



ARSS INFRASTRUCTURE PROJECTS LIMITED

Registered Office- Plot No-38, Sector-A, Zone-D
 Mancheswar Industrial Estate Bhubaneswar-751010, Odisha, India
 CIN: L14103OR2000PLC006230
 Tel No.: +91-0674- 2602763,
 E-mail: cs@arssgroup.in, Website: www.arssgroup.in

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of the company will be held on Wednesday, 24th September, 2025 at 11.00 a.m. IST through video conferencing ('VC')/other audio visual means ('OAVM') to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No-38, Sector-A, Zone-D Mancheswar Industrial Estate Bhubaneswar-751010, Odisha, India.

BACKGROUND:

The members are hereby informed that pursuant to an application made by State Bank of India, the Hon'ble National Company Law Tribunal, Cuttack Bench ("Adjudicating Authority"), vide its order dated 30th November, 2021, had ordered the commencement of the corporate insolvency resolution ("CIR") process in respect of your company under the provisions of the Insolvency and Bankruptcy Code, 2016 (the "Code"). As a result, pursuant to Section 17 of the Code, the powers of the Board of Directors of the Company ("Board of Directors") stand suspended as on the CIR Commencement Date and are vested with Mr. Uday Narayan Mitra, who was appointed as the Interim Resolution Professional of the Company in terms of the Order. Mr. Uday Narayan Mitra (having IBBI registration number IBBI/IP A-001/IP-P00793/2017-18/11360) has been confirmed to continue as the resolution professional ("Resolution Professional") by the Committee of Creditors ("CoC") (constituted as per the Code). Consequently, all actions that are deemed to be taken by the Board of Directors shall be given effect to by the Resolution Professional during the continuance of the CIR Process as per the Code.

ORDINARY BUSINESS:

1. Adoption of financial statements (Standalone and Consolidated)

To consider and adopt (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 and, in this regard, to consider and if thought fit, to pass the following resolutions as

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."

2. **To appoint Shri Subash Agarwal (DIN: 00218066), who retires by rotation as a director and, in this regard, to consider and if thought fit, to pass the following resolution as an 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 powers as a Director shall stand suspended during the continuance of the CIR Process.”

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

3. **Ratification of Remuneration to Cost Auditor.**

To consider and if thought fit, to pass, the following as an **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 2025-26, amounting to ₹ 50,000/- (₹ 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.”

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 from financial year 2025- 2026 to 2029-2030**

To consider and if thought fit, to pass, the following as an **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 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.”

5. Approval of Material Related Party Transactions of the Company

To consider and if thought fit, to pass, the following resolution as an 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.”

Place: Bhubaneswar
Date: August 11, 2025

By Order of the Board/RP
For ARSS Infrastructure Projects Limited
(A company under CIRP)

Sd/-
(Prakash Chhajer)
Company Secretary & Compliance Officer

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38, Sector-A, Zone -D,
Mancheswar Industrial Estate, Bhubaneswar, 751 010, Odisha
Website: www.arssgroup.in



NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its 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, 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”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), **without physical presence of the members at a common venue**. Further, towards this, Securities and Exchange Board of India (“SEBI”), 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”) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI Listing Regulations, *inter-alia* allowed the companies to hold AGM through video conference or other audio visual means (“VC/OAVM”) upto 30th September 2025. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the **25th AGM** of the Company is being held through VC/OAVM on Wednesday, September 24, 2025, at 11:00 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Sector-A, Zone-D, Plot No-38, Mancheswar Industrial Estate, Bhubaneswar- 751010, Odisha.
2. As per the provisions of clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, issued by the MCA, All matters included in this Notice are unavoidable and hence are proposed for seeking approval at this AGM. All shareholders will be able to inspect all documents referred to in this Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@arssgroup.in
3. Members will be provided with a facility of electronic voting (e-voting) and for attending the AGM through VC/OAVM by the National Securities Depository Limited (NSDL) e-voting system i.e. www.evoting.nsdl.com
4. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to Regulations 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re- appointment at this AGM as mentioned in Item No. 2 of this AGM Notice is also annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 17th Day of September, 2025 to Wednesday, the 24th Day of September, 2025 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
6. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

7. Institutional/corporate shareholders (i.e., other than individuals, HUF, NRIs, etc. intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution/Letter of Authority/Power of Attorney with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to secretarial@sunitamohantyandassociates.com with a copy marked to evoting@nsdl.co.in and cs@arssgroup.in

Alternatively, the Corporate Members/Institutional shareholders (i.e., other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc., by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab.

