



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: cs@arssgroup.in, Website: www.arssgroup.in

As per the provisions of the Companies Act, 2013 and 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 15th Annual General Meeting (AGM) held on Tuesday, 29th September, 2015 at 11.00 A.M. The e-voting was open from Friday, 25th September, 2015 (at 9.00 A.M) to Monday, 28th September, 2015 (at 5.00 P.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 Annual General Meeting (AGM), voting was conducted by means of poll.

The Board of Directors had appointed M/s. ADP & Associates, Practicing Company Secretary as the Scrutinizer for e-voting and poll to be conducted at the Annual General Meeting (AGM). The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to 5.00 P. M on 28th September, 2015 and poll received till the conclusion of the meeting and submitted their Report on 1st October, 2015.

The Consolidated Results as per the Scrutinizers' Report dated 1st October, 2015 is as follows:

Sr. No.	Resolutions	% Votes In favour	% Votes Against
1.	To receive, consider and if thought fit, to adopt the Audited Balance Sheet as at 31 st March, 2015 and the Profit and Loss Account for the year ending on that date, together with the reports of the Directors' and Auditors' thereon. (Ordinary Resolution)	100%	0.00%
2.	To appoint a Director in place of Mr. Subash Agarwal, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	99.91%	0.09%
3	To re-appoint Statutory Auditors of the Company (Ordinary Resolution)	99.95%	0.05%
4	Appointment of Mr. Bhushan Kumar Makhija as an Independent director (Ordinary Resolution)	99.94%	0.06%
5	Appointment of Mr. Kamlesh Kumar Sharma as an Independent director (Ordinary Resolution)	99.94%	0.06%
6	Revision of Remuneration of Mr. Subash Agarwal, Executive Chairman	99.94%	0.06%

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No-F6838

	(Ordinary Resolution)		
7	Re-appointment and remuneration of Mr. Rajesh Agarwal, Managing Director (Ordinary Resolution)	99.94%	0.06%
8	Ratification of remuneration of Cost Auditor for the financial year 2014-15 and 2015-16. (Ordinary Resolution)	99.95%	0.05%
9	Waiver of recovery of excess managerial remuneration paid to Mr. Soumendra Keshari Pattanaik, Whole-time Director (Director Finance) of the company for the period from 1st April, 2011 till 31st March, 2014. (Special Resolution)	99.90%	0.10%
10	Re- appointment of Mr. Swarup Chandra Parija as an Independent director ((Special Resolution)	99.94%	0.06%
11	Revision of Remuneration of Mr. Anil Agarwal (Sr. Vice President & COO) ((Special Resolution)	99.93%	0.07%
12	Revision of Remuneration of Mr. Sunil Agarwal (President and CEO) ((Special Resolution)	99.94%	0.06%
13	Reclassification and alteration of authorized share capital and change in capital clause of Memorandum of Association: ((Special Resolution)	99.94%	0.06%

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

Signature : 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No-F6838



ARSS INFRASTRUCTURE PROJECTS LIMITED

Outcome of Voting of 15th Annual General Meeting (As per Clause 35A of Listing Agreement)

Date of Annual General Meeting (AGM)	September 29 th , 2015		
Total number of Shareholders as on record date	21066 Shareholders as on 22 nd September, 2015		
No. of Shareholders present in the meeting either in persons or through proxy.	Promoter & Promoter Group	Public	
	In Person	In Person	Through Proxy
	11	22	3
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 Friday, 25th September, 2015 (at 9.00 A.M) to 28th September, 2015 (at 5.00 P.M).
2. Poll conducted at the Meeting.

Outcome of 15th Annual General Meeting (AGM) of the Company

15th Annual General Meeting (AGM) of the Company was held on Tuesday, 29th September, 2015 at 11.00 A.M. , at the Registered Office of the Company at Plot No. 38, - 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)

Signature :-
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No-F6838



ARSS INFRASTRUCTURE PROJECTS LIMITED

Annexure-I

Resolution -1:- To receive, consider and if thought fit, to adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ending on that date, together with the reports of the Directors' and Auditors' thereon.

(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	126033	1.05	126033	0	100	0
TOTAL	14843230	2925765	-	2925765	-	-	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No-F6838



ARISS INFRASTRUCTURE PROJECTS LIMITED

Resolution -2:- To appoint a Director in place of Mr. Subash Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.

