

SUNITA JYOTIRMOY & ASSOCIATES

COMPANY SECRETARIES

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Consolidated Scrutinizer's Report

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

Date: 09-12-2025

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

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 read with the provisions of section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 ("the Rules") and e-voting at the Extra Ordinary General Meeting of ARSS Infrastructure Projects Limited held on Tuesday, December 09, 2025 at 12.30 p.m. through video conferencing ('VC')/other audio visual means ('OAVM').

Dear Sir,

I, Jyotirmoy Mishra (Membership. No. F6556, CP No. 6022), Partner, M/s Sunita Jyotirmoy & Associates, Company Secretaries, Bhubaneswar had been appointed as the Scrutinizer by ARSS Infrastructure Projects Limited ("the Company") for the purpose of scrutinizing the remote e-voting process as well as for voting conducted through electronics means at the Extra Ordinary General Meeting of the shareholders of the Company held on Tuesday, December 9, 2025 at 12.30 p.m. through Video Conference/other Audio Visual Means in a fair and transparent manner and ascertaining the requisite majority of voting carried out as per the provisions of the Companies Act, 2013 on the below mentioned resolution(s). The company had provided to the members facility of remote e-voting and voting by electronic means at the Extra Ordinary General Meeting which was allowed to be continued for 15 minutes after the conclusion of the meeting.



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

The management of the Company is responsible to ensure the compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Act and the Rules framed there under relating to remote e-voting on the Resolution contained in the notice of Extra Ordinary General Meeting dated November 10, 2025. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of the Votes Cast "In favour" or "against" the resolutions and "Invalid" Votes based on report generated from the Electronic platform Provided by National Securities Depository Limited (NSDL), The Authorized agency to provide remote e-voting Facilities, engaged by the Company and e-voting at the Extra Ordinary General Meeting.

I, submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited's ("NSDL") for conducting remote e-voting by the Shareholders of the Company prior to the Meeting as well as during the Meeting.
2. The Company had also provided e voting facility to the shareholders present at the Extra Ordinary General Meeting and who had not cast their vote earlier through remote e-voting facility.
3. The voting period for remote e-voting commenced on Friday, December 05, 2025 at 9.00 A.M. and ended on Monday, December 08, 2025 at 5.00 P.M. The Members were required to cast their vote electronically conveying their assent/dissent in respect of all the Resolution(s) on e-voting platform provided by NSDL. The remote e-voting module was disabled by NSDL for voting thereafter. The e-voting facility was again activated by NSDL for Voting at the EGM on Tuesday, 9th December, 2025.



4. The shareholders of the company holding shares as on the "cut-off" date of Tuesday, December 2, 2025 were entitled to vote on the resolutions as contained in the Notice of the Extra Ordinary General Meeting.
5. After the close of period for remote e-voting, the details of the members, such as their names, folio numbers, number of shares held, who had casted their votes through remote e-voting, were downloaded from the e-voting website of NSDL, for the purpose of ensuring that the members who have casted their votes through remote e-voting do not vote again at the EGM.
6. The e-voting at the EGM commenced on Tuesday, 9th December, 2025 at 12:30 P.M. and closed at 01:09 P.M.
7. The votes were finally unblocked on Tuesday, 9th December, 2025 at around 01:15 P.M. in presence of two witnesses viz. Mr. Susant Kumar Behera and Mr. Manoj Kumar Maharana who are not in the employment of the company and who have signed at the end of the report in token of the same.
8. Thereafter, the details containing, inter-alia, List of equity shareholders, who voted "FOR" and/or "AGAINST", were downloaded from the e-voting website of National Securities Depository Limited (NSDL). ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com))
9. I have scrutinized and reviewed the remote e-voting prior to and during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
10. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, December 02, 2025 and as per the Register of Members of the Company.
11. Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head "Assent".

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

Resolution No. 1

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



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

Resolution No. 2

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

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



Resolution No. 3

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

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

Resolution No. 4

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

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



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

Resolution No. 5

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

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

Resolution No. 6

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

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



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

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

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

Thinking You,

Yours faithfully,

For M/s Sunita Jyotirmoy & Associates
Company Secretaries

For Sunita Jyotirmoy & Associates

Jyotirmoy Mishra

Jyotirmoy Mishra, F.C.S.

CS Jyotirmoy Mishra TNSR

Membership Number -F6556

C. P. No. - 6022

UDIN : F006556G002304115

We, the under signed witnesses that the votes in respect of e-voting of shareholders of ARSS Infrastructure Projects Limited, were unblocked from e-voting website of NSDL in our presence at 01:15 P.M. on 9th December, 2025.

Susant Kumar Behera

Mr. Susant Kumar Behera

Manoj Kumar Maharana

Mr. Manoj Kumar Maharana