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ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 24th September, 2025

Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers 1st Floor, Rotunda Building, Dalal Street, Mumbai- 400 001 **BSE Scrip Code - 533163**	**National Stock Exchange of India Limited**, Exchange Plaza, Plot No-C1, G Block BandraKurla Complex, Bandra (E), Mumbai-400051 **NSE Symbol: ARSSINFRA**

Dear Sir/ Madam,

Sub: Proceedings and Voting Results of the 25th Annual General Meeting ("AGM") of ARSS Infrastructure Projects Limited ("the Company")

We wish to inform you that the 25th AGM of the Company was held on today (i.e. 24th September, 2025) at 11:00 a.m. (IST) held through Video Conferencing / Other Audio Visual Means, to transact the business as stated in the notice dated August 11, 2025, convening the AGM.

In this regard, please find enclosed the following:

1) Summary of the proceedings of the AGM as required under Regulation 30, Para A of Part A in Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") – **Annexure – I**.

2) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure –II.**

3) Report of the Scrutinizer dated September 24, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure – III.**

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The voting results along with the Scrutinizer's Report dated September 24, 2025 is made available on the Company's website at www.arssgroup.in and also on the website of National Securities Depository Limited (NSDL) (https://www.evoting.nsdl.com/).

All the 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.

Kindly take the same on your record.

Thanking You,

Yours faithfully,
For **ARSS Infrastructure Projects Limited**

PRAKASH CHHAJER Digitally signed by PRAKASH CHHAJER Date: 2025.09.24 19:54:09 +05'30'

ARSS Infrastructure Projects Ltd. BBSR

Prakash Chhajer
Company Secretary &
Compliance Officer
FCS-8473

Encl: As above

Regd. Off.: Plot No-38, Sector –A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar -751010 (Odisha)
Tel-91 0674 2602763 Email :cs@arssgroup.in

ARSS INFRASTRUCTURE PROJECTS LTD.

Annexure – I

Summary of the Proceedings of the 25th Annual General Meeting of ARSS Infrastructure Projects Limited held on September 24, 2025 at 11:00 a.m. and concluded at 12:01 p.m. (including the time allowed for e-voting at the AGM and 15 minutes after the proceedings of the AGM was concluded by the Chairman, as declared by the Chairman)

The 25th Annual General Meeting of the Members of the Company was convened at 11:00 a.m. on Wednesday, September 24, 2025 held through Video Conferencing / Other Audio Visual Means and concluded at 12:01 p.m.

P R E S E N T

Sr. No.	Name	Designation
1	Shri Uday Narayan Mitra	Chairman of the Monitoring Committee (IP Regn. No. IBBI/IP A-001/IP-P00793/2017-18/11360)
2	Shri Prakash Chhajer	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 I. C. Kundu from M/s. I C Kundu & Co. , Cost Accountants	Cost Auditors
8	CMA Priya Datta Rath from M/s. P. R. & Associates, Cost Accounts	Internal Auditors

Mr. Prakash Chhajer, Company Secretary & Compliance officer, welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through audio-visual means.

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.

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 approval of the Resolution Plan i.e. effective date 29-08-2025 , He ceased his post as Resolution Professional however the 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.

He further informed that the powers of Board of Directors of the Company stand suspended during the CIRP and such powers along with the management of affairs of the Company were vested with the him in accordance with the provisions of Section 17 and 23 of the Insolvency Code read with Regulation 15(2A) & (2B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the CIRP Period. However, upon from effective date, a Monitoring Committee was constituted to supervise the implementation of the Resolution Plan.

The relevant Registers and other statutory records as per the provisions of the Companies Act, 2013 and rules thereof were available for inspection by the member's electronically.

There were in total 53 members (Including authorized Representatives) attended the meeting through Video Conference.

He also acknowledged the attendance of Mr. Vipul Gupta, Statutory Auditors, Mr. Jyotirmoy Mishra, Practicing Company Secretary, the Scrutinizer as well as the Secretarial Auditor of the Company, Mr. Priya Datta Rath, Internal Auditors and Mr. I C Kundu, Cost Auditors o the Company.

The Chairman 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. The Auditors Report has qualifications, which was read as required under the provisions of the Companies Act, 2013.

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.

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 one 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 circulars, 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.

The Chairman of the Meeting further informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging on to the website of the National Securities Depository Limited (NSDL). The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at the AGM.

