



ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 11-07-2026

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

Sub: Minutes of Extra Ordinary General Meeting ("EGM") of ARSS Infrastructure Projects Limited ("the Company")

This is further to our letter dated 9th June, 2026 in connection with EGM of the Company held on 09-06-2026, we are pleased to enclose herewith a copy of the minutes of the proceedings of Extra Ordinary General Meeting of the Company held through Video Conferencing.

We shall request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For **ARSS Infrastructure Projects Limited**

Gopal Krishna Dash
Managing Director
DIN: 10776309
Encl: As above



CIN : L14103OR2000PLC006230

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Tel : 0674 - 2602763, E-mail: response@arssgroup.in, Website : www.arssgroup.in

Corp. Office : ARSS Mall, Community Centre, Plot No. 40, Block-A, Paschim Vihar, Opposit to Jwalaheri Market, New Delhi-110063 (India)
E-mail : delhi@arssgroup.in

MINUTE BOOK

MINUTES OF THE PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF ARSS INFRASTRUCTURE PROJECTS LIMITED HELD ON TUESDAY THE 9TH DAY OF JUNE, 2026 THROUGH VIDEO CONFERENCING (VC) MODE COMMENCED AT 11:30 A.M. AND CONCLUDED AT 11:53 A.M. (INCLUDING THE TIME ALLOWED FOR E-VOTING AT THE EGM AND 15 MINUTES AFTER THE PROCEEDINGS OF THE EGM WAS CONCLUDED BY THE CHAIRMAN, AS DECLARED BY THE CHAIRMAN)

P R E S E N T

Sr. No.	Name	Designation	Mode of presence
1	Shri Dipti Ranjan Patnaik	Chairman of the Company	Through VC
2	Shri G. K. Dash	Managing Director	Physical
3	Shri T. K. Padmanaban	Independent Director	Through VC
4	Smt. Payal Agarwal	Independent Director (Chairperson of Audit Committee)	Through VC
5	Shri Manoranjan Panigrahy	Independent Director	Through VC

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

Sr. No.	Name	Designation	Mode of presence
6	Shri S. K. Pattanaik	Chief Financial Officer	Physical
7	CA Vipul Kumar Gupta from M/s. A D V AND CO LLP	Statutory Auditors	Through VC
8	CS Jyotirmoy Mishra partner of M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries	Secretarial Auditors	Through VC

42 Shareholders holding in aggregate 1488410 equity shares constituting 1.6516% of the paid up capital of the Company were present through VC.

Opening the Meeting and Appointment of Chairman of the Meeting

Mr. Dipti Ranjan Patnaik, Chairman of the Company, chaired the proceedings of the meeting, welcomed the shareholders and informed that the meeting was held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs (MCA) & SEBI and started the formal proceedings. The Participation of members through video conference was reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. Then Chairman of the meeting declared that the requisite quorum was present through video conference and called the meeting to order.

The Chairman informed the members that the proposed Ordinary Resolution is placed before the shareholders pursuant to the provisions of Section 139(8) of the Companies Act, 2013, for approval of the appointment of M/s A D V AND CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463), as

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Statutory Auditors of the Company to fill the casual vacancy caused in the office of Statutory Auditors.

The Chairman apprised the members that the Company received a communication dated February 25, 2026 from M/s M A R S & Associates, Chartered Accountants (Firm Registration No. 010484N) existing statutory auditors, informing that the said firm merged with M/s A D V AND CO LLP with effect from February 11, 2026, pursuant to the approval granted by the Institute of Chartered Accountants of India (ICAI). Consequent upon such merger, M/s M A R S & Associates ceased to exist as an independent entity and expressed its inability to continue as the Statutory Auditors of the Company resulting in a casual vacancy in the office of Statutory Auditors.

