ARSS INFRASTRUCTURE PROJECTS LTD.

**Date: 05.09.2026**

| | |
|---|---|
| **The Secretary,**<br>**Listing Department**<br>**Bombay Stock Exchange Limited**,<br>Phiroze Jeejeebhoy Towers<br>1st Floor, Rotunda Building,<br>Dalal Street,<br>Mumbai- 400 001<br><br>**BSE Scrip Code - 533163** | **The Manager,**<br>**Listing Department**<br>**National Stock Exchange of India Limited**,<br>Exchange Plaza, Plot No-C1, G Block<br>BandraKurla Complex,<br>Bandra (E),<br>Mumbai-400051<br><br>**NSE Symbol: ARSSINFRA** |

**Sub: Annual Report of the Company for the Financial Year 2025-26**

**Ref: Regulation 34 (1) and 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')**

Dear Sir/Madam,

This is further to our disclosure dated August 14, 2026 wherein ARSS Infrastructure Projects Limited ('**Company**') had *inter alia* informed that the 26th Annual General Meeting ('AGM') of the Company will be held on Tuesday, September 29, 2026 at 11.00 a.m. (IST).

The AGM is being held through Video Conference / Other Audio –Visual Means only, in accordance with the General Circular issued by the Ministry of Corporate Affairs 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. 03/2025 dated September 22, 2025 (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, HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('**SEBI Circulars**'), to transact the business set out in the AGM Notice.

# ARSS INFRASTRUCTURE PROJECTS LTD.

Please find enclosed herewith the Annual Report 2025-26 of ARSS Infrastructure Projects Limited for the Financial Year 2025-26 along with the Notice of the 26th AGM which is being sent only through electronic mode to all the members of the company whose e-mail addresses are registered with the Company/Registrars and Transfer Agent/Depository Participant(s) in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India. Further, a letter is being sent by the Company providing the web-link, including the exact path where complete details of the Integrated Report are available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. A copy of the said letter is enclosed herewith. These are in compliance with the Circulars issued by Securities and Exchange Board of India dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 read with MCA circulars and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Obligations').

The Annual Report 2025-26 along with the Notice of AGM is available on website of the Company at http://arssgroup.in/PDF/AnnualReport/Annual%20Report%202025-26.pdf

This is submitted pursuant to Regulation 34(1) and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

**Thanking You,**
For **ARSS Infrastructure Projects Limited**

RAJENDRA BISWAL
Digitally signed by RAJENDRA BISWAL
Date: 2026.09.05 11:27:43 +05'30'

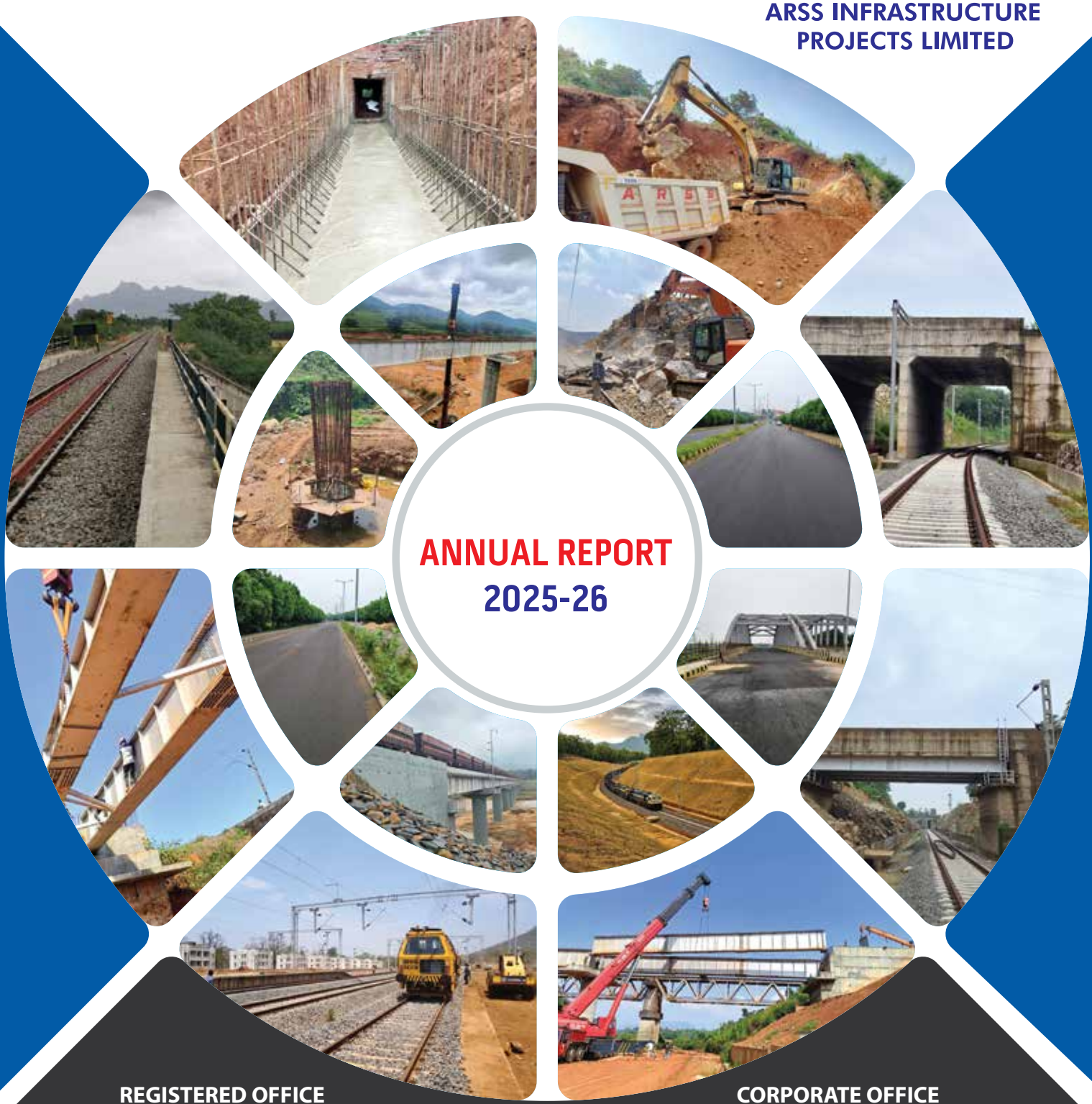
**(Rajendra Biswal)**
**Company Secretary &**
**Compliance Officer**
**ACS-76448**

ARSS Infrastructure Projects Ltd. BBSR

Encl: Annual Report 2025-2026

ARSS

# ARSS INFRASTRUCTURE PROJECTS LIMITED



# ANNUAL REPORT 2025-26


**REGISTERED OFFICE**

Plot No. 38, Sector - A, Zone- D,
Mancheswar Industrial Estate,
Bhubaneswar - 751 010, Odisha, INDIA.
Tel:91 674 2602763
Email: cs@arssgroup.in
website: www.arssgroup.in

**CORPORATE OFFICE**

ARSS Mall, Plot No. 40,
Community Center, Block-A, Paschim Vihar,
Opposite to Jwalaheri Market
New Delhi - 110 063. INDIA
Tel. : 91 11 25252024
Email: delhi@arssgroup.in

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## COMPANY INFORMATION

| Board of Directors | Board Committees |
|---|---|
| **Mr. Dipti Ranjan Patnaik** (DIN: 00600887)<br>Chairman and Managing Director<br>**Mr. T.K. Padmanaban** (DIN: 11292264)<br>Independent Non Executive Director<br>**Mr. Manoranjan Panigrahy** (**DIN: 11360139)**<br>Independent Non Executive Director<br>**Mrs. Payal Agarwal** (**DIN: 01617065)**<br>Independent Non Executive Director | **Audit Committee**<br>**Mrs. Payal Agarwal** (DIN: 01617065)<br>Independent Director - Chairperson<br>**Manoranjan Panigrahy** (DIN: 11360139)<br>Independent Director - Member<br>**T.K. Padmanaban** (DIN: 11292264)<br>Independent Director - Member |
| **Senior Executives** | **Nomination and Remuneration Committee** |
| Mr. S. K.Pattanaik- Chief Financial Officer<br>Mr. Rajendra Biswal**-** Company Secretary & Compliance Officer | **Mrs. Payal Agarwal** (DIN: 01617065)<br>Independent Director - Chairperson<br>**Manoranjan Panigrahy** (DIN: 11360139)<br>Independent Director - Member<br>**T.K. Padmanaban** (DIN: 11292264)<br>Independent Director - Member |
| **Registered office** | **Stakeholder Relationship Committee** |
| Plot No-38, Sector-A, Zone-D<br>Mancheswar Industrial Estate<br>Bhubaneswar-751010,<br>Odisha, India<br>Tel No.: +91-0674- 2602763<br>**E-mail:** cs@arssgroup.in<br>**Website:** www.arssgroup.in | **Mrs. Payal Agarwal** (DIN: 01617065)<br>Independent Director - Chairperson<br>**Manoranjan Panigrahy** (DIN: 11360139)<br>Independent Director - Member<br>**T.K. Padmanaban** (DIN: 11292264)<br>Independent Director - Member |
| **Corporate Office** | **Statutory Auditors** |
| ARSS Mall, Plot No-40,<br>Community Centre, Block-A,<br>Paschim Vihar<br>Opposite to Jwalaheri Market,<br>New Delhi – 110063<br>Phone – 91 11 25 25 2024<br>E-mail- delhi@arssgroup.in | A D V AND CO LLP<br>Chartered Accountants,<br>E-15/144-145, Second Floor, Shiva road,<br>Sector-8, Rohini, New Delhi- 110085<br>Tel- +91-11-49856999,<br>E-mail:- advandcoll@gmail.com |
| **Registrar and Share Transfer Agents** | **Bank** |
| Bigshare Services Private Limited<br>Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road,<br>Andheri (East) Mumbai 400093, Maharashtra, India<br>Tel 022 62638200; Fax No. 022 62638299,<br>investor@bigshareonline.com<br>marketing@bigshareonline.com<br>www.bigshareonline.com<br>Tel 022 62638200; Fax No. 022 62638299 | Punjab & Sind Bank |

**FORWARD LOOKING STATEMENTS**

In this Annual Report, we have disclosed forward-looking information to enable investors to fully appreciate our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set our anticipated results based on management plans and assumptions.

We have tried, where possible, to identify such statements by using words such as 'anticipate', 'expect', 'project', 'intend', 'plan', 'believe', and words of similar substance in connection with any discussion of future performance.

We cannot, of course, guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. Achievement of results is subject to risks, uncertainties, and potentially inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

# Chairman and Managing Director's Message



**Dear Shareholders,**

It is both an honour and a profound responsibility to address you for the first time as the Chairman of ARSS Infrastructure Projects Limited at the 26th Annual General Meeting of the Company.

Today marks not merely another Annual General Meeting, but the beginning of a transformative new chapter in the journey of ARSS Infrastructure Projects Limited. Following the successful approval of the Resolution Plan under the Insolvency and Bankruptcy Code, 2016, Ocean Capital Market Limited, the Successful Resolution Applicant, has assumed stewardship of the Company with a clear commitment to restoring ARSS to financial stability, operational excellence, and sustainable growth.

As a newly constituted Board, we fully recognize the trust that has been placed in us. We are committed to rebuilding this Company with discipline, transparency, and a long-term vision. Our objective is not simply revival, but the creation of a stronger, more resilient and future-ready ARSS that can once again earn its place among respected infrastructure companies in India.

I would like to sincerely thank the Hon'ble National Company Law Tribunal, the Resolution Professional, creditors, employees, customers, vendors, and all stakeholders whose support and cooperation made this transition possible. Their confidence in the Company's potential has laid the foundation for its resurgence.

## Financial Performance – FY 2025-26

The financial year 2025-26 was a year of transition and restructuring. The reported financial results reflect the accounting impact of the insolvency resolution and implementation of the approved Resolution Plan.

During the year, the Company recorded standalone revenue from operations of **₹145.79 crore** compared to **₹165.39 crore** in the previous year. The Company reported a loss before tax, exceptional and extraordinary items of **₹118.47 crore** and a loss after tax of **₹3,554.98 crore**.

While these figures reflect the legacy challenges inherited by the Company, they do not define the future of ARSS. The reported losses are largely attributable to exceptional adjustments arising from the resolution and restructuring process. They represent the closing of one difficult chapter rather than the performance potential of the business going forward.

Today, we are focused on rebuilding operations, strengthening our balance sheet, restoring business relationships, and positioning the Company for sustainable growth. The implementation of the Resolution Plan provides us with a clean and structured framework from which to move forward with confidence and clarity.

## A New Beginning Built on Strong Foundations

ARSS Infrastructure Projects Limited possesses valuable strengths that remain intact despite the challenges of recent years. The Company's established reputation, technical expertise, project execution capabilities, experienced workforce, and longstanding industry relationships provide a solid platform for renewal.

The new management firmly believes that the fundamentals of the business remain strong. Our task is to unlock this potential through prudent financial management, operational discipline, and strategic execution.

We have accepted this responsibility with determination and a clear sense of purpose. Our commitment is to rebuild ARSS into an organization that creates value for shareholders, contributes meaningfully to infrastructure development, and provides opportunities for employees, customers, and business partners alike.

## Our Revival Strategy

The Board has already initiated a structured roadmap for revival and long-term growth. Our strategy is focused on strengthening the Company's foundation while preparing it to capitalize on emerging opportunities in India's rapidly growing infrastructure sector.

Our key priorities include:

1. Strengthening financial stability and improving operational efficiency.
2. Rebuilding confidence among customers, lenders, vendors, and business partners.
3. Pursuing selective and sustainable growth opportunities in infrastructure sectors where the Company possesses proven competencies.
4. Creating a culture driven by accountability, transparency, performance, and value creation.
5. Ensuring robust risk management and strong corporate governance practices.

The Government of India's continued emphasis on infrastructure creation presents significant opportunities across railways, highways, roads, logistics, urban development, and other sectors. With a renewed structure and strategic focus, we intend to position ARSS to participate in these opportunities responsibly and profitably.

## Commitment to Governance and Stakeholders

As we embark on this journey of renewal, one principle remains non-negotiable: **trust**.

The Board is committed to maintaining the highest standards of corporate governance, transparency, ethical conduct, and regulatory compliance. We firmly believe that sustainable success can only be built on a foundation of integrity and accountability.

To our shareholders, I want to assure you that your interests remain at the centre of every decision we make. We understand the challenges many of you have endured over the years, and we are fully committed to rebuilding value through disciplined execution, prudent decision-making, and long-term strategic planning.

Our focus is not on short-term milestones alone but on creating a sustainable enterprise that delivers enduring value to all stakeholders.

## Looking Ahead

The path of revival is seldom easy, but we approach the future with optimism, confidence, and determination.

The challenges before us are real, yet so are the opportunities. We have a clear strategy, a committed management team, a supportive stakeholder ecosystem, and a strong belief in the capabilities of ARSS Infrastructure Projects Limited.

We are determined to transform this Company into a financially stable, operationally efficient, and growth-oriented organization. Every action we take will be guided by our commitment to restoring stakeholder confidence and building long-term value.

I would also like to place on record my deep appreciation for our employees, whose resilience, dedication, and unwavering commitment have helped sustain the Company through one of the most challenging periods in its history. Their contribution will continue to be instrumental in shaping our future success.

On behalf of the Board of Directors, I thank all our shareholders for the faith and patience they have shown. We value your trust and assure you that we will work tirelessly to justify that confidence.

Together, we are not simply reviving a company; we are rebuilding an institution with a proud legacy and a promising future.

**The journey ahead will require effort and perseverance, but we firmly believe that the best days of ARSS Infrastructure Projects Limited lie ahead. With the support of all stakeholders, we are confident of creating a stronger, more resilient, and prosperous ARSS for generations to come.**

**With warm regards,**

**Dipti Ranjan Patnaik**
**Chairman and Managing Director**

**DIN: 00600887**

**ARSS Infrastructure Projects Limited**

# Directors' Report

To,
The Members of
**ARSS Infrastructure Projects Limited**

The financial year 2025-2026 marks an important milestone in the journey of the Company, as the Corporate Insolvency Resolution Process (CIRP) was successfully concluded during the year pursuant to the approved Resolution Plan under the provisions of the Insolvency and Bankruptcy Code, 2016. Consequent to the implementation of the Resolution Plan, the Company came under the new management and control of the Successful Resolution Applicant (SRA).

The new management has undertaken a renewed approach towards strengthening the operations and financial position of the Company and is committed to reviving and rebuilding the business on a sustainable basis. With the conclusion of the CIRP and induction of the new management, the Company is hopeful of achieving improved operational performance, enhancing stakeholder confidence and creating sustainable long-term value for all its stakeholders.

The Board of Directors, under the guidance of the new management, remains focused on revitalizing the Company's business operations, improving efficiency and exploring opportunities for sustainable growth in the coming years.

The New Board of Directors present the 26th Annual Report of the Company together with the Audited Standalone and Consolidated Financial Statements ("the Financial Statements") and the Auditors Report thereon for the financial year ended on 31st March 2026.

**Update on Corporate Insolvency Resolution Process (CIRP)**

This is to apprise the members that vide Order dated 30th November, 2021 passed by the Hon'ble National Company Law Tribunal, Cuttack Bench (the "NCLT"), the Company was admitted to Corporate Insolvency Resolution Process ("CIRP") under the provisions of Section 7 of the Insolvency and Bankruptcy Code 2016 (the "Insolvency Code") with Mr. Uday Narayan Mitra (IBBI/IP A-001/IP-P00793/2017-18/11360) as the Interim Resolution Professional. Subsequently COC has approved through e-voting dated 25.02.2022 as Resolution Professional ("RP") in conformity with sub-section (2) of Section 22 of the Insolvency and Bankruptcy Code, 2016. During the CIRP Period, Ocean Capital Market Limited ("OCML") prospective corporate resolution applicants which had submitted their resolution plan to the Resolution Professional, for ARSS Infrastructure Projects Limited. The Committee of Creditors ("CoC") at its meeting held on 17th January, 2025 approved the Resolution Plan of OCML by 96.91% voting share (the "Resolution Plan"). Subsequently, the Hon'ble NCLT Cuttack, vide Order dated 29th August, 2025 also approved the Resolution Plan of OCML (the "Successful Resolution Applicant"/ "SRA") under Section 31 of the Code.

In accordance with the provisions of the Code and the NCLT order, the Approved Resolution Plan is binding on the corporate debtor and its employees, members, creditors, guarantors and other stakeholders involved in the resolution plan.