8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members/ beneficial owners whose e-mail addresses are registered with the Company/Depositories/Depository Participants/Bigshare Services Private Limited, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.arssgroup.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://www.evoting.nsdl.com>. The Company will also be publishing an advertisement in the newspaper containing the details about the AGM i.e., the conduct of AGM through VC/OAVM, date and time of AGM, availability of Notice of AGM on the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ Bigshare Services Private Limited and other matters as may be required. Further, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), as amended, for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address. The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who may request the same in writing to the Company.
10. Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
- (i) Those Members who have not registered their email address and mobile nos. including address and bank details may please contact and validate/update their details with the Depository Participant(s) in case of shares held in electronic form and with Registrar and Transfer Agents, Bigshare Services Pvt. Ltd. in case the shares are held in physical form.
 - (ii) Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants/Bigshare Services Pvt. Ltd. to enable servicing of notices/ documents/ Annual Reports electronically to their email address.
 - (iii) Members who have not registered their email address can get their email address and mobile number registered with RTA (Bigshare Services Pvt. Ltd.) on investor@bigshareonline.com
 - (iv) Members may also visit the website of the Company at www.arssgroup.in or the website of NSDL at www.evoting.nsdl.com for downloading the Annual Report and Notice of the AGM.
 - (v) Members may send an e-mail request to investor@bigshareonline.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

- (vi) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms given below, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

Sr. No.	Particulars	Forms
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account, Details or changes/updation thereof	ISR -1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

- (vii) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- (viii) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
- (ix) **Norms for furnishing of PAN, KYC, Bank Details and Nomination** : SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 November 17, 2023 has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, address, email, choice of nomination, contact details including mobile number, bank account details and specimen signature. SEBI has introduced Form ISR – 1, ISR-2 along with other relevant forms to lodge any request for registering PAN, KYC details, nominations or any change/ updation thereof. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same, members are advised to dematerialise the shares held by them in physical form. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 along with relevant details as prescribed by SEBI in this regard is available on the Company's RTA website at https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3 or visit Company's website for information and use by the Shareholders. It may be noted that any service request can be processed only after the folio is KYC Compliant. You are requested to kindly take note of the same and update your particulars timely.

In the above connection, the Company is sending a physical communication to all such Members whose folios are frozen, requesting them to submit the PAN, KYC, and nomination details with the Company/ RTA to receive dividend (if any) through electronic mode.

As per the directives of the SEBI and relevant clarifications issued in this regard, the reminder letters will be issued by the Company to all its physical shareholders urging them to furnish PAN, KYC and Nomination details within the prescribed timelines. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC complaint. Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3 or http://arssgroup.in/Notices_n_Forms.html for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

The shareholders whose folios are frozen shall be:

- a) eligible to lodge grievance or avail service request from Bigshare Services Pvt. Ltd. only after furnishing the complete documents/details as aforesaid.
- b) eligible for any payment including dividend, only through electronic mode, subject to verification and confirmation by Bigshare Services Pvt. Ltd.
- c) **referred by Bigshare Services Pvt. Ltd./the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.**

Bigshare Services Pvt. Ltd. shall reverse the frozen folios to normal status upon:

- a) receipt of all the aforesaid documents/details
 - b) dematerialization of all the securities in such folios.
- (x) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/split of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at http://arssgroup.in/shi_others.html and on the website of Bigshare Services Pvt. Ltd. at https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- (xi) SEBI vide its Notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.



In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Bigshare Services Pvt. Ltd., for assistance in this regard.

11. Please also note that SEBI, vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/135 dated August 4, 2023 and circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/145 dated August 11, 2023 had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal.

Please note, post exhausting the option to resolve their grievance with the Company/ its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).

During the Financial Year 2024-25 no complaints were received through SCORES portal or ODR portal. Also no shareholders complaints were lying on result as on March 31, 2025.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 24th September, 2025 during business hours. Members seeking to inspect such document may send a request on the email id cs@arssgroup.in at-least 2 working day before the date on which they intend to inspect the document.
13. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the other tab under Shareholder information section available on the Company's website under Investor relation. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting your folio number.
14. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions.

Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their pan details to the Company's RTA.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Request for consolidation of share certificates shall be processed in dematerialized form.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. Non-Resident Indian members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/ mandates, nominations, power of attorney, change of address/name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.

