

Information pursuant to Clause 35A of the Listing Agreement in the relation to Annual General Meeting of ARSS Infrastructure Projects Limited held on 18th July, 2014.

1. **Date of AGM : Friday, July 18, 2014**
2. **Total numbers of Shareholders on record date :22,387**

The register of Members and Share Transfer Book of the Company were closed for one day i.e. the 17th July , 2014 (Thursday).

3. **No. of Shareholders Present in the Meeting either in Person or through proxy:**

Promoters and Promoters Group : 11

Public : 21

4. **No. of Candidate attended the meeting through video Conferencing .**

Promoters and Promoters Group : Nil

Public : Nil

Participated through e-Voting : 14

5. **Agenda- Wise**

Detail of the Agenda:

The details of resolutions are appended below:

Mode of Voting:

The mode of voting on all resolution was e-voting and poll-



Details of the Agenda:

A. RESOLUTION NO.1 –ORDINARY RESOLUTION

To receive, consider, and adopt the audited Profit and Loss Account for the financial year ended March 31, 2014 and Balance Sheet at the date together with the Reports of the Directors and the Auditors.

Promoter/Public	No. of shares held (1)	No. of 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 against on votes polled 7)=[(5)/(2)]*100
Promoter and Promoter Group	27,99,708	27,99,708	100.00	27,99,708	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	6,051	6,051	100.00	6017	34	99.43	0.57
Total	28,05,759	28,05,759	100.00	2805725	34	99.99	0.01



A. RESOLUTION NO.2 –ORDINARY RESOLUTION

To appoint a Director in place of Mr. Rajesh Agarwal, (Managing Director) and Mr. Soumendra Keshari Pattanaik (Director, Finance) retires by rotation and being eligible, offer themselves for re-appointment.

Promoter/Public	No. of shares held (1)	No. of 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 against on votes polled 7)=[(5)/(2)]*100
Promoter and Promoter Group	27,99,708	27,99,708	100.00	27,99,708	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	6,051	6,051	100.00	5,734	317	94.76	5.34
Total	28,05,759	28,05,759	100.00	28,05,442	317	99.98	0.02



C. RESOLUTION NO.3: ORDINARY RESOLUTION

To appoint Auditors of the Company-

Promoter/Public	No. of shares held (1)	No. of 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 against on votes polled 7)=[(5)/(2)]*100
Promoter and Promoter Group	27,99,708	27,99,708	100.00	27,99,708	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	6,051	6,051	100.00	5,667	374	93.65	6.35
Total	28,05,759	28,05,759	100.00	28,05,375	374	99.99	0.01



A. RESOLUTION NO.1 –SPECIAL RESOLUTION

Appointment of Bikram Kesari Mishra as Nominee Director:-

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of 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 against on votes polled 7)=[(5)/(2)]*100
Promoter and Promoter Group	27,99,708	27,99,708	100.00	27,99,708	0	100	0
Public – Institutional holders	0	0		0	0	0	0
Public-Others	6,051	6,051	100.00	5,937	114	98.12	1.88
Total	28,05,759	28,05,759	100.00	28,05,645	114	99.99	0.01



B..RESOLUTION NO.2 –SPECIAL RESOLUTION

Further issue of shares to promoters on preferential basis

Promoter/Public	No. of shares held (1)	No. of 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 against on votes polled 7)=[(5)/(2)]*100
Promoter and Promoter Group	27,99,708	27,99,708	100.00	27,99,708	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	6,051	6,051	100.00	4,646	1,405	76.78	23.22
Total	28,05,759	28,05,759	100.00	28,04,354	1,405	99.95	0.05



B..RESOLUTION NO.3 –SPECIAL RESOLUTION

Related Party Transactions: -

Promoter/Public	No. of shares held (1)	No. of 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 votes polled 6)=[(4)/(2)]*100	% of Votes on against votes polled 7)=[(5)/(2)]*100
Promoter and Promoter Group	27,99,708	27,99,708	100.00	27,99,708	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	6,051	6,051	100.00	5,054	997	83.52	16.48
Total	28,05,759	28,05,759	100.00	28,04,762	997	99.96	0.04



