



ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 27th September, 2022

Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers 1st Floor, Rotunda Building, Dalal Street, Mumbai- 400 001 <u>BSE Scrip Code - 533163</u>	National Stock Exchange of India Limited, Exchange Plaza, Plot No C1, G Block Bandra Kurla Complex, Bandra (E), Mumbai-400 051 <u>NSE Symbol: ARSSINFRA</u>
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Dear Sir/ Madam,

Sub: Proceedings and Voting Results of the 22nd Annual General Meeting (“AGM”) of ARSS Infrastructure Projects Limited (“the Company”)

We wish to inform you that the 22nd AGM of the Company was held on today (i.e. 27th September, 2022) 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 13, 2022, 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 27, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure - III.**



CIN : L14103OR2000PLC006230 (A Company Under Corporate Insolvency Resolution Process)

Regd. Office : Sector A, Zone D, Plot #38, Mancheswar Industrial Estate, Bhubaneswar 751010, Odisha

Tel : 91 674 2602763 / 2588552 / 2588554, Fax : +91 674 2585074, E-mail: response@arssgroup.in, Website : www.arssgroup.in

Corp. Office : ARSS Mall, Community Centre, Plot No. 40, Block-A, Paschim Vihar, Opposit to Jwalaheer Market, New Delhi-110063 (India)

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The voting results along with the Scrutinizer's Report dated September 27, 2022 is made available on the Company's website at 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 22nd 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

Encl: As above

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Annexure - I

Summary of the Proceedings of the 22nd Annual General Meeting of ARSS Infrastructure Projects Limited held on September 27, 2022 at 11.00 a.m. and concluded at 11.40 a.m.

The 22nd Annual General Meeting of the Members of the Company was convened at 11.00 a.m. on Tuesday, September 27, 2022 held through Video Conferencing / Other Audio Visual Means and concluded at 11.40 a.m.

PRESENT

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 Chhajjer	Company Secretary & Compliance officer

IN ATTENDANCE

Sr. No.	Name	Designation
3	CS Jyotirmoy Mishra partner of M/Es. Sunita Jyotirmoy & Associates, Practicing Company Secretaries	Secretarial Auditor
4	Shri S. K. Pattanaik	Chief Financial Officer
5	Shri R. R. Singh	AVP (Finance)
6	CA Shilpi Gupta from ARMS & Associates	Statutory Auditors

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.



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Mr. Uday Narayan Mitra, Resolution Professional informed that pursuant to the Order dated 30th 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 30th 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 51 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 22nd Annual General Meeting and the Directors' Report having 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 two 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

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provided. All the shareholders were in mute mode during the meeting to avoid any disturbance from background noise.

He stated that In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') vide its various circular, 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.

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 24, 2022 and ended at 05.00 p.m. on September 26, 2022. The members who had not casted their vote through remote e-voting process, 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 Tuesday, 20th September, 2022 to Tuesday, 27th September, 2022 (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 31st March, 2022 already sent to the members as read.

Ms. Shilpi Gupta, from the Statutory Auditors of the Company M/s. ARMS and Associates, Chartered Accountant on request of the Resolution Professional read out the Independent Auditors report on the accounts of the company for the financial year 2021-22 along-with the qualifications and reply of the board of directors in their report.

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CS Jyotirmoy Mishra Secretarial Auditor of the Company was also requested by the Resolution Professional and on such request he read out his Independent Secretarial Audit report of the company for the financial year 2021-22 along-with the qualifications and reply of the board of directors in their report.

Thereafter the Resolution Professional invited members who would like to make comments, make observations and seek clarifications. The members thanked the Company for investor servicing and for providing VC facility. 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 22nd Annual General Meeting of the Company.

