



ARSS INFRASTRUCTURE PROJECTS LIMITED

Registered Office- Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate
Bhubaneswar-751010, Orissa, India, CIN: L14103OR2000PLC006230

Tel No.: +91-0674-2588552, 2588554 Fax: +91-0674-2585074,

E-mail: response@arssgroup.in, Website: www.arssgroup.in

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the Extra -Ordinary General Meeting (EGM) dated December 17th, 2014. The e-voting was open from Monday, 08th December, 2014 (at 9.00 A.M) to 09th December, 2014 (at 9.00 A.M).

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the Extra- Ordinary General Meeting (EGM), voting was conducted by means of poll.

The Board of Directors had appointed M/s. Adesh Tandon & Associates, Practicing Company Secretary as the Scrutinizer for e-voting and poll to be conducted at the Extra- Ordinary General Meeting (EGM). The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to 9.00 A. M on 09th December, 2014 and poll received till the conclusion of the meeting and submitted their Report on 17th December, 2014.

The Consolidated Results as per the Scrutinizers' Report dated December 17th, 2014 is as follows:

Sr. No.	Resolutions	% Votes In favour	% Votes Against
1.	Appointment of Statutory Auditors to fill casual vacancy caused by resignation of existing auditors (Ordinary Resolution)	100	0
2.	Appointment of Mrs. Rima Dhawan as Women/ Independent director up to 16th December, 2015. (Ordinary Resolution)	100	0
3	Appointment of Mr. Upendra Nath Challu as an Independent Director up to 31 st March, 2016. (Ordinary Resolution)	99.99911	00.00089
4	Appointment of Mr. Swarup Chandra Parija as an Independent Director up to 31 st March, 2016. (Ordinary Resolution)	99.99911	00.00089
5	Preferential issue of 6318365 Equity Shares to promoters & their associates. (Special Resolution)	99.99595	00.00405

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of an Extra- Ordinary General Meeting (EGM) have been duly approved by the Shareholders.

For ARSS Infrastructure Projects


17.12.14
Company Secretary



ARSS INFRASTRUCTURE PROJECTS LIMITED

Outcome of Voting of an Extra- Ordinary General Meeting (As per Clause 35A of Listing Agreement)

Date of an Extra- Ordinary General Meeting (EGM)	December 17 th , 2014		
Total number of Shareholders as on record date	21778 Shareholders as on 14 th November, 2014		
No. of Shareholders present in the meeting either in persons or through proxy.	Promoter & Promoter Group	Public	
	In Person	In Person	Through Proxy
	13	23	0
No. of Shareholders attend the meeting through Video Conferencing	Promoter & Promoter Group	Public	
	N.A.	N.A	

Agenda wise

The mode of voting for all the resolution was:

1. The e-voting was open from Monday, 08th December, 2014 (at 9.00 A.M) to 09th December, 2014 (at 9.00 A.M).
2. Poll conducted at the Meeting.

Outcome of the Extra- Ordinary General Meeting (EGM) of the Company

An Extra- Ordinary General Meeting (EGM) of the Company was held on Wednesday, the 17th day of December, 2014 at 11.00 A.M, at the Registered Office of the Company at Plot No. 38, Sector- A, Zone- D, Mancheswar Industrial Estate, Bhubaneswar- 751010. The Mode of Voting was by of poll/ E- Voting. The Shareholders transacted the business as provide in **Annexure- 1**.

Request you to kindly take the same on record.

Thanking You,

Your's Sincerely

For ARSS Infrastructure Projects Limited.


(Company Secretary)





ARSS INFRASTRUCTURE PROJECTS LIMITED

Annexure-I

**Resolution - 1 Appointment of Statutory Auditors to fill casual vacancy caused by resignation of existing auditors
(Ordinary Resolution)**

Promoter/ Public	No. of Shares held (1)	Nos. votes polled (2)	% of votes polled on outstanding shares. (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled 6 = [(4)/(2)*100]	% of Votes in against on votes polled 7 = [(5)/(2)*100]
Promoter and Promoter Group	2799732	2799732	100	2799732	0	100	0
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	13892	0.115	13892	0	100	0
TOTAL	14843230	2813624		2813624	0		0

For ARSS Infrastructure Projects Ltd.


 Company Secretary



ARSS INFRASTRUCTURE PROJECTS LIMITED

**Resolution -2 Appointment of Mrs. Rima Dhawan as Women/ Independent director up to 16th December, 2015
(Ordinary Resolution)**

Promoter/ Public	No. of Shares held (1)	Nos. votes polled (2)	% of votes polled on outstanding shares. (3)= [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled 6= [(4)/(2)*100]	% of Votes in against on votes polled 7= [(5)/(2)*100]
Promoter and Promoter Group	2799732	2799732	100	2799732	0	100	0
Public-Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	13892	0.115	13892	0	100	0
TOTAL	14843230	2813624		2813624	0		0

For ARSS Infrastructure Projects Ltd.

