



## ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 23-10-2025

|                                                                                                                                                                                     |                                                                                                                                                                                            |
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| <b>Bombay Stock Exchange Limited,</b><br>Phiroze Jeejeebhoy Towers<br>1st Floor, Rotunda Building,<br>Dalal Street,<br>Mumbai- 400 001<br><br><b><u>BSE Scrip Code - 533163</u></b> | <b>National Stock Exchange of India Limited,</b><br>Exchange Plaza, Plot No-C1, G Block<br>BandraKurla Complex,<br>Bandra (E),<br>Mumbai-400051<br><br><b><u>NSE Symbol: ARSSINFRA</u></b> |
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Dear Sir/ Madam,

**Sub: Minutes of 25<sup>th</sup> Annual General Meeting (“AGM”) of ARSS Infrastructure Projects Limited (“the Company”)**

This is further to our letter dated 24<sup>th</sup> September, 2025 in connection with 25<sup>th</sup> AGM of the Company, we are pleased to enclose herewith a copy of the minutes of the proceedings of 25<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing.

We shall request you to kindly take the same on record.

Thanking You,

Yours faithfully,  
For ARSS Infrastructure Projects Limited

(Prakash Chhajer)  
Company Secretary &  
Compliance Officer  
FCS-8473  
Encl: As above



**MINUTES OF THE PROCEEDINGS OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING OF ARSS INFRASTRUCTURE PROJECTS LIMITED HELD ON WEDNESDAY THE 24<sup>TH</sup> DAY OF SEPTEMBER, 2025 THROUGH VIDEO CONFERENCING (VC) MODE COMMENCED AT 11:00 AM. AND CONCLUDED AT 12:01 P.M.**

**P R E S E N T**

| 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                                            |

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

| Sr. No. | Name                                                                                              | Designation             |
|---------|---------------------------------------------------------------------------------------------------|-------------------------|
| 3       | Shri S. K. Pattanaik                                                                              | Chief Financial Officer |
| 4       | Shri R. R. Singh                                                                                  | AVP (Finance)           |
| 5       | CA Vipul Kumar Gupta from M/s. M A R S & Associates                                               | Statutory Auditors      |
| 6       | CS Jyotirmoy Mishra partner of M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries | Secretarial Auditors    |
| 7       | CMA L. C. Kundu from M/s. L C Kundu & Co., Cost Accountants                                       | Cost Auditors           |
| 8       | CMA Priya Datta Rath from M/s. P. R. & Associates, Cost Accountants                               | Internal Auditor        |

53 Shareholders holding in aggregate 11,806 equity shares constituting 0.051% of the paid up capital of the Company were present through VC.

**Opening the Meeting**

Mr. Uday Narayan Mitra, Chairman of the Monitoring Committee, 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.

**Appointment of Chairman of the Meeting**

Mr. Uday Narayan Mitra, Chairman of the Monitoring Committee informed that pursuant to the Order dated 29th August, 2025 of the Hon'ble National Company Law Tribunal, Cuttack ("NCLT Order"), the Resolution Plan submitted by the Ocean Capital Market Limited (OCML or SRA), has been approved and by the

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approval of the Resolution Plan i.e. effective date 29-08-2025, He ceased his post as Resolution Professional however as per the Resolution Plan a Monitoring Committee has been constituted on 05-09-2025 where he was appointed as chairman of the monitoring Committee.

Accordingly, he took the chair and welcomed the members to the meeting and introduced the invitees attended through VC to the shareholders.

#### **Quorum of the Meeting**

On request of the Chairman of the meeting Company Secretary confirmed the quorum of the meeting and the proceedings of the meeting were conducted.

The Chairman also acknowledged the attendance of CA Vipul Kumar Gupta, Statutory Auditors and Mr. Jyotirmoy Mishra, Practicing Company Secretary, the Scrutinizer as well as the Secretarial Auditor of the Company and Mr. I.C. Kundu, Cost Auditors of the Company, CMA Priya Datta Rath from M/s. P. R. & Associates, Internal auditor of the company.

