



ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 25th September, 2019

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 19th Annual General Meeting ("AGM") of ARSS Infrastructure Projects Limited ("the Company")

We wish to inform you that the 19th AGM of the Company was held on today (i.e. 25th September, 2019) at 11.00 a.m. (IST) at Plot No.38, Sector A, Zone D, Mancheswar Industrial Estate, Bhubaneswar 751010, to transact the business as stated in the notice dated August 12, 2019, 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 25, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure - III.**

CIN : L14103OR2000PLC006230

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)

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The voting results along with the Scrutinizer's Report dated September 25, 2019 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 19th 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



Encl: As above

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Annexure - I

Summary of the Proceedings of the 19th Annual General Meeting of ARSS Infrastructure Projects Limited held on September 25, 2019 at 11.00 a.m. and concluded at 02.15 p.m.

The 19th Annual General Meeting of the Members of the Company was convened at 11.00 a.m. on Wednesday, September 25, 2019 at Plot No.38, Sector A, Zone D, Mancheswar Industrial Estate, Bhubaneswar 751010 and concluded at 02.15 p.m.

P R E S E N T

Sr. No.	Name	Designation
	Sri Subash Agarwal	Chairman of the Meeting
	Sri Rajesh Agarwal	Managing Director
	Mrs. Janhabi Deo	Member of the Audit Committee (Authorised by Chairman of the Audit Committee & Stake holder Relationship Committee) (Independent Director)
	Mr. Pareswar Panda	Independent Director
	Mr. Prakash Chhajer	Company Secretary & Compliance officer

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

Sr. No.	Name	Designation
	CS Jyotirmoy Mishra partner of M/s. Sunita Mohatny & Associates, Company Secretaries	Secretarial Auditors
	Mr. S. K. Pattnaik	Chief Financial Officer
	Mr. Sunil Kumar Agarwal	CEO
	Mr. Anil Kumar Agarwal	COO
	Mr. R. R. Singh	AVP (Finance)
	Mr. Swapna Agarwal	General Manager (Finance)

Mr. Subash Agarwal, Chairman of the Company, chaired the meeting. The business before the meeting was taken up as the quorum was present, which remained present throughout the meeting. Total 36 Members (Including authorized Representatives & Proxies) attended the Meeting as per the records of Attendance. The members were informed that requisite Registers and Documents referred to in the Notice of the AGM were available for inspection during the meeting.



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The Chairman then delivered his Formal Address/ Speech wherein he gave an overview of the financial performance of the Company for the Financial Year Ended March 31, 2019 and its Future outlook.

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, 2019 already sent to the members as read.

The Company Secretary on request of the Chairman read out the Independent Auditors report given by M/s Ajay B Garg, Chartered Accountants, on the accounts of the company for the financial year 2018-19 along-with the qualifications and reply of the board of directors in their report.

Thereafter on Invitation by the Chairman, Several Members addressed the Meeting, gave suggestions and raised queries on the Company's Financial Statements and Business, which were replied by the CFO upon request made by the chairman. The CFO further, briefly narrated the future plans and prospects of the company which was appreciated by the members. The members thanked the Company for investor servicing and management at the meeting and requested clarity on the business aspects which were replied by the Chairman satisfactorily. The Chairman then thanked the members for their participation and announced formal closure of the General Meeting of the Company.

Company Secretary 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 voting through ballot 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 22, 2019 and ended at 05.00 p.m. on September 24, 2019.

Company Secretary informed the Members that the facility for voting through Polling/Ballot Paper is made available at the venue of Meeting for all those Members who are present at the meeting but have not cast their vote through remote e-voting. He further stated that the voting through ballot papers would be conducted after all business items of the Notice were transacted and the ballot papers would be available for distribution in the hall.



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

Thereafter, the following items of the business as per Notice of the AGM dated 12th August, 2019, were put for shareholders' approval:

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, 2019 and the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary Resolution
2	Appointment of Mr. Subash Agarwal (DIN: 00218066) as a director liable to retire by rotation	Ordinary Resolution
3	To appoint Statutory Auditors M/s. A R M S & Associates, Chartered Accountant, (Firm Registration No. 013019N) and fix their remuneration.	Ordinary Resolution
	SPECIAL BUSINESS:	
4	Ratification for remuneration etc of Cost Auditors, M/s. Asutosh & Associates, Cost Accountants, Bhubaneswar for the Financial year 2019-20.	Ordinary Resolution
5	Special Resolution under section 180(1)(a) of the companies act, 2013 for creation of security	Special Resolution
6	Special Resolution under section 180(1)(c) of the companies act, 2013 for borrowing limit not exceeding Rs. 3500 cr.	Special Resolution
7	Special Resolution under section 186 of the companies act, 2013 for making investment /extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate.	Special Resolution

Thereafter, the Chairman ordered the poll at the meeting on the all the seven items listed in the notice dated 12th August, 2019.