Si. No.	Item of Business	Resolution considered
	ORDINARY BUSINESS:	
1	To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors ('the Board') and auditors thereon	Ordinary Resolution
2	To consider re-appointment of Mr. 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
	SPECIAL BUSINESS:	
3	To Ratify the remuneration etc of Cost Auditors, M/s. MAK & Co, Cost Accountants, Bhubaneswar for the Financial year 2022-23 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) as 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
4	To approve the Material Related Party Transaction(s) between Shivam Condev Private Limited (SCPL) a Related Party of ARSS Infrastructure Projects Limited within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business	Ordinary Resolution

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	assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Contract / Sub contract work ("Related Party Transactions") from time to time with the related party up to the maximum amount /value and other terms and conditions as detailed in the explanatory statement annexed to the Notice of 22 nd AGM	
5	To approve the Material Related Party Transaction(s) between Balbhadra Developers Private Limited (BDPL) a Related Party of ARSS Infrastructure Projects Limited within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Contract / Sub contract work ("Related Party Transactions") from time to time with the related party up to the maximum amount /value and other terms and conditions as detailed in the explanatory statement annexed to the Notice of 22 nd AGM	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 and on NSDL website <https://www.evoting.nsdl.com/> and would be communicated to the Bombay Stock 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.



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Accordingly, the RP declared on the same day (i.e. September 27, 2022) at 05.00 p.m. that all the above resolutions as set out in the Notice of 22nd AGM dated August 13, 2022 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 41 of the SEBI (LODR) Regulation, 2015.

For ARSS Infrastructure Projects Limited



Prakash Chhajjer
(Company Secretary
& Compliance Officer)
FCS-84/3

Date: 27th September, 2022

Place: Bhubaneswar

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Annexure - II

ARSS Infrastructure Projects Limited (CIN:L14103OR2000PLC006230)

Details of voting results of the 22nd Annual General Meeting held on September 27, 2022
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Date of AGM	Tuesday, September 27, 2022
Total number of shareholders on record date (i.e. September 20, 2022)	17078
No. of shareholders present in the meeting either in person (including authorized representative) :	
- Promoter and Promoter Group	-
- Public	2
No. of Shareholders attended the meeting through Video Conferencing	
- Promoter and Promoter Group	12
- Public	37

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

The Mode of voting for all resolutions: 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, 2022 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	10,619,468	10,311,189	97.0970	10,311,189	-	100.0000	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		10,619,468	10,311,189	97.0970	10,311,189	-	100.0000	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-	
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		-	-	-	-	-	-	
Public- Non Institutions	E-Voting	12,118,498	5,87,491	4.8479	587,316	175	99.9702	0.0298	
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		12,118,498	5,87,491	4.8479	587,316	175	99.9702	0.0298
Total		22,737,966	10,898,680	47.9316	10,898,505	175	99.9984	0.0016	

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Resolution No. 2: To consider re-appointment of Mr. 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	10,619,468	9,896,240	93.1896	9,896,240	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9,896,240	93.1896	9,896,240	-	100.0000	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	12,118,498	463,695	3.8263	462,970	725	99.8436	0.1564
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		463,695	3.8263	462,970	725	99.8436	0.1564
Total		22,737,966	10,359,935	45.5623	10,359,210	725	99.9930	0.0070



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Resolution No. 3: To Ratify the remuneration etc of Cost Auditors, M/s. MAK & Co, Cost Accountants, Bhubaneswar for the Financial year 2022-23 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) as 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)**

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	10,619,468	10,434,985	98.2628	10,434,985	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		10,619,468	10,434,985	98.2628	10,434,985	-	100.0000
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	12,118,498	4,63,695	3.8263	463,520	175	99.9623	0.0377
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		12,118,498	4,63,695	3.8263	463,520	175	99.9623
Total		22,737,966	10,898,680	47.9316	10,898,505	175	99.9984	0.0016



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Resolution No. 4: To approve the Material Related Party Transaction(s) between Shivam Condev Private Limited (SCPL) a Related Party of ARSS Infrastructure Projects Limited within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Contract / Sub contract work ("Related Party Transactions") from time to time with the related party up to the maximum amount /value and other terms and conditions as detailed in the explanatory statement annexed to the Notice of 22nd AGM." (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	10,619,468	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		-	-	-	-	-	
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		-	-	-	-	-	
Public- Non Institutions	E-Voting	12,118,498	463,695	3.8263	463,520	175	99.9623	0.0377
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		12,118,498	463,695	3.8263	463,520	175	99.9623
Total		22,737,966	463,695	2.0393	463,520	175	99.9623	0.0377

CIN : L14103OR2000PLC006230 (A Company Under Corporate Insolvency Resolution Process)

Regd. Office : Sector A, Zone D, Plot #38, Mancheswar Industrial Estate, Bhubaneswar 751010, Odisha

Tel : 91 674 2602763 / 2588552 / 2588554, Fax : +91 674 2585074, E-mail: response@arssgroup.in, Website : www.arssgroup.in

Corp. Office : ARSS Mall, Community Centre, Plot No. 40, Block-A, Paschim Vihar, Opposit to Jwalaheri Market, New Delhi-110063 (India)

Tel.:+91 1125252024, Fax : +91 1125252012, E-mail : delhi@arssgroup.in





ARSS INFRASTRUCTURE PROJECTS LTD.