#### **MATTERS OF ORDER FOR THE MEETING**

The Chairman 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) and SEBI i.e. circular dated December 28, 2022, read together with its General Circulars No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023, subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and other relevant circulars issued by MCA and Securities and Exchange Board of India (SEBI), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and subsequent circulars issued in this regard, the latest being, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circulars"), which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2024. Participation of members through video conference was reckoned for the purpose of quorum as per the aforesaid circulars and Section 103 of the Companies Act, 2013. The requisite quorum was present through video conference and called the meeting to order.

Chairman of the meeting informed the members that the Register of Directors' shareholdings, Register of Members and other statutory records as per the provisions of the Companies Act, 2013 and rules thereof are available for inspection by the members of the company electronically throughout the meeting.

Chairman of the meeting declared with the permission of the members that the notice convening the 25th Annual General Meeting and the Directors' Report having been circulated already, be taken as read.

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Thereafter, the Chairman of the Monitoring Committee 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.

He further informed that the Company is engaged into the construction services of Roads, Railways, Irrigation etc. though the company is presently undergoing substantial financial stress and severe liquidity constraints. During the FY 2024-25, Since the Company is under CIRP, it has tried to restricted its losses to Rs. 8.36 Cr. (PBT) as compared to the previous year's loss of Rs. 33.49 Cr. However, The turnover of the Company has reduced to Rs. 165.39 Cr. during the year, as against Rs. 320.87 crores in the previous financial year.

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

He stated that 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 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 Wednesday, 17th September, 2025 to Wednesday, 24th September, 2025 (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, 2025 already sent to the members as read.

CA Vipul Kumar Gupta, Statutory Auditors of the Company representing M/s. M A R S and Associates, Chartered Accountant was also present to answer the query of shareholders. On request of the Chairman of the Meeting, he read out the Independent Auditors report on the accounts of the company for the financial year 2024-2025 along-with the qualifications and reply of the management of the company in the directors' report.

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Company Secretary informed the members that Secretarial Audit was conducted by CS Jyotirmoy Mishra Secretarial Auditor of the Company and the report have two qualification which was read out and explained by CS Jyotirmoy Mishra Secretarial Auditor and apart from that all other matter of the report were self-explanatory hence it was proposed with the permission of the members as read

On the invitation of the Chairman, three members who had pre-registered themselves as speakers, invited to address the meeting but he could not join the meeting.

The Chairman of the meeting then thanked the members for their participation and announced formal closure of the General Meeting of the Company.

The Company Secretary informed the members that there are in total 5 (Five) Resolutions proposed to be passed in the AGM and are forming part of the Notice of the 25th Annual General Meeting. For the benefit of members attending the meeting, he further provided a brief of the resolutions:

### **AGENDA ITEMS**

#### ***ORDINARY BUSINESS:-***

##### **Resolution No. 1:**

Adoption of (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon. (Ordinary Resolutions)

- a) "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

##### **Resolution No. 2:**

Appointment of Shri Subash Agarwal (DIN - 00218066), who retires by rotation and being eligible, offer himself for reappointment. (Ordinary Resolution)

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Subash Agarwal (DIN: 00218066), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company provided that pursuant to Section 17 of the Code, his

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powers as a Director shall stand suspended during the continuance of the CIR Process."

However, as per the Resolution Plan approved by the Hon'ble NCLT, Cuttack Bench dated 29-08-2025, The Resolution Applicant shall propose the New Board of Directors, Hence the resolution for re-appointment of Shri Subash Agarwal, who retire by rotation, is not taken on record.

#### **SPECIAL BUSINESS:-**

##### **Resolution No. 3:**

**Ratification of proposed remuneration etc. payable to Cost Auditors, M/s. I C Kundu & Co., Cost Accountants, Bhubaneswar for the financial year 2024-25. (Ordinary Resolution)**

"RESOLVED THAT pursuant to provisions of Sections 148(3) and other applicable provisions if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for time being in force) the proposed remuneration payable to M/s. I C Kundu & Co., Cost Accountants, Bhubaneswar, (Firm Registration No. 100778), appointed by the Resolution Professional of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025-2026, 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 be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution."