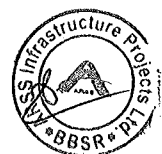
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Thereafter, CS Jyotirmoy Mishra, Partner, M/s Sunita Mohanty & Associates, Company Secretaries, Bhubaneswar, the Scrutinizer conducted the poll in accordance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

Thereafter, the Chairman stated that the results of the voting on all the 7 resolutions as mentioned in the notice of 19th AGM will be announced today i.e. September 25, 2019 at 06.00 p.m. at the registered office of the Company. The results along with the Scrutinizer Report would be available on the Company's Website 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.

Thereafter, the meeting concluded with the vote of thanks to the Chair.

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

Accordingly, the Chairman declared on the same day (i.e. September 25, 2019) at 06.00 p.m. that all the above resolutions as set out in the Notice of 19th AGM dated August 12, 2019 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

Prakash Chhajer
(Company Secretary & Compliance Officer)



Date: 25th September, 2019

Place: Bhubaneswar

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Annexure - II

ARSS Infrastructure Projects Limited (CIN:L14103OR2000PLC006230)

Details of voting results of the 19th Annual General Meeting held on September 25, 2019
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Date of AGM	Wednesday, September 25, 2019
Total number of shareholders on record date (i.e. 18.09.2019)	17183
No. of shareholders present in the meeting either in person or through proxy:	
- Promoter and Promoter Group	14
- Public	22
No. of Shareholders attended the meeting through Video Conferencing	None
- Promoter and Promoter Group	
- Public	

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

The Mode of voting for all resolution: Remote e- voting, Physical Ballot Voting and Ballot 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 31st March, 2019 and the Report of the Board of Directors and Auditor 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	10619468	100.00	10619468	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		10619468	100.00	10619468	0	100.00	0
Public- Institutions	E-Voting	93,000	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	12,025,498	255139	2.12	255139	0	100.00	0
	Poll		14428	0.12	14428	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		269567	2.24	269567	0	100.00	0
Total		22,737,966	10,889,035	47.89	10,889,035	0	100.00	0



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Resolution No. 2: To appointment of Mr. Subash Agarwal (DIN: 00218066) as a director who retires by rotation and being eligible, offers himself for re-appointment. (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	9237860	86.99	9237860	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		9237860	86.99	9237860	0	100.00	0
Public- Institutions	E-Voting	93,000	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	12,025,498	255139	2.12	240104	15035	94.11	5.89
	Poll		14428	0.12	14428	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		269567	2.24	254532	15035	94.42	5.58
Total		22,737,966	9,507,427	41.81	9,492,392	15,035	99.84	0.16



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Resolution No. 3: Appointment of M/s. A R M S & Associates, Chartered Accountants, as Statutory Auditors from the conclusion of the 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting of the company and approval to their remuneration. (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	10619468	100.00	10619468	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		10619468	100.00	10619468	0	100.00	0
Public-Institutions	E-Voting	93,000	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	12,025,498	255139	2.12	240104	15035	94.11	5.89
	Poll		14428	0.12	14428	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		269567	2.24	254532	15035	94.42	5.58
Total		22,737,966	10,889,035	47.89	10,874,000	15,035	99.86	0.14



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Resolution No. 4: Ratification of the remuneration of the cost auditors for the financial year 2019-2020 (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	10619468	100.00	10619468	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		10619468	100.00	10619468	0	100.00	0
Public-Institutions	E-Voting	93,000	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	12,025,498	255139	2.12	255074	65	99.97	0.03
	Poll		14428	0.12	14428	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		269567	2.24	269502	65	99.98	0.02
Total		22,737,966	10,889,035	47.89	10,888,970	65	99.98	0.02



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Resolution No. 5: Special Resolution under section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the company to Mortgage or create charge on the movable / immovable properties of the company both present and future, or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company, in respect of borrowings not exceeding Rs. 3500.00 crores at any point of time (Special resolution)

