



ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 9th December, 2025

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

Dear Sir/ Madam,

Sub: Proceedings and Voting Results of the Extra Ordinary General Meeting (“EGM”) of ARSS Infrastructure Projects Limited (“the Company”)

We wish to inform you that an Extra Ordinary General Meeting (EGM) of the Company was held on today (i.e. 9th December, 2025) at 12:30 P.M. (IST) held through Video Conferencing / Other Audio Visual Means, to transact the business as stated in the notice dated November 10, 2025, convening the EGM.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the EGM 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 EGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure –II.**
- 3) Report of the Scrutinizer dated December 9, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure – III.**

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



ARSS INFRASTRUCTURE PROJECTS LTD.

The voting results along with the Scrutinizer's Report dated December 9, 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 resolutions placed before the meeting as per the Notice of the said EGM were duly passed with requisite majority.

Kindly take the same on your record.

Thanking You,

Yours faithfully,

For ARSS Infrastructure Projects Limited

Prakash Chhajer
Company Secretary &
Compliance Officer
FCS-8473



Encl: As above



ARSS INFRASTRUCTURE PROJECTS LTD.

Annexure - I

Summary of the Proceedings of the Extra Ordinary General Meeting of ARSS Infrastructure Projects Limited held on December 9, 2025 at 12:30 p.m. and concluded at 01:09 p.m. (including the time allowed for e-voting at the EGM and 15 minutes after the proceedings of the EGM was concluded by the Chairman, as declared by the Chairman)

The Extra Ordinary General Meeting of the Members of the Company was convened at 12:30 P.M. on Tuesday, December 9, 2025 held through Video Conferencing / Other Audio Visual Means and concluded at 01:09 p.m.

P R E S E N T

Sr. No.	Name	Designation
1	Shri Dipti Ranjan Patnaik	Chairman of the Company
2	Shri G. K. Dash	Managing Director
3	Shri T. K. Padmanaban	Independent Director
5	Smt. Payal Agarwal	Independent Director
6	Shri Prakash Chhajer	Company Secretary & Compliance officer

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

Sr. No.	Name	Designation
7	Shri S. K. Pattanaik	Chief Financial Officer
8	Shri R. R. Singh	AVP (Finance)
9	CA Vipul Kumar Gupta from M/s. M A R S & Associates	Statutory Auditors
10	CS Jyotirmoy Mishra partner of M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries	Secretarial 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. Dipti Ranjan Patnaik, Chairman of the Company, 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

**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



ARSS INFRASTRUCTURE PROJECTS LTD.

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.

The Chairman welcomed the members to the Extra Ordinary General Meeting of ARSS Infrastructure Projects Limited. He thanked the participants for joining to take a vital step toward the implementation of the Resolution Plan approved under the Insolvency and Bankruptcy Code, 2016.

He addressed the meeting that after significant financial stress and the subsequent Corporate Insolvency Resolution Process, a Resolution Plan submitted by Ocean Capital Market Limited was approved by the Committee of Creditors and the Hon'ble NCLT, Cuttack Bench.

Therefore, Today's meeting is essential to give full effect to this plan. The resolutions placed before you aimed to:

- Revive operations and restore financial health;
- Infuse fresh funds for working capital and sustainability;
- Reconstitute share capital and
- Clear legacy liabilities.

He further informed that the members' approval is necessary to complete regulatory compliances and facilitate a fresh start for the Company. We are committed to executing this plan transparently to rebuild market confidence and move toward a profitable future.

He placed on record his deepest gratitude to the members, stakeholders, for their patience. He also express his special appreciation to the management team and the entire workforce who have stood by the company with dedication during these challenging times.

He also expressed his view that with the support of entire team, he is confident that our shared aspiration for revival is within reach.

He also acknowledged the attendance of Mrs. Payal Agarwal, Independent Director, Mr. T. K. Padmanaban, Independent Director, Mr. Vipul Gupta, Statutory Auditors, Mr. Jyotirmoy Mishra, Practicing Company Secretary, the Scrutinizer as well as the Secretarial Auditor of the Company.

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



ARSS INFRASTRUCTURE PROJECTS LTD.

He further informed the members that 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 58 members attended the meeting through Video Conference.

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 EGM. 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 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 EGM with support of National Securities Depository Limited (NSDL) e-voting system.

The Company Secretary 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 EGM.

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 December 5, 2025 and ended at 05:00 p.m. on December 8, 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 EGM.

