by the Chairman)**

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The 24<sup>th</sup> Annual General Meeting of the Members of the Company was convened at 11.00 a.m. on Saturday, September 28, 2024 held through Video Conferencing / Other Audio Visual Means and concluded at 11.57 a.m.

### P R E S E N T

Sr. No.	Name	Designation
1	Shri Uday Narayan Mitra	Resolution Professional (RP) (IP Regn. No. IBBI/IP A-001/IP-P00793/2017-18/11360)
2	Shri Prakash Chhajer	Company Secretary & Compliance officer

### I N A T T E N D A N C E

Sr. No.	Name	Designation
3	Shri S. K. Pattanaik	Chief Financial Officer
4	Shri R. R. Singh	AVP (Finance)
5	CA Vipul Kumar Gupta from M/s. M A R S & Associates	Statutory Auditors
6	CS Jyotirmoy Mishra partner of M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries	Secretarial Auditors
7	CMA I. C. Kundu from M/s. I C Kundu & Co. , Cost Accountants	Cost Auditors

Mr. Prakash Chhajer, Company Secretary & Compliance officer, welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through audio-visual means.

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Mr. Uday Narayan Mitra, Resolution Professional of the Company, chaired the proceedings of the meeting, welcomed the shareholders and informed that the meeting was held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs (MCA) & SEBI and started the formal proceedings. The Participation of members through video conference was reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. Then Company Secretary declared that the requisite quorum was present through video conference and called the meeting to order.

Mr. Uday Narayan Mitra, Resolution Professional informed that pursuant to the Order dated 30<sup>th</sup> November, 2021 of the Hon'ble National Company Law Tribunal, Cuttack ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process") has been initiated against the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, ("Code") and related rules and regulations issued there under with effect from 30<sup>th</sup> November, 2021 (Corporate Insolvency Resolution Process Commencement Date) and he has been appointed as Interim Resolution Professional ("IRP") in terms of the NCLT Order. Subsequently COC has approved through e-voting dated 25.02.2022 as Resolution Professional ("RP") in conformity with sub section (2) of section 22 of the Insolvency and Bankruptcy Code, 2016.

He further informed that the powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the him in accordance with the provisions of Section 17 and 23 of the Insolvency Code read with Regulation 15(2A) & (2B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The relevant Registers and other statutory records as per the provisions of the Companies Act, 2013 and rules thereof were available for inspection by the member's electronically.

There were in total 61 members (Including authorized Representatives) attended the meeting through Video Conference.

He also acknowledged the attendance of Authorized Representative of the Statutory Auditors and Mr. Jyotirmoy Mishra, Practicing Company Secretary, the Scrutinizer as well as the Secretarial Auditor of the Company.

The Resolution Professional (RP) declared with the permission of the members that the notice convening the 24<sup>th</sup> Annual General Meeting and the Directors' Report having



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been circulated already, be taken as read. The Auditors Report has qualifications, which was read as required under the provisions of the Companies Act, 2013.

Thereafter, the Resolution Professional (RP) addressed the members. He pointed out the achievements made by the Company since his appointment. He explained the Company's policy in formulating plans for the growth of the Company. He also explained about the industry outlook.

After then he handover the proceedings to company secretary and then the Company Secretary briefed the procedure for participation of the meeting through Video Conference. He also mentioned that one shareholders had registered as speaker shareholders during the AGM. The non-speaker shareholders were also given the facility to raise questions through the chat box provided. All the shareholders were in mute mode during the meeting to avoid any disturbance from background noise.

He stated that the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') vide its various circulars, permitted the holding of the Annual General Meeting through Video Conferencing or Other Audio Visual Mean, without the physical presence of the members at a common venue. In compliance of the Govt. Circulars the company has provided VC facilities for attending the AGM with support of National Securities Depository Limited (NSDL) e-voting system.

The Resolution Professional further informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging on to the website of the National Securities Depository Limited (NSDL). The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at the AGM.

He also stated that as required under the relevant provisions of section 108 of the companies act, 2013 read with rule 20 of the companies (Management & Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company had extended the remote e-voting facility and e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on September 25, 2024 and ended at 05.00 p.m. on September 27, 2024. The members who had not casted their vote through remote e-voting process,

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were given facilities for casting their votes using e-voting facility of NSDL during the AGM.