In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode or in electronic mode at investor@bigshareonline.com, as per instructions mentioned in the form. The said form can be accessed at link https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

19. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any fresh transfer requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.
20. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA on investor@bigshareonline.com or cs@arssgroup.in, to enable the Company to send electronic communications.
21. We are pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the website at <https://evoting.nsdl.com> using their secure login credentials.
22. Members are requested to visit the website of the Company www.arssgroup.in for viewing the quarterly, half-yearly and Annual financial results and for more information about the Company. Useful information on various services being provided to the investors is also available on the website of the Company.



23. All the investor related communication may be addressed to:

Mr. Prakash Chhajer, Company Secretary cum Compliance Officer

Sector-A, Zone-D, Plot No-38,

Mancheswar Industrial Estate,

Bhubaneswar- 751 010, Odisha

E-Mail;- cs@arssgroup.in

Tel: 0674-2602763

Or

Registrar and Transfer Agents:

Bigshare Services Private Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai 400 093, Maharashtra, India

Tel 022 62638200; Fax No. 022 62638299,

Email Ids- investor@bigshareonline.com ; marketing@bigshareonline.com

Website- www.bigshareonline.com

Tel 022 62638200; Fax No. 022 62638299

24. Bigshare Services Private Limited, RTA of the company will e-mail the Notice of this AGM along with the Annual Report 2024-25 as also the remote e-voting user ID and password, within 48 hours of successful registration of the e-mail address by the member. In case of any queries, members may write to investor@bigshareonline.com

(i) Registration of e-mail address permanently with RTA/DP:

Members are requested to register the email address with their concerned DPs, in respect of shares held in demat mode and with RTA, in respect of shares held in physical mode, by writing to them. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / RTA to enable servicing of notices / documents /Annual Reports and other communications electronically to their e-mail address in future.

(ii) Alternatively, those members who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user id and password for e-voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
- In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

25. VOTING BY MEMBERS

A. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circular, the Company is providing its members the facility to exercise their

right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (a) remote e-voting prior to the AGM or (b) remote e-voting during the AGM. The Instructions for members for attending the AGM through VC/OAVM and for e-voting are explained below.

- B. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Wednesday, September 17, 2025 ('the cut-off date')**, shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.
- C. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-Voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairman. Members who have cast their votes on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their votes on such resolution(s) again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.
- D. The Resolution Professional has appointed Mr. Jyotirmoy Mishra (Membership No. FCS 6556 and CP No. 6022) of M/s Sunita Jyotirmoy & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Resolution Professional or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of NSDL, and will also be displayed on the Company's website.
- F. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, September 24, 2025.

G. INSTRUCTIONS FOR REMOTE E-VOTING THROUGH ELECTRONIC MEANS

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by following the steps mentioned under 'Access NSDL e-Voting system'. After successful login, Member(s) can click on link of 'VC/OAVM' placed under 'Join Meeting' menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the process as mentioned in paragraph titled "The instructions for remote e-Voting before/during the AGM" in the Notice to avoid last minute rush.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis and can connect with Company at cs@arssgroup.in for participating at the AGM without such restriction.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names will be entitled to vote.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the various circulars issued by the Ministry of Corporate Affairs latest being general Circular No. 09/2024 dated September 19, 2024. The Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 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**").

H. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Saturday, September 20, 2025 (9.00 a.m. IST) and ends on Tuesday, September 23, 2025 (5.00 p.m. IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Wednesday, September 17, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 17, 2025**.

The detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC/OAVM facility at the AGM are as follows:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.





Details on Step 1 are mentioned below:

A. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-Voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on cdslindia.com home page. <p>The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 or Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager from NSDL at their designated e-mail IDs: amitv@nsdl.com or pallavid@nsdl.com respectively.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 or 1800 220 5533 or 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 125626 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@sunitamohantyandassociates.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 17th September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17th September, 2025 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 2499 7000 and 022 4886 7000 or send a request to at evoting@nsdl.co.in
5. Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing demat account number/Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy), AADHAAR (self-attested scanned copy). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to cs@arssgroup.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to cs@arssgroup.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance with respect to the accounts or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to the Company’s email address at cs@arssgroup.in before 5:00 p.m. (IST) on Wednesday, September 17, 2025.
6. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@arssgroup.in between **Thursday, September 18, 2025 (9:00 a.m. IST) to Saturday, September 20, 2025 (5:00 p.m. IST)**. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will solely be determined by the Company.
7. Members who need assistance before or during the AGM, can contact NSDL at evoting@nsdl.com or 022 - 4886 7000 or Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager from NSDL at their designated e-mail IDs: amitv@nsdl.com or pallavid@nsdl.com

26. INTIMATION OF DETAILS OF THE AGREEMENT, IF ANY UNDER THE LISTING REGULATIONS

Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, it is hereby advised to the shareholders to inform the Company about such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

27. DECLARATION OF RESULTS ON THE RESOLUTIONS:

- The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing who shall counter sign the same.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.arssgroup.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.
- Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 24, 2025.