SCRUTINIZERS' REPORT

**BALLOT FOR 14TH ANNUAL GENERAL MEETING
HELD ON 18TH JULY, 2014**

BHARAT CHANDRA DAS
COMPANY SECRETARIES
PLOT ,NO-197,DISTRICT CENTRE,CHANDRASEKHARPUR
BHUBANESWAR ,PIN-751016
E-mail- cs.bharat.das@gmail.com

BHARAT CHANDRA DAS

ADDRESS :- PLOT ,NO-197,DISTRICT CENTRE,CHANDRASEKHARPUR BHUBANESWAR ,PIN-751016

To,
The Chairman

ARSS Infrastructure Projects Limited.

Dear Sir,

RE: SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made on June 25, 2014 pursuant to authority granted by the board of directors of **ARSS Infrastructure Projects Limited** to scrutinize the ballot voting in a fair and transparent manner as per the provisions of the Companies Act, 2013 and rules there under for the 14th Annual General Meeting of ARSS Infrastructure Projects Limited held on July 18, 2014 at Bhubaneswar.



Bharat Chandra das
A.C.S No25843
Certificate of Practice No.9834
Practicing company secretary
Place: Bhubaneswar
Date: 18.05.2014



BHARAT CHANDRA DAS

ADDRESS: - PLOT ,NO-197,DISTRICT CENTRE,CHANDRASEKHARPUR BHUBANESWAR ,PIN-751016
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Report of Scrutinizer

Pursuant to Section 109 of the Companies Act.2013 and Rule 21 of the Companies

(Management and Administration) Rule, 2014}

Dear Sir,

I Bharat Chandra Das Company Secretary , Bhubaneswar, appointed as Scrutinizer for the purpose of Scrutinizing the voting process under poll ordered by the Chairman of **ARSS Infrastructure Projects Limited** ("the Company) in a transparent manner, for the below mentioned resolution(s) as contained in Notice of the 14th Annual General Meeting of the company held on July 18,2014 submit our report as under.

The result of the ballot is as under:

A .RESOLUTION NO.1 –ORDINARY RESOLUTION

To receive, consider, and adopt the audited Profit and Loss Account for the financial year ended March 31,2014 and Balance Sheet at the date together with the Reports of the Directors and the Auditors.

(i) Voted in favour of the resolution

Numbers of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
30	2801089	99.99

(ii) Voted against the resolution.

Numbers of members voted	Number of votes cast in against of the resolution	% of total number of valid votes cast
2	34	0.01



(iii) Invalid Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

B. RESOLUTION NO.2 : ORDINARY RESOLUTION

To appoint a Director in place of Mr. Rajesh Agarwal, (Managing Director) and Mr. Soumendra Keshari Pattanaik (Director, Finance) retires by rotation and being eligible, offer themselves for re-appointment.

(i) Voted in favour of the resolution

Numbers of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	2800816	99.99

(ii) Voted against the resolution.

Numbers of members voted	Number of votes cast in against of the resolution	% of total number of valid votes cast
6	307	0.01

(iii) Invalid Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

C. RESOLUTION NO.3: ORDINARY RESOLUTION

To appoint Auditors of the Company-

(i) Voted in favour of the resolution

Numbers of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
28	2801071	99.99

(ii) Voted against the resolution.



Numbers of members voted electronically	Number of votes cast in against of the resolution	% of total number of valid votes cast
4	52	0.01

(iii) Invalid Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

A .RESOLUTION NO.1 –SPECIAL RESOLUTION

Appointment Of Bikram Kesari Mishra As Nominee Director:-

(i) Voted in favour of the resolution

Numbers of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
29	2801099	99.99

(ii) Voted against the resolution.