He further stated that for the purpose of Annual General Meeting, The Register of Members and the Share Transfer Books of the Company were closed from Saturday, 21<sup>st</sup> September, 2024 to Saturday, 28<sup>th</sup> September, 2024 (both days inclusive).

He further informed that the company has engaged the services of NSDL as the agency to provide remote e-voting facility and M/s. Sunita Jyotirmoy & Associates, Company Secretaries in Practice has been appointed as Scrutinizer to Scrutinize the voting process in a fair and transparent manner.

The Company Secretary, with the permission of members, took the notice & Explanatory Statement and Director's Report & Accounts for the financial year ended 31<sup>st</sup> March, 2024 already sent to the members as read.

CA Vipul Kumar Gupta, Statutory Auditors of the Company representing M/s. M A R S and Associates, Chartered Accountant was also present to answer the query of shareholders if any, ask by shareholders. On request of the Resolution Professional, he read out the Independent Auditors report on the accounts of the company for the financial year 2023-24 along-with the qualifications and reply of the management of the company in the directors' report.

Company Secretary Informed the members that Secretarial Audit was conducted by CS Jyotirmoy Mishra Secretarial Auditor of the Company and the report have one qualification which is read out and explained by CS Jyotirmoy Mishra Secretarial Auditor and apart from that all other matter of the report are self-explanatory hence it was proposed with the permission of the members as read.

On the invitation of the Chairman, one Member who had pre-registered themselves as speakers, invited to address the meeting but he could not join the meeting.

The Resolution Professional then thanked the members for their participation and announced formal closure of the General Meeting of the Company.

The Company Secretary took up following agendas one by one as contained in the Notice of 24<sup>th</sup> Annual General Meeting of the Company.





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Si. No.	Item of Business	Resolution considered
	<b>ORDINARY BUSINESS:</b>	
1	To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary Resolution
2	To consider re-appointment of Shri Rajesh Agarwal (DIN: 00217823), as the director, since he retires by rotation and, being eligible, has sought for his re-appointment, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.	Ordinary Resolution
3	To appoint M/s. M A R S & Associates, Chartered Accountants having (Firm Registration No. 010484N) as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of the 24th Annual General Meeting (AGM) until the conclusion of the 29th AGM of the Company, on such remuneration as may be mutually agreed upon between the Resolution Professional/Board of Directors and the Statutory Auditors.	Ordinary Resolution
	<b>SPECIAL BUSINESS:</b>	
4	To Ratify the proposed remuneration payable to the Cost Auditors, M/s. I C Kundu & Co. , Cost Accountants, Bhubaneswar, (Firm Registration No. 100778) for the Financial year 2024-2025 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) and also the payment of tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.	Ordinary Resolution

After the above resolutions were being briefed and deemed to be read, the Resolution Professional invited members who would like to make comments, make observations and seek clarifications.

The Resolution Professional thanked Statutory Auditors, Registrar, Scrutinizer and Members who had joined the meeting. Further, he stated that the voting module was extended for another 15 minutes to enable the members to cast their votes. The RP informed that the result of the voting along with Scrutinizer report would be placed on the website of the Company [www.arssgroup.in](http://www.arssgroup.in) and on NSDL website <https://www.evoting.nsdl.com/> and would be communicated to the Bombay Stock

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Exchange (BSE) and National Stock Exchange (NSE), where the company's shares are listed. He stated that the meeting would stand concluded at the end of 15 minutes.

The Company Secretary then proposed formal vote of thanks to the attendee of the meeting.

Post the conclusion of the voting, The Scrutinizer's report was received by the Resolution Professional.

Accordingly, the RP declared on the same day (i.e. September 28, 2024) at 05.30 p.m. that all the above resolutions as set out in the Notice of 24<sup>th</sup> AGM dated August 10, 2024 were duly passed with the requisite majority.

The Consolidated scrutinizer's report was uploaded on the website of the Company and NSDL's website. Further the results in the format prescribed were notified to the stock exchange under Regulation 44 of the SEBI (LODR) Regulation, 2015.