Place: Bhubaneswar
Date: August 11, 2025

By Order of the Board/RP
For ARSS Infrastructure Projects Limited
(A company under CIRP)

Sd/-
(Prakash Chhajer)
Company Secretary & Compliance Officer

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38, Sector-A, Zone -D,
Mancheswar Industrial Estate, Bhubaneswar, 751 010, Odisha
Website: www.arssgroup.in



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 03 to 05 of the accompanying Notice dated 11th August, 2025.

ITEM No – 03

M/s. I C Kundu & Co, Cost Accountants, (Firm Registration No. 100778) Bhubaneswar at has been appointed as Cost Auditors at a remuneration of INR 50,000/- (INR Fifty Thousand only) plus applicable taxes and out of pocket expenses to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2026.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2025-2026 as set out in the Resolution for the aforesaid services to be rendered by them.

The Resolution Professional recommends the approval of the remuneration payable to M/s. I C Kundu & Co, Cost Accountants, (Firm Registration No. 100778), Cost Accountants for conducting the cost audit and passing of the resolution set out at item no. 03 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives, are interested or concerned in any way in the Resolution at Item No. 03 of the Notice.

ITEM NO. 4

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders’ approval to be obtained at the Annual General Meeting. Accordingly, the Resolution Professional had recommended to the members of the Company appointment of M/s Sunita Jyotirmoy & Associates, Company Secretaries (FRN: P2003OR014400) as the Secretarial Auditors of the Company for a period of five years, commencing from conclusion of this (25th) Annual General Meeting till the conclusion of 30th Annual general Meeting to be held in the year 2030. The appointment is subject to shareholders’ approval at the Annual General Meeting.

While recommending M/s Sunita Jyotirmoy & Associates, for appointment, the Resolution Professional evaluated various factors, including the firm’s capability to handle a diverse and complex business environment, its existing experience in the Company’s business segments, the clientele it serves, and its technical expertise. M/s Sunita Jyotirmoy & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s Sunita Jyotirmoy & Associates, is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Bhubaneswar, Odisha. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, secretarial services, litigation, advocacy, and

legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment.

The terms and conditions of M/s Sunita Jyotirmoy & Associates appointment include a tenure of five years, from this (25th) Annual General Meeting till the conclusion of 30th Annual general Meeting to be held in the year 2030 (from the Financial Year 2025-26 to Financial year 2029-30). The proposed fees in connection with the secretarial audit shall be INR 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors/RP and M/s Sunita Jyotirmoy & Associates. In addition to the secretarial audit, M/s Sunita Jyotirmoy & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors/RP. The relevant fees will be determined by the Board/RP, as recommended by the Audit Committee/COC in consultation with the Secretarial Auditors. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by the firm to conduct the audit effectively.

M/s Sunita Jyotirmoy & Associates is the existing Secretarial Auditors of the Company. The fee proposed to be paid to M/s Sunita Jyotirmoy & Associates for the Financial year 2025-26 is same as that for FY 2024-25. Accordingly, there is no change in the fee payable compared to that of the outgoing auditor, making the requirement to disclose such a change not applicable. M/s Sunita Jyotirmoy & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of as the Secretarial Auditors of the Company.

The RP are of the opinion that the aforesaid appointment of Secretarial Auditors M/s Sunita Jyotirmoy & Associates, Company Secretaries for conducting the Secretarial Audit for the 5 consecutive years is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 04 for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 04 of the accompanying Notice.

ITEM NO. 5

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of INR 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

The Company, in order to further its business interests, enters into various transactions with its related parties as defined in Insolvency and bankruptcy Code, 2016 and Rules & Regulation made thereunder. Amongst these transactions, the estimated value of transactions with ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner, a related party under Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2025-26 and onwards is expected to exceed the materiality threshold as stated above.