Resolution required : Ordinary/ Special			Special 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	10619468	100.00	10619468	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		10619468	100.00	10619468	0	100.00	0
Public-Institutions	E-Voting	93,000	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	12,025,498	255139	2.12	255139	0	100.00	0.00
	Poll		14428	0.12	14428	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		269567	2.24	269567	0	100.00	0
Total		22,737,965	10,889,035	47.89	10,889,035	0	100.00	0.00



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Resolution No. 6: Special Resolution under section 180 (1) (c) of the Companies Act, 2013 authorizing the Board of Directors of the company to borrow the money notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceeds Rs. 3500.00 crore at any point of time (Special resolution)

Resolution required : Ordinary/ Special			Special 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	10619468	100.00	10619468	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		10619468	100.00	10619468	0	100.00	0
Public-Institutions	E-Voting	93,000	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	12,025,498	255139	2.12	255139	0	100.00	0.00
	Poll		14428	0.12	14428	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		269567	2.24	269567	0	100.00	0
Total		22,737,966	10,889,035	47.89	10,889,035	0	100.00	0.00



CIN : L14103OR2000PLC006230

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.

Resolution No. 7: Special Resolution under section 186 of the Companies Act, 2013 authorizing the Board of Directors of the company (i) to give any loan (ii) to give any guarantee or provide any security in connection with the loan and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, subject however that the aggregate of the loans and investment so far made in and the amount for which guarantees or securities have so far been provided to all person or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the company, from time to time, in future, shall not exceed a sum of Rs. 3500.00 crore. (Special resolution)

Resolution required : Ordinary/ Special			Special 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	10619468	100.00	10619468	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		10619468	100.00	10619468	0	100.00	0
Public-Institutions	E-Voting	93,000	0	0.00	0	0	0.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	12,025,498	255139	2.12	239819	15320	94.00	6.00
	Poll		14428	0.12	14428	0	100.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0
	Total		269567	2.24	254247	15320	94.32	5.68
Total		22,737,966	10,889,035	47.89	10,873,715	15,320	99.86	0.14

* voting through physical ballot.

Notes:

- All the aforesaid resolutions are passed with requisite majority.



CIN : L14103OR2000PLC006230

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SUNITA MOHANTY & ASSOCIATES

COMPANY SECRETARIES

Plot-84, Central Bank of India Building, Rasulgarh, Bhubaneswar- 751010, Ph : 0674-6668666 (O)
9861060158, 9437255625, Email :secretarial@sunitamohantyandassociates, cssunita@gmail.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: 25.09.2019

To
The Chairman,
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 voting at the 19th Annual General Meeting of ARSS Infrastructure Projects Limited held on Wednesday, September 25, 2019 at 11.00 a.m.

Dear Sir,

I, Jyotirmoy Mishra (Membership. No. F6556, CP No. 6022), Partner, M/s Sunita Mohanty & Associates, Company Secretaries, Bhubaneswar had been appointed as the Scrutinizer by ARSS Infrastructure Projects Limited ("the Company") for the purpose of scrutinizing the voting process (electronically or otherwise) at the 19th Annual General Meeting of the shareholders of the Company held on Wednesday, September 25, 2019 at 11.00 a.m. at Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751 010, Odisha, India 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 at the Annual General Meeting by physical ballot.

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 and voting through physical ballot on the Resolution contained in the notice of 19th Annual General Meeting dated 12th August,



2019. 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 voting at the Annual General Meeting by Physical Ballot.

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 voting facility through ballot paper 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 Sunday, September 22, 2019 at 09.00 a.m. (IST) and ended on Tuesday, September 24, 2019 at 05.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.
4. The shareholders of the company holding shares as on the "cut-off" date of September 18, 2019 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 19th AGM.
6. At the venue of AGM, the empty ballot box kept for voting through ballot process and members who were present at the meeting were voted. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated and the voting was diligently scrutinized.
7. The votes cast under remote e-voting facility were thereafter unblocked/ opened on September 25, 2019 at around 04.12 p.m. in presence of two witnesses viz. Mr. Nilakantha Samal and Mr. Prasanjit Das who are not in the employment of the company and who have signed at the end of the report in token of the same. After the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.
8. No Ballot papers were found incomplete or otherwise defective were treated as invalid and kept separately.
9. The E voting Results with details of the Equity Share Holders who have voted in favour of the Resolutions or against the resolutions and those who have abstained from voting were down



loaded from the website of National Securities Depository Limited (NSDL) i.e. (<https://www.evoting.nsdl.com>)

10. Based on reports generated from the e-voting website of NSDL and voting through ballot paper at the 19th Annual General Meeting, the consolidated report on the results of the voting on each resolution are given hereunder.