As per the Approved Resolution Plan, during the period between the NCLT Approval Date (as defined in the Approved Resolution Plan) and the Closing Date (as defined in the Approved Resolution Plan) ("Interim Period") a 4-members Monitoring Committee ("MC") was formed with Mr. Uday Narayan Mitra, the erstwhile Resolution Professional as its Chairman and two representatives each from the CFM Asset Reconstruction Private Limited and Invent Assets Securitisation & Reconstruction Pvt. Ltd., Financial Creditors and one representative of SRA. The management and operations of the Company were being conducted under the supervision and control of the Monitoring Committee. the Erstwhile Resolution Professional managed the affairs of the Company as a going concern and supervised the implementation of the Resolution Plan.

On 29th September, 2025, the Monitoring Committee inter alia, reconstituted the Company's Board of Directors with promoter of OCML, Mr. Dipti Ranjan Patnaik, as Chairman of the Company along with Mr. G. K. Dash as Managing Director and Two Other Independent Directors viz. Mr. T. K. Padmanaban and Ms. Payal Agarwal, Independent Director of the Company.

After full and final payment to the Financial Creditors of the Company, on 8th October, 2025, the Monitoring Committee handed over the operational control of the organization to the Board and Monitoring Committee stood dissolved. The Company has since been operating under the superintendence and control of its Board of Directors.

The Reconstituted Board is submitting this Directors' report in compliance with the provisions of the Companies Act, 2013, the rules and regulations framed thereunder ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"). The Reconstituted Board is not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company and performance of the management for the period prior to its reconstitution.

**1. A. Financial Highlights:**

The Financial Statements for the financial year ended 31st March 2026 forming part of this Annual Report have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

The highlights of Standalone and consolidated Financial Statements are set out below and The PDF version of the Report is also available on the Company's website http://arssgroup.in/PDF/AnnualReport/Annual%20Report%202025-26.pdf

(₹ In Crores)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2025-26 | 2024-25 | 2025-26 | 2024-25 |
| Revenue from Operation | 145.79 | 165.39 | 145.79 | 165.39 |
| Profit before Depreciation, Interest, Exceptional Items and Tax | (105.71) | (6.93) | (105.78) | (6.95) |
| Less : Depreciation | 1.12 | 0.98 | 1.12 | 0.98 |
| Interest | 11.64 | 0.45 | 11.64 | 0.45 |
| Exceptional Items | 3434.13 | - | 3434.13 | - |
| Share of net profit or associates and joint ventures accounted using equity method | - | - | 1.47 | 1.75 |
| Profit Before Tax | (3,552.60) | (8.36) | (3,551.20) | (6.63) |
| Less : Tax Expenses | | | | |
| a) Current Year | - | - | - | - |
| b) Earlier Year | - | - | - | - |
| c) Deferred Tax | 2.37 | 1.13 | 2.37 | 1.13 |
| Profit/Loss After Tax | (3,554.98) | (9.49) | (3,553.57) | (7.77) |
| Balance brought forward from previous year | (393.26) | (383.77) | (398.98) | (391.21) |
| Add :Re-measurement of defined employee benefit plans through OCI | - | - | - | - |
| Amount Available for Appropriation | (3948.24) | (393.26) | (3952.55) | (398.98) |
| Appropriations | | | | |
| a) Dividend | - | - | - | - |
| b) Tax on Dividend | - | - | - | - |

(₹ In Crores)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2025-26 | 2024-25 | 2025-26 | 2024-25 |
| c) Transfer to General Reserve | - | - | - | - |
| Balance Carried to Balance Sheet | (3,948.24) | (393.26) | (3,952.55) | (398.98) |
| Earnings per Share (In ₹) (Weighted) Basic (Equity Shares of face value of ₹ 10/- each) | (394.48) | (4.18) | (394.32) | (3.42) |
| Earnings per Share (In ₹) (Weighted) Diluted (Equity Shares of face value of ₹ 10/- each) | (394.48) | (4.18) | (394.32) | (3.42) |

Note: Previous years figures have been regrouped/re-classified, wherever required.

**B. Subsidiary/ Associate & Joint Venture Company**

(₹ In Crores)

| Particulars | ARSS Damoh Hirapur Tolls Pvt. Ltd. (Subsidiary Company) | | ARSS Developers Limited (Associate Company) | |
|---|---|---|---|---|
| | 2025-26 | 2024-25 | 2025-26 | 2024-25 |
| Total Revenue | | - | 0.13 | 0.13 |
| Profit before Depreciation, Interest and Tax | (0.06) | (0.021) | (24.12) | (0.22) |
| Less : Depreciation | | - | 0.25 | 0.25 |
| Interest | | - | 1.13 | 1.03 |
| Profit Before Tax | (0.06) | (0.021) | (25.50) | (1.50) |
| Less : Tax Expenses | | | | |
| a) Current Year | - | - | - | - |
| b) Earlier Year | - | - | - | - |
| c) Deferred Tax | - | - | (0.02) | (0.022) |
| Profit/Loss After Tax | (0.06) | (0.021) | (25.48) | (1.48) |
| Balance brought forward from previous year | (0.06) | (0.036) | (33.28) | (31.80) |
| Amount Available for Appropriation | (0.12) | (0.057) | (58.76) | (33.28) |
| Appropriations | | | | |
| a) Dividend | - | - | - | - |
| b) Tax on Dividend | - | - | - | - |
| c) Transfer to General Reserve | - | - | - | - |
| Balance Carried to Balance Sheet | (0.12) | (0.057) | (58.76) | (33.28) |
| Earnings per Share (In ₹) (Weighted) Basic (Equity Shares of face value of ₹ 10/- each) | (0.03) | (0.01) | (39.15) | (2.27) |
| Earnings per Share (In ₹) (Weighted) Diluted (Equity Shares of face value of ₹ 10/- each) | (0.03) | (0.01) | (39.15) | (2.27) |

**2. Indian Accounting Standards (Ind –AS)**

As per the requirements of notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs (MCA), Standalone and Consolidated Financial Statements of the Company for the Financial Year 2025-26 have been prepared as per Ind AS.

**3. Dividend**

During the year under review, No dividend has been recommended.

**4. State of Company's affairs and financial performance**

ARSS is a renowned name in the infrastructure sector in India. The Company is engaged in construction services of Roads, Railways, Irrigation etc.

**(a) The Highlights of the Company's Performance (Standalone) for the Financial Year Ended 31st March, 2026 are as under:**

Total sales of the Company stood ₹145.79 cr. in compared to previous year sales of ₹165.39 cr. Crore in the previous year.

Operating EBITDA (before exceptional items) was negative at ₹105.71 crore as compared to negative EBITDA (before exceptional items) of ₹6.93 crore in the previous year.

Operating Profit Before Tax (PBT) (before exceptional items) was negative at ₹118.47 crore as compared to negative PBT (before exceptional items) of ₹8.36 crore in the previous year.

The reported Loss After Tax (after exceptional item) for the year was ₹3,554.98 crore as compared to Loss After Tax (after exceptional item) of ₹9.49 crore.

The Company reported a Loss Before Tax of ₹3,552.60 crore during FY 2025-26 as compared to a Loss Before Tax of ₹8.36 crore during FY 2024-25. The substantial increase in loss was primarily attributable to identify of exceptional items arising pursuant to the implementation of the approved Resolution Plan.

**(b) The Highlights of the Company's Performance (Consolidated) for the Financial Year Ended 31st March, 2026 are as under:**

Total sales of the Company stood ₹145.79 cr. in compared to previous year sales of ₹165.39 crore in the previous year.

Operating EBITDA (before exceptional items) was negative at ₹105.78 crore as compared to negative EBITDA (before exceptional items) of ₹6.95 crore in the previous year.

Operating Profit Before Tax (PBT) (before exceptional items) was negative at ₹118.54 crore as compared to negative PBT (before exceptional items) of ₹8.38 crore in the previous year.

The reported Loss After Tax (after exceptional item) for the year was ₹3,553.57 crore as compared to Loss After Tax (after exceptional item) of ₹7.77 crore.

During the Financial Year 2025-26, the Company continued the implementation of the Resolution Plan approved by the Hon'ble NCLT, Cuttack Bench and successfully exited the Corporate Insolvency Resolution Process (CIRP). Consequent to the implementation of the Resolution Plan, the Company identified certain exceptional items, including interest payable to financial creditors of ₹2,237.24 Crore (as per claim submitted) and liabilities pertaining to financial creditors not recorded earlier in the books years amounting to ₹1,042.87 Crore.

The Company's management remains focused on stabilizing operations, strengthening its financial position, enhancing project execution capabilities and pursuing sustainable growth opportunities following the successful implementation of the Resolution Plan.

**5. Exceptional items Recognized in the Financial Statements:**

Exceptional Item for the year 2025-2026 was loss of ₹3,434.13 crore arising due to implementation of resolution plan. The details of which are as follows:

| Particulars | ₹ in Cr. |
|---|---|
| (a) Extinguishment of Operational Creditors (including the Central Government, State Government or local authority) as per the terms of Approved Resolution Plan | (50.39) |
| (b) Interest expense payable to Financial Creditors as per claim submitted to erstwhile Resolution Professional | 2237.24 |
| (c) Liability relating to Financial Creditors not recorded earlier in the books | 1042.86 |
| **Total (A)** | 3229.71 |
| d) Provision for Arbitration claim written off | **912.73** |
| (e) Arbitration claim raised during the year | (708.31) |
| **Total (B)** | **204.41** |
| **Net Loss (A+B)** | **3434.13** |

**6. Turnaround in Net Worth**

The Company achieved a significant turnaround in its financial position during the year. Net worth as at 31st March, 2026 stood at a positive ₹959.68 crore, as against a negative net worth of ₹(163.79) crore as at 31st March, 2025. The improvement of ₹1123.47 crore reflects the impact of capital restructuring and debt resolution as per the approved resolution plan, resulting in the restoration of the Company's net worth to a positive level.

**7. Material Developments**

Pursuant to the Approved Resolution Plan, the following key changes have taken place:

**(i) Reduction of Paid-up Share Capital of the Company:** The existing Paid-Up Equity Capital of the Company stood reduced by extinguishment of the erstwhile promoters shares of ₹10,61,94,680 divided in to 1,06,19,468 equity shares of ₹10/- each to zero.

**(ii) The existing Public shareholding** of ₹12,11,84,980 divided into 1,21,18,498 equity shares of ₹10/- has been continued on an as-is-where-is basis.

**(iii) Reclassification and increase in Authorized Share Capital of the Company:**

The Authorized Share Capital of the Company has been reclassified and increased from ₹55,00,00,000 (Rupees Fifty-Five Crore only), comprising 4,00,00,000 Equity Shares of ₹10 each aggregating to ₹40,00,00,000 and 1,50,00,000 Preference Shares of ₹10 each aggregating to ₹15,00,00,000 to ₹110,00,00,000 (Rupees One Hundred Ten Crore only), comprising 11,00,00,000 Equity Shares of ₹10 each.

**(iv) Allotment of Fresh Equity Shares to the SRA upon upfront payment of Resolution Amount:**

The Company allotted 30,00,000 equity shares at ₹ 10/- per share on preferential basis for cash to OCML in accordance with the Approved Resolution Plan.

There has been no variation in the use of funds so raised.

**(v) Payment of dues to eligible Financial Creditors:** Upfront payment towards settlement of the debts of eligible financial creditors as also payment towards assignment of the debt has been made.

**(vi) Assignment of the Outstanding Debts by Financial Creditors to SRA and their Nominee:**

The financial creditor was settled through a payment of ₹207.69 crore. Pursuant to the settlement, the financial creditor assigned its outstanding debt to the Resolution Applicant in full satisfaction of the said liability.

**(vii) Conversion of unsustainable debts into Equity share capital of the Company:**

In terms of the Approved Resolution Plan, OCML have converted such portion of their assigned unsustainable debt of ₹4,675.45 crore into equity and pursuant to conversion of such debt, the company has allotted 15,00,000 equity shares to the assenting financial creditors and 7,35,00,000 equity shares to the Roger Bravo Secured Fund (Nominee of SRA). The price at which the conversion of unsustainable debt into equity has been undertaken in accordance with the Approved Resolution Plan.

**(viii) Re-classification of Resolution Applicant as new Promoter of the Company:**

Pursuant to the implementation of the resolution plan, OCML and Roger Bravo Secured Development Fund (Nominated by OCML) have taken majority shares of the Company. OCML has been classified as the Promoter of the Company. Roger as the Persons Acting in Concert' (PAC) with OCML.

There is however no provision for PAC in the prescribed format of shareholding pattern and hence they have been shown as part of the Promoter group in the shareholding pattern filed by the Company with the Stock Exchanges.

**(ix) Extinguishment of Equity Shares held by erstwhile Promoters of the Company:**

The outgoing Promoter and Promoters' Group shareholding of 1,06,19,468 equity shares have been cancelled and extinguished without any payout to the outgoing Promoter and Promoters' Group as set out under the Approved Resolution Plan. All the activities, as per the Approved Resolution Plan have been implemented during the year. However procedural matter of Listing and Corporate action of the equity shares are under process and pending at the regulatory level.

**8. Details of Subsidiary, Joint Venture or Associates**

**A. Details of Subsidiary and Associate Companies**

The Company has 1 Subsidiary, 1 Associate and 15 Joint Ventures as on March 31, 2026. There has been no material change in the nature of the business of the subsidiaries. During the year under review no companies have become or ceased to be company's subsidiary, or associate companies or Joint Ventures (JVs). A report on the company's subsidiary, joint ventures or associate companies as per companies Act, 2013 is provided hereunder:

| Sl. No | Name of the company | Address of the company | CIN/GLN/PAN | Holding/ Subsidiary/ Associate/ Jv | % of shares held/ share in JV | Applicable section |
|---|---|---|---|---|---|---|
| 1 | ARSS Damoh-Hirapur Tolls Private limited | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | U45201OR2011PTC013524 | Subsidiary Company | 99.82 % | 2 (87) |
| 2 | ARSS Developers Limited | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | U45209OR2007PLC009201 | Associate Company | 38.41 % | 2 (6) |

**B. Joint Venture (AOP)**

| Sl. No | Name of the company | Address of the company | CIN/GLN/ PAN | Holding/ Subsidiary/ Associate/JV | % of shares held/share in JV |
|---|---|---|---|---|---|
| 1 | ARSS-ATLANTA (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAQFA8726P | Joint Venture | 51.00% |
| 2 | HCIL-ADHIKARYA-ARSS (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAEFH3757R | Joint Venture | 30.00% |
| 3 | ARSS - SIPS (JV) | 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi - 110 035 | AAEAA3620K | Joint Venture | 51.00% |
| 4 | ARSS - SCPL (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAEAA3621J | Joint Venture | 51.00% |
| 5 | ARSS - BMS (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAEAA4835G | Joint Venture | 51.00% |
| 6 | ARSS-TECHNOCOM-PRIYASHI ASHI (JV) | Kamrup Chamber road, Fancy Bazar,Guwahati-781001 - Assam | AAHAA8492L | Joint Venture | 51.00% |
| 7 | ARSS-SNKI (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAEAA8546Q | Joint Venture | 51.00% |
| 8 | ARSS-THAKUR (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAJAA0912F | Joint Venture | 80.00% |
| 9 | ARSS – ROYAL (JV) | Plot No. 38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar, Odisha, 751010 | AAJAA1996R | Joint Venture | 75.00% |
| 10 | ARSS-BDPL (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAJAA6181C | Joint Venture | 51.00% |
| 11 | ARSS - NTLLP (JV) | Short- Cut, P.O.- Nirjuli, Dist- Papumpare, Pin-791109, Arunachal Pradesh. | AAJAA9902B | Joint Venture | 51.00% |
| 12 | SCPL - ARSS (JV) | OU-522, 5th Floor, Esplanade Commercial Development, Unit No. 32, 721, Rasulgarh, Bhubaneswar - 751010 | ABLAS3263J | Joint Venture | 20.00% |
| 13 | ARSS - KKMPL (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAHAA8368B | Joint Venture | 49.00% |
| 14 | ATLANTA-ARSS (JV) | 504, Samarpan, New Link Road, Chakala, Near Mirador Hotel, Andheri East, Mumbai - 400 099 | AABAA0048E | Joint Venture | 49.00% |
| 15 | ARSS-LGPPL (JV) | Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar - 751010 | AAGAA3633G | Joint Venture | 51.00% |

During the financial year 2025-26, ARSS Damohhirapur Tolls Private Limited was material subsidiary pursuant to Regulation 16 of SEBI Listing regulation.

The name of the Joint Venture which have become JV during the year: NIL

The name of the Joint Venture which has been ceased to be JV during the year under review: NIL

**9. Consolidated Financial Statements**

Consolidated financial statements (consolidating financials of ARSS Damoh - Hirapur Tolls Private Limited being its subsidiary company and of ARSS Developers Limited being its associate company) in terms of Section 129 (3) of the Companies Act, 2013 read with rule 6 of Companies (Accounts) Rules, 2014 and under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations") and as per requirements of Ind AS 110 – consolidated financial statements read with Ind AS 28 - Investment in associates and Joint ventures and Ind AS 31 – interest in Joint ventures, the Audited Consolidated Financial Statements are provided in this Annual Report. The consolidated Financial Statements have been prepared on the basis of audited financial statements of the Company and its subsidiary.

Pursuant to the Section 129 (3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of each of the subsidiary and associate company in the prescribed form AOC-1 is annexed to this annual report.

Pursuant to the Section 136 of the Companies Act, 2013 financial statements of subsidiary/ associate companies are kept for inspection by the shareholders at the Registered Office of the Company. The said financial statements of the subsidiaries are also available on the website of the Company www.arssgroup.in under the Investors Relations Section. Shareholders interested in obtaining a copy of the audited financial statements of the subsidiary companies may write to the Company Secretary at the Company's registered office or email at cs@arssgroup.in

**10. Transfer to Reserve**

The Directors do not propose to transfer any sum to any reserve pertaining to FY 2025-26.

**11. Operations- Work Orders**

We are pleased to inform that, during the year under review, subsequent to the Company's successful exit from the Corporate Insolvency Resolution Process (CIRP), the Company secured the following sub-contract work orders, demonstrating renewed business momentum and strengthening its order book position:

**a) At Koraput:** Improvement such as widening and strengthening of Semiliguda-Mathalput-Kakirigumma Road (Damanjodi-Kakirigumma) from Km 12/500 to Km 31/160 in the District of Koraput under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of Rs. 19,34,00,319/- (Rupees Nineteen Crore Thirty-Four Lakh Three Hundred Nineteen Only) vide Order dated 23.10.2025.

**b) At Kandhamal:** Improvement such as widening and strengthening of K. Nuagaon PWD Road to Bhrungijodi via Sainpada and Daungia from Km 0/000 to Km 13/700 in the District of Kandhamal under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of Rs. 19,49,98,861/- (Rupees Nineteen Crore Forty-Nine Lakh Ninety-Eight Thousand Eight Hundred Sixty-One Only) vide Order dated 23.10.2025.