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



ARSS INFRASTRUCTURE PROJECTS LTD.

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.

Before moving to the agenda Items, Company Secretary requested to the Managing Director to present a small Investor Presentation about the Company's story and future road map. The said investor presentation has already been shared with the stock exchange(s) in compliance with Regulations 30 read with Schedule III of the SEBI (Listing Obligations and Discloser Requirements) Regulations, 2015

This session was organized to provide the shareholders' with a comprehensive overview of the Company's performance, strategic direction, operational achievements, and future growth plans. The Managing Director informed the members that as custodians of good governance and transparency, we believe it is essential to maintain an open and consistent dialogue with our investor community.

The Company Secretary, with the permission of members, took the notice & Explanatory Statement already sent to the members as read.

On the invitation of the Company Secretary, three Member who had pre-registered themselves as speakers, invited to address the meeting but they could not joined 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 Extra Ordinary General Meeting of the Company.

Si. No.	Item of Business	Resolution considered
	SPECIAL BUSINESS:	
1	Reclassification and Increase in Authorized Share Capital of the Company from the existing ₹55,00,00,000 (Rupees Fifty-Five Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹10/- each and 1,50,00,000 (One Crore Fifty Lakh) Preference Shares of ₹10/- each, to ₹110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of ₹10/- each and	Special Resolution

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



ARSS INFRASTRUCTURE PROJECTS LTD.

	consequent amendment to the Memorandum of Association.	
2	To approve the borrowing limits of the Company which may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed INR 5000,00,00,000 (Rupees Five Thousand Crore Only), exclusive of interest.	Special Resolution
3	To create charge on the assets of the Company subject to the overall borrowing limits specified under item no. 2 above pursuant to Section 180(1)(a) of the Companies Act, 2013	Special Resolution
4	Approval of remuneration payable to Mr. Dipti Ranjan Patnaik (DIN: 00600887) as Executive Director & Chairman of the Company in tune of Rs. ₹50,00,000/- (Rupees Fifty Lakh only) per month and other benefits as per the company's policy.	Special Resolution
5	Approval of remuneration payable to Mr. Gopal Krishna Dash (DIN: 10776309), Managing Director of the Company in tune of Rs. ₹2,00,000/- (Rupees Two Lakh only) per month and other benefits as per the company's policy.	Special Resolution
6	To appoint Mr. Manoranjan Panigrahy (DIN: -11360139) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 31 October 2025 to 30 October 2030, not liable to retire by rotation.	Special Resolution

After the above resolutions were being briefed and deemed to be read, the Chairman of the Company 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.

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



ARSS INFRASTRUCTURE PROJECTS LTD.

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 Company.

Accordingly, the Chairman declared on the same day (i.e. December 9, 2025) at 19:30 P.M. that all the above resolutions as set out in the Notice of EGM dated November 10, 2025, 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.

Thanking You,
Yours faithfully,
For ARSS Infrastructure Projects Limited

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



Date: 9th December, 2025
Place: Bhubaneswar

ARSS



ARSS INFRASTRUCTURE PROJECTS LTD.

Annexure - II

ARSS Infrastructure Projects Limited (CIN:L14103OR2000PLC006230)

Details of voting results of the Extra Ordinary General Meeting held on December 9, 2025
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Date of EGM	Tuesday, December 9, 2025
Total number of shareholders on record date (i.e. December 2, 2025)	14034
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	58

In case of Poll/ Postal ballot/ E-Voting:

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



ARSS INFRASTRUCTURE PROJECTS LTD.

Agenda- wise disclosure:

Resolution No. 1:

Reclassification and Increase in Authorized Share Capital of the Company from the existing ₹55,00,00,000 (Rupees Fifty-Five Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹10/- each and 1,50,00,000 (One Crore Fifty Lakh) Preference Shares of ₹10/- each, to ₹110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of ₹10/- each and consequent amendment to the Memorandum of Association. **(Special resolution)**

Resolution required : Ordinary/ Special			Special 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	2,63,81,502	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	15,08,700	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	25,08,493	20.7146	25,08,477	16	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,08,493	20.7146	25,08,477	16	99.9994	0.0006
Total		4,00,00,000	25,08,493	6.2712	25,08,477	16	99.9994	0.0006

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



ARSS INFRASTRUCTURE PROJECTS LTD.