Number of members voted	Number of votes cast in against of the resolution	% of total number of valid votes cast
3	114	0.01

(iii) Invalid Votes:

Numbers of members voted	Total number of votes cast by them
0	0



B .RESOLUTION NO.2 –SPECIAL RESOLUTION

Further issue of shares to promoters on preferential basis

(i) Voted in **favour** of the resolution

Numbers of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
25	2800546	99.98

(ii) Voted **against** the resolution.

Numbers of members voted	Number of votes cast in against of the resolution	% of total number of valid votes cast
7	577	0.02

(iii)Invalid Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

B .RESOLUTION NO.3 –SPECIAL RESOLUTION

Related Party Transactions: -

(i) Voted in **favour** of the resolution

Numbers of members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
24	2800426	99.98

(ii) Voted **against** the resolution.

Numbers of members voted	Number of votes cast in against of the resolution	% of total number of valid votes cast
8	697	0.02



(iii) Invalid Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

The relevant records relating to ballot voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 14th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary of safe keeping.



Bharat Chandra das

A.C.S No25843

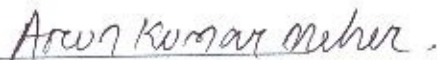
Certificate of Practice No.9834

Practicing company secretary

Place: Bhubaneswar

Date: 18.05.2014

We the undersigned witnesseth that the ballots were scrutinized^d in our presence at 6.00 P.M. on 18th July, 2014 at the office of the Scrutinizer.



Mr. Arun Kumar Meher

N-4/92, IRC Village

Nayapalli, Bhubaneswar - 751015



Mr. Sukant Kumar Das

N-4/112, IRC Village

Nayapalli, Bhubaneswar - 751015

SCRUTINIZERS' REPORT

E-VOTING FOR 14TH ANNUAL GENERAL MEETING
HELD ON 18TH JULY, 2014

BHARAT CHANDRA DAS
COMPANY SECRETARIES
PLOT ,NO-197,DISTRICT CENTRL,CHANDRASEKHARPUR
BHUBANESWAR ,PIN-751016
E-mail-cs.bharat.das@gmail.com

BHARAT CHANDRA DAS

ADDRESS :- PLOT ,NO-197,DISTRICT CENTRE,CHANDRASEKHARPUR BHUBANESWAR ,PIN-751016
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To,
The Chairman

ARSS Infrastructure Projects Limited.

Dear Sir,

RE: SCRUTINIZERS' REPORT

I refer to my appointment as Scrutinizer made on June 25, 2014 pursuant to authority granted by the board of directors of **ARSS Infrastructure Projects Limited** to scrutinize the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and rules there under for the 14th Annual General Meeting of ARSS Infrastructure Projects Limited held on July 18, 2014 at Bhubaneswar.

I have carried out work as scrutinizer from the close of voting on 15 July, 2014 at 9 a.m..

In this connection I need to bring your attention the following aspects:-

1. The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility.
2. The e-voting period commenced on 14 July, 2014 from 9.00 am and concluded on 15th July, 2014 at 9.00 am.
3. I enclose the Scrutinizers' Report along with relevant listings.



Bharat Chandra das
A.C.S No25843
Certificate of Practice No.9834
Practicing company secretary
Place: Bhubaneswar
Date: 18.05.2014



BHARAT CHANDRA DAS

ADDRESS :- PLOT ,NO-197,DISTRICT CENTRE,CHANDRASEKHARPUR BHUBANESWAR ,PIN-751016
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Report of Scrutinizer

Pursuant to Section 108 of the Companies Act,2013 and Rule 20 (xi) of the Companies
(Management and Administration) Rule, 2014}

Dear Sir,

I Bharat Chandra Das Company Secretary , Bhubaneswar, appointed as Scrutinizer for the purpose of Scrutinizing the e-voting process of **ARSS Infrastructure Projects Limited** ("the Company) in a transparent manner, for the below mentioned resolution(s) as contained in Notice of the 14th Annual General Meeting of the company held on July 18,2014 submit our report as under.