**c) At Boudh:** Improvement such as widening and strengthening of Harbhanga via Kusangam-Block Boundary near Banigochha joining NH-57 (Harbhanga-Kusanga-Mahalikpada-Jabar-Talagaon-Gandapaju Road to NH-57 at Banigochha) from Km 0/000 to Km 24/160 in the District of Boudh under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 39,55,57,204/- (Rupees Thirty-Nine Crore Fifty-Five Lakh Fifty-Seven Thousand Two Hundred Four Only) vide Order dated 23.10.2025.

**d) At Boudh:** Improvement such as widening and strengthening of Telibandha-Barapuduga Road (ODR) from Km 0/000 to Km 4/350 and Km 4/850 to Km 17/128 in the District of Boudh under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 25,38,25,541/- (Rupees

Twenty-Five Crore Thirty-Eight Lakh Twenty-Five Thousand Five Hundred Forty-One Only) vide Order dated 23.10.2025.

e) **At Boudh:** Improvement of Dholpur-Harbhanga Road from Km 0/000 to Km 2/750 in the District of Boudh under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 27,73,08,350/- (Rupees Twenty-Seven Crore Seventy-Three Lakh Eight Thousand Three Hundred Fifty Only) vide Order dated 23.10.2025.

f) **At Daspalla:** Construction of Bypass Road to Daspalla Town from Km 195/250 to Km 200/635 of NH-57 in the State of Odisha on EPC Mode. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 33,00,55,312/- (Rupees Thirty-Three Crore Fifty-Five Thousand Three Hundred Twelve Only) vide Order dated 23.10.2025.

g) **At Khategaon-Budni:** Construction of Major Bridges and Road Under Bridges for Electrical New BG Railway Line (Package-III) between Khategaon and Budni Stations in Bhopal Division of West Central Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 122,63,13,600/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

h) **At Barabanki-Malhaur:** Provision of 3rd and 4th Line including Electrification and Signalling Works between Barabanki and Malhaur Stations on Lucknow Division of Northern Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 16,53,66,813/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

i) **At Barabanki-Malhaur:** Provision of 3rd and 4th Line including Electrification and Signalling Works between Barabanki and Malhaur Stations on Lucknow Division of Northern Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 18,21,02,623/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

j) **At Barabanki-Malhaur:** Provision of 3rd and 4th Line including Electrification and Signalling Works between Barabanki and Malhaur Stations on Lucknow Division of Northern Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 32,82,72,408/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

k) **At Jajpur:** Improvement, widening and strengthening of Sarasada-Salaba via Bandolo to Barundei Makundapur Road and P.K. Mahavidyalaya-Barundei to Tarakote-Purbakote Road under State Plan. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 37,36,62,764/- on back-to-back basis excluding GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

l) **At Kalipahari-Pradhankhuta:** Execution of earthwork, blanketing, bridges, RUBs, ROBs, P.Way works and allied works in connection with construction of Multi-Tracking Railway BG Line. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 202,34,39,621/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

m) **At Dasapalla-Purunakatak:** Design, Supply, Erection, Testing and Commissioning of 25 KV OHE in the New Railway Line between Dasapalla (Excl.) and Purunakatak (Excl.) of East Coast Railway. Regarding acceptance and execution of a Sub-Contract Work Order valued at ₹ 37,79,07,209/- (Rupees Thirty-Seven Crore Seventy-Nine Lakh Seven Thousand Two Hundred Nine Only) on back-to-back basis including GST and with 5% commission towards technical charges payable to the main contractor.

n) **At Mandasa Road-Summadevi:** Construction of ROB comprising 1×24m Composite Girder + 1×36m Composite Girder + 1×24m Composite Girder (Railway Portion) and 1×24m RCC T-Beam Girder + 10×24m RCC T-Beam Girder + 4×10m RCC Slab in lieu of LC No. 359 at UP Km. 664/11-13 and DN Km. 664/12-14 between Mandasa Road and Summadevi (MMS-SUDV) on KUR-PSA Main Line under Khurda Road Division. Regarding acceptance and execution of a Sub-Contract Work Order valued at ₹ 80,20,32,192/- (Rupees Eighty Crore Twenty Lakh Thirty-Two Thousand One Hundred Ninety-Two Only) on back-to-back basis including GST and with 5% commission towards technical charges payable to the main contractor.

12. **Performance and financial position** of each of the subsidiary and associate companies are included in the consolidated financial statement.

13. **CREDIT Rating**

The Company is taken over by the Successful Resolution Applicant (SRA) during the year and is currently implementing the approved Resolution Plan. The Company has approached certain credit rating agencies for obtaining a credit rating, which is presently under consideration. The outcome thereof shall be communicated to the Members through the Stock Exchange dissemination system in due course.

14. **Contingent Liabilities and Major Litigations**

Details of contingent liabilities and major litigations covered under the applicable provisions of the Companies Act, 2013 are given in the Notes to the Financial Statements.

15. **Listing with Stock Exchanges**

The Company confirms that it has paid the Annual Listing Fees for the financial year 2025-26 to The Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the Company's Shares are listed. However pursuant to the approved resolution plan, the trading of the Company's Share is suspended on 4th September, 2025. Further the company has filed an application for recommencement of trading and approval for listing of new equity share allotted pursuant to the approved resolution plan with NSE and BSE. Such applications are pending for necessary approvals.

16. **Management Discussion and Analysis Report:**

The Management Discussion and Analysis Report as required by Regulation 34(2)(e) read with Schedule V of the Listing Regulations capturing your Company's performance, industry trends and other material changes with respect to your Company is annexed to this Annual Report.

17. **Corporate Governance and Shareholders Information**

The Company is committed to maintaining high standards of Corporate Governance and adheres to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Company continues to lay a strong emphasis on transparency, accountability and integrity and has also implemented several corporate governance practices in this regard. A separate report on Corporate Governance in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') is provided in this Annual Report. The requisite certificate obtained from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance stating that the members of the Board of Directors and Senior Management personnel have affirmed compliance with the respective codes of conduct of the Board of Directors and Senior Management is attached to the report on Corporate Governance. A report on Corporate Governance is included as a part of this Annual Report.

18. **Annual Return**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2026 is hosted on the Company's website i.e. http://arssgroup.in/PDF/AnnualReturn/2026/ARSS_ANNUAL_RETURN_2026.pdf

**19. MSME**

The Company has registered itself on Trade Receivables Discounting System platform (TReDS) through the service providers Receivables Exchange of India Limited.

**20. KYC registration for holders of physical shares**

All shareholders of the Company holding shares in physical form are requested to update their PAN, Address, Email ID, Bank account details (KYC details) and Nomination details with the Company's Registrar and Share Transfer Agent (RTA) at the earliest, in case the same are not updated. The relevant forms for updating the KYC information and Nomination details are provided on the website of the Company at http://arssgroup.in/Notices_n_Forms.html

**21. Number of Board Meetings**

As per the approved Resolution Plan, a Monitoring Committee was constituted to oversee the implementation of the Resolution Plan. The Monitoring Committee comprised of Mr. Uday Narayan Mitra, the erstwhile Resolution Professional as its Chairman and two representatives each from the CFM Asset Reconstruction Private Limited and Invent Assets Securitisation & Reconstruction Pvt. Ltd., Financial Creditors and one representative of SRA.

The Monitoring Committee met four (4) times during its tenure on 05.09.2025, 15.09.2025, 29.09.2025 and 08.10.2025.

Pursuant to the approved Resolution Plan, the Monitoring Committee reconstituted the Board of Directors of the Company on 29.09.2025.

Consequently, during the Financial Year 2025-26, four (4) Board Meetings were held after the reconstitution of the Board. The meetings were convened on 13.10.2025, 10.11.2025, 22.12.2025 and 10.02.2026.

The gap between any two consecutive Board Meetings, after its constitution, did not exceed the period prescribed under the provisions of the Companies Act, 2013 and the applicable Secretarial Standards.

Prior to the approval of the Resolution Plan, Resolution Professional approving the annual/quarterly financial results of the Company.

**22. Committees of the Board of Directors**

During the financial year under review, pursuant to the reconstitution of the Board of Directors by the Monitoring Committee on 29 September 2025, the Board initiated the constitution of various Committees of the Board in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary resolutions were circulated to all Directors on 31 October 2025 for their consideration and approval and were duly approved by the requisite majority of the Directors through circulation.

- Audit Committee
- Stakeholder Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee

During the Financial Year 2025-26, the provisions relating to the constitution of a Risk Management Committee under Regulation 21(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company in terms of Regulation 21(5) of the SEBI Listing Regulations. However, the Board, after due deliberations with the Audit Committee, continued to review, assess and monitor the various risks associated with the business and operations of the Company.

The Board has laid down an appropriate framework defining the roles, responsibilities, powers and functions of its Committees in accordance with the applicable provisions of the Companies Act, 2013, Secretarial Standards and the SEBI Listing Regulations. The Committees function within the scope of their respective terms of reference as approved by the Board from time to time.

A detailed note on the composition of the Board and its Committees, including their terms of reference and other relevant details, forms part of the Corporate Governance Report and is annexed to this Annual Report.

All decisions pertaining to the constitution of Committees, appointment of members and determination of their terms of reference are taken by the Board of Directors.

**a. Audit Committee**

The company has in place an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made there under and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the same are given in the Corporate Governance Report forming part of this Annual Report. Members are requested to refer to point No. 6 of Corporate Governance Report attached with this annual report.

**b. Nomination and Remuneration Committee**

The company has in place Nomination and Remuneration Committee in terms of the requirements of the Companies Act, 2013 read with the rules made there under and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the same are given in the Corporate Governance Report forming part of this Annual Report. Members are requested to refer to point No. 7 of Corporate Governance Report attached with this annual report.

**c. Corporate Social Responsibility Committee (CSR):**

The company has in place Corporate Social Responsibility Committee (CSR) in terms of the requirements of section 135 and Schedule VII of the Companies Act, 2013. The details relating to the same are given in the Corporate Governance Report forming part of this Annual Report. Members are requested to refer to point No. 8 of Corporate Governance Report attached with this annual report.

**d. Stakeholder Relationship Committee**

The company has in place Shareholders Relationship Committee in terms of the requirements of the Companies Act, 2013 read with the rules made there under and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the same are given in the Corporate Governance Report forming part of this Annual Report. Members are requested to refer to point No. 9 of Corporate Governance Report attached with this annual report.

**23. Dematerialization of shares**

The Company's Registrar and Share Transfer Agent (RTA) is Bigshare Services Private Limited, Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai 400093, Maharashtra, India.

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. However, pursuant to the Approved Resolution Plan, the Trading of Shares of the Company has been suspended on 4th September, 2025 from NSE and BSE. Further the company has filed an application for recommencement of trading and approval for listing of new equity share allotted pursuant to the approved resolution plan with NSE and BSE. such applications are pending for necessary approvals.

The Hon'ble NCLT, Cuttack Bench vide its order dated 29-08-2025 approved the Resolution Plan in relation to the CIRP of the Company. Pursuant to the Approved Resolution Plan, the erstwhile promoters' equity shares (1,06,19,468 equity shares) have been reduced to zero and the Company has allotted 7,80,00,000 new equity shares in demat forms only. However, the Corporate Action for reduction of erstwhile promoters' shares and allotment of new equity shares pursuant to the implementation of the Resolution Plan, has been initiated by the Company and is pending at NSDL / CDSL level. Further, the Company has filed the requisite application for reduction of erstwhile promoter shares and allotment of new equity (as mentioned above) with BSE and NSE.

**24. E-voting facility at AGM**

In terms of Regulation 44 of SEBI Listing Regulations and in compliance with the provisions of Section 108 of the Act read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 (as amended), the items of business specified in the Notice convening the 26th AGM of the Company shall be transacted through electronic voting system only and for this purpose the Company is providing e-Voting facility to its' Members whose names will appear in the register of members as on the cut-off date (fixed for the purpose), for exercising their right to vote by electronic means through the e-Voting platform to be provided by National Securities Depository Ltd ("NSDL"). The detailed process and guidelines for e-voting have been provided in the notice convening the meeting.

**25. Public deposits, covered under Chapter V of the Act**

Your Company has not invited any deposit from public and shareholders. So, the provisions of the Chapter V of the Companies Act, 2013 are not attracted.

**26. Auditors: Statutory Auditors**

M/s A D V AND CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463), were appointed as the Statutory Auditors of the Company on 10 March 2026 to fill the casual vacancy caused due to the merger of M/s M A R S & Associates, Chartered Accountants (Firm Registration No. 010484N), the erstwhile Statutory Auditors of the Company, with M/s A D V AND CO LLP. Pursuant to the said merger, M/s. M A R S & Associates ceased to exist as a separate entity and all its engagements and responsibilities stood transferred to M/s A D V AND CO LLP.

The Members of the Company approved the appointment of M/s A D V AND CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463), New Delhi, to fill the aforesaid casual vacancy and hold office until the conclusion of the ensuing Annual General Meeting and to conduct the statutory audit of the Company's accounts for the financial year ended 31 March 2026.

The Company has received the necessary consent and eligibility certificate from M/s A D V AND CO LLP pursuant to Sections 139 and 141 of the Companies Act, 2013, confirming that their appointment, if made, shall be in accordance with the provisions of the Act and that they satisfy the criteria prescribed under the Companies Act, 2013.

The Auditors have further confirmed that they have undergone the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid Peer Review Certificate issued by the Peer Review Board of ICAI.

Based on the recommendation of the Audit Committee and the Board of Directors, and subject to the approval of the Members of the Company, it is proposed to appoint M/s A D V AND CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463), as the Statutory Auditors of the Company for a term of two consecutive years, commencing from the conclusion of this Annual General Meeting and continuing until the conclusion of the 28th Annual General Meeting of the Company, at a remuneration of ₹ 12,00,000/- (Rupees Twelve Lakh Only),

plus applicable taxes and reimbursement of out-of-pocket expenses, travelling expenses and other expenses incurred in connection with the audit. The remuneration payable to the Statutory Auditors may be revised during their tenure of appointment, if required, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, in addition to applicable taxes and reimbursement of out-of-pocket expenses, travelling expenses and other expenses incurred in connection with the audit.

**Cost Auditors:**

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained every year. The Cost Audit for the financial year 2025-26 has been completed and report has been submitted by the cost auditor.

M/s. I C Kundu & Co, Cost Accountants, FRN 100778 were appointed as Cost Auditor to audit the cost records of the Company for the financial year 2025-2026.

The Cost Auditors have submitted a certificate of their eligibility for such appointment and confirmed that their appointment is within the limits of Section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Companies Act, 2013.

As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a General Meeting for their ratification.

Accordingly, a Resolution seeking Member's ratification for the remuneration payable for 2026-27 to M/s I C Kundu & Co, as Cost Auditor, Bhubaneswar (Firm Registration Number 100778), is included in the Notice convening the Annual General Meeting.

**Cost Records:**

Company has maintained proper cost records and books of account pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products/services.

**Secretarial Auditors:**

At the 25$^{th}$ Annual General Meeting held on September 24, 2025, the Members approved the appointment of M/s Sunita Jyotirmoy & Associates, Practising Company Secretaries, having Peer Review Certificate No. 1021/2020 and Unique Identification Number (UIN) P2003OR014400, as the Secretarial Auditors of the Company for a term of five consecutive years commencing from April 01, 2025 and ending on March 31, 2030, pursuant to Regulation 24A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Accordingly, they shall conduct the secretarial audit of the Company for the financial years 2025-26 to 2029-30.

**Annual Secretarial Compliance Report:**

The Company has undertaken an audit for the Financial Year 2025-2026 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by CS Jyotirmoy Mishra Partner of M/s. Sunita Jyotirmoy & Associates has been submitted to the Stock Exchanges.

**Internal Auditors:**

M/s PR & Associates, Cost Accountants, Bhubaneswar, acted as the Internal Auditors of the Company for the Financial Year 2025-26 and conducted internal audits on a periodic basis. The Internal Auditors submitted their reports to the Audit Committee and the Board of Directors for review and consideration.

For the Financial Year 2026-27, M/s PR & Associates, Cost Accountants, Bhubaneswar, have been re-appointed as the Internal Auditors of the Company based on the recommendation of the Audit Committee and approval of the Board of Directors, pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

**Reporting of Frauds by Auditors**

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

**27. Report of Auditors**

**Statutory Auditors**

Our reply to the qualifications of Auditors: -

**Basis for Qualified Opinion on Standalone Financial Statements**

**a) Non-compliance with IND AS 115 – Revenue from Contracts with Customers, in the absence of relevant contract-wise records and underlying project documentation, contract-wise surplus/deficit on construction contracts has neither been ascertained nor recognised in compliance with Ind AS 115 'Revenue from Contracts with Customers'.**

**Company Reply:** The new management of the company has started the implementation of the resolution plan taking necessary steps to comply with IND AS-115, for the said purpose the Board of Directors appoint necessary manpower. In absence of the certain material information as the contract were related to the period of erstwhile management, the compliance of IND AS-115 could not be done.

During the work execution period there is escalation claim, revision of contact value, extension of completion period, etc due to which unpredictable variation in reliable estimation of revenue and cost. Also the allocation of combine operating overhead, Head office overhead and Financial Cost is not possible due to combine use or high swapping of resources, size of the Contracts. Hence financial implication of the qualification is not quantifiable.

**b) During the year, the Company has recognised certain arbitration claims as income in the Statement of Profit and Loss and as Claims Receivable under Other Financial Assets in the Balance Sheet. These claims are subject to arbitration proceedings whose outcome is uncertain and the receivability of the same is not established. In our opinion, such recognition is not in accordance with applicable Indian Accounting Standards for the following reasons:**

a. Under Ind AS 115, variable consideration including amounts subject to arbitration can be included in transaction price only when it is highly probable that a significant reversal of cumulative revenue recognised will not occur. The recognition of arbitration claims whose outcome is uncertain does not meet this threshold.

b. Under Ind AS 109, recognition of a financial asset requires an unconditional contractual right to receive cash. Most of the arbitration claims that are yet to be adjudicated and where the counterparty's liability is neither admitted nor determined by a competent authority do not qualify for recognition as financial assets.

c. Under Ind AS 37, such claims constitute contingent assets which are not to be recognised in financial statements until the inflow of economic benefits is virtually certain. Recognition of contingent assets is expressly prohibited under Ind AS 37 as it may result in recognition of income that may never be realised.

Consequently, in our opinion, the recognition of these arbitration claims to the tune of ₹ 70,831.96 Lakhs has resulted in overstatement of exceptional items in Profit and Loss, other financial assets and net worth of the Company as at 31st March, 2026. Had these claims been appropriately disclosed as contingent assets in accordance with Ind AS 37 instead of being recognised, the exceptional items, other financial assets and net worth of the Company would each have been lower to that extent.

**Company Reply:**

The new management has reviewed the Company's books of accounts for the period preceding the resolution plan's approval, alongside the ongoing arbitration proceedings. In alignment with the matching concept, revenue recognition for contract work performed earlier is crucial, as the corresponding expenses were already accounted for in prior periods, ensuring a true and fair view of the Company's financial performance.