##### **Resolution No. 4:**

**Appointment of M/s Sunita Jyotirmoy and Associates, A Practicing Company Secretaries Firm as Secretarial Auditors of the Company for a period of 5 years from financial year 2025- 2026 to 2029-2030 (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Act, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and Regulation 24A & other applicable provisions of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), 2015 ("SEBI Listing Regulations") read with circulars issued thereunder from time to time and as recommended by Resolution Professional, consent of the members of the Company be and is hereby accorded for the appointment of M/s Sunita Jyotirmoy and Associates, Company Secretaries, having Peer Review Certificate No. 1021/2020 and Unique Identification Number - P2003OR014400 as Secretarial Auditors of the Company for a period of 5 consecutive years commencing from April 01, 2025 to March 31, 2030 ('the Term') to conduct the secretarial audit for the aforesaid Financial Years at an annual fees of INR 50,000 (Fifty thousand only) and on such terms & conditions, as may be determined by

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the Board of Directors / Resolution Professional, as the case may be (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board in this regard)."

"RESOLVED FURTHER THAT Resolution Professional of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

#### **Resolution No. 5:**

#### **Approval of Material Related Party Transactions of the Company (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Insolvency and Bankruptcy Code, 2016, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of RP/CoC of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into contracts/transactions, with ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations and section 5(24) of the Code, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements ("Related Party Transactions"), aggregating upto an amount not exceeding **INR 217.79 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee of the Company/RP be and is hereby authorized to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (whose powers, pursuant to Section 17 of the Code, are being exercised by the Resolution Professional during the continuance of the CIR Process), be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

RESOLVED FURTHER THAT all actions taken by the Resolution Professional in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

After the above resolutions were being briefed and deemed to be read, the Chairman of the meeting invited members who would like to make comments, make observations and seek clarifications.

The Chairman of the meeting thanked Statutory Auditors, 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 Chairman informed that the result of the voting along with Scrutinizer report would be placed on the website of the Company [www.arssgroup.in](http://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.

The meeting was concluded at 12:01 p.m.

#### VOTE OF THANKS

Company Secretary then placed a hearty vote of thanks to the shareholders present and meeting was concluded subject to the declaration of consolidated results to be announced today i.e. September 24, 2025 by evening.

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**Details of Voting through remote e-voting and e-voting:**

Based on scrutiny and processing of all the votes cast by electronic means and voting during AGM through e-voting, the Scrutinizer prepared and submitted his Report dated 24<sup>th</sup> September, 2025 to the Chairman of the meeting. The Company Secretary immediately forwarded the voting results of the 25<sup>th</sup> Annual General Meeting along with the Scrutinizer's Report to the Stock Exchanges, NSDL, CDSL and uploaded the same on the Company's website.

A brief summary of the Scrutinizer's Report, voting results of all the resolutions, which had been duly passed by requisite majority in respect of all items of business as contained in the Notice of 25<sup>th</sup> Annual General Meeting as per Scrutinizer's Report dated 24<sup>th</sup> September, 2025 is provided below except resolution No. 02 in respect of re-appointment of Shri Subash Agarwal, who retire by rotation, which is not taken on record, pursuant to Hon'ble NCLT Order dated 29.08.2025 approving of resolution plan.

**Resolution No. 1:**

Considered and adopted (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon (**Ordinary Resolutions**):