He also stated that as required under the relevant provisions of section 108 of the companies act, 2013 read with rule 20 of the companies (Management & Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company had extended the remote e-voting facility and e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09:00 a.m. on September 20, 2025 and ended at 05:00 p.m. on September 23, 2025. The members who had not casted their vote through remote e-voting process, were given facilities for casting their votes using e-voting facility of NSDL during the AGM.

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 Saturday, 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 if any, ask by shareholders. On request of the Chairman, he read out the Independent Auditors report on the accounts of the company for the financial year 2024-25 along-with the qualifications and reply of the management of the company in the directors' report.

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 is read out and explained by CS Jyotirmoy Mishra Secretarial Auditor and apart from that all other matter of the report are self-explanatory hence it was proposed with the permission of the members as read.

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

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

The Company Secretary took up following agendas one by one as contained in the Notice of 25th Annual General Meeting of the Company.

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Si. No.	Item of Business	Resolution considered
	ORDINARY BUSINESS:	
1	To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and auditors thereon.	Ordinary Resolution
2	To consider 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
	SPECIAL BUSINESS:	
3	To Ratify the proposed remuneration payable to the Cost Auditors, M/s. I C Kundu & Co. , Cost Accountants, Bhubaneswar, (Firm Registration No. 100778) for the Financial year 2025-2026 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
4	To appoint 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
5	To Approve 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 upto 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

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

The Chairman thanked Statutory Auditors, Registrar, 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. He also informed that the result of the voting along with Scrutinizer report would be placed on the website of the Company 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.

Post the conclusion of the voting, The Scrutinizer's report was received by the Chairman of the Monitoring Committee.

Accordingly, the Chairman declared on the same day (i.e. September 24, 2025) at 07:20 p.m. that all the above resolutions as set out in the Notice of 25th AGM dated August 11, 2025 except resolution no. 02, were duly passed with the requisite majority.

The Consolidated scrutinizer's report was uploaded on the website of the Company and NSDL's website. Further the results in the format prescribed were notified to the stock exchange under Regulation 44 of the SEBI (LODR) Regulation, 2015.

For ARSS Infrastructure Projects Limited

PRAKASH CHHAJER Digitally signed by PRAKASH CHHAJER Date: 2025.09.24 19:54:37 +05'30'

ARSS Infrastructure Projects Ltd. BBSR

Prakash Chhajer
(Company Secretary
& Compliance Officer)
FCS-8473

Date: 24th September, 2025
Place: Bhubaneswar

Annexure - II

ARSS Infrastructure Projects Limited
(CIN:L14103OR2000PLC006230)

Details of voting results of the 25th Annual General Meeting held on September 24, 2025
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Date of AGM	**Wednesday, September 24, 2025**
Total number of shareholders on record date (i.e. September 17, 2025)	**13776**
No. of shareholders present in the meeting either in person (including authorized representative) :	
- Promoter and Promoter Group	**-**
- Public	**-**
No. of Shareholders attended the meeting through Video Conferencing	
- Promoter and Promoter Group	**--**
- Public	**53**

<u>In case of Poll/ Postal ballot/ E-Voting:</u>

The Mode of voting for all resolution: Remote e- voting, e-voting at Annual General Meeting.

Agenda- wise disclosure:

Resolution No. 1:

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and auditors thereon. **(Ordinary resolution)**

Resolution required : Ordinary/ Special			**Ordinary Resolution**					
Whether Promoter /promoter group are interested in the agenda/ resolution?			**No**					
Category	**Mode of Voting**	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - In favour**	**No. of Votes - In against**	**% of Votes in favour on votes polled**	**% of Votes in against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-Voting	**1,06,19,468**	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Institutions	E-Voting	**8,700**	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Non Institutions	E-Voting	**1,21,09,798**	23,34,517	19.2779	23,34,247	270	99.9884	0.0116
	Poll		0	0.0000	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**	**23,34,247**	**270**	**99.9884**	**0.0116**
Total		**2,27,37,966**	**23,34,517**	**10.2670**	**23,34,247**	**270**	**99.9884**	**0.0116**

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Resolution No. 2: To consider 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	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Institutions	E-Voting	**8,700**	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Non Institutions	E-Voting	**1,21,09,798**	23,34,517	19.2779	23,34,077	440	99.9812	0.0188
	Poll		0	0.0000	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**	**23,34,077**	**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: To Ratify the proposed 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/ Special			**Ordinary Resolution**					
Whether Promoter /promoter group are interested in the agenda/ resolution?			**No**					
Category	**Mode of Voting**	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - In favour**	**No. of Votes - In against**	**% of Votes in favour on votes polled**	**% of Votes in against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-Voting	**1,06,19,468**	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Institutions	E-Voting	**8,700**	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
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		**23,34,517**	**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**