Furthermore, the Company has received favorable order in a significant portion of these arbitration proceedings. These orders unequivocally affirms the Company's right to receive the awarded claim amounts. Based on comprehensive advice from legal consultants, who have evaluated the strength of this order and the financial capacity of the counterparty, management is virtually certain that the full amount of these claims will be recovered. Our legal advisors have provided a high probability assessment of successful collection, significantly surpassing the 'probable' threshold, thereby justifying immediate recognition in accordance with the principles of accrual accounting rather than contingent disclosure.

**c) The Company has classified a loan received from Ocean Capital Market Limited (Successful Resolution Applicant), a related party as at reporting date, as a "Secured Borrowing" in the Balance Sheet as at 31st March 2026 and has accrued interest thereon at 9% per annum. We report the following concerns:**

a. No security creation documents have been executed as at the balance sheet date and no charge has been registered with the Registrar of Companies.

b. The approved Resolution Plan sanctioned by the Hon'ble NCLT does not contemplate payment of interest on this loan. Accrual of interest at 9% per annum, although supported by loan sanction letter, creates a financial obligation beyond the scope of the approved Resolution Plan.

c. The requisite approvals for this related party transaction, including prior Audit Committee approval under Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, and Board /shareholder approval under Section 188 of the Companies Act, 2013, have not been demonstrated to us.

The above matters have resulted in incorrect classification of borrowings and incorrect recognition of interest expense to the tune of ₹ 1,122.76 Lakhs.

**Company Reply:**

The amount received by the Monitoring Committee was pursuant to the Resolution Plan, as approved by the Hon'ble NCLT vide its order dated 29 August 2025, and was duly recorded in the books of accounts.

Pursuant to the Resolution Plan, the entire security interest shall vest with the Successful Resolution Applicant (SRA), Ocean Capital Market Limited. However, the implementation of the Resolution Plan is under process. The matter was discussed in the Audit Committee Meeting as well as the Board Meeting. Consequently, the charge will be filed at the earliest.

With regard to the levy of interest, it is noted that while the NCLT order does not explicitly mention interest, the same is clearly stipulated in the sanction letter received from Ocean Capital Market Limited. The absence of a specific reference to interest in the NCLT order does not constitute a violation, nor does it imply that interest is not chargeable. Silence on the matter in the NCLT order cannot be construed as a waiver of interest, considering the terms of the sanction letter and the applicable provisions of the Companies Act, 2013. Accordingly, management has charged interest in accordance with the sanction letter issued by Ocean Capital Market Limited.

At the time of the related party transaction, i.e., the receipt of the loan pursuant to the Resolution Plan, there was neither a Board of Directors nor an Audit Committee in place, as the Company was under the control of the Resolution Professional, who was acting as the Chairman of the Monitoring Committee along with two members representative of the financial creditors. Subsequently, before the finalization of the financial statements for FY 2025-26, the Audit Committee and the Board of Directors duly considered and approved the aforesaid transaction.

**Basis for Qualified Opinion on Consolidated Financial Statements**

**a) Non-compliance with IND AS 115 – Revenue from Contracts with Customers, in the absence of relevant contract-wise records and underlying project documentation, contract-wise surplus/deficit on construction contracts has neither been ascertained nor recognised in compliance with Ind AS 115 'Revenue from Contracts with Customers'.**

**Company Reply:** The new management of the company has started the implementation of the resolution plan taking necessary steps to comply with IND AS-115, for the said purpose the Board of Directors appoint necessary manpower. In absence of the certain material information as the contract were related to the period of erstwhile management, the compliance of IND AS-115 could not be done.

During the work execution period there is escalation claim, revision of contact value, extension of completion period, etc due to which unpredictable variation in reliable estimation of revenue and cost. Also the allocation of combine Operating overhead, Head office overhead and Financial Cost is not possible due to combine use or high swapping of resources, size of the Contracts. Hence financial implication of the qualification is not quantifiable.

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**Company Reply:**

The new management has reviewed the Company's books of accounts for the period preceding the resolution plan's approval, alongside the ongoing arbitration proceedings. In alignment with the matching concept, revenue recognition for contract work performed earlier is crucial, as the corresponding expenses were already accounted for in prior periods, ensuring a true and fair view of the Company's financial performance.

Furthermore, the Company has received favorable order in a significant portion of these arbitration proceedings. These orders unequivocally affirms the Company's right to receive the awarded claim amounts. Based on comprehensive advice from legal consultants, who have evaluated the strength of this order and the financial capacity of the counterparty, management is virtually certain that the full amount of these claims will be recovered. Our legal advisors have provided a high probability assessment of successful collection, significantly surpassing the 'probable' threshold, thereby justifying immediate recognition in accordance with the principles of accrual accounting rather than contingent disclosure.

**c) The Company has classified a loan received from Ocean Capital Market Limited (Successful Resolution Applicant), a related party as at reporting date, as a "Secured Borrowing" in the Balance Sheet as at 31st March 2026 and has accrued interest thereon at 9% per annum. We report the following concerns:**

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b. The approved Resolution Plan sanctioned by the Hon'ble NCLT does not contemplate payment of interest on this loan. Accrual of interest at 9% per annum, although supported by loan sanction letter, creates a financial obligation beyond the scope of the approved Resolution Plan.

c. The requisite approvals for this related party transaction, including prior Audit Committee approval under Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, and Board/shareholder approval under Section 188 of the Companies Act, 2013, have not been demonstrated to us.

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Pursuant to the Resolution Plan, the entire security interest shall vest with the Successful Resolution Applicant (SRA), Ocean Capital Market Limited. However, the implementation of the Resolution Plan is under process. The matter was discussed in the Audit Committee Meeting as well as the Board Meeting. Consequently, the charge will be filed at the earliest.

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interest, considering the terms of the sanction letter and the applicable provisions of the Companies Act, 2013. Accordingly, management has charged interest in accordance with the sanction letter issued by Ocean Capital Market Limited.

At the time of the related party transaction, i.e., the receipt of the loan pursuant to the Resolution Plan, there was neither a Board of Directors nor an Audit Committee in place, as the Company was under the control of the Resolution Professional, who was acting as the Chairman of the Monitoring Committee along with two members representative of the financial creditors. Subsequently, before the finalization of the financial statements for FY 2025-26, the Audit Committee and the Board of Directors duly considered and approved the aforesaid transaction.

**28. Directors and Key Managerial Personnel**

Pursuant to commencement of the CIR Process, the powers of the Board of Directors of the Company were suspended and were exercised by the Resolution Professional / the Monitoring Committee, in accordance with the provisions of the Code / Approved Resolution Plan.

Pursuant to the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Cuttack Bench, under Section 31(1) of the Insolvency and Bankruptcy Code, 2016 vide Order dated August 29, 2025, the Monitoring Committee at its meeting held on September 29, 2025 approved the following appointments to the Board of Directors of the Company:

- Mr. Dipti Ranjan Patnaik (DIN: 00600887) was appointed as an Executive Director and designated as Chairman of the Company.
- Mr. Gopal Krishna Dash (DIN: 10776309) was appointed as the Managing Director of the Company. And he holds office up to September 28, 2028.
- Mr. T. K. Padmanaban (DIN: 11292264) was appointed as a Non-Executive Independent Director of the Company and he holds office up to 28 September 2030.
- Mrs. Payal Agarwal (DIN: 01617065) was appointed as a Non-Executive Independent Woman Director of the Company and she holds office up to 28 September 2030.

The reconstitution of the Company's Board on 29th September, 2025 also marked the vacation of office of the erstwhile Directors of the Company, namely, Mr. Subash Agarwal (DIN: 00218066 ), Mr. Rajesh Agarwal (DIN: 00217823), and Mr. Pareswar Panda (DIN: 07902468), in terms of the Resolution Plan read with Hon'ble NCLT Order dated 29th August, 2025.

The vacation of erstwhile director were noted before the Monitoring Committee through the Resolution Professional.

Further, the Board of Directors appointed Mr. Manoranjan Panigrahy (DIN: 11360139) as an Additional Director in the category of Non-Executive Independent Director with effect from October 31, 2025, by way of a resolution passed through circulation pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company.

Subsequently, the Members of the Company at the Extra-Ordinary General Meeting held on 09-12-2025, approved the appointment of Mr. Manoranjan Panigrahy (DIN: 11360139) as a Non-Executive Independent Director of the Company and he holds office up to 29th October, 2030.

The Board welcomes the Directors appointed during the year and places on record its appreciation for their guidance and contribution towards the affairs of the Company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Dipti Ranjan Patnaik (DIN: 00600887), Chairman & Executive Director, who was appointed pursuant to the

approval of the Monitoring Committee at its meeting held on September 29, 2025, is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

A detailed profile of Mr. Dipti Ranjan Patnaik along with additional information required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of the AGM.

Members may note that Mr. Gopal Krishna Dash, Managing Director, resigned from the office of Managing Director of the Company with effect from 11 August 2026. The Board of Directors placed on record its sincere appreciation for the valuable guidance and contributions made by Mr. Dash during his tenure with the Company.

Consequent to the above resignation, the Board of Directors, with a view to providing effective leadership and strategic direction to the Company, changed the designation of Mr. Dipti Ranjan Patnaik as the Chairman and Managing Director of the Company, subject to the approval of the Members.

The Board recommends the appointment of Mr. Dipti Ranjan Patnaik as Chairman and Managing Director of the Company for consideration and approval by the Members.

**29. Key Managerial Personnel**

Pursuant to the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with the Rules made thereunder, the following were the Key Managerial Personnel of the Company during the financial year under review:

a) Mr. Gopal Krishna Dash, Managing Director*

b) Mr. S. K. Pattanaik, Chief Financial Officer

c) Mr. Prakash Chhajer, Company Secretary & Compliance Officer*

Mr. Prakash Chhajer ceased to be the Company Secretary & Compliance Officer of the Company with effect from 27 April 2026. Subsequently, Mr. Rajendra Biswal appointed as the Company Secretary & Compliance Officer of the Company with effect from 23 July 2026.

*Mr. Gopal Krishna Dash ceased to be Managing Director w.e.f. 11th August 2026.

*Mr. Dipti Ranjan Patnaik was appointed as KMP of w.e.f. 14th August 2026.

**30. Declaration given by independent directors under sub-section (6) of section 149**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Listing Regulations.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

**31. Remuneration received by Managing / Whole- time Director from holding or subsidiary company**

Mr. Dipti Ranjan Patnaik (DIN: 00600887) Chairman and Executive Director and Mr. Gopal Krishna Dash (DIN: 10776309) Managing Director Company does not receive any profit related commission from the Company or any of the subsidiaries of the Company as prescribed under Section 197(14) of the Act. No other remuneration is received by him from the subsidiary company (ies). Details of executive compensation are contained in this annual report.

**32. Secretarial Standards**

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards with respect to meetings of the Board of Directors (SS-1)

and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

**33. Directors' Responsibility Statement**

Pursuant to the section 134 sub-section (3) clause (c) Directors confirm and state that -

(a) in the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable accounting standards read with requirements set out under Schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors had laid down internal financial controls and such internal financial controls are adequate and are operating effectively; and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**34. Code of Conduct**

The Code of Conduct (hereinafter referred to as 'Code') is applicable to all its Board Members and Senior Management Personnel of the Company. A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Resolution professional of the Company. All Board Members and Senior Management Personnel had affirmed compliance with the Code during the year and no violation of the same was reported. A declaration to the effect that all Board Members and Senior Management Personnel have complied with the Code during the financial year 2025-26, duly signed by Managing Director of the Company is herein below enclosed with Corporate Governance Report. The Code has also been posted on the Company's Web-site.

**35. Particulars of Employees (Rule 5(2), and 5(3)) and Managerial Remuneration (Rule 5(1)) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and under Section 197(12) of the act**

The total number of employees as on 31st March, 2026 stood at 571.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1), 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided as follows:

**(i) The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary during the financial year 2025-26 and ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26 are as under:**

| Sr. No. | Name of the Director/ KMP and designation | Remuneration of Director/ KMP for the FY 2025-26 (₹ in Lakhs) | % increase in remuneration in the FY 2025-26 | Ratio of remuneration of each Director/ to median remuneration of employees |
|---|---|---|---|---|
| 1 | Mr. Dipti Ranjan Patnaik, Chairman and Director | *300.00 | NA^ | NA^ |
| 2 | Mr. Gopal Krishna Dash, Managing Director | *12.00 | NA^ | NA^ |
| 3 | Mr. S. K. Pattanaik, Chief Financial Officer | 48.00 | 60.00% | Not Applicable |
| 4 | Mr. Prakash Chhajer, Company Secretary & Compliance Officer | 22.50 | 36.36% | Not Applicable |

*Above remuneration based on date of joining w.e.f. 29.09.2025

^The above Directors were appointed during the FY 2025-26, hence percentage increment in remuneration not applicable.

(ii) The median remuneration of employees of the company during the financial year was ₹ 1,82,400;

(iii) In the Financial year, there was no change in the median remuneration of employees;

(iv) There were 571 permanent employees on the rolls of Company as on March 31, 2026;

(v) During the financial year 2025-26, the average percentage increase in salary of the Company's employee, excluding the Key Managerial Personnel ('KMP') was 24.13% whereas there was an increment of 51.61% in the salary of KMPs during the year under review; and

(vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employee.

**THE INFORMATION REQUIRED UNDER SECTION 197 OF THE ACT READ WITH RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:**

| SL. NO | Name | Age In Years | Qualification | Date of Comencement of Employment | Designation | Remuneration (Amount ₹ in Lacs) | Total Experience (No. of yrs.) | Previous Employment (Designation) | Percentage of equity share held by employee in company |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Dipti Ranjan Patnaik | 76 | Graduate In Chemical Engineering | 29.09.2025 | Executive Director & Chairman | *300.00 | 45 | - | - |
| 2 | Mr. S .K. Pattanaik | 54 | M.Com, LLB, PGDM | 01.04.2015 | CFO | 48.00 | 23 | ARSS I.P.L. DF | 0.00005 |
| 3 | Mr. Rashmi Ranjan Singh | 52 | CA | 01.08.2007 | AVP-Finance & Accounts | 30.00 | 20 | ARSS I.P.L. - Financial Advisor | - |
| 4 | Mr. Surendra Kumar Khare | 59 | B.Tech Civil | 15.03.2012 | Vice President | 25.00 | 35 | - | - |
| 5 | Gopal Krishna Dash | 68 | Graduate | 29.09.2025 | Managing Director | *12.00 | 36 | State Bank of India (Rtd. DGM) | - |

| SL. NO | Name | Age In Years | Qualification | Date of Comencement of Employment | Designation | Remuneration (Amount ₹ in Lacs) | Total Experience (No. of yrs.) | Previous Employment (Designation) | Percentage of equity share held by employee in company |
|---|---|---|---|---|---|---|---|---|---|
| 6 | Mr. Prakash Chhajer | 44 | CS | 28.05.2019 | Company Secretary | 22.50 | 16 | Scan Energy & Power Limited | - |
| 7 | Mr. Sanjay Peshion | 57 | B.Tech.-Civil | 01.05.2016 | VP | 18.00 | 32 | Harishchandra India Ltd. – Additional GM | - |
| 8 | Mr. Kedar Gouri Padhy | 49 | DCE, B Tech Civil | 08.11.2017 | Project Manager | 15.00 | 20 | Reliance Industries Ltd. – Senior Manager | - |
| 9 | Mr.Khalasi Ravi Hasmukhlal | 40 | Diploma (Auto Mobile) | 19.07.2023 | Operation Head - MV | 15.00 | 17 | - | - |
| 10 | Mr. Pritish Dwibedy | 32 | B.Tech Electrical, MBA | 09.10.2024 | Manager | 14.50 | 7 | Manipal Health Enterprises Pvt. Ltd. Dy. Manager- | - |

**36. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178**

The Company has a policy for remuneration of Directors, Key Managerial Personnel and Senior Management Personnel as well as well-defined criteria for the selection of candidates for appointment to the said positions which has been approved by the Board. The Policy broadly lays down the guiding principles for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of Companies Act, 2013.

During the year under review, the reconstituted Board has reviewed and re-adopted the Nomination & Remuneration Policy in its meeting held on 10th February 2026. Salient features of this policy are enumerated in the Corporate Governance Report which forms part of the Annual Report. The above policy is available at the website of the Company at http://arssgroup.in/ArssPolicies.html

**37. Industrial Relation**

Employee relations continued to be cordial throughout the year. The whole-hearted support of employees and a sense of belongingness with the organization and solidarity with the management of the Company have helped to cope with the present challenges of the Company during the year.

**38. Adequacy of internal financial controls with reference to the Financial Statements**

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

Key elements of the Internal Control Systems has been provided & explained in MDA report attached with Director's Report.

**39. Annual Evaluation by the Board of Its Own Performance (Including Committees and Individual Directors)**

As the Company's Board of Directors was reconstituted by the Monitoring Committee on 29th September 2025, the Board Evaluation for the limited period of the financial year viz. from 29th September 2025 till 31st March 2026, was conducted as per recommendations of the Nomination & Remuneration Committee. In accordance with the

provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI Listing Regulations, a Board Evaluation Policy is in place for evaluation of the Chairperson, individual Directors, Committees and the Board.

A structured questionnaire developed by the Nomination & Remuneration Committee covering various aspects of the Board's functioning, Board culture, performance of specific duties by Directors and contribution to the Board proceedings was circulated to members of the Board for the financial year 2025-26. The Board as a whole, its Committees, the Chairperson and individual Directors were also separately evaluated in the Meeting of the Independent Directors held on 10 February 2026. The Meeting inter alia assessed the quality, quantity and timeliness of flow of information required for the Board to perform its duties properly. The entire Board, excluding the Director being evaluated, evaluated the performance of each Independent Director.

The Directors have expressed their satisfaction with the evaluation process conducted. Based on the findings from the evaluation process, the Board will continue to review its procedures, processes and effectiveness of Board's functioning, individual Director's effectiveness and contribution to the Board's functioning as well with a view to practicing the highest standards of Corporate Governance.

**40. Segment-wise performance:**

The Company is engaged in only one segment viz. Construction Business and as such there is no separate reportable segments as per IND AS -108 "Operating Segment."

**41. Independent Directors Meeting**

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on February 10, 2026, without the presence of Non-Independent Directors and members of the management. During the meeting, the Independent Directors reviewed the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company. The Independent Directors also assessed the quality, quantity and timeliness of the flow of information between the Management and the Board and expressed satisfaction with the effectiveness of the Board processes, governance framework and information-sharing mechanisms of the Company.

**42. Familiarisation Programme of Independent Directors**

In compliance with the requirements of SEBI Listing Regulations, the Company has put in place a familiarization program for Independent Directors to familiarize them with their role, rights and responsibility as Directors, the operations of the Company, business overview etc. The details of the familiarization program are explained in the Corporate Governance Report and the same is also available on the website of the Company.