Company Secretary



ARSS INFRASTRUCTURE PROJECTS LIMITED

**Resolution -3 Appointment of Mr. Upendra Nath Challu as an Independent Director up to 31st March, 2016
(Ordinary Resolution)**

Promoter/ Public	No. of Shares held (1)	Nos. votes polled (2)	% of votes polled on outstanding shares. (3)= [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled 6= [(4)/(2)*100]	% of Votes in against on votes polled 7= [(5)/(2)*100]
Promoter and Promoter Group	2799732	2799732	100	2799732	0	100	0
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	10892	0.090	10867	25	99.77047	0.22952
TOTAL	14843230	2810624		2810599	25		0

For ARSS Infrastructure Projects Ltd.

[Signature]
Company Secretary



ARSS INFRASTRUCTURE PROJECTS LIMITED

**Resolution -4 Appointment of Mr. Swarup Chandra Parija as an Independent Director upto 31st March, 2016
(Ordinary Resolution)**

Promoter/ Public	No. of Shares held (1)	Nos. votes polled (2)	% of votes polled on outstanding shares. (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled 6= [(4)/(2)*100]	% of Votes in against on votes polled 7= [(5)/(2)*100]
Promoter and Promoter Group	2799732	2799732	100	2799732	0	100	0
Public-Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	13892	0.11535	13867	25	99.8200	0.17996
TOTAL	14843230	2813624		2813599	25		0

For ARSS Infrastructure Projects Ltd.

Company Secretary



ARSS INFRASTRUCTURE PROJECTS LIMITED

**Resolution -5 Preferential issue of 6318365 equity shares to promoters & their associates
(Special Resolution)**

Promoter/ Public	No. of Shares held (1)	Nos. votes polled (2)	% of votes polled on outstanding shares. (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled 6= [(4)/(2)*100]	% of Votes in against on votes polled 7= [(5)/(2)*100]
Promoter and Promoter Group	2799732	2799732	100	2799732	0	100	0
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	14842	0.12324	14728	114	99.2319	0.76809
TOTAL	14843230	2814574		2814460	114		0.76809

For ARSS Infrastructure Projects Ltd.

(Signature)

Company Secretary

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon
FCS, LLB, B.com, AAIMA

811, 8th Floor, Kan Chambers,
14/113, Civil Lines, KANPUR - 208 001 (U. P.)
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E-mail : adesh.tandon11@gmail.com

Date: 18/12/2014

Scrutinizer's Report – Combined

**(Pursuant to the section 108 and 109 of the companies Act and Rule 20& 21(2)
of Companies (Management & Administration) Rules, 2014**

To
The Chairman

Of Extra Ordinary General Meeting of
the Equity Shareholders of ARSS INFRASTRUCTURE PROJECTS LIMITED, held on 17th
day of December, 2014 at 11:00 A.M. at Registered office of the company at , Plot No.
38, Sector-A, Zone –D Mancheswar Industrial Estate, Bhubneswar-751010.

Dear Sir,

1. I, Adesh Tandon a Company Secretary in practice, have been appointed as a scrutinizer by

(i) the Board of Directors of ARSS INFRASTRUCTURE PROJECTS LIMITED (the Company)
for the purpose of scrutinizing the e-voting process under the provisions of. Section 108 of the
Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and
Administration) Rules. 2014 (Rules) and

(ii) the Chairman of the Extra Ordinary General Meeting (EGM) for the purpose of poll under
the provisions of section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions
contained in the notice to the Extra Ordinary General Meeting (EGM) of the members of the
Company, held on 17th day of December, 2014 at Registered office of the company at , Plot No.
38, Sector-A, Zone –D Mancheswar Industrial Estate, Bhubneswar-751010

2. The management of the Company is responsible to ensure the compliance with the
requirements of the Companies Act, 2013 and Rules relating to e- voting and poll on the
resolutions contained in the Notice to the Extra Ordinary General meeting (EGM) of the
members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll



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at the EGM is restricted to make a Scrutinizer's report of the votes cast 'in favour' or against "the resolutions stated above, based on the reports generated from the e-voting system provided by National Security Depository Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting.

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

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

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
26	2670184	9	143440	2813624	100%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0



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Date.....

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

Result:

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

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

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
26	2670184	9	143440	2813624	100%



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Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	0	0	0

Result

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



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

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
24	2667159	9	143440	2810599	99.99911%

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	0	0	25	.00089%

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	0	0	0



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Date

Result

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

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

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
25	2670159	9	143440	2813599	99.99911

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
1	25	0	0	25	.00089

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	0	0	0



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Date:

Result

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

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

Voted in favour of Resolution

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution	Number of Member/Proxies Voted by Poll	Number of Vote cast in favour of resolution	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
25	2671020	9	143440	2814460	99.99595

Voted against the Resolution

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll	% of total number of valid votes cast
3	114	0	0	114	.00405

Invalid Votes

Number of Members voted through electronic voting system	Number of votes cast in Share e-voting	Number of Member/Proxies Voted by Poll	Number of Vote cast in share by poll	Total Number of Vote cast through e-voting and Poll
0	0	0	0	0



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Date.....

Result

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

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

Thanking you,
For Adesh Tandon & Associates
Company Secretaries

Date: 18/12/2014
Place: Kanpur

ADESH TANDON & ASSOCIATES
COMPANY SECRETARY

Adesh Tandon
Adesh Tandon Proprietor
Membership No. **BA53121**
C.P.No. 1121