Resolution No. 2: To approve the borrowing limits of the Company which may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed INR 5000,00,00,000 (Rupees Five Thousand Crore Only), exclusive of interest.
(Special resolution)

Resolution required : Ordinary/ Special			Special 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	2,63,81,502	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	15,08,700	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	25,08,293	20.7129	25,07,877	416	99.9834	0.0166
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,08,293	20.7129	25,07,877	416	99.9834	0.0166
Total		4,00,00,000	25,08,293	6.2707	25,07,877	416	99.9834	0.0166

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



ARSS INFRASTRUCTURE PROJECTS LTD.

Resolution No. 3: To create charge on the assets of the Company subject to the overall borrowing limits specified under item no. 2 above pursuant to Section 180(1)(a) of the Companies Act, 2013
(Special resolution)

Resolution required : Ordinary/ Special			Special 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	2,63,81,502	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	15,08,700	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	25,08,493	20.7146	25,08,477	16	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,08,493	20.7146	25,08,477	16	99.9994	0.0006
Total		4,00,00,000	25,08,493	6.2712	25,08,477	16	99.9994	0.0006

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



ARSS INFRASTRUCTURE PROJECTS LTD.

Resolution No. 4: Approval of remuneration payable to Mr. Dipti Ranjan Patnaik (DIN: 00600887) as Executive Director & Chairman of the Company in tune of Rs. ₹50,00,000/- (Rupees Fifty Lakh only) per month and other benefits as per the company's policy. (Special resolution)

Resolution required : Ordinary/ Special			Special 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	2,63,81,502	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	15,08,700	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	25,08,493	20.7146	25,08,077	416	99.9834	0.0166
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,08,493	20.7146	25,08,077	416	99.9834	0.0166
Total		4,00,00,000	25,08,493	6.2712	25,08,077	416	99.9834	0.0166

**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



ARSS INFRASTRUCTURE PROJECTS LTD.

Resolution No. 5: Approval of remuneration payable to Mr. Gopal Krishna Dash (DIN: 10776309), Managing Director of the Company in tune of Rs. ₹2,00,000/- (Rupees Two Lakh only) per month and other benefits as per the company's policy. (Special resolution)

Resolution required : Ordinary/ Special			Special 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	2,63,81,502	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	15,08,700	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	25,08,493	20.7146	25,08,077	416	99.9834	0.0166
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,08,493	20.7146	25,08,077	416	99.9834	0.0166
Total		4,00,00,000	25,08,493	6.2712	25,08,077	416	99.9834	0.0166

**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



ARSS INFRASTRUCTURE PROJECTS LTD.

Resolution No. 6: To appoint Mr. Manoranjan Panigrahy (DIN: -11360139) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 31 October 2025 to 30 October 2030, not liable to retire by rotation. (Special resolution)

Resolution required : Ordinary/ Special			Special 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	2,63,81,502	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	15,08,700	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	25,08,493	20.7146	25,08,477	16	99.9994	0.0006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,08,493	20.7146	25,08,477	16	99.9994	0.0006
Total		4,00,00,000	25,08,493	6.2712	25,08,477	16	99.9994	0.0006

Notes: All the aforesaid resolutions are passed with requisite majority.

Thanking You,
Yours faithfully,
For ARSS Infrastructure Projects Limited

(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@sunitamohantvandassociates.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: 09-12-2025

To
The Chairman
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 Extra Ordinary General Meeting of ARSS Infrastructure Projects Limited held on Tuesday, December 09, 2025 at 12.30 p.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 Extra Ordinary General Meeting of the shareholders of the Company held on Tuesday, December 9, 2025 at 12.30 p.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 Extra Ordinary General Meeting which was allowed to be continued for 15 minutes after the conclusion of the meeting.



The notice dated November 10, 2025, convening the EGM as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the Ministry of Corporate Affairs ('MCA'), Government of India, vide General circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 10/2022 dated December 28, 2022, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, ("MCA Circulars"), permitted conduct of Extra-Ordinary General Meeting ('EGM') through video conferencing ('VC') or other audio -visual means ('OAVM') and dispensed personal presence of the Members at the EGM and prescribed the specified procedures to be followed for conducting the EGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations' or 'SEBI LODR').

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 Extra Ordinary General Meeting dated November 10, 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 Extra Ordinary 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 Extra Ordinary 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 Friday, December 05, 2025 at 9.00 A.M. and ended on Monday, December 08, 2025 at 5.00 P.M. 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 EGM on Tuesday, 9th December, 2025.