- a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

| Resolution required : Ordinary/<br>Special                                       |                                         |                       | Ordinary Resolution       |                                                            |                                |                                            |                                                  |                                                   |
|----------------------------------------------------------------------------------|-----------------------------------------|-----------------------|---------------------------|------------------------------------------------------------|--------------------------------|--------------------------------------------|--------------------------------------------------|---------------------------------------------------|
| Whether Promoter /promoter<br>group are interested in the agenda/<br>resolution? |                                         |                       | No                        |                                                            |                                |                                            |                                                  |                                                   |
| Category                                                                         | Mode of<br>Voting                       | No. of<br>Shares held | No. of<br>votes<br>polled | % of<br>Votes<br>Polled<br>on<br>outstand<br>ing<br>shares | No. of<br>Votes - In<br>favour | No.<br>of<br>Vote<br>s - In<br>again<br>st | % of<br>Votes in<br>favour<br>on votes<br>polled | % of<br>Votes in<br>against<br>on votes<br>polled |
|                                                                                  |                                         | (1)                   | (2)                       | (3)=[(2)/(1)]*100                                          | (4)                            | (5)                                        | (6)=[(4)/(2)]*100                                | (7)=[(5)/(2)]*100                                 |
| Promote<br>r and<br>Promote<br>r group                                           | E-<br>Voting                            | 1,06,19,468           | 0                         | 0                                                          | 0                              | 0                                          | 0                                                | 0                                                 |
|                                                                                  | Poll                                    |                       | 0                         | 0                                                          | 0                              | 0                                          | 0                                                | 0                                                 |
|                                                                                  | Postal<br>Ballot (if<br>applicab<br>le) |                       | 0                         | 0                                                          | 0                              | 0                                          | 0                                                | 0                                                 |
|                                                                                  | Total                                   |                       | 0                         | 0                                                          | 0                              | 0                                          | 0                                                | 0                                                 |

|                         |                               |             |           |         |           |     |         |        |
|-------------------------|-------------------------------|-------------|-----------|---------|-----------|-----|---------|--------|
| Public-Institutions     | E-Voting                      | 8,700       | 0         | 0       | 0         | 0   | 0       | 0      |
|                         | Poll                          |             | 0         | 0       | 0         | 0   | 0       | 0      |
|                         | Postal Ballot (if applicable) |             | 0         | 0       | 0         | 0   | 0       | 0      |
|                         | Total                         |             | 0         | 0       | 0         | 0   | 0       | 0      |
| Public-Non Institutions | E-Voting                      | 1,21,09,798 | 23,34,517 | 19,2779 | 23,34,247 | 270 | 99.9884 | 0.0116 |
|                         | Poll                          |             | 0         | 0       | 0         | 0   | 0       | 0      |
|                         | Postal Ballot (if applicable) |             | 0         | 0       | 0         | 0   | 0       | 0x     |
|                         | Total                         |             | 23,34,517 | 19,2779 | 23,34,247 | 270 | 99.9884 | 0.0116 |
| Total                   |                               | 2,27,37,966 | 23,34,517 | 10,2670 | 23,34,247 | 270 | 99.9884 | 0.0116 |

**Resolution No. 2: Considered the re-appointment of Shri Subash Agarwal (DIN: 00218066), 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                      | 1,06,19,468        | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                                                                            | Poll                          |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
|                                                                            | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
|                                                                            | Total                         |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
| Public-Institutions                                                        | E-Voting                      | 8,700              | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                                                                            | Poll                          |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
|                                                                            | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
|                                                                            | Total                         |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
| Public-Non Institutions                                                    | E-Voting                      | 1,21,09,798        | 23,34,517           | 19.2779                                 | 23,34,077                | 440                       | 99.9812                              | 0.0188                                |
|                                                                            | Poll                          |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
|                                                                            | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    |                                       |
|                                                                            | Total                         |                    | 23,34,517           | 19.2779                                 | 23,34,077                | 440                       | 99.9812                              | 0.0188                                |
| Total                                                                      |                               | 2,27,37,966        | 23,34,517           | 10.2670                                 | 23,34,077                | 440                       | 99.9812                              | 0.0188                                |

However, as per the Resolution Plan approved by the Hon'ble NCLT, Cuttack Bench dated 29-08-2025, The Resolution Applicant shall propose the New Board of Directors, Hence the resolution for re-appointment of Shri Subash Agarwal, who retire by rotation, is not taken on record.