1. The e-voting period commenced on 14th July, 2014 from 9.00 am and concluded on 15th July, 2014 am. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. The shareholders holdings shares as on June 20,2014 were entitled to notice and the shareholders on the book closure date , i.e. on 17th July,2014 were entitled to vote on the proposed resolutions stated in the notice of the Company.
3. The votes were unblocked on 18th July,2014 around 4.00 pm in the presence of two witnesses Arun Kumar Meher , Residing at N-4/92, IRC Village, Nayapalli, Bhubaneswar -751 015 and Sukant Kumar Das, Residing at N-4/92, IRC Village, Nayapalli, Bhubaneswar -751 015 who are not in the employment of the company.
4. The results of e-voting along with the list of shareholders who voted "for" and "Against" the below resolutions were downloaded from the e-voting website of NSDL.



The result of the e-voting is as under:

A. RESOLUTION NO.1 –ORDINARY RESOLUTION

To receive, consider, and adopt the audited Profit and Loss Account for the financial year ended March 31,2014 and Balance Sheet at the date together with the Reports of the Directors and the Auditors.

(i) Voted in **favour** of the resolution

Numbers of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	5333	100

(ii) Voted **against** the resolution.

Numbers of members voted electronically	Number of votes cast in against of the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

B. RESOLUTION NO.2 : ORDINARY RESOLUTION

To appoint a Director in place of Mr. Rajesh Agarwal, (Managing Director) and Mr. Soumendra Keshari Pattanaik (Director, Finance) retires by rotation and being eligible, offer themselves for re-appointment.



(i) Voted in **favour** of the resolution

Numbers of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
13	5323	92.85

(ii) Voted **against** the resolution.

Numbers of members voted electronically	Number of votes cast in against of the resolution	% of total number of valid votes cast
1	10	7.15

(iii) **Invalid** Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

C. RESOLUTION NO.3: ORDINARY RESOLUTION

To appoint Auditors of the Company-

(i) Voted in **favour** of the resolution

Numbers of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
11	5011	78.57

(ii) Voted **against** the resolution.

Numbers of members voted electronically	Number of votes cast in against of the resolution	% of total number of valid votes cast
3	322	21.43



(iii) **Invalid Votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

A .RESOLUTION NO.1 –SPECIAL RESOLUTION

Appointment Of Bikram Kesari Mishra As Nominee Director:-

(i) Voted in favour of the resolution

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	5333	100

(ii) Voted against the resolution.

Number of members voted electronically	Number of votes cast in against of the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

B .RESOLUTION NO.2 –SPECIAL RESOLUTION

Further issue of shares to promoters on preferential basis

(i) Voted in favour of the resolution

Numbers of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
11	4485	78.57



(ii) Voted **against** the resolution.

Numbers of members voted electronically	Number of votes cast in against of the resolution	% of total number of valid votes cast
3	848	21.43

(iii) **Invalid** Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0

B .RESOLUTION NO.3 –SPECIAL RESOLUTION

Related Party Transactions: -

(i) Voted in **favour** of the resolution

Numbers of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
14	5033	92.85

(ii) Voted **against** the resolution.

Numbers of members voted electronically	Number of votes cast in against of the resolution	% of total number of valid votes cast
13	300	7.15

(iii) **Invalid** Votes:

Total number of members whose votes were invalid	Total number of votes cast by them
0	0



The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 14th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary of safe keeping.



Bharat Chandra das

A.C.S No25843

Certificate of Practice No.9834

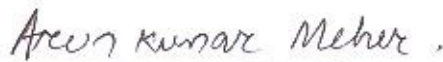
Practicing company secretary

Place: Bhubaneswar

Date: 18.05.2014



We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 5 P.M. on-18th July, 2014 at the office of the Scrutinizer.



Mr. Arun Kumar Meher

N-4/92, IRC Village

Nayapalli, Bhubaneswar - 751015



Mr, Sukant Kumar Das

N-4/112, IRC Village

Nayapalli, Bhubaneswar - 751015