**43. Particulars of Loans, Guarantees or Investments under Section 186**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**44. Particulars of Contracts or Arrangements with Related Parties Referred to in Sub-Section (1) of Section 188 in the Prescribed Form AOC-2**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. During the year, the Company had entered into contract / arrangement / transaction with related parties which are considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board is put up on the Company's website and can be accessed at http://arssgroup.in/PDF/ArssPolicy/Related%20Party%20Transaction%20Policy.pdf

All related party transactions are in compliance with Ind-AS 24, Section 188 and / or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are placed before the Audit Committee as also before the Board for approval. Prior omnibus approval of the Audit Committee was also sought for transactions which are of a foreseen and repetitive nature.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

Members may refer Note 60 to the Standalone Financial Statement which sets out related party disclosures pursuant to Ind AS 24.

The particulars of contracts entered into with related parties during the year as per Form AOC-2 is enclosed as **'Annexure - I'**.

**45. Compounding status**

During the earlier period, certain applications for compounding of offences had been filed by the Company before the Office of the Regional Director, Eastern Region, Kolkata, in respect of matters pertaining to the period prior to commencement of the Corporate Insolvency Resolution Process (CIRP).

Subsequently, pursuant to the approval and implementation of the Resolution Plan under the Insolvency and Bankruptcy Code, 2016, and in view of the change in the management and control of the Company, the provisions of Section 32A of the Insolvency and Bankruptcy Code, 2016 became applicable, subject to fulfilment of the conditions prescribed thereunder.

Accordingly, the Company is entitled to the statutory protection and immunity in respect of offences committed prior to the commencement of CIRP, to the extent provided under Section 32A of the Insolvency and Bankruptcy Code, 2016. Consequently, the aforesaid compounding proceedings, in so far as they relate to the liability of the Company for such prior offences and are covered by the immunity available under Section 32A, are liable to be discontinued/dropped in accordance with the applicable provisions of law.

The Company continues to comply with all applicable statutory requirements and shall extend necessary assistance and cooperation to the concerned authorities in respect of any investigation or proceedings relating to the period prior to commencement of CIRP, as may be required under law.

During the financial year under consideration, the Company had filed an application before Registrar of Companies, Cuttack for marking Form PAS-3 filed by the Company on 03-11-2025 vide SRN- AB8780166 as defective. the Registrar of Companies has approved the application vide its order dated 06-04-2026. Subsequently, the Board of Director of the Company has taken the necessary steps and filed the updated PAS-3 on 07-04-2026 vide SRN-AC2925810.

**46. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

During the year under review, the Company has taken adequate measures for conservation of energy and also has not gone for any technology absorption whatsoever in accordance with the provisions of sub - Section (3) (m) section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The Company has neither earned any income nor incurred any expenditure in foreign currency during the financial year ended 31st March, 2026.

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached to this report as **Annexure - II**.

## 47. Business risk management

Pursuant to the provisions of Regulation 21 of the Listing Regulations, the Company is not required to constitute a Risk Management Committee. The Company has however laid down procedures to inform Board members about the risk assessment and minimization procedures. The Company's management systems, organizational structures, processes, standards, code of conduct, Internal Control and Internal audit methodologies and processes that governs as to how the Company conducts its business and manages associated risks. The Company also has in place a Risk Management Policy to identify and assess the key risk areas. The Members of the Audit Committee monitors and reviews the implementation of various aspects of the Risk Management Policy. Major risks identified by the Company are systematically addressed through mitigating actions on a continuous basis. The Company has also adopted Risk Assessment, Minimization and Control Procedures.

## 48. Corporate Social Responsibility

The Corporate Social Responsibility Committee of the Board was reconstituted on 31 October, 2025.

The Corporate Social Responsibility Policy ("CSR Policy"), formulated in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, is available on the Company's website at:

http://arssgroup.in/PDF/ArssPolicy/Corporate%20Social%20Responsibility%20Policy.pdf.

The Company was not required to spend any amount towards Corporate Social Responsibility activities during the financial year 2025-26, as the provisions of Section 135 of the Companies Act, 2013 were not applicable owing to the losses incurred by the Company during the three immediately preceding financial years.

### i) Terms of reference:

The Committee formulates CSR Policy. The role of the Committee is as under:

a. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

b. Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy.

c. Monitor the CSR Policy of the Company and its implementation from time to time.

d. Such other functions as the Board may deem fit from time to time.

### ii) Composition, name of Members and attendance during the year:

The Corporate Social Responsibility Committee ("CSR Committee") has formed to formulate the CSR Policy and to take CSR initiatives in accordance with Section 135 read with Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policies) Rules, 2014.

**Corporate Social Responsibility Committee (CSR Committee)**

| | | |
|---|---|---|
| Mrs. Payal Agarwal | Chairperson | Independent Director |
| Mr. T. K. Padmanaban | Member | Independent Director |
| Mr. Manoranjan Panigrahy | Member | Independent Director |

### iii) No. of Meetings held during the year:

No meeting was held during the year under review.

**iv) Amount incurred on CSR activities during the year:**

Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014, (CSR Rules) makes it mandatory for certain companies who fulfill the criteria as mentioned under Sub Section 1 of Section 135 to comply with the provisions of Corporate Social Responsibility and accordingly company had constituted a CSR committee and has also adopted the CSR Policy for the company as approved by the committee.

Since the average of the last three years profit was in negative figures i.e. (₹ 11.43) crores loss, the company need not to incur any amount towards CSR in the FY 2025-26.

**A responsibility statement of the CSR Committee**

The CSR Committee has confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-
**Payal Agarwal**
(Chairperson CSR Committee)

**v) The web-link where Composition of CSR Committee:**

CSR Policy approved by the Board are disclosed on the website of the Company. The Composition of CSR Committee and CSR Policy of the Company are available on the Company's website and can be accessible at http://arssgroup.in/PDF/ArssPolicy/Corporate%20Social%20Responsibility%20Policy.pdf.

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure-III** hereto and forms part of this Report. Details of composition of CSR Committee and other relevant details have been provided in the Corporate Governance Report, which forms part of this Annual Report.

**49. Vigil Mechanism/ Whistle Blower Policy of the Company**

The Vigil Mechanism as envisaged in the Section 177 of the Companies Act, 2013, the Rules prescribed thereunder and the Regulation 22 of the Listing Regulations is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

Whistle Blower Policy of your Company is available on the Company's website and can be accessed in the Governance section at the Web-link http://arssgroup.in/PDF/ArssPolicy/Vigil%20Mechanism%20and%20Whistle%20Blower%20Policy.pdf

**50. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 / Internal Complaint Committee**

The Company has a detailed policy in place in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act"). Internal Complaints Committees ("ICC") have been set up to redress complaints received regarding sexual harassment and the Company has complied with provisions relating to the constitution of ICC under the Act. **the Company has put in place a Policy on Prevention of Sexual Harassment of women at Workplace available at** http://arssgroup.in/PDF/ArssPolicy/POSH_Policy.pdf. The objective of the policy is to prohibit, prevent and address issues of sexual harassment at the workplace. This policy has striven to prescribe a code of conduct for the employees and all employees have access to the Policy document and are required to strictly abide by it. All employees (permanent, contractual, temporary, trainees) are covered under this Policy and following are the details of complaints for FY 2025-26:

| Particulars | | Numbers |
|---|---|---|
| a. | Number of complaints of sexual harassment received in the year | NIL |
| b. | Number of complaints disposed off during the year | |
| c. | Number of cases pending for more than ninety days | |

**51. Compliance With The Maternity Benefit Act, 1961**

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and policies are in place to uphold the spirit and letter of the legislation.

**52. Share Capital.**

The Authorized Share Capital of the Company as at 31 March 2026 comprised 11,00,00,000 Equity Shares of ₹10 each as against 4,00,00,000 Equity Shares of ₹10 each as at 31 March 2025.

During the year the company in its EOGM held on 09-12-2025, the company has Reclassify and Increase in Authorized Share Capital of the company from INR 55,00,00,000 (Rupees Fifty-Five Crore only divided into 4,00,00,000 (Four Crore) Equity Shares of INR10/- each and 1,50,00,000 (One Crore Fifty Lakh) Preference Shares of INR10/- each, to INR110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of INR10/- each, by way of:

a. Reclassification of the existing 1,50,00,000 (One Crore Fifty Lakh) Preference Shares of INR 10/- each into Equity Share Capital, and

b. Creation of such additional Equity Share Capital as may be required to give effect to the revised structure of the Authorized Share Capital.

The Issued, Subscribed and Paid-up Equity Share Capital of the Company stood at 9,01,18,498 Equity Shares of ₹10 each fully paid-up as at 31 March 2026 as against 2,27,37,966 Equity Shares of ₹10 each fully paid-up as at 31 March 2025. During the year under review, 7,80,00,000 Equity Shares were issued and 1,06,19,468 Equity Shares were cancelled, resulting in the increase in the paid-up equity share capital.

The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. However, Pursuant to the Approved Resolution Plan, the Trading the Shares has been suspended on 4th September, 2025. The Listing Applications for newly allotted shares has been made to the Stock Exchange(s) which are under process.

**53. Policies**

The details of the Key Policies adopted by the Company can be accessed in the Governance section at the Web-link http://arssgroup.in/ArssPolicies.html

- **Remuneration policy**

  The Board has on the recommendation of the Nomination and Remuneration Committee framed and adopted the Policy for selection and appointment of directors, senior management and their remuneration. The Board recognizes that the various Committees of the Board have very important role to play to ensure highest standards of corporate governance. The remuneration policy is stated in the Corporate Governance Report.

- **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

  Pursuant to the amendments in the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 the Board of Directors of the Company has adopted new code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI") ("Fair Disclosure Code") incorporating a policy for determination of "Legitimate Purposes" as per Regulation 8 and Schedule A to the said regulations w.e.f. 1st April, 2019.

- **Whistle blower policy**

  The Company has adopted a Whistle Blower Policy through which the Company encourages its employees to bring to the attention of Senior Management, including Audit Committee, any unethical behavior and improper practices and wrongful conduct taking place in the Company. The details of the same is explained in the Corporate Governance Report and also posted on the website of the Company at the link http://arssgroup.in/PDF/ArssPolicy/Vigil%20Mechanism%20and%20Whistle%20Blower%20Policy.pdf

- **Code of Conduct to Regulate, Monitor and Report Trading by insiders**

  Pursuant to amendments in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company adopted the revised "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" as per Regulation 9 and Schedule B to the said regulations w.e.f. 1st April, 2019.

- **Policy for Determining Material Subsidiaries**

  Pursuant to amendments in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, the Company has adopted the revised "Policy for Determining Material Subsidiaries" for laying down a criterion for determining Material Subsidiaries and their governance as per Regulation 16(1)(c) to the said regulations w.e.f. 1st April, 2019.

  During the financial year 2025-26, ARSS Damoh Hirapur Tolls Private Limited was material subsidiary pursuant to Regulation 16 of SEBI Listing regulation.

**54. Insurance**

The Company's plant, property, equipment, vehicles and stocks are adequately insured against major risks. The Company has also taken Directors' and Officers' Liability insurance Policy to provide coverage against the probable liabilities arising on them.

**55. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof**

Not applicable during reporting period.

**56. Disclosure requirements:**

As per SEBI Listing Regulations, the Corporate Governance Report with the Certificate thereon issued by Practicing Company Secretary and the Management Discussion and Analysis Report are attached, which forms part of this report. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**57. Other Disclosures**

a. The Company does not have any scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/ Directors.

b. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

c. The Company has not issued sweat equity shares during the financial year under review.

d. None of Directors of the Company receive any remuneration or commission from any of its subsidiaries except sitting fees.

e. No fraud has been reported by the Auditors to the Audit Committee or the Board.

f. There has been no change in the nature of business of the Company.

g. The Company has not issued any warrants, debentures, bonds or any non-convertible securities during the year.

h. The Company has not bought back its shares, pursuant to the provisions of Section 68 of Act and the Rules made thereunder.

i. Except the implementation of the CIRP Process as per the Approved Resolution Plan as explained earlier:

- There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.
- There are no significant material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Annual Report.

**58. Green Initiatives & Acknowledgement :**

As a responsible corporate citizen, the Company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report etc. to Members at their e-mail address registered with the Depository Participants ("DPs") and RTAs. To support the 'Green Initiative', Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent ("RTAs")/Depositories for receiving all communications, including Annual Report, Notices, Circulars, etc., from the Company electronically.

Pursuant to the MCA Circular No. 09/2024 dated 19 September 2024 and SEBI Circular dated 03 October 2024, the Annual Report of the Company for the financial year ending 31 March 2026 including therein the Audited Financial Statements for the financial year 2025-26, will be sent only by email to the Members.

The Board together with Key Managerial Personnel would like to acknowledge and place on record their sincere appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers and members during the year under review. Your Directors also place on record their deep sense of appreciation for the committed services by the executives, employees at all levels.

Your Board appreciate and value the contribution made by every member of the ARSS family.

**For and on behalf of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Dipti Ranjan Patnaik** | **Payal Agarwal** |
| **Chairman and Managing Director** | **Independent Director** |
| **DIN:00600887** | **DIN: 01617065** |

**Place:** Bhubaneswar
**Dated:** August 14 2026

**Annexure - I**

**FORM AOC-2**

**(Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and**

**Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso for the FY 2025-26 is given below:**

**1. Details of contracts or arrangements or transactions not at Arm's length basis:**

| Sr. No. | Particulars | Details |
|---|---|---|
| (a) | Name (s) of the related party & nature of relationship | NIL |
| (b) | Nature of contracts/arrangements/transaction | NIL |
| (c) | Duration of the contracts/arrangements /transaction | NIL |
| (d) | Salient terms of the contracts or arrangements or transaction including the value, if any | NIL |
| (e) | Justification for entering into such contracts or arrangements or transactions | NIL |
| (f) | Date of approval by the Board | NIL |
| (g) | Amount paid as advances, if any | NIL |
| (h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | NIL |

**2. (a) Details of contracts or arrangements or transactions at Arm's length basis with Group Companies.**

(₹ In Lakhs)

| Sr. No. | Particulars | Details | | | | |
|---|---|---|---|---|---|---|
| (a) | Name (s) of the related party & nature of relationship | Shivam Condev Pvt. Ltd. (Enterprise in which key management personnel has significant influence)* | Shivam Condev Pvt. Ltd. (Enterprise in which key management personnel has significant influence)* | Shivam Condev Pvt. Ltd. (Enterprise in which key management personnel has significant influence)* | Balbhadra Developers Pvt. Ltd. (Enterprise in which key management personnel has significant influence)* | Balbhadra Developers Pvt. Ltd. (Enterprise in which key management personnel has significant influence)* |
| (b) | Nature of contracts/ arrangements/ transaction | Subcontract Receive | Consultancy | Crusher Rent | Consultancy | Subcontract Given |
| (c) | Duration of the contracts/ arrangements /transaction | Ongoing | Ongoing | Ongoing | Ongoing | Ongoing |
| (d) | Salient terms of the contracts or arrangements or transactions including the value , if any | 91.88 | 47.77 | 35.00 | 0 | 555.08 |
| (e) | Date of approval by the Members / date of approval by the Board | 10.11.2025 | 10.11.2025 | 10.11.2025 | 10.11.2025 | 10.11.2025 |
| (f) | Amount paid as advance, if any | Nil | Nil | Nil | Nil | Nil |

***The above parties are ceased as related party from 29.08.2025 as the new management came into force as per NCLT Order.**

**(b) Details of contracts or arrangements or transactions at Arm's length basis with Joint Ventures**

(₹ In Lakhs)

| Sl. No. | Particulars | Details | |
|---|---|---|---|
| (a) | Name (s) of the related party & nature of relationship | ARSS-SNKI JV | ARSS-ROYAL JV |
| (b) | Nature of contracts/ arrangements/ transaction | Technical Charges Received | Sub contract received |
| (c) | Duration of the contracts/ arrangements /transaction | Ongoing | Ongoing |
| (d) | Salient terms of the contracts or arrangements or transactions including the value , if any | 0.17 | 1652.62 |
| (e) | Date of approval by the Members / board) | 10.11.2025 | 10.11.2025 |
| (f) | Amount paid as advance, if any | Nil | Nil |

**(c). Details of Remuneration to Directors / their relatives (at place of profit)**

(₹ In Lakhs)

| Sl. No. | Particulars | Details | |
|---|---|---|---|
| (a) | Name (s) of the related party & nature of relationship | Mr. Dipti Ranjan Patnaik (Chairman) | Gopal Krishna Dash (Managing Director) |
| (b) | Nature of contracts/ arrangements/ transaction | Remuneration | Remuneration |
| (c) | Duration of the contracts/ arrangements /transaction | Ongoing | 3 Yrs |
| (d) | Salient terms of the contracts or arrangements or transactions including the value , if any | 293.55 | 11.74 |
| (e) | Date of approval by the Members | 09.12.2025 | 09.12.2025 |
| (f) | Amount paid as advance, if any | Nil | Nil |

**For and on behalf of the Board of Directors**

**Sd/-**
**(Dipti Ranjan Patnaik)**
**Chairman**
**(DIN: 00600887)**

**Sd/-**
**(Gopal Krishna Dash)**
**Managing Director**
**(DIN: 10776309)**

**Place:** Bhubaneswar
**Dated:** 30th May, 2026

**Annexure - II**

**Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

[*Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014*]

**A. Conservation of Energy**

1. The steps taken or impact on conservation of energy;

   During the financial year under review, the Company successfully exited the Corporate Insolvency Resolution Process (CIRP) and was primarily focused on the revival and stabilization of its business operations. Accordingly, no specific measures or initiatives relating to the conservation of energy were undertaken during the year.

2. The steps taken by the company for utilising alternate sources of energy;

   As the Company had recently exited CIRP and was in the process of reviving its operations, no steps were taken towards the utilization of alternate sources of energy during the financial year.

3. The capital investment on energy conservation equipment:

   During the financial year under review, the Company did not make any capital investment in energy conservation equipment, as its primary focus remained on the revival and restructuring of business operations following its exit from CIRP.

**B. Technology Absorption**

1. The efforts made towards technology absorption:

   During the financial year under review, no specific efforts were made towards technology absorption, as the Company was primarily engaged in the revival of its operations.