**Resolution No. 3: Ratification of the remuneration payable to the Cost Auditors, M/s. I C Kundu & Co. , Cost Accountants, Bhubaneswar, (Firm Registration No. 100778) for the Financial year 2025-26 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) and 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/<br>Special                                       |                                         |                          | Ordinary Resolution       |                                                            |                                |                                    |                                                        |                                                   |
|----------------------------------------------------------------------------------|-----------------------------------------|--------------------------|---------------------------|------------------------------------------------------------|--------------------------------|------------------------------------|--------------------------------------------------------|---------------------------------------------------|
| Whether Promoter /promoter<br>group are interested in the agenda/<br>resolution? |                                         |                          | No                        |                                                            |                                |                                    |                                                        |                                                   |
| Category                                                                         | Mode of<br>Voting                       | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of<br>Votes<br>Polled<br>on<br>outstan<br>ding<br>shares | No. of<br>Votes - In<br>favour | No. of<br>Votes -<br>In<br>against | % of<br>Votes<br>in<br>favour<br>on<br>votes<br>polled | % of<br>Votes in<br>against<br>on votes<br>polled |
|                                                                                  |                                         | (1)                      | (2)                       | (3)=[(2)/<br>(1)]*100                                      | (4)                            | (5)                                | (6)=[(4)<br>/(2)]*100                                  | (7)=[(5)/(<br>2)]*100                             |
| Promote<br>r and<br>Promote<br>r group                                           | E-Voting                                | 1,06,19,468              | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Poll                                    |                          | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Postal<br>Ballot (if<br>applicabl<br>e) |                          | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Total                                   |                          | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
| Public-<br>Institutio<br>ns                                                      | E-Voting                                | 8,700                    | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Poll                                    |                          | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Postal<br>Ballot (if<br>applicabl<br>e) |                          | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Total                                   |                          | 0                         | 0                                                          | 0                              | 0                                  | 0                                                      | 0                                                 |
| Public-<br>Non<br>Institutio<br>ns                                               | E-Voting                                | 1,21,09,798              | 23,34,517                 | 19.2779                                                    | 23,34,197                      | 320                                | 99.9863                                                | 0.0137                                            |
|                                                                                  | Poll                                    |                          | 0                         | 0.0000                                                     | 0                              | 0                                  | 0.0000                                                 | 0.0000                                            |
|                                                                                  | Postal<br>Ballot (if<br>applicabl<br>e) |                          | 0                         | 0.0000                                                     | 0                              | 0                                  | 0.0000                                                 | 0.0000                                            |
|                                                                                  | Total                                   |                          | 23,34,517                 | 19.2779                                                    | 23,34,197                      | 320                                | 99.9863                                                | 0.0137                                            |
| Total                                                                            |                                         | 2,27,37,966              | 23,34,517                 | 10.2670                                                    | 23,34,197                      | 320                                | 99.9863                                                | 0.0137                                            |

**Resolution No. 4: Appointment of M/s. Sunita Jyotirmoy and Associates, A Practicing Company Secretaries Firm as Secretarial Auditors of the Company for a period of 5 years, beginning from the financial year 2025- 2026 through the financial year 2029-2030. (Ordinary Resolution)**

| Resolution required : Ordinary/<br>Special                                       |                               |                          | Ordinary Resolution       |                                                             |                                |                                    |                                                        |                                                   |
|----------------------------------------------------------------------------------|-------------------------------|--------------------------|---------------------------|-------------------------------------------------------------|--------------------------------|------------------------------------|--------------------------------------------------------|---------------------------------------------------|
| Whether Promoter /promoter<br>group are interested in the agenda/<br>resolution? |                               |                          | No                        |                                                             |                                |                                    |                                                        |                                                   |
| Category                                                                         | Mode of<br>Voting             | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of<br>Votes<br>Polled<br>on<br>outstan-<br>ding<br>shares | No. of<br>Votes - In<br>favour | No. of<br>Votes -<br>In<br>against | % of<br>Votes<br>in<br>favour<br>on<br>votes<br>polled | % of<br>Votes in<br>against<br>on votes<br>polled |
|                                                                                  |                               | (1)                      | (2)                       | (3)=[(2)/(1)]*100                                           | (4)                            | (5)                                | (6)=[(4)/(2)]*100                                      | (7)=[(5)/(2)]*100                                 |
| Promoter and Promoter group                                                      | E-Voting                      | 1,06,19,468              | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Poll                          |                          | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Postal Ballot (if applicable) |                          | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Total                         |                          | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
| Public-Institutions                                                              | E-Voting                      | 8,700                    | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Poll                          |                          | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Postal Ballot (if applicable) |                          | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
|                                                                                  | Total                         |                          | 0                         | 0                                                           | 0                              | 0                                  | 0                                                      | 0                                                 |
| Public-Non Institutions                                                          | E-Voting                      | 1,21,09,798              | 23,34,517                 | 19.2779                                                     | 23,34,197                      | 320                                | 99.9863                                                | 0.0137                                            |
|                                                                                  | Poll                          |                          | 0                         | 0.0000                                                      | 0                              | 0                                  | 0.0000                                                 | 0.0000                                            |
|                                                                                  | Postal Ballot (if applicable) |                          | 0                         | 0.0000                                                      | 0                              | 0                                  | 0.0000                                                 | 0.0000                                            |
|                                                                                  | Total                         |                          | 23,34,497                 | 19.2778                                                     | 23,34,177                      | 320                                | 99.9863                                                | 0.0137                                            |
| Total                                                                            |                               | 2,27,37,966              | 23,34,497                 | 10.2670                                                     | 23,34,177                      | 320                                | 99.9863                                                | 0.0137                                            |