**For ARSS Infrastructure Projects Limited**

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**Prakash Chhajer**  
**(Company Secretary**  
**& Compliance Officer)**  
**FCS-8473**



Date: 28<sup>th</sup> September, 2024  
Place: Bhubaneswar

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## ARSS INFRASTRUCTURE PROJECTS LTD.

### Annexure - II

### ARSS Infrastructure Projects Limited (CIN:L14103OR2000PLC006230)

Details of voting results of the 24<sup>th</sup> Annual General Meeting held on September 28, 2024  
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

<b>Date of AGM</b>	<b>Saturday, September 28, 2024</b>
<b>Total number of shareholders on record date (i.e. September 21, 2024)</b>	<b>15761</b>
<b>No. of shareholders present in the meeting either in person (including authorized representative) :</b>	
- Promoter and Promoter Group	-
- Public	-
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
- Promoter and Promoter Group	<b>11</b>
- Public	<b>50</b>

#### In case of Poll/ Postal ballot/ E-Voting:

The Mode of voting for all resolution: Remote e- voting, e-voting at Annual General Meeting.



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### Agenda- wise disclosure:

#### Resolution No. 1:

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors ('the Board') and auditors thereon. **(Ordinary resolution)**

Resolution required : Ordinary/ Special			Ordinary Resolution					
Whether Promoter /promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - In against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	1,06,19,468	1,04,31,985	98.2345	1,04,31,985	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,31,985	98.2345	1,04,31,985	0	100.0000	0.0000
Public- Institutions	E-Voting	8,700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1,21,09,798	13,876	0.1146	13,816	60	99.5676	0.4324
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32,876	0.1146	13,816	60	99.5676	0.4324
Total		2,27,37,966	1,04,45,861	45.9402	1,04,45,801	60	99.9994	0.0006

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## ARSS INFRASTRUCTURE PROJECTS LTD.

**Resolution No. 2:** To consider re-appointment of Shri Rajesh Agarwal (DIN: 00217823), as the director, since he retires by rotation and, being eligible, has sought for his re-appointment, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process. **(Ordinary resolution)**

Resolution required : Ordinary/ Special			Ordinary Resolution					
Whether Promoter /promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - In against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	1,06,19,468	98,93,240	93.1614	98,93,240	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		98,93,240	93.1614	98,93,240	0	100.0000	0.0000
Public-Institutions	E-Voting	8,700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1,21,09,798	13,876	0.1146	12,565	1,311	90.5520	9.4480
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,876	0.1146	12,565	1,311	90.5520	9.4480
Total		2,27,37,966	99,07,116	43.5708	99,05,805	1,311	99.9868	0.0132

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## ARSS INFRASTRUCTURE PROJECTS LTD.

**Resolution No. 3:** To appoint M/s. M A R S & Associates, Chartered Accountants having (Firm Registration No. 010484N) as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of the 24<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 29<sup>th</sup> AGM of the Company, on such remuneration as may be mutually agreed upon between the Resolution Professional/Board of Directors and the Statutory Auditors. **(Ordinary Resolution)**

Resolution required : Ordinary/ Special			Ordinary Resolution					
Whether Promoter /promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - In against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	1,06,19,468	1,04,31,985	98.2345	1,04,31,985	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,31,985	98.2345	1,04,31,985	0	100.0000	0.0000
Public-Institutions	E-Voting	8,700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1,21,09,798	13,876	0.1146	13,616	260	98.1263	1.8737
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,876	0.1146	13,616	260	98.1263	1.8737
Total		2,27,37,966	1,04,45,861	45.9402	1,04,45,601	260	99.9975	0.0025

**Resolution No. 4:** To Ratify the proposed remuneration payable to the Cost Auditors, M/s. I C Kundu & Co. , Cost Accountants, Bhubaneswar, (Firm Registration No. 100778) for the Financial year 2024-25 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) and also the payment of tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit. **(Ordinary Resolution)**

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Resolution required : Ordinary/ Special			Ordinary Resolution					
Whether Promoter /promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - In against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	1,06,19,468	1,04,31,985	98.2345	1,04,31,985	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,31,985	98.2345	1,04,31,985	0	100.0000	0.0000
Public- Institutions	E-Voting	8,700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1,21,09,798	13,806	0.1140	13,546	260	98.1168	1.8832
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,806	0.1140	13,546	260	98.1168	1.8832
Total		2,27,37,966	1,04,45,791	45.9399	1,04,45,531	260	99.9975	0.0025

Notes: All the aforesaid resolutions are passed with requisite majority.