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Resolution No. 4: To Appoint 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/ Special			Ordinary Resolution					
Whether Promoter /promoter group are interested in the agenda/ resolution?			No					
Category	**Mode of Voting**	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - In favour**	**No. of Votes - In against**	**% of Votes in favour on votes polled**	**% of Votes in against on votes polled**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter group	E-Voting	**1,06,19,468**	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public-Institutions	E-Voting	**8,700**	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Non Institutions	E-Voting	**1,21,09,798**	23,34,497	19.2778	23,34,177	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: To approve the 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 upto 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/ Special			Ordinary Resolution					
Whether Promoter /promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - In against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-Voting	1,06,19,468	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public- Institutions	E-Voting	8,700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
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**

ARSS INFRASTRUCTURE PROJECTS LTD.

Notes: 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.

Thanking You,

Yours faithfully,

For **ARSS Infrastructure Projects Limited**

PRAKASH CHHAJER Digitally signed by PRAKASH CHHAJER Date: 2025.09.24 19:55:01 +05'30'

ARSS Infrastructure Projects Ltd. BBSR

(Prakash Chhajer)
Company Secretary &
Compliance Officer
FCS-8473

Regd. Off.: Plot No-38, Sector –A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar -751010 (Odisha)
Tel-91 0674 2602763 Email :cs@arssgroup.in

CIN : L14103OR2000PLC006230

SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

Plot No-191, 2nd Floor, Santosh Multispecialty Clinic Side Lane, Opposite to Little Gem Play School, Biju Pattnaik College Rod, Jaydev Vihar, Bhubaneswar-751013, Odisha, India

Mob: 9737272604, 9437255625, Email:secretairal@sunitamohnantyandassociates.com

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

Date: 24.09.2025

To
The Chairman of the Monitoring Committee,
ARSS Infrastructure Projects Limited
Plot No-38, Sector-A, Zone-D,
Mancheswar Industrial Estate,
Bhubaneswar-751 010,
Odisha, India

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 read with the provisions of section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ("the Rules") and e-voting at the 25th Annual General Meeting of ARSS Infrastructure Projects Limited held on Wednesday, September 24, 2025 at 11.00 a.m. through video conferencing ('VC') /other audio visual means ('OAVM').

Dear Sir,

I, Jyotirmoy Mishra (Membership. No. F6556, CP No. 6022), Partner, M/s Sunita Jyotirmoy & Associates, Company Secretaries, Bhubaneswar had been appointed as the Scrutinizer by **ARSS Infrastructure Projects Limited** ("the Company") for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through electronics means at the 25th Annual General Meeting of the shareholders of the Company held on Wednesday, September 24, 2025 at 11.00 a.m. through Video Conference/other Audio Visual Means in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of the Companies Act, 2013 on the below mentioned resolution(s). The company had provided to the members facility of remote e-voting and voting by electronic means at the Annual General Meeting which was allowed to be continued for 15 minutes after the conclusion of the meeting.

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The notice dated August 11, 2025, convening the AGM along with the Annual Report 2024-25, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. 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, and 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 Securities and Exchange Board of India ('SEBI') Circulars vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 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, and subsequent circulars issued in this regard, the latest being, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ('**SEBI Circulars**'), unless any Member has requested for a physical copy of the same.

The management of the Company is responsible to ensure the compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Act and the Rules framed there under relating to remote e-voting on the Resolution contained in the notice of 25th Annual General Meeting dated 11th August, 2025. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of the Votes Cast "In favour" or "against" the resolutions and "Invalid" Votes based on report generated from the Electronic platform Provided by National Securities Depository Limited (NSDL), The Authorized agency to provide remote e-voting Facilities, engaged by the Company and e-voting at the Annual General Meeting.

I, submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited's ("NSDL") for conducting remote e-voting by the Shareholders of the Company prior to the Meeting as well as during the Meeting.