**Resolution No. 5: Approval of Material Related Party Transactions of the Company** between ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations and section 5(24) of the Code, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements ("Related Party Transactions"), aggregating up to an amount not exceeding **INR 217.79 Crore** on such material terms and conditions as detailed in the explanatory statement to this resolution. (Ordinary Resolution)

| Resolution required : Ordinary/<br>Special                                       |  | Ordinary Resolution |  |
|----------------------------------------------------------------------------------|--|---------------------|--|
| Whether Promoter /promoter<br>group are interested in the agenda/<br>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                      | 1,06,19,468        | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                             | Poll                          |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                             | Total                         |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
| Public-Institutions         | E-Voting                      | 8,700              | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                             | Poll                          |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
|                             | Total                         |                    | 0                   | 0                                       | 0                        | 0                         | 0                                    | 0                                     |
| Public-Non Institutions     | E-Voting                      | 1,21,09,798        | 23,34,517           | 19.2779                                 | 23,34,027                | 490                       | 99.9790                              | 0.0210                                |
|                             | Poll                          |                    | 0                   | 0.0000                                  | 0                        | 0                         | 0.0000                               | 0.0000                                |
|                             | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                  | 0                        | 0                         | 0.0000                               | 0.0000                                |
|                             | Total                         |                    | 23,34,517           | 19.2779                                 | 23,34,027                | 490                       | 99.9790                              | 0.0210                                |
| Total                       |                               | 2,27,37,966        | 23,34,517           | 10.2670                                 | 23,34,027                | 490                       | 99.9790                              | 0.0210                                |

The Scrutinizer Mr. Jyotirmoy Mishra, reported that Ordinary Resolutions as contained in Item Nos. 1 to 5 in the Notice of the 25<sup>th</sup> AGM held on 24<sup>th</sup> September, 2025 had been passed in the following manner:

| Resolution No. | Type of Resolution | Result                         |
|----------------|--------------------|--------------------------------|
| 1              | Ordinary           | Passed with requisite majority |
| 2              | Ordinary           | Not taken on record            |
| 3              | Ordinary           | Passed with requisite majority |
| 4              | Ordinary           | Passed with requisite majority |
| 5              | Ordinary           | Passed with requisite majority |

Accordingly Sri Uday Narayan Mitra, Chairman declared that all the aforesaid resolutions are passed with requisite majority except resolution No. 02 in respect of re-appointment of Shri Subash Agarwal, who retire by rotation, which is not taken on record, pursuant to Hon'ble NCLT Order dated 29.08.2025 approving of resolution plan

With the declaration of the results, the meeting stood concluded.

Date of Entry in the Minutes Book: 26.09.2025

Date: 06-10-2025

Place: Bhubaneswar

**CHAIRMAN OF THE**  
**MONITORING COMMITTEE**

CHAIRMAN'S  
INITIALS