Thanking You,

Yours faithfully,

For ARSS Infrastructure Projects Limited  
(Company under CIRP)

(Prakash Chhajer)  
Company Secretary &  
Compliance Officer  
FCS-8473



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# SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

Plot No-191, 2<sup>nd</sup> Floor, Santosh Multispecialty Clinic Side Lane, Opposite to Little Gem Play School, Biju Pattnaik College Rod, Jaydev Vihar, Bhubaneswar-751013, Odisha, India  
Mob: 9737272604, 9437255625, Email: [secretairal@sunitamohnantyandassociates.com](mailto:secretairal@sunitamohnantyandassociates.com)

## Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

Date: 28.09.2024

To  
The Resolution Professional,  
ARSS Infrastructure Projects Limited  
Plot No-38, Sector-A, Zone-D,  
Mancheswar Industrial Estate,  
Bhubaneswar-751 010,  
Odisha, India

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 read with the provisions of section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ("the Rules") and e-voting at the 24<sup>th</sup> Annual General Meeting of ARSS Infrastructure Projects Limited held on Saturday, September 28, 2024 at 11.00 a.m. through video conferencing ("VC")/other audio visual means ("OAVM").**

Dear Sir,

I, Jyotirmoy Mishra (Membership. No. F6556, CP No. 6022), Partner, M/s Sunita Jyotirmoy & Associates, Company Secretaries, Bhubaneswar had been appointed as the Scrutinizer by ARSS Infrastructure Projects Limited ("the Company") for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through electronics means at the 24<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Saturday, September 28, 2024 at 11.00 a.m. through Video Conference/other Audio Visual Means in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of the Companies Act, 2013 on the below mentioned resolution(s). The company had provided to the members facility of remote e-voting and voting by electronic means at the Annual General Meeting which was allowed to be continued for 15 minutes after the conclusion of the meeting.





The notice dated August 10, 2024, convening the AGM along with the Annual Report 2023-24, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. Nos. dated December 28, 2022, read together with its General Circulars No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being general Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and subsequent circulars issued in this regard, the latest being, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ('SEBI Circulars'), unless any Member has requested for a physical copy of the same.

The management of the Company is responsible to ensure the compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Act and the Rules framed there under relating to remote e-voting on the Resolution contained in the notice of 24<sup>th</sup> Annual General Meeting dated 10<sup>th</sup> August, 2024. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of the Votes Cast "In favour" or "against" the resolutions and "Invalid" Votes based on report generated from the Electronic platform Provided by National Securities Depository Limited (NSDL), The Authorized agency to provide remote e-voting Facilities, engaged by the Company and e-voting at the Annual General Meeting.

I, submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited's ("NSDL") for conducting remote e-voting by the Shareholders of the Company prior to the Meeting as well as during the Meeting.
2. The Company had also provided e voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.
3. The voting period for remote e-voting commenced on Wednesday, September 25, 2024 at 09.00 a.m. (IST) and ended on Friday, September 27, 2024 at 05.00 p.m. (IST). The Members were required to cast their vote electronically conveying their assent/dissent in respect of all the Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the AGM on Saturday, 28<sup>th</sup> September, 2024.



4. The shareholders of the company holding shares as on the "cut-off" date of September 21, 2024 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.
5. After the close of period for remote e-voting, the details of the members, such as their names, folio numbers, number of shares held, who had casted their votes through remote e-voting, were downloaded from the e-voting website of NSDL, for the purpose of ensuring that the members who have casted their votes through remote e-voting do not vote again at the 24<sup>th</sup> AGM.
6. The e-voting at the AGM commenced on Saturday, 28<sup>th</sup> September, 2024 at 11:42 a.m. and closed at 11.57 a.m.
7. The votes were finally unblocked on Saturday, 28<sup>th</sup> September, 2024 at around 12.55 p.m. in presence of two witnesses viz. Mr. Nilakantha Samal and Mr. Susant Kumar Behera who are not in the employment of the company and who have signed at the end of the report in token of the same.
8. Thereafter, the details containing, inter-alia, List of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of National Securities Depository Limited (NSDL). ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com))
9. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
10. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, September 21, 2024 and as per the Register of Members of the Company.
11. Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.