The Chairman further informed the members that M/s M A R S & Associates was appointed as Statutory Auditors by the shareholders for a term extending up to the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2029. However, due to the aforesaid merger and cessation of existence of the audit firm, the Board was required to take appropriate steps to ensure continuity of the statutory audit function of the Company in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman stated that the Audit Committee of the Board considered the credentials, experience, eligibility and independence of M/s A D V AND CO LLP and recommended their appointment as Statutory Auditors of the Company. Based on such recommendation, the Board of Directors, through Resolution by Circulation passed on March 10, 2026, approved the appointment of M/s A D V AND CO LLP as Statutory Auditors to fill the casual vacancy, subject to approval of the members.

The Chairman further informed the members that the Company received the written consent, eligibility certificate and requisite confirmations from M/s A D V AND CO LLP confirming that their appointment, if approved, would be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and that they satisfy all prescribed criteria for appointment as Statutory Auditors.

The Chairman explained that, in terms of Section 139(8) of the Companies Act, 2013, where a casual vacancy in the office of Statutory Auditors arises due to resignation, such vacancy is required to be filled by the Board of Directors within thirty days and the appointment is required to be approved by the members or shareholders of the Company within three months of the recommendation of the Board at a general meeting. Accordingly, approval of the members is being sought for the appointment of M/s A D V AND CO LLP, Chartered Accountants, as Statutory Auditors of the Company to hold office until the conclusion of the 26th Annual General Meeting of the Company.

The Chairman therefore recommended the resolution for the consideration and approval of the members in the best interests of the Company and its stakeholders.

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He also acknowledged the attendance of Mrs. Payal Agarwal, Independent Director, Mr. T. K. Padmanaban, Independent Director, Mr. Vipul Gupta, Statutory Auditors,

Mr. Jyotirmoy Mishra, Practicing Company Secretary, the Scrutinizer as well as the Secretarial Auditor of the Company.

He further informed the members that the relevant Registers and other statutory records as per the provisions of the Companies Act, 2013 and rules thereof were available for inspection by the member's electronically.

Then he briefed the procedure for participation of the meeting through Video Conference. He also mentioned that three shareholders had registered as speaker shareholders during the EGM. The non-speaker shareholders were also given the facility to raise questions through the chat box provided. All the shareholders were in mute mode during the meeting to avoid any disturbance from background noise.

He stated that the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') vide its various circulars, permitted the holding of the General Meeting through Video Conferencing or Other Audio Visual Means, without the physical presence of the members at a common venue. In compliance of the Govt. Circulars, the company has provided VC facilities for attending the EGM with support of National Securities Depository Limited (NSDL) e-voting system.

He further informed the Members that, the proceedings of the Meeting were also being webcast and could be viewed live by Members by logging on to the website of the National Securities Depository Limited (NSDL). The Company had taken the requisite steps to enable Members to participate and vote on the items being considered at the EGM.

He also stated that as required under the relevant provisions of section 108 of the companies act, 2013 read with rule 20 of the companies (Management & Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company extended the remote e-voting facility and e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09:00 a.m. on June 5, 2026 and ended at 05:00 p.m. on June 8, 2026. The members who had not casted their vote through remote e-voting process, were given facilities for casting their votes using e-voting facility of NSDL during the EGM.

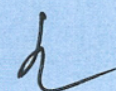
He further informed that the company has engaged the services of NSDL as the agency to provide remote e-voting facility and M/s. Sunita Jyotirmoy & Associates, Company Secretaries in Practice has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

With the permission of members, the Chairman took the notice & Explanatory Statement already sent to the members as read.

On the invitation, three Member who had pre-registered themselves as speakers, invited to address the meeting but they could not join the meeting.

The Chairman then thanked the members for their participation and announced formal closure of the Extraordinary General Meeting of the Company.

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Quorum of the Meeting

There were in total 42 members attended the meeting through Video Conference, hence he confirmed that the quorum of the meeting present.

The Chairman then took up following agenda as contained in the Notice of Extra Ordinary General Meeting of the Company.