2. The benefits derived like product improvement, cost reduction, product development or import substitution: NA

**3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

| The details of technology imported | The year of import | Whether the technology been fully absorbed | If not fully absorbed, areas where absorption has not taken place, and the reasons thereof |
|---|---|---|---|
| | | NA | |

a) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; NA. And

**4. Expenditure incurred on research and development:**

| Particulars | Current Year 2025-26 | Previous Year 2024-25 |
|---|---|---|
| | Nil | |

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of foreign exchange earnings and outgo during the period under review as under:

| Particulars | FY 2025-26 | FY 2024-25 |
|---|---|---|
| Foreign Exchange earnings | Nil | Nil |
| Foreign Exchange outgo | Nil | Nil |

**For and on behalf of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Dipti Ranjan Patnaik** | **Payal Agarwal** |
| **Chairman and Managing Director** | **Independent Director** |
| **DIN:00600887** | **DIN: 01617065** |

**Place:** Bhubaneswar
**Dated:** 14th August, 2026

**Annexure - III**

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2025-26

*[Report on Corporate Social Responsibility as per Rule 8 of the Companies (Corporate Social Responsibility) Rule, 2014]*

**1. Brief outline on CSR Policy of the Company**

The CSR policy of the Company has been formulated and adopted in terms of Section 135 of the Companies Act, 2013 and the Rules made thereunder. ARSS Infrastructure Projects Limited as a responsible corporate entity undertakes CSR measures for creating a positive economic, social and environmental impact to transform lives of the people of the community in which it operates. The CSR Policy of ARSS IPL aims to achieve, consolidate and strengthen Good Corporate Governance including socially and environmentally responsible business practices that balance financial profit with social well-being. The Company endeavour to carry out various CSR activities and comprehends the need for promoting healthcare, education, environmental sustainability and relief rehabilitation services to the society. The activities which the company includes in their CSR Policy is governed by Schedule VII of the Companies Act, 2013 read with all the enactments, amendments and modifications made by the relevant regulatory authorities.

**2. Composition of CSR Committee**

Pursuant to Section 135(9) of the Companies Act, 2013, a company is not required to constitute a Corporate Social Responsibility (CSR) Committee where the amount required to be spent towards CSR activities under Section 135(5) does not exceed ₹ 50 lakh. In such cases, the functions of the CSR Committee are discharged by the Board of Directors.

However, ARSS Infrastructure Projects Limited has voluntarily constituted a Corporate Social Responsibility (CSR) Committee, comprising the following members:

**Corporate Social Responsibility Committee (CSR Committee)**

| | | |
|---|---|---|
| Mrs. Payal Agarwal | Chairperson | Independent Director |
| Mr. T. K. Padmanaban | Member | Independent Director |
| Mr. Manoranjan Panigrahy | Member | Independent Director |

**3. Web-link where Composition of CSR committee, CSR Policy and CSR projects* for FY26 approved by the Board are disclosed on the website of the Company:**

http://arssgroup.in/PDF/ArssPolicy/Corporate%20Social%20Responsibility%20Policy.pdf

Since the Company did not meet the average net profit criteria prescribed under Section 135 of the Companies Act, 2013, the CSR Committee did not identify any CSR projects during the year.

**4. Details of Impact Assessment of CSR Project carried out in presence of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rule, 2014, if applicable:**

Not applicable, as the Company does not have average CSR obligation of ₹10 Crore or more in pursuance of Section 135(5) of the Companies Act, 2013 in the three immediate preceding financial years.

**5.** a. Average net profit of the company as per sub-section (5) of Section 135: ₹ (11.43) Crore

b. Two percent of average net profit of the company as per section 135(5) - Nil

c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years - Nil

d. Amount required to be set off for the financial year – Nil.

e. Total CSR obligation for the financial year – Nil

**6.** (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : Nil

(b) Amount spent on Administrative Overheads: Nil

(c) Amount Spent on Impact Assessment, if applicable: N.A.

(d) Total amount spent for the Financial Year [(a) + (b) +(c)]: Nil

(e) CSR Amount spent or unspent for the Financial Year

| Total Amount | Amount Unspent |
|---|---|
| Spent for the Financial | Total Amount transferred to Unspent CSR Account as per Section 135(6) |
| Year 2025-26 (₹) | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) Amount Date of Transfer Name of Fund Amount Date of Transfer |
| Nil | Not Applicable |

(f) Excess amount for set-off, if any:

| S. No. | Particular | Amount in ₹ |
|---|---|---|
| 1. | Two percent of average net profit of the Company as per Section 135(5) | Nil |
| 2. | Total amount spent for the Financial Year | Nil |
| 3. | Excess Amount spent for the Financial Year [(ii)-(i)] | Nil |
| 4. | Surplus arising out of the CSR projects or programmes or activities of the Previous FY, if any | Nil |
| 5. | Amount available for set off in succeeding FY [(iii)-(iv)] | Nil |

**7.** Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: N.A.

**8.** Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

**9.** Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of Section 135: N.A.

**For and on behalf of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Dipti Ranjan Patnaik** | **Payal Agarwal** |
| **Chairman and Managing Director** | **Independent Director** |
| **DIN:00600887** | **DIN: 01617065** |

**Place:** Bhubaneswar
**Dated:** 14th August, 2026

# Report on Management Discussion and Analysis

In accordance with 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 the corporate debtor, i.e., ARSS Infrastructure Projects Limited ("Company") under the provisions of the Insolvency and Bankruptcy Code, 2016 (the "Code"). An Interim Resolution Professional ("IRP") was appointed to manage the affairs of the Company who was later confirmed to be the Resolution Professional ("RP").

Upon appointment of the IRP / RP, the powers of the Board of Directors stood suspended. Pursuant to its order dated 30th November , 2021 ("NCLT Order"), the Adjudicating Authority approved the Resolution Plan ("Approved Resolution Plan") submitted by Ocean Capital Market Limited ("Successful Resolution Applicants") for the Company under Section 31 of the Code.

In accordance with the provisions of the Code and the NCLT order, the Approved Resolution Plan is binding on the corporate debtor and its employees, members, creditors, guarantors, and other stakeholders involved in the resolution plan.

As per the Approved Resolution Plan, during the period between the NCLT Approval Date (as defined in the Approved Resolution Plan) and the Closing Date (as defined in the Approved Resolution Plan) ("Interim Period"), a 4-member Monitoring Committee ("MC") was formed with Mr. Uday Narayan Mitra, the erstwhile Resolution Professional as its Chairman and two representatives each from the CFM Asset Reconstruction Private Private Limited and Invent Assets Securitisation & Reconstruction Pvt. Ltd., Financial Creditors and one representative of SRA and the Erstwhile Resolution Professional to manage the affairs of the Company as a going concern and supervise the implementation of the Resolution Plan.

The powers of the Board of Directors continued to remain suspended as per the terms of the Approved Resolution Plan. During the CIR Process, the RP was entrusted with the management of the affairs of the Company. The Monitoring Committee, at their meeting held on 29th September, 2025, *interalia*, reconstituted the Board of Directors of the Company ("Reconstituted Board") and after full and final payment to the Financial Creditors of the Company, on 8th October, 2025, the Monitoring Committee handed over the operational control of the organization to the Board and Monitoring Committee stood dissolved. The Company has since been operating under the superintendence and control of its Board of Directors.

The reconstituted Board of Directors of the Company is submitting this Report in compliance with the provisions of the Companies Act, 2013, the rules and regulations framed thereunder ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"). The Reconstituted Board is not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company and performance of the management for the period prior to its reconstitution.

## I. Industry Scenario

### Global Economy

FY 2025-26 was a defining year from a global economic perspective. The fiscal year witnessed significant developments across three critical fronts: trade, technology and geopolitics. The year began with a sharp escalation in trade policy following the USA's announcement of 'Liberation Day' tariffs on April 2, 2025. This was followed by a period of heightened uncertainty, with tariffs on certain trading partners rising to as high as 50% and reciprocal tariffs imposed on US goods by several countries. Although the US Supreme Court struck down select tariffs, the overall effective US tariff rate averaged around 10%, with bilateral tariffs for key partners like

China, India and others ranging from 15% to over 50%, signalling the end of the prolonged phase of low global tariffs.

Alongside this, the year witnessed a significant acceleration in technological disruption, driven by rapid advancements in AI. While this technological advancement supported investment, particularly in AI-linked capex, it also introduced new uncertainties, with concerns emerging about labour displacement, especially in services.

Meanwhile, the prolonged Russia-Ukraine conflict continued to weigh on global trade and economic stability. Geopolitical tensions further intensified this year, culminating in a direct confrontation involving the US, Israel and Iran. The conflict disrupted the global supply chains, including the temporary closure of the Strait of Hormuz. This drove a sharp rise in crude oil prices and shipping costs, adding to global volatility and complicating the inflation outlook. More importantly, the sheer unpredictability of these prolonged conflicts has induced a pervasive sense of caution in global capital markets. Foreign direct investment (FDI) flows and sovereign funding for large-scale cross-border infrastructure projects have faced significant delays as investors retreat to safer assets.

Against this backdrop, global growth is projected at 3.1% in 2026, compared with 3.4% in 2025, before improving marginally to 3.2% in 2027, according to the International Monetary Fund (IMF) World Economic Outlook (April 2026). However, growth trends remained uneven across regions. Advanced Economies are projected to grow by 1.8% in 2026, down from 1.9% in 2025, and further moderate to 1.7% in 2027, reflecting weak industrial activity, tighter financial conditions and subdued consumer demand. Emerging Market and Developing Economies are projected to grow by 3.9% in 2026 compared with 4.4% in 2025, before recovering to 4.2% in 2027, supported by domestic demand resilience and easing financial conditions in select markets.

Global headline inflation is projected to increase from 4.1% in 2025 to 4.4% in 2026, before moderating to 3.7% in 2027. The increase is primarily attributable to elevated energy prices, supply chain disruptions and trade-related cost pressures arising from heightened geopolitical and trade uncertainties.

**Outlook:**

Looking ahead, some of these pressures are likely to ease as geopolitical tensions stabilise, though they may not fully subside, allowing supply-side constraints to gradually unwind. At the same time, the benefits of AI adoption are expected to increasingly translate into productivity gains, supporting medium-term growth. However, risks remain, particularly if supply shocks begin to transmit into broader demand weakness globally. In this context, the policy response, reforms and balance sheet resilience will be critical in determining the global growth trajectory.

**Indian Economy:**

Amidst the geopolitical uncertainty and global economic volatility, India retained its position as the world's fastest-growing major economy, with GDP growth rising to 7.6% in FY 2025-26 from 7.1% in FY 2024-25, highlighting the strength of domestic demand and structural reforms in driving economic expansion, according to the Second Advance Estimates published by MoSPI in February 2026, based on the new series with base year 2022-23. Overall economic performance in FY 2025-26 was primarily due to robust real growth observed in Q2 (8.4%) and Q3 (7.8%). Growth momentum during the fiscal year was supported by strong domestic consumption demand, rising infrastructure investment and expanding services activity across sectors such as finance, digital services and logistics. According to the new series with base year 2022-23, the real GDP growth has been revised to 7.2% and 7.1%, respectively, during FY 2023-24 and FY 2024-25.

Inflationary pressures moderated significantly during the year, supported by easing food prices, improved supply conditions and policy measures aimed at maintaining macroeconomic stability. Average headline Consumer Price Index (CPI) inflation for April-December 2025 declined to 1.7%, while recent MoSPI data indicated 3.4% CPI inflation in March 2026, reflecting that inflation moderated during the first nine months of the year but witnessed an uptick in the last quarter. The Reserve Bank of India's Monetary Policy Committee (MPC), in its meeting held on April 8, 2026, projected CPI inflation at 4.6% for FY 2026-27.

In response to the easing inflationary environment, the RBI's Monetary Policy Committee (MPC) cumulatively reduced the repo rate by 100 basis points during its meetings from April to December 2025. In its latest MPC meeting on 8th April, 2026, the RBI kept the repo rate unchanged and maintained a neutral stance, reflecting the balancing act required amid evolving macroeconomic conditions, particularly geopolitical uncertainties and global supply chain disruptions.

**GDP Growth**

As per the Second Advance Estimates (base year 2022–23), real GDP grew at 7.6% in FY26, up from 6.5% in the previous year. Nominal GDP stood at ₹357.14 lakh crore, reflecting 8.0% growth. Private Final Consumption Expenditure grew by 7.0%, while Gross Fixed Capital Formation expanded by 7.8%. The construction sector recorded healthy GVA growth of 7.2%, supported by continued government infrastructure spending and rising private sector investments.

**Inflation And Purchasing Power**

Headline CPI inflation moderated sharply to an average of 1.7% in the second quarter of FY26 — the lowest since the current series began. Full-year CPI inflation for FY26 is estimated at 3.5%, well within the RBI's comfort zone. This benign inflation has meaningfully improved real household incomes and eased cost pressures for industries.

**Outlook:**

Following a year marked by major structural reforms, particularly labour laws and GST simplification, India enters FY 2026-27 with a relatively stronger growth path. A diversified consumption base, sustained government capital expenditure, resilient services activity and continued support towards the manufacturing ecosystem are expected to support economic growth in the range of 6.8% to 7.2% during FY 2026-27, as projected in the Economic Survey 2025-26.

in FY 2025-26 (RE), reflecting a 9% year-on-year increase. Including grant-in-aid for the creation of capital assets, the effective capital expenditure budgeted for the current year stands at a record ₹17.1 lakh crores. The allocation will support both ongoing and new infrastructure projects, particularly in highways, railways and urban transport, including metro networks. This sustained capex push is expected to generate multiplier effects across manufacturing, logistics, trade and urban development. The expanding public investment pipeline is also likely to provide long-term visibility for developers, EPC contractors, private equity investors and infrastructure lenders.

**Indian Infrastructure Industry**

India's infrastructure sector continues to remain one of the most important pillars of the country's economic growth, with sustained investments across roads, railways, urban infrastructure, logistics, energy, water, digital infrastructure and industrial corridors. The sector acts as a direct catalyst for construction activity while also enabling allied sectors such as manufacturing, logistics, housing, real estate and urban development. India's infrastructure development agenda is increasingly moving from asset creation alone to integrated, multi-modal and productivity-led infrastructure creation.

**India's Next Growth Engine: Infrastructure Expansion At Massive Scale**

The Government's continued focus on infrastructure-led growth is reflected in the scale of planned investments. India is expected to spend nearly ₹143 lakh crore on infrastructure over seven fiscals through 2030, more than double the approximately ₹67 lakh crore spent in the previous seven-year period. Infrastructure investment is also expected to increase from 5.3% of GDP in FY24 to 6.5% of GDP by FY29, reflecting the sector's central role in India's long-term growth agenda.

The National Infrastructure Pipeline, PM Gati Shakti National Master Plan, National Logistics Policy, Bharatmala Pariyojana, metro rail expansion and railway modernisation are together reshaping India's infrastructure landscape. The NIP project count has expanded to 9,142 projects across 34 sub-sectors, with under-development projects carrying an estimated investment of US$ 1.9 trillion. Nearly half of these projects are in the transportation sector, with roads and bridges remaining a major sub-segment.

Roads and railways continue to be among the largest opportunity areas. India's National Highways network expanded to 1,46,342 km in FY25, with 10,660 km constructed during the year. Indian Railways also recorded freight loading of over 1.61 billion tonnes in FY25, reflecting continued growth in logistics and freight movement. India's logistics market is projected to grow from ₹19,53,732 crore in 2024 to ₹36,73,530 crore by 2033, at a CAGR of 6.5%.

Urban infrastructure is emerging as the next large growth frontier. India's metro rail network has expanded significantly, with operational networks across multiple cities and further expansion underway. Alongside mass transit, the growing requirement for water, sanitation, waste management, urban mobility, drainage, flood management and climate-resilient infrastructure is expected to create sustained opportunities for engineering and construction companies.

For companies such as ARSS Infrastructure Projects Limited, the operating environment remains structurally favourable. The thrust on transportation, bridges, railway infrastructure and urban infrastructure, a strong medium to long-term project pipeline. However, execution quality, working capital discipline, timely clearances, commodity price movement and competitive bidding intensity will continue to influence sector performance.

**Global Construction Sector**

Global construction activity is expected to regain modest momentum in 2026 following a slowdown in 2025. The global construction industry is expected to grow by 2.7% in real terms in 2026, compared with 1.8% growth in 2025, supported by stabilising economic conditions and continued infrastructure investment in certain markets. The value of the global construction industry is projected to increase from USD 6.24 trillion in 2025 to USD 6.66 trillion in 2026, reflecting steady expansion across both developed and emerging economies, according to BMI Research, Fitch Solutions.

Despite the projected statistical recovery, the global construction industry continues to suffer under the weight of ongoing geopolitical conflicts and regional wars. The prolonged hostilities in Eastern Europe and the Middle East have fragmented established supply chains and induced significant volatility in global commodity markets. Consequently, the industry is grappling with inflated prices for critical raw materials, reduced availability of petroleum and related products, alongside elevated cross-border freight costs.

Furthermore, the geopolitical uncertainty has forced both public sponsors and private developers to adopt a cautious approach toward capital expenditure. For international EPC contractors, this environment translates into a challenging operating landscape characterized by elongated project award cycles, heightened execution risks, and compressed operating margins.

The Asia-Pacific region, which accounted for 39.5% of the global construction market in 2024, is expected to witness a recovery in construction activity, with growth forecast to reach 3.5% in 2026, up from 1.5% in 2025. Sub-Saharan Africa is projected to remain one of the fastest-growing construction markets, with growth accelerating to 5.4% in 2026 from 4.2% in 2025, supported by investments in transport infrastructure, energy and urban development. Construction growth in Latin America is expected to improve to 2.1% in 2026, compared with 1.4% in 2025, while Europe is forecast to record a gradual recovery with growth rising to 2.1% in 2026 from 1.8% in 2025.

Major infrastructure markets will continue to shape global construction demand. China and the United States are expected to remain the world's largest construction markets, although both face structural challenges that could moderate infrastructure investment in the medium term. India is emerging as a key global infrastructure growth centre, supported by policy initiatives and sustained public investment in transport networks, logistics, urban development and industrial corridors.

In Southeast Asia, the ASEAN region is expected to remain one of the fastest-growing infrastructure markets, led by strong construction activity in Indonesia, the Philippines and Vietnam, where governments are prioritising transport networks, energy infrastructure and urban development to support long-term economic growth.

**India Infrastructure Sector**

India's construction sector remains a critical pillar of economic growth, contributing nearly 9% to the country's GDP and serving as a key enabler of investment, employment and industrial expansion. The sector has transitioned from incremental capacity addition to large-scale, execution-led development, supported by sustained public capital expenditure, policy continuity and improving project delivery capabilities.

The Government's infrastructure push continues to anchor this momentum, with a record capital expenditure outlay of ₹12.2 lakh crores in FY 2026-27 reflecting a strong drive toward public investment. Flagship programmes such as PM Gati Shakti and the second phase of National Monetisation Pipeline (NMP 2.0) have strengthened project planning, improved inter-agency coordination and unlocked value from existing assets. Reforms in public-private partnership (PPP) frameworks, the growth of Infrastructure Investment Trusts (InvITs) and the proposed Infrastructure Risk Guarantee Fund are enhancing private sector participation. Furthermore, the government is stepping up efforts to attract greater participation from insurers and pension funds, aiming to unlock stable pools of long-term domestic capital. This is expected to deepen financing avenues and support sustained infrastructure investment over the medium term.