Resolution No. 1

To consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2019 and the Report of the Board of Directors 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	33	10874607	0	0	22	14428	10889035	100.00
Voted against the resolutions	0	0	0	0	0	0	0	0.00
Total	33	10874607	0	0	22	14428	10889035	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0



SUNITA MOHANTY & ASSOCIATES
— COMPANY SECRETARIES —

Resolution No. 2

To appointment of Mr. Subash Agarwal (DIN: 00218066) as a director who retires by rotation and being eligible, offers himself for re-appointment. (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	30	9477964		0	22	14428	9492392	99.84
Voted against the resolutions	2	15035	0	0	0	0	15035	0.16
Total	32	9492999	0	0	22	14428	9507427	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0



Resolution No. 3

Appointment of M/s. A R M S & Associates, Chartered Accountants, as Statutory Auditors from the conclusion of the 19th Annual General Meeting till the conclusion of the 24th 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	31	10859572		0	22	14428	10874000	99.86
Voted against the resolutions	2	15035	0	0	0	0	15035	0.14
Total	33	10874607	0	0	22	14428	10889035	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0



Resolution No. 4

**Ratification of the remuneration of the cost auditors for the financial year 2019-2020
(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	31	10874542		0	22	14428	10888970	99.99
Voted against the resolutions	2	65	0	0	0	0	65	0.01
Total	33	10874607	0	0	22	14428	10889035	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0



Resolution No. 5

Special Resolution under section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the company to Mortgage or create charge on the movable / immovable properties of the company, both present and future, or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company, in respect of borrowings not exceeding Rs. 3500.00 crores at any point of time. (Special 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	33	10874607	0	0	22	14428	10889035	100.00
Voted against the resolutions	0	0	0	0	0	0	0	0.00
Total	33	10874607	0	0	22	14428	10889035	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0



Resolution No. 6

Special Resolution under section 180 (1) (c) of the Companies Act, 2013 authorizing the Board of Directors of the company to borrow the money notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceeds Rs. 3500.00 crore at any point of time. (Special 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	33	10874607		0	22	14428	10889035	100.00
Voted against the resolutions	0	0	0	0	0	0	0	0.00
Total	33	10874607	0	0	22	14428	10889035	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0



Resolution No. 7

Special Resolution under section 186 of the Companies Act, 2013 authorizing the Board of Directors of the company (i) to give any loan (ii) to give any guarantee or provide any security in connection with the loan and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, subject however that the aggregate of the loans and investment so far made in and the amount for which guarantees or securities have so far been provided to all person or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the company , from time to time, in future, shall not exceed a sum of Rs. 3500.00 crore. (Special 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	31	10859287		0	22	14428	10873715	99.86
Voted against the resolutions	2	15320	0	0	0	0	15320	0.14
Total	33	10874607	0	0	22	14428	10889035	100.00
Invalid / Abstain votes	0	0	0	0	0	0	0	0



SUNITA MOHANTY & ASSOCIATES
— COMPANY SECRETARIES —

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

I hereby confirm that the Registers and records generated from the e-voting platform of the service provider including register maintained in respect of votes cast through remote e-voting and physical ballot at AGM are being maintained in the electronic form.

The Register, all other papers and relevant records relating remote e-voting/ voting through ballot at AGM shall remain in my safe custody until the chairman considers, approves and signs the minutes of the AGM and there after the same shall be handover to the company secretary for safe keeping.

Thinking You,
Yours faithfully,

For M/s Sunita Mohanty & Associates

Company Secretary
For Sunita Mohanty & Associates:

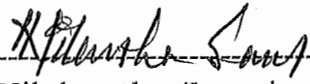

Jyotirmoy Mishra, FCS
CS 6022 PARTNER

CS Jyotirmoy Mishra

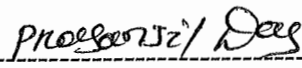
Membership Number -F6556

C. P. No. - 6022

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 04.12 p.m. on 25th September, 2019.



Nilakantha Samal



Prasanjit Das