

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: secretairai@sunitamohnantvandassociates.com

Consolidated Scrutinizer's Report

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

Date: 24.09.2025

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

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

Dear Sir,

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



The notice dated August 11, 2025, convening the AGM along with the Annual Report 2024-25, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the MCA Circular No. dated December 28, 2022, read together with its General Circulars No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being general Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circulars vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and subsequent circulars issued in this regard, the latest being, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circulars"), unless any Member has requested for a physical copy of the same.

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

I, submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited's ("NSDL") for conducting remote e-voting by the Shareholders of the Company prior to the Meeting as well as during the Meeting.
2. The Company had also provided e voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.
3. The voting period for remote e-voting commenced on Saturday, September 20, 2025 at 09.00 a.m. (IST) and ended on Tuesday, September 23, 2025 at 05.00 p.m. (IST). The Members were required to cast their vote electronically conveying their assent/dissent in respect of all the Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the AGM on Wednesday, 24th September, 2025.
4. The shareholders of the company holding shares as on the "cut-off" date of September 17, 2025 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.
5. After the close of period for remote e-voting, the details of the members, such as their names, folio numbers, number of shares held, who had casted their votes through remote e-voting, were



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

6. The e-voting at the AGM commenced on Wednesday, 24th September, 2025 at 11:00 a.m. and closed at 12:01 p.m.
7. The votes were finally unblocked on Wednesday, 24th September, 2025 at around 12.21 p.m. in presence of two witnesses viz. Mr. Susant Kumar Behera and Mr. Manoj Kumar Maharana who are not in the employment of the company and who have signed at the end of the report in token of the same.
8. Thereafter, the details containing, inter-alia, List of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of National Securities Depository Limited (NSDL). ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com))
9. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
10. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 17, 2025 and as per the Register of Members of the Company.
11. Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

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



Resolution No. 1

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

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



Resolution No. 2

Ordinary Resolution for re-appointment of Shri Subash Agarwal (DIN: 00218066), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.

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

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



Resolution No. 3

Ordinary Resolution for Ratification of the proposed remuneration payable to M/s. I C Kundu & Co., Cost Accountants, Bhubaneswar, (Firm Registration No. 100778), the cost auditors of the company for the financial year 2025-2026 amounting to Rs. 50,000/- (Rs. Fifty Thousands only) and also the payment of tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

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



Resolution No. 4

Ordinary Resolution for appointment of M/s Sunita Jyotirmoy and Associates, A Practicing Company Secretaries Firm as Secretarial Auditors of the Company for a period of 5 years, beginning from the financial year 2025- 2026 through the financial year 2029-2030.

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



Resolution No. 5

Ordinary Resolution for Approval of Material Related Party Transactions of the Company between ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations and section 5(24) of the Code, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements ("Related Party Transactions"), aggregating upto an amount not exceeding **INR 217.79 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution. **(Ordinary Resolution)**

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



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

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

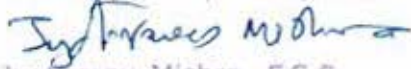
Thinking You,

Yours faithfully,

For M/s Sunita Jyotirmoy & Associates

Company Secretaries

For Sunita Jyotirmoy & Associates:



Jyotirmoy Mishra, F.C.S.
CP-6022, PARTNER

CS Jyotirmoy Mishra

Membership Number -F6556

C. P. No. - 6022

UDIN : F006556G001331211

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

Susant Kumar Behera

Mr. Susant Kumar Behera

Manoj K. Maharana

Mr. Manoj Kumar Maharana