Infrastructure development remains concentrated across key segments, including transport, logistics and urban infrastructure. Investments in highways, high speed rail, dedicated freight corridors, rail corridors, metro systems, ports, inland waterways and logistics parks are driving improvements in connectivity and supply chain efficiency, reducing logistics costs and enhancing India's global competitiveness. This long-term growth trajectory is further reinforced by underlying structural drivers. Rapid urbanisation and expansion of industrial and manufacturing ecosystems are accelerating the demand for urban transport, housing, water, and social infrastructure across Tier-1, Tier-2, and Tier-3 cities

Despite this robust macroeconomic backdrop and strong project pipeline, the infrastructure sector faces near-term ground realities and operational headwinds. Global geopolitical conflicts continue to induce supply chain disruptions and volatility in raw material costs, creating uncertainties that can impact project execution.

Furthermore, the domestic project awarding landscape is undergoing a transition, with a growing emphasis on PPP models, such as Hybrid Annuity Model (HAM) and Build-Operate-Transfer (BOT). While this shift effectively attracts private capital and optimizes risk sharing, this has led to a temporary moderation in the pace of new EPC project awards. In addition, certain segments of the infrastructure industry are experiencing heightened competitive intensity with aggressive bidding by newer entrants in technically challenging projects. In this dynamic environment, maintaining strict bidding discipline, focusing on complex projects with higher entry barriers, and ensuring robust supply chain management remain critical to protecting margins and ensuring sustainable growth.'

**Union Budget 2026-27: Infrastructure Push**

The Union Budget 2026-27 reinforced infrastructure as a central pillar of India's economic growth strategy. The Government increased the capital expenditure allocation for FY27 to ₹12.2 lakh crore, equivalent to nearly

3.1% of GDP, continuing the strong public investment momentum built over the past decade. The sustained focus on infrastructure spending reflected the Government's intent to strengthen economic activity, improve logistics efficiency and enhance long-term competitiveness.

The Budget placed significant emphasis on Urban and regional infrastructure development also remained a key focus area. The Budget introduced the concept of City Economic Regions (CERs) across Tier-2 and Tier-3 cities, supported by an outlay of ₹5,000 crore per CER over five and Infrastructure Risk Guarantee Fund (IRGF) to provide partial credit guarantees to mitigate early-stage construction risks and boost private sector participation. In addition, seven high-speed rail corridors connecting major economic centres were proposed to improve regional connectivity and facilitate economic decentralisation. These initiatives were expected to support urbanisation, industrial growth and regional infrastructure development across emerging economic hubs.

The Budget also focused on improving private sector participation and long-term financing mechanisms for infrastructure development. Measures such as the proposed Infrastructure Risk Guarantee Fund and monetisation of CPSE real estate assets through REIT structures were introduced to improve capital mobilisation and enhance investor participation in infrastructure assets.

## II. Company Overview

The Company carries out civil and infrastructure projects, Railways, Highways, flyovers, Irrigation works etc. Ocean Capital Market Limited promoted by Mr. Dipti Ranjan Patnaik, the renowned figure of Odisha has submitted the Resolution Plan to revive the Company and the Resolution Plan has been approved by the Hon'ble NCLT, Cuttack vide its order dated 29-Aug-2025

After takeover of the Company, the new Management has started to implement the Resolution Plan and work aggressively towards revival of the company. Post CIRP the Company has received a new work order in tune to ₹ 712.42 Crore.

### 1. Business Development At Arss

The Company has secured the following contracts (work order) during the financial year 2025-26

**a. At Koraput:** Improvement such as widening and strengthening of Semiliguda-Mathalput-Kakirigumma Road (Damanjodi-Kakirigumma) from Km 12/500 to Km 31/160 in the District of Koraput under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 19,34,00,319/- (Rupees Nineteen Crore Thirty-Four Lakh Three Hundred Nineteen Only) vide Order dated 23.10.2025.

**b. At Kandhamal:** Improvement such as widening and strengthening of K. Nuagaon PWD Road to Bhrungijodi via Sainpada and Daungia from Km 0/000 to Km 13/700 in the District of Kandhamal under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 19,49,98,861/- (Rupees Nineteen Crore Forty-Nine Lakh Ninety-Eight Thousand Eight Hundred Sixty-One Only) vide Order dated 23.10.2025.

**c. At Boudh:** Improvement such as widening and strengthening of Harbhanga via Kusangam-Block Boundary near Banigochha joining NH-57 (Harbhanga-Kusanga-Mahalikpada-Jabar-Talagaon-Gandapaju Road to NH-57 at Banigochha) from Km 0/000 to Km 24/160 in the District of Boudh under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 39,55,57,204/- (Rupees Thirty-Nine Crore Fifty-Five Lakh Fifty-Seven Thousand Two Hundred Four Only) vide Order dated 23.10.2025.

**d. At Boudh:** Improvement such as widening and strengthening of Telibandha-Barapuduga Road (ODR) from Km 0/000 to Km 4/350 and Km 4/850 to Km 17/128 in the District of Boudh under State Plan. Regarding

acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 25,38,25,541/- (Rupees Twenty-Five Crore Thirty-Eight Lakh Twenty-Five Thousand Five Hundred Forty-One Only) vide Order dated 23.10.2025.

e. **At Boudh:** Improvement of Dholpur-Harbhanga Road from Km 0/000 to Km 2/750 in the District of Boudh under State Plan. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 27,73,08,350/- (Rupees Twenty-Seven Crore Seventy-Three Lakh Eight Thousand Three Hundred Fifty Only) vide Order dated 23.10.2025.

f. **At Daspalla:** Construction of Bypass Road to Daspalla Town from Km 195/250 to Km 200/635 of NH-57 in the State of Odisha on EPC Mode. Regarding acceptance and execution of a Sub-Contract Work Order having a contract value of ₹ 33,00,55,312/- (Rupees Thirty-Three Crore Fifty-Five Thousand Three Hundred Twelve Only) vide Order dated 23.10.2025.

g. **At Khategaon-Budni:** Construction of Major Bridges and Road Under Bridges for Electrical New BG Railway Line (Package-III) between Khategaon and Budni Stations in Bhopal Division of West Central Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 122,63,13,600/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

h. **At Barabanki-Malhaur:** Provision of 3rd and 4th Line including Electrification and Signalling Works between Barabanki and Malhaur Stations on Lucknow Division of Northern Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 16,53,66,813/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

i. **At Barabanki-Malhaur:** Provision of 3rd and 4th Line including Electrification and Signalling Works between Barabanki and Malhaur Stations on Lucknow Division of Northern Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 18,21,02,623/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

j. **At Barabanki-Malhaur:** Provision of 3rd and 4th Line including Electrification and Signalling Works between Barabanki and Malhaur Stations on Lucknow Division of Northern Railway. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 32,82,72,408/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

k. **At Jajpur:** Improvement, widening and strengthening of Sarasada-Salaba via Bandolo to Barundei Makundapur Road and P.K. Mahavidyalaya-Barundei to Tarakote-Purbakote Road under State Plan. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 37,36,62,764/- on back-to-back basis excluding GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

l. **At Kalipahari-Pradhankhuta:** Execution of earthwork, blanketing, bridges, RUBs, ROBs, P.Way works and allied works in connection with construction of Multi-Tracking Railway BG Line. Regarding acceptance and execution of Sub-Contract Work Order valued at ₹ 202,34,39,621/- on back-to-back basis including GST and 5% commission towards technical charges payable to the main contractor, vide Order dated 24.10.2025.

m. **At Dasapalla-Purunakatak:** Design, Supply, Erection, Testing and Commissioning of 25 KV OHE in the New Railway Line between Dasapalla (Excl.) and Purunakatak (Excl.) of East Coast Railway. Regarding acceptance and execution of a Sub-Contract Work Order valued at ₹ 37,79,07,209/- (Rupees Thirty-Seven Crore Seventy-Nine Lakh Seven Thousand Two Hundred Nine Only) on back-to-back basis including GST and with 5% commission towards technical charges payable to the main contractor.

n. **At Mandasa Road-Summadevi:** Construction of ROB comprising 1×24m Composite Girder + 1×36m Composite Girder + 1×24m Composite Girder (Railway Portion) and 1×24m RCC T-Beam Girder + 10×24m RCC T-Beam Girder + 4×10m RCC Slab in lieu of LC No. 359 at UP Km. 664/11-13 and DN Km. 664/12-14 between Mandasa Road and Summadevi (MMS-SUDV) on KUR-PSA Main Line under Khurda Road Division. Regarding acceptance and execution of a Sub-Contract Work Order valued at ₹ 80,20,32,192/- (Rupees Eighty Crore Twenty Lakh Thirty-Two Thousand One Hundred Ninety-Two Only) on back-to-back basis including GST and with 5% commission towards technical charges payable to the main contractor.

**2. Segment wise performance**

The Company is engaged in only one segment viz. Construction Business and as such there is no separate reportable segments as per IND AS -108 "Operating Segment."

**3. Financial performance with respect to operational performance**

Total sales of the Company stood ₹ 145.79 cr. in compared to previous year sales of ₹ 165.39 cr. Crore in the previous year. The reported Loss After Tax (after exceptional item) for the year was ₹ 3554.98 crore as compared to Loss After Tax (after exceptional item) of ₹ 9.49 crore.

The substantial increase in loss was primarily attributable to identify of exceptional items arising pursuant to the implementation of the approved Resolution Plan.

The performance during the year ended 31st March, 2026 has been as under:

(₹ In Crores)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2025-26 | 2024-25 | 2025-26 | 2024-25 |
| Revenue from Operation | 145.79 | 165.39 | 145.79 | 165.39 |
| Profit before Depreciation, Interest, Tax and Exceptional items | (105.71) | (6.93) | (105.78) | (6.95) |
| Less: Depreciation | 1.12 | 0.98 | 1.12 | 0.98 |
| Interest | 11.64 | 0.45 | 11.64 | 0.45 |
| Exceptional Items | 3434.13 | - | 3434.13 | - |
| Share of net profit or associates and joint ventures accounted using equity method | - | - | 1.47 | 1.75 |
| Profit Before Tax | (3552.60) | (8.36) | (3551.20) | (6.63) |
| Less: Tax Expenses | | | | |
| a) Current Year | - | - | - | - |
| b) Earlier Year | - | - | - | - |
| c) Deferred Tax | 2.37 | 1.13 | 2.37 | 1.13 |
| Profit/Loss After Tax | (3554.98) | (9.49) | (3553.57) | (7.77) |
| Balance brought forward from previous year | (393.26) | (383.77) | (398.98) | (391.21) |
| Add: Re-measurement of defined employee benefit plans through OCI | - | - | - | - |
| Amount Available for Appropriation | (3948.24) | (393.26) | (3952.55) | (398.98) |
| Appropriations | | | | |
| a) Dividend | - | - | - | - |
| b) Tax on Dividend | - | - | - | - |

(₹ In Crores)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2025-26 | 2024-25 | 2025-26 | 2024-25 |
| c) Transfer to General Reserve | - | - | - | - |
| Balance Carried to Balance Sheet | (3948.24) | (393.26) | (3952.55) | (398.98) |
| Earnings per Share (In ₹) (Weighted) Basic (Equity Shares of face value of ₹10/- each) | (394.48) | (4.18) | (394.32) | (3.42) |
| Earnings per Share (In ₹) (Weighted) Diluted (Equity Shares of face value of ₹10/- each) | (394.48) | (4.18) | (394.32) | (3.42) |

4. **Key Financial Ratio:** Pursuant to Schedule V(B) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015], the details of changes in key financial ratio as compared to previous year are stated below:

| Particulars | 2025-26 | 2024-25 | % change as compared to PY |
|---|---|---|---|
| Debtors Turnover (Times) | 2.44 | 18.10 | (86.53) |
| Inventory Turnover (Times) | 1.85 | 2.26 | (18.14) |
| Interest Coverage Ratio (Times) | (9.18) | (17.48) | (47.49) |
| Current ratio ((Times) | 5.16 | 0.17 | 2935.29 |
| Debt Equity Ratio ((Times) | 0.27 | (9.94) | (102.72) |
| Operating profit Margin (%) | (80.49) | (4.46)% | (1,704.25) |
| Net Profit Margin (%) | (2438.38)% | (5.74)% | (42,380.49) |
| Return on Net worth (ROE) | (370.43)% | (5.80)% | (6,286.72) |

1. **Debtors turnover ratio -** Reduced due to Decrease in Turnover & Increase in Sundry Debtors
2. **Inventory turnover ratio -** Decrease due to decrease in Turnover.
3. **Interest coverage ratio -** Decrease due to increase in interest cost.
4. **Current ratio -** Increased due to Decrease in Current Liabilities as per NCLT order
5. **Debt equity ratio -** Increased due to Increase in Share Capital & Premium as per NCLT order
6. **Operating profit margin -** Decreased due to Increase in Direct Cost & Decrease in Revenue
7. **Net profit Margin -** Decreased due to Exceptional Items booked in Profit & Loss as per NCLT order
8. **Return on net worth -** Decrease due to increase in loss by booking of exceptional item P&L A/c.

5. **Human Resources Development and Industrial Relations:**

During CIRP, there is no material changes in employment of the company. as on March 31, 2026, we had 571 full time employees.

Labor relations at all work sites and at the headquarters of the Company continued to remain cordial throughout the year. There was no industrial dispute during the year under review.

6. **Opportunities and Threats, Risks and concerns**

**Opportunities**

**Increased government spending on infrastructure:** With the Indian government aiming to improve infrastructure, this proves to be a lucrative opportunity for the Company. The Company can capitalise on the opportunities and accelerate its growth in the coming years.

**Threats**

**Competition:** The construction sector is highly competitive with several established players dominating the market. The Company has to endure intense competition, especially during bidding for projects. This can impact the overall profitability of the Company.

**Project delays:** Any delay in obtaining approvals for government projects can pose a threat to the Company's finances, impacting its overall profitability. Project delays also have the potential to tarnish the reputation of the Company.

The Company entered Corporate Insolvency Resolution Process (CIRP) under IBC on 30th November, 2021, which posed a threat to its survival. However, a fast and agile resolution professional team with help of lenders has enabled it to overcome this threat and hope for the successful implementation of the Resolution Plan of Ocean Capital Market Limited (the "Successful Resolution Applicant/ SRA") approved by the Hon'ble NCLT on 29th August, 2025, for the resuscitation of the Company as a "going concern". The Company is on the verge of completing implementation of the Resolution Plan.

**Risks and concerns**

Besides the economic, regulatory, taxation and environmental risks and also the investment outlook towards Indian real estate sector, your Company is currently exposed to liquidity risk. The banks are reluctant to provide credit to this industry due to rising NPAs and lower profit in property business.

**Weakness**

**Reliance on Government Contracts:** A large portion of the Company's business hinges on Government contracts. Delays or changes in government spending plans could significantly impact the Company's revenue streams.

**7. Internal control systems and their adequacy**

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

**Key elements of the Internal Control Systems are as follows:**

- Existence of Authority Manuals and periodical updating of the same for all Functions.
- Existence of clearly defined organizational structure and authority.
- Existence of corporate policies for Financial Reporting and Accounting.
- Existence of Management information system updated from time to time as may be required.
- Existence of Long Term Business Plans.
- Existence of Internal Audit System.
- Periodical review of opportunities and risk factors depending on the Global / Domestic Scenario and to undertake measures as may be necessary.

ARSS has an adequate system of internal control to ensure that the resources of the Company are used efficiently and effectively, all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly, financial and other data are reliable for

preparing financial information and other data and for maintaining accountability of assets. The internal control is supplemented by extensive programs of internal audits, review by management, documented policies, guidelines and procedures.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place. The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the internal audit are given to the Board of Directors/ RP. Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required. Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically. However, during CIRP, Audit Committee has been suspended.

**8. Strategic Initiative:**

The Company is well on its course to meet its growth targets despite increase competition. Effective business strategies have allowed the Company executing projects in a timely manner and economies on critical resources though joint venture in large projects.

The foray into high potential business of railways, roads and bridges has been successful during the year and boosted the order in flow. The Company is strengthening its manpower for execution of high value projects and adding assets for development of infrastructures to complete all contracts in time.

**9. Cautionary Statement:**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the infrastructure sector, significant changes in political and economic environment in India, exchange rate fluctuations, tax laws, litigation, labour relations and interest costs.

**For and on behalf of the Board of Directors**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| **Dipti Ranjan Patnaik** | **Payal Agarwal** |
| **Chairman and Managing Director** | **Independent Director** |
| **DIN:00600887** | **DIN: 01617065** |

**Place:** Bhubaneswar
**Dated:** August 14 2026

# Report on Corporate Governance

**1 Corporate Governance**

At ARSS Infrastructure Projects Limited (ARSS), Corporate Governance is viewed as a commitment backed by a fundamental belief of maximizing its stakeholders' value, ensuring transparency and accountability in functioning, and stimulating mutual trust at the very core of its basic character. It is observed not as a discipline imposed by a Regulator, but, as a culture that guides the Board, Management and Employees to conduct business in a manner that exemplifies, enhances and sustains growth in its stakeholders' value and meet stakeholders' aspirations and societal expectations at all times.

We are committed to make continuous efforts to adopt and adhere to the best practices of Corporate Governance. Corporate Governance is an integral part of the way we do business, which is reinforced at all levels within the Company and emanates from our attempts to constantly improve sustainable value creation for our stakeholders. Our corporate structure, business and disclosure practices have been aligned to our Corporate Governance Philosophy, disclosure of which is set out under different heads of this report.

**2. Company's Philosophy on code of Corporate Governance**

ARSS Infrastructure Projects Limited ('the Company' or 'ARSS') has always been committed to maintain sound corporate governance standards and ethical business practices.

This involves institutionalizing the Company's philosophy on corporate governance across business activities, which is based on the principles of accountability, transparency, responsibility and fairness in all aspects of its operations.

Your Company believes that all actions and plans should be supported by adequate systems and procedures in order to ensure that the decision making process across different levels of management is well-informed and conforms to the highest standards of corporate behavior.

**3. Corporate Insolvency Resolution Process (CIRP)**

This is to apprise the members that vide Order dated 30th November, 2021 passed by the Hon'ble National Company Law Tribunal, Cuttack Bench (the "NCLT"), the Company was admitted to Corporate Insolvency Resolution Process ("CIRP") under the provisions of Section 7 of the Insolvency and Bankruptcy Code 2016 (the "Insolvency Code") with Mr. Uday Narayan Mitra (IBBI/IP A-001/IP-P00793/2017-18/11360) as the Interim Resolution Professional. Subsequently COC approved through e-voting dated 25.02.2022 as Resolution Professional ("RP") in conformity with sub section (2) of section 22 of the Insolvency and Bankruptcy Code, 2016. During the CIRP Period, Ocean Capital Market Limited ("OCML") prospective corporate resolution applicants which had submitted their resolution plans to the Resolution Professional, for ARSS Infrastructure Projects Limited. The Committee of Creditors ("CoC") at its meeting held on 17th January 2025 approved the Resolution Plan of OCML by 96.91% voting share (the "Resolution Plan"). Subsequently, the Hon'ble NCLT Cuttack, vide Order dated 29th August, 2025 also approved the Resolution Plan of OCML (the "Successful Resolution Applicant"/ "SRA") under Section 31 of the Code.