**SUNITA JYOTIRMOY & ASSOCIATES****COMPANY SECRETARIES**

(Formerly Known as Sunita Mohanty &amp; Associates)

**Resolution No. 1**

**Ordinary Resolution for adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors ('the Board') and auditors thereon.**

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through Physical Ballot forms	Number of votes casted through Physical Ballot forms	Number of Members voted through Ballot at the AGM	Number of votes casted by ballot papers at AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	65	10445801	0	0	0		10445801	99.999
Voted against the resolutions	1	60	0	0	0	0	60	0.001
Total	66	10445861	0	0	0	0	10445861	100.000
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00



**SUNITA JYOTIRMOY & ASSOCIATES****COMPANY SECRETARIES**

(Formerly Known as Sunita Mohanty &amp; Associates)

**Resolution No. 2**

**Ordinary Resolution for re-appointment of Shri Rajesh Agarwal (DIN: 00217823), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.**

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through Physical Ballot forms	Number of votes casted through Physical Ballot forms	Number of Members voted through Ballot at the AGM	Number of votes casted by ballot papers at AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	62	9905805	0	0	0	0	9905805	99.987
Voted against the resolutions	3	1311	0	0	0	0	1311	0.013
Total	65	9907116	0	0	0	0	9907116	100.000
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00





**Resolution No. 3**

**Appointment of M/s. M A R S & Associates, Chartered Accountants, as Statutory Auditors from the conclusion of the 24<sup>th</sup> Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the company and approval to their remuneration. (Ordinary resolution)**

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through Physical Ballot forms	Number of votes casted through Physical Ballot forms	Number of Members voted through Ballot at the AGM	Number of votes casted by ballot papers at AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	64	10445601	0	0	0	0	10445601	99.998
Voted against the resolutions	2	260	0	0	0	0	260	0.002
Total	66	10445861	0	0	0	0	10445861	100.000
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00

**Resolution No. 4**

**Ordinary Resolution for Ratification of the proposed remuneration payable to M/s. I C Kundu & Co. , Cost Accountants, Bhubaneswar, (Firm Registration No. 100778), the cost auditors of the company for the financial year 2024-2025 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) and also the payment of tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.**



**SUNITA JYOTIRMOY & ASSOCIATES****COMPANY SECRETARIES**

(Formerly Known as Sunita Mohanty &amp; Associates)

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through Physical Ballot forms	Number of votes casted through Physical Ballot forms	Number of Members voted through Ballot at the AGM	Number of votes casted by ballot papers at AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5	6	7=(2+4+6)	8
Voted in favour of the resolutions	63	10445531	0	0	0	0	10445531	99.998
Voted against the resolutions	2	260	0	0	0	0	260	0.002
Total	65	10445791	0	0	0	0	10445791	100.000
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00

You may accordingly declare the result of voting for each resolution of the AGM.

I hereby confirm that the papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting where after the same will be handed over to the Company Secretary for safe keeping.

Thinking You,  
Yours faithfully,  
For M/s Sunita Jyotirmoy & Associates

Company Secretaries  
For Sunita Jyotirmoy & Associates

  
Jyotirmoy Mishra, F.C.S.

CS Jyotirmoy Mishra  
CP-6022, PARTNER  
Membership Number -F6556  
C. P. No. - 6022  
UDIN : F006556F001361382

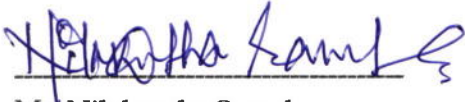


**SUNITA JYOTIRMOY & ASSOCIATES**

**COMPANY SECRETARIES**

(Formerly Known as Sunita Mohanty & Associates)

We, the under signed witnesses that the votes in respect of e-voting of shareholders of ARSS Infrastructure Projects Limited, were unblocked from e-voting website of NSDL in our presence at 12.55 p.m. on 28<sup>th</sup> September, 2024.



Mr. Nilakantha Samal



Mr. Susant Kumar Behera