He informed the members that there is only 1 (One) Resolutions proposed to be passed in the EGM and are forming part of the Notice of the EGM. For the benefit of members attending the meeting, he further provided a brief of the resolution:

AGENDA ITEMS

SPECIAL BUSINESS:-

Resolution No. 1:

Appointment of M/s. A D V AND CO LLP, Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M A R S & Associates, Chartered Accountants

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (“Act”) as amended from time to time or any other law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendations of the Audit Committee and the Board of Directors of the Company, M/s. A D V AND CO LLP, Chartered Accountants, (Firm Registration No: 003467N/N500463), be and are hereby appointed as the Statutory Auditors of the Company to hold office w.e.f. March 10, 2026 till the conclusion of the 26th Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of M/s. M A R S & Associates, Chartered Accountants, on such remuneration plus applicable taxes and out of pocket expenses for the financial year 2025-2026 as mentioned in the explanatory statement to this Notice;

RESOLVED FURTHER THAT any Director or the Company Secretary of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable, or expedient to give effect to the above resolution, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

After the above resolutions were being briefed and deemed to be read, the Chairman of the meeting invited members who would like to make comments, make observations and seek clarifications.

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The Chairman of the meeting thanked Statutory Auditors, Scrutinizer and Members who had joined the meeting. Further, he stated that the voting module was extended for another 15 minutes to enable the members to cast their votes.

The Chairman informed that the result of the voting along with Scrutinizer report would be placed on the website of the Company www.arssgroup.in and on NSDL website <https://www.evoting.nsdl.com/> and would be communicated to the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE), where the company's shares are listed. He stated that the meeting would stand concluded at the end of 15 minutes.

VOTE OF THANKS

He then placed a hearty vote of thanks to the shareholders present and meeting was concluded subject to the declaration of consolidated results to be announced today i.e. June 9, 2026 by evening.

The meeting was concluded at 11:53 A.M.

Date of Entry in the Minutes Book : 09-07-2026

Date: 09-07-2026
Place: Bhubaneswar


CHAIRMAN

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Details of Voting through remote e-voting and e-voting:

Based on scrutiny and processing of all the votes cast by electronic means and voting during EGM through e-voting, the Scrutinizer prepared and submitted his Report dated 9th June, 2026 to the Chairman of the meeting. The Managing Director immediately forwarded the voting results of the Extra Ordinary General Meeting along with the Scrutinizer's Report to the Stock Exchanges, NSDL, CDSL and uploaded the same on the Company's website.

A brief summary of the Scrutinizer's Report, voting results of all the resolutions, which had been duly passed by requisite majority in respect of all items of business as contained in the Notice of Extra Ordinary General Meeting as per Scrutinizer's Report dated 9th June, 2026 is provided below:

Resolution No. 1: Appointment of M/s. A D V AND CO LLP, Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M A R S & Associates, Chartered Accountants. (Ordinary Resolution)

Resolution required : Ordinary/ Special			Ordinary Resolution					
Whether Promoter /promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes - In favour	N o. of V o t e s - I n a g a i n s t	% of Votes in favour on votes polled	% of Votes in agains t on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]]*100	(7)=[(5) /(2)]*1 00
Promoter and Promoter group	E-Voting	7,65,00,000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institution s	E-Voting	15,08,700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non	E-Voting	1,21,09,798	21,99,633	18.164 08	21,99,632	1	99.99995	0.0000 5
	Poll		0	0.0000	0	0	0.0000	0.0000

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Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		21,99,633	18.16408	21,99,632	1	99.99995	0.00005
Total		9,01,18,498	21,99,633	2.440823	21,99,632	1	99.99995	0.00005

The Scrutinizer Mr. Jyotirmoy Mishra, reported that Special Resolution as contained in Item Nos. 1 in the Notice of the EGM held on 9th June, 2026 had been passed in the following manner:

Resolution No.	Type of Resolution	Result
1	Ordinary	Passed with requisite majority

Accordingly Sri Dipti Ranjan Patnaik, Chairman declared that all the aforesaid resolutions are passed with requisite majority .

With the declaration of the results, the meeting stood concluded.

Date of Entry in the Minutes Book : 09-07-2026

Date: 09-07-2026
Place: Bhubaneswar

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