Note:- One promoter shareholder who casted her vote in favour of resolution number 04 which is a related party transaction was not considered as a valid vote and taken as invalid vote.

Resolution No. 5: To approve the Material Related Party Transaction(s) between Balbhadra Developers Private Limited (BDPL) a Related Party of ARSS Infrastructure Projects Limited within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Contract / Sub contract work ("Related Party Transactions") from time to time with the related party up to the maximum amount /value and other terms and conditions as detailed in the explanatory statement annexed to the Notice of 22nd AGM." **(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	10,619,468	-	-	-	-	-	-	
	Poll		-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total		-	-	-	-	-		
Public- Institutions	E-Voting	-	-	-	-	-	-	-	
	Poll		-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total		-	-	-	-	-		
Public- Non Institutions	E-Voting	12,118,498	463,695	3.8263	463,520	175	99.9623	0.0377	
	Poll		-	-	-	-	-		
	Postal Ballot (if applicable)		-	-	-	-	-		
	Total		12,118,498	463,695	3.8263	463,520	175	99.9623	0.0377
Total		22,737,966	463,695	2.0393	463,520	175	99.9623	0.0377	

CIN : L14103OR2000PLC006230 (A Company Under Corporate Insolvency Resolution Process)

Regd. Office : Sector A, Zone D, Plot #38, Mancheswar Industrial Estate, Bhubaneswar 751010, Odisha

Tel : 91 674 2602763 / 2588552 / 2588554, Fax : +91 674 2585074, E-mail: response@arssgroup.in, Website : www.arssgroup.in

Corp. Office : ARSS Mall, Community Centre, Plot No. 40, Block-A, Paschim Vihar, Opposit to Jwalaheri Market, New Delhi-110063 (India)

Tel.:+91 1125252024, Fax : +91 1125252012, E-mail : delhi@arssgroup.in





ARSS INFRASTRUCTURE PROJECTS LTD.

Note:- One promoter shareholder who casted her vote in favour of resolution number 05 which is a related party transaction was not considered as a valid vote and taken as invalid vote.

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




Signature:-
Name : Prakash Chhajer
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-FC-8473

CIN : L14103OR2000PLC006230 (A Company Under Corporate Insolvency Resolution Process)

Regd. Office : Sector A, Zone D, Plot #38, Mancheswar Industrial Estate, Bhubaneswar 751010, Odisha

Tel : 91 674 2602763 / 2588552 / 2588554, Fax :+91 674 2585074, E-mail: response@arssgroup.in, Website : www.arssgroup.in

Corp. Office : ARSS Mall, Community Centre, Plot No. 40, Block-A, Paschim Vihar, Opposit to Jwalaheri Market, New Delhi-110063 (India)

Tel.:+91 1125252024, Fax : +91 1125252012, E-mail : delhi@arssgroup.in

SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

House No.-8, Gangadhar Meher Nagar, Opposite o Pal Heights Mall, Jaydev Vihar, Bhubaneswar-751013
Ph. : 9437272604, 9437255625, Email : secretarial@sunitamohantyandassociates.com

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: 27.09.2022

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 22nd Annual General Meeting of ARSS Infrastructure Projects Limited held on Tuesday, September 27, 2022 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 22nd Annual General Meeting of the shareholders of the Company held on Tuesday, September 27, 2022 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 13, 2022, convening the AGM along with the Annual Report 2021-22, 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. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars' and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 22nd Annual General Meeting dated 13th August, 2022. 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 remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the Company.
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 Saturday, September 24, 2022 at 09.00 a.m. (IST) and ended on Monday, September 26, 2022 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 Tuesday, 27th September, 2022.
4. The shareholders of the company holding shares as on the "cut-off" date of September 20, 2022 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 22nd AGM.