The Power of the Board of Directors of the Company are suspended during CIRP and pursuant to Section 17 of the Code, the power of the Board are being exercised by the Resolution Professional during the continuance of the CIR Process), recommended for the approval of the Members, entering into material related party transactions with ABCI-SCPL-SIPS JV during the financial year 2025-26 and onwards, as set out in the Resolution. These transactions will be entered in the ordinary course of business and on arm's length basis.

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 2nd November, 2021, are given hereunder:

Details w.r.t Material Related Party Transactions:

Sl. No.	Particulars	Details of transactions
1	Name of the Related Parties	ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner.
2	Nature of Relationship	a related party under Regulation 2(1)(zb) of the Listing Regulations and Section 5 (24) of the IBC, 2016
3	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	<p>a) Sale, purchase, lease or supply of goods, business assets or equipment;</p> <p>b) Availing or rendering of services;</p> <p>c) Transfer or exchange of any resources, services or obligations to meet its business objectives/ requirements</p> <p>d) Contract / Sub-contract of work.</p> <p>Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 2 financial years i.e. from FY2025-26 to FY2026-27 and for ratification of the transaction entered into since FY 2024-25 onwards.</p> <p>Value of Transaction - The Company estimates that the monetary value of overall related party transaction and allied transactions with ABCI-SCPL-SIPS JV shall be INR 217.79 crore and tenure of the transaction shall be 24 months.</p>
4	Nature of concern or Interest	Financial
	Total Transactions for Past three years	NIL
5	Transaction related to providing loan(s)/ advance(s) or securities for loan taken by a related party	Not Applicable
6	Details of the source of funds in connection with the proposed transaction	Not Applicable
7	If any financial indebtedness is incurred to make or give such loans/ advances/securities for loan and Nature of Indebtness/Cost of Funds/ Tenure	Not Applicable
8	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable
9	Purpose for which funds will be utilised	Not Applicable

Sl. No.	Particulars	Details of transactions
10	Any advance paid or received for the transaction	Nil
11	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year (i.e FY 25) that is represented by the value of the proposed transaction	131.69 %
12	Details about valuation, arm's length and ordinary course of business. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary. The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.
13	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
14	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	Since the Company is under CIRP and not able to participate in the Bidding of Govt. Works. So, your company need to depend upon the private works/petty works. To keep the Company as going concern and to mitigate the running expenses, the arranged some work orders for continuation of execution otherwise the man, machine will be idle and will cost to company.
15	Any other information relevant or important for the shareholders to take an informed decision	All important information forms part of the statement setting out material facts, pursuant to section 102(1) of the Companies Act, 2013 forming part of this Notice.

Any subsequent material modification in the proposed transactions, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Company will seek separate approval on an Annual Basis from the shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

The Resolution Professional recommends the Resolution set out at Item Nos. 05 for approval of the Shareholders.

The Directors/key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 05 of the Notice only to the extent of shares held by them, if any, in the Company.



The members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the Resolutions set out at Item Nos. 05.

Place: Bhubaneswar
Date: August 11, 2025

By Order of the Board/RP
For ARSS Infrastructure Projects Limited
(A company under CIRP)

Sd/-
(Prakash Chhajer)
Company Secretary & Compliance Officer

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38, Sector-A, Zone –D,
Mancheswar Industrial Estate, Bhubaneswar, 751 010, Odisha
Website: www.arssgroup.in

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/
RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)
Information of Director seeking appointment/re-appointment at the 25th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, as on the date of Notice:

Name of Director	Mr. Subash Agarwal
DIN	00218066
Date of Birth	1st January, 1965
Date of Appointment	5th November, 2007
Qualifications	B. Com (Graduate)
Brief Resume including Expertise in specific functional Areas	Mr. Agarwal has expertise in Civil Construction and Finance However his power has been suspended during CIRP
Position in the company	Chairman cum Director (suspended during CIRP)
Terms and Conditions of Appointment/ Reappointment	Liable to retire by rotation however pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process
Remuneration sought to be paid/Last drawn	Nil
Number of Meetings of Board attended during the year	NA
Listed entities from which the person has resigned in the past three years	Nil
Listed company (other than ARSS Infrastructure Projects Limited) in which director hold directorship and committee membership	Nil
Directors inter-se relation	He is the brother of Managing Director (Suspended)
Number of equity shares held in the Company (as on 31.03.2025)	13,81,608 (6.07 %)