SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

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Scrutinizer's Report

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rule, 2014 as amended from time to time]

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

Sub: (Scrutinizer's Report on Postal Ballot Process conducted through electronic voting system, (hereinafter referred to as "Remote E-voting" pursuant to provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Rule 20 and Rule 22 of the Companies {Management and Administration} Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015 (herein referred to as "Listing Regulations. 2015") as amended from time to time and MCA Circulars).

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 to Scrutinize the process of Postal Ballot conducted through Remote E-voting and ascertain requisite majority on postal ballot resolution through remote e voting carried out pursuant to Section 108, Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 20 and Rule 22 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs General Circular No's. 14/2020, 17/2020 and 09/2024 issued on April 08, 2020, April 13, 2020, and September 19, 2024 respectively and all other applicable circulars (hereinafter referred to as 'MCA Circulars") & Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the resolutions set forth in the Postal Ballot Notice of the Company, dated July 23, 2026 (hereinafter "Postal Ballot Notice").

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The postal ballot notice dated July 23, 2026, seeking consent/approval of members was sent to the shareholders in respect of the below mentioned resolutions to be passed by postal ballot, through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the Ministry of Corporate Affairs ('MCA'), Government of India, vide General circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 10/2022 dated December 28, 2022, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024, ("MCA Circulars").

MANAGEMENT'S RESPONSIBILITY

The compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA Circulars and (iii) the Listing Regulations, 2015 relating to e-voting on the resolutions contained in the Postal Ballot Notice is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer was to render you Scrutinizer's Report of the total votes cast "in favor" or "against" on the resolutions, based on the reports generated through Scrutinizer's secured link as provided by National Securities Depositories Limited (hereinafter referred to as "NSDL").

I HEREBY SUBMIT MY REPORT ON THE VOTING ON THE SPEICAL RESOLUTIONS AS PROPOSED IN THE POSTAL BALLOT NOTICE, AS UNDER:

1. In terms of Section 108 and Section 110 of the Companies Act, 2013 read with the Rules and the Listing Regulations, 2015, the Company had made arrangement with NSDL for providing facility of voting through Remote E-voting to its members.

2. The Company sent Postal Ballot Notice, along with Explanatory Statement pursuant to Section 102 of the Act on Thursday, July 23, 2026 by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants, pursuant to the aforementioned MCA Circulars. A copy of said Postal Ballot Notice was published on the website of the Company.

3. Pursuant to MCA Circulars, physical ballots were not dispatched. Accordingly, the communication of the assent or dissent of the members had taken place through the Remote E-voting only.

4. As per sub-rule (3) of Rule 22 of the Rules and MCA Circulars, the Company published an advertisement on Friday, July 31, 2026 about the dispatch of Postal Ballot Notice in Business Standard' (English Newspaper) and 'Odisha Bhaskar' (Vernacular Newspaper-Odia).

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5. The members of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained for it by the Depositories (in case of shares held in dematerialized form) as on the cut-off date i.e. Friday, July 24, 2026 were entitled to avail Remote E-voting facility, in respect of resolutions as set out in the Postal Ballot Notice.

6. In terms of Postal Ballot notice, the e-voting commenced on Friday, July 31, 2026 at (9:00 A.M. IST) and ended on Saturday, August 29, 2026 (5:00 P.M. IST).

7. All votes cast through Remote E-voting during the above-mentioned period, were considered for scrutiny and at the end of Remote E-voting period, the Remote E-voting facility was blocked by NSDL forthwith.

8. All the votes received upto 5.00 p.m on 29th August, 2026, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny.

9. The votes cast through Remote E-voting were scrutinized by me for verification of votes cast in favour and against the resolution.

10. The particulars of voting and other requisite details have been entered in a separate Register maintained for the purpose.

I now submit my report as under on the result of the postal ballot in respect of the said resolution.

Resolution No. 1

ORDINARY RESOLUTION :

1. **Increase in Authorized Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association.**

i. Voted in favour of the Resolution

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
69	1942578	99.96

ii. Votes against the Resolution

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
5	860	0.04

iii. Invalid votes

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
0	0	0

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Resolution No. 2

ORDINARY RESOLUTION :

2. **Approval of material related party transaction for the issue of non-cumulative non-convertible redeemable Preference Share to Ocean Capital Market Limited.**

i. Voted in favour of the Resolution

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
69	1942578	99.96

ii. Votes against the Resolution

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
5	860	0.04

iii. Invalid votes

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
0	0	0

Resolution No. 3

SPECIAL RESOLUTION :

3. **Approval of offer and issuance of upto 25,00,00,000 (Twenty five crore) of 0.01 % non-cumulative non-convertible redeemable Preference Share of Rs. 10/- each to Ocean Capital Market Limited, a Promoter of the Company, on a private placement basis.**

i. Voted in favour of the Resolution

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
69	1942578	99.96

ii. Votes against the Resolution

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
5	860	0.04

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iii. Invalid votes

Number of members voted	Number of Valid votes	% of total number of valid Votes cast
0	0	0

Based upon the aforesaid voting summary, the Resolutions as set out in the postal ballot notice have been approved by the shareholders with requisite majority.

You may accordingly declare the result of voting for the above said resolution of the Postal Ballot.

I hereby confirm that the register, all other papers and relevant records relating to Remote E-voting shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the aforesaid Postal Ballot (E-Voting), where after the same will be handed over to the Company Secretary/Chairman for safe keeping.

Thinking You,

Yours faithfully,

For M/s Sunita Jyotirmoy & Associates

Company Secretaries

For Sunita Jyotirmoy & Associates

Jyotirmoy Mishra

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

CS Jyotirmoy Mishra
Membership Number --F6556
C. P. No. - 6022
UDIN : F006556H001309451
Date : 31.08.2026

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 7:33 P.M. on 29th August, 2026.

Sasmita Lenka

Mrs. Sasmita Lenka

Susant Ku. Behera

Mr. Susanta Kumar Behera