6. The e-voting at the AGM commenced on Tuesday, 27th September, 2022 at 11:40 a.m. and closed at 11.55 a.m.
7. The votes were finally unblocked on Tuesday, September 27, 2022 at around 12.17 p.m. in presence of two witnesses viz. Mr. Nilakantha Samal and Mr. Satyaban Palei 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. Based on reports generated from the e-voting website of NSDL and e-voting at the 22nd Annual General Meeting, the consolidated report on the results of the voting on each resolution are given hereunder.

Resolution No. 1

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors ('the Board') and auditors thereon. (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	60	10898505	0	0	0		10898505	99.9984
Voted against the resolutions	3	175	0	0	0	0	175	0.0016



SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

Total	63	10898680	0	0	0	0	10898680	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00

Resolution No. 2

To consider re-appointment of Mr. 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)

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)	8.00
Voted in favour of the resolutions	57	10359210		0	0	0	10359210	99.9930
Voted against the resolutions	5	725	0	0	0	0	725	0.0070
Total	62	10359935	0	0	0	0	10359935	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00



Resolution No. 3

Ratification of the remuneration of the cost auditors for the financial year 2022-23 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) as 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)

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)	8.00
Voted in favour of the resolutions	60	10898505		0	0	0	10898505	99.9984
Voted against the resolutions	3	175	0	0	0	0	175	0.0016
Total	63	10898680	0	0	0	0	10898680	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0.00



Resolution No. 4

Ordinary Resolution for approval of Material Related Party Transaction(s) between Shivam Condev Private Limited (SCPL) a Related Party of ARSS Infrastructure Projects Limited within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Contract / Sub contract work (“Related Party Transactions”) from time to time with the related party up to the maximum monetary value of overall (i) for FY2022-23 shall be up to INR 200.00 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 shall be upto INR 200.00 crore in each financial year/value and other terms and conditions as detailed in the explanatory statement annexed to the Notice of 22nd AGM.” (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)	8.00
Voted in favour of the resolutions	47	463520		0	0	0	463520	99.9623
Voted against the resolutions	3	175	0	0	0	0	175	0.0377
Total	50	463695	0	0	0	0	463695	100.00
Invalid / Abstain votes	1	20020	0	0	0	0	20020	0.00

Note:- One promoter shareholder who casted her vote in favour of resolution number 04 which is a related party transaction was not considered as a valid vote and taken as invalid vote.



Resolution No. 5

Ordinary Resolution for approval of Material Related Party Transaction(s) between Balbhadra Developers Private Limited (BDPL) a Related Party of ARSS Infrastructure Projects Limited within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations in the nature of a) sale, purchase, lease or supply of goods or business assets or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet its business objectives/ requirements; d) Contract / Sub contract work (“Related Party Transactions”) from time to time with the related party up to the maximum monetary value of overall (i) for FY2022-23 shall be up to INR 100.00 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 shall be upto INR 100.00 crore in each financial year/value and other terms and conditions as detailed in the explanatory statement annexed to the Notice of 22nd AGM.” (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)	8.00
Voted in favour of the resolutions	47	463520		0	0	0	463520	99.9623
Voted against the resolutions	3	175	0	0	0	0	175	0.0377
Total	50	463695	0	0	0	0	463695	100.00
Invalid / Abstain votes	1	20020	0	0	0	0	20020	0.00



SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

(Formerly Known as Sunita Mohanty & Associates)

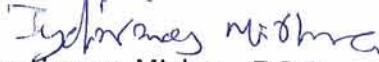
Note:- One promoter shareholder who casted her vote in favour of resolution number 05 which is a related party transaction was not considered as a valid vote and taken as invalid vote.

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.

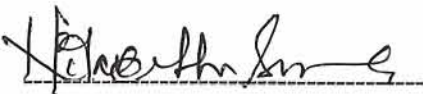
CS Jyotirmoy Mishra, PARTNER

Membership Number - F6556

C. P. No. - 6022

UIDIN - F006556D001054713

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 12.17 p.m. on 27th September, 2022.



Mr. Nilakantha Samal



Mr. Satyaban Palei