(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	126033	1.05	123543	2490	98.02	1.98
TOTAL	14843230	2925765	-	2923275	2490	-	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Rancheswar Ind. Estate, Bhubaneswar-751010
Membership No- FCS38




ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -3:- To re-appoint Statutory Auditors of the Company

(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	126033	1.05	124543	1490	98.82	1.18
TOTAL	14843230	2925765	-	2924275	1490	-	-


Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-F6838



ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -4:- Appointment of Mr. Bhushan Kumar Makhija as an Independent Director.
(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	125033	1.04	123243	1790	98.57	1.43
TOTAL	14843230	2924765	-	2922975	1790	-	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind.Estate, Bhubaneswar-751019
Membership No.-F8838



ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -5:- Appointment of Mr. Kamlesh Kumar Sharma as an Independent Director.

(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	125033	1.04	123243	1790	98.57	1.43
TOTAL	14843230	2924765	-	2922975	1790	-	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No.-F5838




ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -6:- Revision of Remuneration of Mr. Subash Agarwal, Executive Chairman.

(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	125033	1.04	123243	1790	98.57	1.43
TOTAL	14843230	2924765	-	2922975	1790	-	-

Signature : 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind.Estate, Bhubaneswar-751010
Membership No-F6638




ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -7:- Re-appointment and remuneration of Mr. Rajesh Agarwal, Managing Director.

(Ordinary Resolution)

Promoter/ Public	No. of Shares held (1)	Nos. voters 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	125033	1.04	123243	1790	98.57	1.43
TOTAL	14843230	2924765	-	2922975	1790	-	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind Estate, Bhubaneswar-751010
Membership No-F683C




ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -8:- Ratification of remuneration of Cost Auditor for the financial year 2014-15 and 2015-16.

(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	125033	1.04	123543	1490	98.81	1.19
TOTAL	14843230	2924765	-	2923275	1490	--	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No. F5518




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Resolution -9:- Waiver of recovery of excess managerial remuneration paid to Mr. Soumendra Keshari Pattanaik, Whole-time Director (Director Finance) of the company for the period from 1st April, 2011 till 31st March, 2014.

(Special Resolution)

Promoter/ Public	No. of Shares held (1)	Nos. voters 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	126033	1.05	122988	3045	97.58	2.42
TOTAL	14843230	2925765	-	2922720	3045	-	-

Signature :- 
 Name : Aika Khemka
 Designation : Company Secretary
 Address : Plot No-38, Sector-A, Zone-D
 Mancheswar Ind. Estate, Bhubaneswar-751010
 Membership No-FA838




ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -10:- Re-appointment of Mr. Swarup Chandra Parija as an Independent Director

(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	125033	1.04	123243	1790	98.57	1.43
TOTAL	14843230	2924765	-	2922795	1790	-	-


Signature: 
 Name: Alka Khemka
 Designation: Company Secretary
 Address: Plot No-38, Sector-A, Zone-D
 Mancheswar Ind. Estate, Bhubaneswar-751010
 Membership No.: F5500



ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -11:- Revision of Remuneration of Mr. Anil Agarwal (Sr. Vice President & COO)
(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	2509732	89.64	2509732	0	100	0
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	125033	1.04	123243	1790	98.57	1.43
TOTAL	14843230	2634765	-	2632975	1790	-	-


Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No. 75609



ARSS INFRASTRUCTURE PROJECTS LIMITED

**Resolution -12:- Revision of Remuneration of Mr. Sunil Agarwal (President and CEO)
(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	2734334	97.66	2734334	-	100	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	125033	1.04	123243	1790	98.57	1.43
TOTAL	14843230	2859367	-	2857577	1790	-	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No-F6833



ARSS INFRASTRUCTURE PROJECTS LIMITED

Resolution -13:- Reclassification and alteration of authorized share capital and change in capital clause of Memorandum of Association:

(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	100.00	2799732	-	100	-
Public- Institutional Holders	-	-	-	-	-	-	-
Public- Others	12043498	125033	1.04	123243	1790	98.67	1.43
TOTAL	14843230	2924765	-	2922975	1790	-	-

Signature :- 
Name : Alka Khemka
Designation : Company Secretary
Address : Plot No-38, Sector-A, Zone-D
Mancheswar Ind. Estate, Bhubaneswar-751010
Membership No-F6838