2. The Company had also provided e voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

3. The voting period for remote e-voting commenced on Saturday, September 20, 2025 at 09.00 a.m. (IST) and ended on Tuesday, September 23, 2025 at 05.00 p.m. (IST). The Members were required to cast their vote electronically conveying their assent/dissent in respect of all the Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the AGM on Wednesday, 24th September, 2025.
4. The shareholders of the company holding shares as on the "cut-off" date of September 17, 2025 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

5. After the close of period for remote e-voting, the details of the members, such as their names, folio numbers, number of shares held, who had casted their votes through remote e-voting, were

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downloaded from the e-voting website of NSDL, for the purpose of ensuring that the members who have casted their votes through remote e-voting do not vote again at the 25th AGM.

6. The e-voting at the AGM commenced on Wednesday, 24th September, 2025 at 11:00 a.m. and closed at 12:01 p.m.

7. The votes were finally unblocked on Wednesday, 24th September, 2025 at around 12.21 p.m. in presence of two witnesses viz. Mr. Susant Kumar Behera and Mr. Manoj Kumar Maharana who are not in the employment of the company and who have signed at the end of the report in token of the same.

8. Thereafter, the details containing, inter-alia, List of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of National Securities Depository Limited (NSDL). (https:// www.evoting.nsdl.com)

9. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

10. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 17, 2025 and as per the Register of Members of the Company.

11. Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

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Resolution No. 1

Ordinary Resolution for adoption of both standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ('the Board') and auditors thereon.

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through e-voting during and after the AGM	Number of votes casted by e-voting during and after the AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	76	2334247	0	0	2334247	99.9884
Voted against the resolutions	2	270	0	0	270	0.0116
Total	78	2334517	0	0	2334517	100.000
Invalid / Abstain votes	0	0	0	0	0	0.00

Resolution No. 2

Ordinary Resolution for re-appointment of 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 powers as a Director shall stand suspended during the continuance of the CIR Process.

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through e-voting during and after the AGM	Number of votes casted by e-voting during and after the AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	71	2334077	0	0	2334077	99.9812
Voted against the resolutions	7	440	0	0	440	0.0188
Total	78	2334517	0	0	2334517	100.00
Invalid / Abstain votes	0	0	0	0	0	0.00

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 Mr. Subash Agarwal, who retire by rotation, is not taken on record.

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Resolution No. 3

Ordinary Resolution for Ratification of the proposed remuneration payable to M/s. I C Kundu & Co., Cost Accountants, Bhubaneswar, (Firm Registration No. 100778), the cost auditors of the company for the financial year 2025-2026 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.

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through e-voting during and after the AGM	Number of votes casted by e-voting during and after the AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	75	2334197	0	0	2334197	99.9863
Voted against the resolutions	3	320	0	0	320	0.0137
Total	78	2334517	0	0	2334517	100.000
Invalid / Abstain votes	0	0	0	0	0	0.00

Resolution No. 4

Ordinary Resolution for 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.

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through e-voting during and after the AGM	Number of votes casted by e-voting during and after the AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	74	2334177	0	0	2334177	99.9863
Voted against the resolutions	3	320	0	0	320	0.0137
Total	77	2334497	0	0	2334497	100.00
Invalid / Abstain votes	0	0	0	0	0	0.00

Resolution No. 5

Ordinary Resolution for 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 upto 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)**

Particulars	Number of Members voted through Remote e-voting	Number of Remote E-votes casted	Number of Members voted through e-voting during and after the AGM	Number of votes casted by e-voting during and after the AGM	Total Number of votes cast through Remote e-voting and Physical Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	74	2334027	0	0	2334027	99.9790
Voted against the resolutions	4	490	0	0	490	0.0210
Total	78	2334517	0	0	2334517	100.000
Invalid / Abstain votes	0	0	0	0	0	0.00

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

I hereby confirm that the papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting where after the same will be handed over to the Company Secretary for safe keeping.

Thinking You,
Yours faithfully,
For M/s Sunita Jyotirmoy & Associates
Company Secretaries

For Sunita Jyotirmoy & Associates
Jyotirmoy Mishra
Jyotirmoy Mishra, F.C.S.
CP-6022, PARTNER

CS Jyotirmoy Mishra
Membership Number –F6556
C. P. No. – 6022
UDIN : F006556G001331211

We, the under signed witnesses that the votes in respect of e-voting of shareholders of ARSS Infrastructure Projects Limited, were unblocked from e-voting website of NSDL in our presence at 12.21 p.m. on 24th September, 2025.

Susant Kumar Behera
Mr. Susant Kumar Behera

Manoj Ku. Maharana
Mr. Manoj Kumar Maharana