4. The shareholders of the company holding shares as on the "cut-off" date of Tuesday, December 2, 2025 were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary 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 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 EGM.
6. The e-voting at the EGM commenced on Tuesday, 9th December, 2025 at 12:30 P.M. and closed at 01:09 P.M.
7. The votes were finally unblocked on Tuesday, 9th December, 2025 at around 01:15 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](https://www.evoting.nsdl.com))
9. I have scrutinized and reviewed the remote e-voting prior to and during the EGM 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. Tuesday, December 02, 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 EGM in respect of the said resolutions.

Resolution No. 1

Special Resolution for Reclassification and Increase in Authorized Share Capital of the Company from the existing ₹55,00,00,000 (Rupees Fifty-Five Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹10/- each and 1,50,00,000 (One Crore Fifty Lakh) Preference Shares of ₹10/- each, to ₹110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of ₹10/- each and consequent amendment to the Memorandum of Association.



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 EGM	Number of votes casted by e-voting during and after the EGM	Total Number of votes cast through Remote e-voting and at EGM	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	68	2508477	0		2508477	99.9994
Voted against the resolutions	2	16	0	0	16	0.0006
Total	70	2508493	0	0	2508493	100.0000
Invalid / Abstain votes	0	0	0	0	0	0.0000

Resolution No. 2

Special Resolution to approve the borrowing limits of the Company which may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed INR 5000,00,00,000 (Rupees Five Thousand Crore Only), exclusive of interest.

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 EGM	Number of votes casted by e-voting during and after the EGM	Total Number of votes cast through Remote e-voting and at EGM	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	66	2507877	0		2507877	99.9834
Voted against the resolutions	3	416	0	0	416	0.0166
Total	69	2508293	0	0	2508293	100.0000
Invalid / Abstain votes	0	0	0	0	0	0.0000



Resolution No. 3

Special Resolution to create charge on the assets of the Company subject to the overall borrowing limits specified under item no. 2 above pursuant to Section 180(1)(a) of the Companies Act, 2013.

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 EGM	Number of votes casted by e-voting during and after the EGM	Total Number of votes cast through Remote e-voting and at EGM	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	68	2508477	0		2508477	99.9994
Voted against the resolutions	2	16	0	0	16	0.0006
Total	70	2508493	0	0	2508493	100.0000
Invalid / Abstain votes	0	0	0	0	0	0.0000

Resolution No. 4

Special Resolution for Approval of remuneration payable to Mr. Dipti Ranjan Patnaik (DIN: 00600887) as Executive Director & Chairman of the Company in tune of Rs. ₹50,00,000/- (Rupees Fifty Lakh only) per month.

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 EGM	Number of votes casted by e-voting during and after the EGM	Total Number of votes cast through Remote e-voting and at EGM	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	67	2508077	0		2508077	99.9834
Voted against the resolutions	3	416	0	0	416	0.0166



Total	70	2508493	0	0	2508493	100.0000
Invalid / Abstain votes	0	0	0	0	0	0.0000

Resolution No. 5

Special Resolution for Approval of remuneration payable to Mr. Gopal Krishna Dash (DIN: 10776309), Managing Director of the Company in tune of Rs. ₹2,00,000/- (Rupees Two Lakh only) per month.

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 EGM	Number of votes casted by e-voting during and after the EGM	Total Number of votes cast through Remote e-voting and at EGM	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	67	2508077	0		2508077	99.9834
Voted against the resolutions	3	416	0	0	416	0.0166
Total	70	2508493	0	0	2508493	100.0000
Invalid / Abstain votes	0	0	0	0	0	0.0000

Resolution No. 6

Special Resolution for appointment of Mr. Manoranjan Panigrahy (DIN: -11360139) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 31 October 2025 to 30 October 2030, not liable to retire by rotation

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 EGM	Number of votes casted by e-voting during and after the EGM	Total Number of votes cast through Remote e-voting and at EGM	% of total number of valid votes cast



	1	2	3	4	5=(2+4)	6
Voted in favour of the resolutions	68	2508477	0		2508477	99.9994
Voted against the resolutions	2	16	0	0	16	0.0006
Total	70	2508493	0	0	2508493	100.0000
Invalid / Abstain votes	0	0	0	0	0	0.0000

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

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 Extra Ordinary 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.

CS Jyotirmoy Mishra TNSR

Membership Number -F6556

C. P. No. - 6022

UDIN : F006556G002304115

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 01:15 P.M. on 9th December, 2025.

Susant Kumar Behera

Mr. Susant Kumar Behera

Manoj Kumar Maharana

Mr. Manoj Kumar Maharana