In accordance with the provisions of the Code and the NCLT order, the Approved Resolution Plan is binding on the corporate debtor and its employees, members, creditors, guarantors and other stakeholders involved in the resolution plan.

As per the Approved Resolution Plan, during the period between the NCLT Approval Date (as defined in the Approved Resolution Plan) and the Closing Date (as defined in the Approved Resolution Plan) ("Interim Period") a 4-members Monitoring Committee ("MC") was formed with Mr. Uday Narayan Mitra, the erstwhile Resolution

Professional as its Chairman and two representatives each from the CFM Asset Reconstruction Private Limited and Invent Assets Securitisation & Reconstruction Pvt. Ltd., Financial Creditors and one representative of SRA. The management and operations of the Company were being conducted under the supervision and control of the Monitoring Committee. the Erstwhile Resolution Professional managed the affairs of the Company as a going concern and supervised the implementation of the Resolution Plan.

On 29th September, 2025, the Monitoring Committee *inter-alia*, reconstituted the Company's Board of Directors with promoter of OCML, Mr. Dipti Ranjan Patnaik, as Chairman of the Company along with Mr. G. K. Dash as Managing Director and Two Other Independent Directors viz. Mr. T. K. Padmanaban and Ms. Payal Agarwal, Independent Director of the Company.

After full and final payment to the Financial Creditors of the Company, on 8th October, 2025, the Monitoring Committee handed over the operational control of the organization to the Board and Monitoring Committee stood dissolved. The Company has since been operating under the superintendence and control of its Board of Directors.

The Reconstituted Board is submitting this report in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"). The Reconstituted Board is not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company and performance of the management for the period prior to its reconstitution.

## 4. Board of Directors

The Members of the Board of Directors of the Company are eminent personalities from various fields who bring in a wide range of skills and experience to the Board and they are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company.

### 4.1 Composition and Category of Directors

As explained earlier in this report, the Monitoring Committee, at their Meeting held on 29th September, 2025, *inter-alia*, reconstituted the Board of Directors of the Company ("Reconstituted Board") and erstwhile Board of Directors were deemed to have vacated office and After full and final payment to the Financial Creditors of the Company, on 8th October, 2025, the Monitoring Committee handed over the operational control of the organization to the Board and Monitoring Committee stood dissolved.

Since the date of reconstitution of the Board by the Monitoring Committee (from 29th September, 2025) the Reconstituted Board is in compliance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of Listing Regulations with regard to the composition of the Board.

As on 31st March, 2026, the Board consists of five Directors comprising three Independent Directors including one Woman Director and two Executive Directors. Commensurate with the size of the Company, complexity and nature of underlying business, the composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Independent Directors bring external perspective and independence to decision making.

All the Independent Directors have confirmed to the Board that they meet the criteria for Independence in terms of the definition of 'Independent Director' stipulated under Regulation 16 (1) (b) of the Listing Regulations and Section 149 of the Act. These confirmations have been placed before the Board. None of the Independent Directors hold office as an Independent Director in more than seven listed companies as stipulated under Regulation 17A of the Listing Regulations. The maximum tenure of Independent Directors is determined in accordance with the Act and rules made thereunder, in this regard, from time to time.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and the Committee positions held by them in other companies as stipulated under Regulation 26 of Listing Regulations. All the Directors of the Company are in compliance of Regulation 17A and 26 of the Listing Regulations regarding their Directorships, Committee Membership and Chairmanship of the Committee. All the Directors of the Company except Independent Directors are liable to retire by rotation.

**4.2 Profile of Directors**

A brief profile of each of the Directors as on 31st March, 2026 is as below:

**Mr. Dipti Ranjan Patnaik : Age: 77; Chairman –**

Mr. Dipti Ranjan Patnaik is a well-known, distinguished industrialist and one of the most respected names in the mining and steel industry of India, with a strong operational base in Odisha. Over the past five decades, he has established himself as a pioneering entrepreneur with diversified interests spanning mining, steel, iron ore trading, power generation, media, hospitality, and education. Professional Background Born into a renowned business and political family of Keonjhar, Odisha, Mr. Patnaik built his success story through perseverance, integrity, and visionary leadership. A graduate in Chemical Engineering from Regional Engineering College, Rourkela (now NIT Rourkela), he began his entrepreneurial journey with minimal resources but immense ambition, self-confidence, and values. His first major venture, Indian Thermo Preserve Pvt. Ltd., engaged in the manufacture of refractory materials, earned him the "Odissi Award" for outstanding entrepreneurship. Over time, he expanded his business footprint into mining, steel, energy, and infrastructure development, building an enterprise group with a combined annual turnover exceeding ₹1,000 crores. Leadership in Industry Mr. Patnaik has been at the forefront of the iron ore mining and value addition ecosystem in India. Through his enterprises, he has partnered with several leading domestic and international companies, contributing significantly to sustainable mining practices and environmental conservation. He is recognized as an authority in the mining sector and has served thrice as a Member of the Advisory Committee of Income Tax, Government of India. For his exemplary contributions to business and nation-building, he was honoured with the prestigious "Rastriya Samman Award". Diversified Business Interests Beyond mining, Mr. Patnaik has ventured into hospitality and tourism, setting up a chain of premium hotels and resorts in Bhubaneswar, Kalimpong, and Kolkata, with further expansion plans across India and overseas. He also served as a Director at Eastern Media Ltd., publishers of "Sambad", the largest circulating Odia daily newspaper. His contribution to education includes establishing Padmanava College of Engineering, the first private engineering college in Western Odisha, known for its academic excellence and contribution to technical education. Philanthropy and Social Contributions A Rotarian since 1987, Mr. Patnaik has been deeply involved in community service, education, and social welfare initiatives. His leadership in various Rotary roles has demonstrated his dedication to societal upliftment and ethical leadership. Vision and Values Mr. Patnaik's entrepreneurial journey is guided by high moral values, ethical business practices, and an unwavering vision to build enterprises that balance profitability with social responsibility. His focus on value addition, sustainability, and innovation continues to inspire the next generation of entrepreneurs.

**Mr. Gopal Krishna Dash : Age: 68; Managing Director**-

Mr. Gopal Krishna Dash is A dignified officer in the Banking Sector with experience of more than 35 years. Joined as Probationary Officer in the year 1983 and retired as Deputy General Manager in 2018 Among other Banking Experience and expertise in Institutional Credit, Corporate Credit and turnaround of sick companies.

***Mr. Gopal Krishna Dash has been resigned from the post of Managing Director w.e.f. 11.08.2026**

**Mr.T. K. Padmanaban : Age: 65 ; Non-Executive Independent Director** -

Mr.T. K. Padmanaban is A Group "A" Officer in the Indian Railway Service of Engineers (IRSE) with extensive knowledge and experience for about 41 years in a) Railway Construction for New Line, Doubling & Third Lines, involving Preliminary & Final Location Surveys, Earthwork for formation in Deep Cuttings & on High Embankments, Construction of Important Bridges, Viz. Mahanadi & its Distributaries, Movable bridge on sea, viz. Pamban sea bridge, Major Bridges & Tunnels in Ghat Section, Buildings, Track linking, Workshops, etc. b) Planning and Development cell in the Headquarters of Zonal Railway. c) Defending the Railway and Rail Vikas Nigam Limited in Arbitration cases involving high value claims.

**Mrs.Payal Agarwal : Age: 48; Non-Executive Independent Director** -

Mrs. Payal Agarwal is a Chartered Accountant with more than 20 years of post-qualification experience in auditing, financial management, and corporate governance. Over the course of her career, she has handled statutory and concurrent audits for leading organizations, including large public sector enterprises, educational missions, and nationalized banks.

**Mr. Manoranjan Panigrahy : Age: 62 ; Non-Executive Independent Director** -

Mr. Manoranjan Panigrahy is a Post Graduate from Utkal University (1985) and M. Phil from JNU, Delhi (1988). He joined Indian Revenue Service (IRC) in the year 1989 as Asst. Commissioner of Income Tax. he served the department more than 35 years. he was Commissioner of Income Tax during 2009-2014, Chief Commissioner of Income Tax during the year 2021 to 2023 and retired as Principal Chief Commissioner of Income Tax (West Bengal, Bihar & Jharkhand and Odisha) in the year May 2024.

**4.3 Composition, Category and size of the Board:**

The Company has reconstituted its Board with an optimum combination of Executive, Non-Executive and Independent Directors to ensure an appropriate balance between governance and management functions and to maintain the independence of the Board.

In terms of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), where the Chairperson of the Board is an Executive Director and is a promoter of the listed entity, at least one-half of the Board shall comprise Independent Directors.

(i) None of the Directors on the Board are Members of more than ten Committees or Chairman of more than five Committees (as specified in Regulation 26 (1) of SEBI (LODR) Regulations) across all the Companies in which they are Directors. Necessary disclosures regarding Committee positions in other public Companies as on March 31, 2026 have been made by the Directors. None of the directors of the Company holds office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public limited companies and none of the NEDs serve as IDs in more than Seven Listed Companies and none of the Executive or whole- time Directors serve as IDs on any listed company.

(ii) The Company had no pecuniary relationship or transactions with the Non-Executive Directors during FY 2025-26. The Independent Directors are not related to promoters or persons occupying management positions at the Board level or any level below the Board; they were neither in employment for the last three years nor they are material suppliers, service providers, customers, a lessor, or a lessee of the Company, which may affect their independence. They do not hold substantial shares in the Company. All these directors are above 21 years of age.

(iii) All the directors have made necessary disclosures regarding their directorship as required under Section 184 of the Act and the Committee positions held by them in other companies as stipulated under regulation 26 of the Listing Regulations. All the Directors of the Company are in compliance of Regulation 17A and 26 of the Listing Regulations regarding their Directorship, Committee Membership and Chairmanship of the Committee. All the Directors of the Company except Independent Directors and Nominee Director are liable to retire by rotation.

(iv) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorship and Committee Chairmanships/ Memberships held by them in other Companies are given herein below. Chairmanships/ Memberships of the Board Committees include only Audit committee and Stakeholders Relationship Committee.

(v) The Information stipulated under Part A of Schedule II of SEBI (LODR Regulations) is being made available to the Board.

(vi) None of the present Directors are related to each other within the meaning of the term "relative" as defined under Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

(vii) None of the Directors hold the office of director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 17A of the SEBI LODR Regulations.

The names of the listed entities (whose equities and debt securities are listed) wherein the Director holds directorships as on 31st March 2026 are as follows:

| Name of Director | Names of Listed Entities where he holds Directorship | Category of Directorship |
|---|---|---|
| Mr. Dipti Ranjan Patnaik | ARSS Infrastructure Projects Limited | Chairman |
| Mr. Gopal Krishna Dash | ARSS Infrastructure Projects Limited | Managing Director |
| Mr. T. K. Padmanaban | ARSS Infrastructure Projects Limited | Independent Director |
| Mrs. Payal Agarwal | ARSS Infrastructure Projects Limited and Salubrity Biotech Limited | Independent Director |
| Mr. Manoranjan Panigrahy | ARSS Infrastructure Projects Limited | Independent Director |

(viii) Information to the Board: The Board of Directors has complete access to the information within the Company, which *inter-alia* includes -

- Annual revenue budgets and capital expenditure plans ;
- Quarterly results and results of operations of the Company ;
- Financing plans of the Company;
- Minutes of Meetings of Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee
- Details of any joint venture, acquisitions of companies or collaboration agreement or sale of investments, subsidiaries, assets quarterly report on fatal or serious accidents or dangerous occurrences, any material effluent or pollution problems;
- Any materially relevant default, if any, in financial obligations to and by the Company or substantial non-payment for goods sold or services rendered, if any;
- Developments in respect of human resources/industrial relations;

- Compliance or Non-compliance of any regulatory, statutory nature or listing requirements and investor service such as non-payment of dividend, delay in share transfer, etc., if any;
- Status and effectiveness of risk management plans;
- Show cause / demand / prosecution / adjudication notices, if any, from revenue authorities which are considered materially important ;
- Significant court judgement or order passing strictures, if any, on the conduct of the Company or a subsidiary of the Company or any employee, which could negatively impact the Company's image. ;
- Write-offs / disposals (fixed assets, inventories, receivables, advances etc.) on a half-yearly basis;
- All other matters required to be placed before the Board for its review / information under the Listing Regulations 2015 and other statutes.

**(ix) No. of Board Meetings and Attendance:**

Pursuant to the commencement of the Corporate Insolvency Resolution Process ("CIRP") with effect from 30 November 2021, the powers of the Board of Directors of the Company stood suspended and were exercised by the Interim Resolution Professional/Resolution Professional, as the case may be, in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC").

Mr. Uday Narayan Mitra, the erstwhile Resolution Professional and Chairman of the Monitoring Committee, managed the affairs of the Company under the supervision and control of the Monitoring Committee until 8 October 2025, being the Effective Date pursuant to the Order dated 29 August 2025 passed by the Hon'ble National Company Law Tribunal, Cuttack Bench approving the Resolution Plan.

After approval of the Resolution Plan, the Monitoring committees was constituted pursuant to the approved resolution plan and four meeting were held *inter-alia* to supervise the implementation of the resolution plan and ensure the resolution plan is implemented as approved without any deviation, to ensure timely disbursement of funds to the stakeholder, as per the payment terms. The Monitoring Committee met four (4) times during its tenure on 05.09.2025, 15.09.2025, 29.09.2025 and 08.10.2025.

On 29 September 2025, the Monitoring Committee reconstituted the Board of Directors of the Company by appointing Mr. Dipti Ranjan Patnaik, promoter of the Successful Resolution Applicant ("SRA"), as the Chairman of the Company, and vested the management and control of the affairs of the Company in the reconstituted Board.

The reconstituted Board of Directors held its first meeting on 13 October 2025, followed by meetings on 10 November 2025, 22 December 2025 and 10 February 2026.

Erstwhile During the period in which the Company was undergoing Corporate Insolvency Resolution Process ("CIRP"), the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company in terms of Regulation 15(2A) and 15(2B) thereof. Pursuant to the reconstitution of the Board of Directors on 29 September 2025 and constitution of the requisite Board Committees on 31 October 2025, the Company has complied with the applicable provisions of the SEBI Listing Regulations relating to Board composition and Board Committees.

Details Regarding Appointment and Re- appointment of all the Board of Directors has been detailed in the Director's Report.

**The details of composition of the Board, Directors' attendance at the Board Meetings and at the last Annual General Meeting ("AGM"), Directors' outside directorships and the Board / Committee Chairmanships / Memberships as on 31st March, 2026 are given hereunder:###**

| Name | Category | Board Meetings | | Attendance at Last AGM | No. of Directorship and other committee Membership/Chairmanship | | | No. of shares held in the company as on 31.03.2026 |
|---|---|---|---|---|---|---|---|---|
| | | Held During the tenure | Attended | | Directorship* | Committee membership# | Chairmanship# | |
| Mr. Dipti Ranjan Patnaik | Executive Director (Chairman) | 4 | 4 | N/A# | 3 | Nil | Nil | Nil |
| Mr. Gopal Krishna Dash | Executive Director (Managing Director) | 4 | 4 | N/A# | 1 | Nil | Nil | Nil |
| Mr. T. K. Padmanaban | Independent Director | 4 | 4 | N/A# | 1 | 2 | Nil | Nil |
| Mrs. Payal Agarwal | Independent Director | 4 | 4 | N/A# | 3 | 4 | 2 | Nil |
| Mr. Manoranjan Panigrahy | Independent Director | 3 | 3 | N/A^ | 1 | 2 | Nil | Nil |

**Notes:-**

*Directorship includes only Indian Public Companies Whether Listed or not including ARSS Infrastructure Projects Limited has been considered and excludes private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 (i.e. associations not carrying on business for profit or which prohibits payment of dividend).

#In accordance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/Chairmanships of only Audit Committee, Stakeholders Relationship Committee in all public limited companies Whether Listed or not, including ARSS Infrastructure Projects Limited have been considered.

None of the Directors on the Board hold directorships in more than ten public companies and seven listed companies. Further none of them hold membership of more than ten committees or chairmanship of more than five committees across all the public companies.

#The New Board was constituted on 29-09-2025 after the date of previous AGM which was held on 24.09.2025 hence attendance of present director in previous AGM was not applicable.

^Appointed w.e.f. 31st October, 2025, hence not applicable to attend the 25th the AGM held on 24th September 2025.

*Erstwhile Board of Directors viz Mr. Subash Agarwal and Mr. Rajesh Agarwal were deemed to have vacated office pursuant to the approved resolution plan.

Based on the declarations received from the Independent Directors, the Board confirms that they meet the criteria of independence as mentioned under SEBI (LODR) Regulations and that they are independent of the management.

Further, during the financial year ended March 31, 2026, the quarterly and annual financial results of the Company were approved by the Resolution Professional ("RP") during the period when the powers of the Board of Directors stood vested in the RP pursuant to the Corporate Insolvency Resolution Process ("CIRP"). Upon reconstitution of the Board of Directors, the powers of the RP ceased, and the subsequent financial results were approved by the RP/Board of Directors. The relevant dates of approval are as under:

| | | |
|---|---|---|
| 1st Quarter Results | : | Approved By IRP/RP on 11th August, 2025 |
| 2nd Quarter Results | : | Approved By Board on 10th November, 2025 |
| 3rd Quarter Results | : | Approved By Board on 10th February, 2026 |
| 4th Quarter & Annual Results | : | Approved By Board on 30th May, 2026 |

The tentative dates of the Board Meetings Approval date for consideration of financial results for the financial year ending 31st March, 2027 are as follows:

| | | |
|---|---|---|
| 1st Quarter Results | : | Up to 14th August, 2026 |
| 2nd Quarter Results | : | Up to 14th November, 2026 |
| 3rd Quarter Results | : | Up to 14th February, 2027 |
| 4th Quarter & Annual Results | : | Up to 30th May, 2027 |

**(x) Board Procedure**

The Board ensures that the Company's reporting and disclosure practices meet the highest standards of Corporate Governance and that the business practices followed by the Company are oriented towards meeting obligations towards various stakeholders and enhancing shareholders value. The Agenda of the meeting is circulated well in advance to the Board members backed by comprehensive background information to enable them to take appropriate decisions. During the year, information as information to be placed before board of directors under SEBI (Listing Obligations & Disclosure Requirements), Regulation, 2015, [Reg. 17(7)] has been placed before the Board for its consideration. The Board is also kept informed of major events / items and approvals taken wherever necessary. The Managing Director at the Board Meetings keep the Board apprised of the overall performance of the Company.

Further, the Board also reviews the Annual financial statements of the Unlisted Subsidiary Company. Pursuant to Regulation 24 of the SEBI Listing Regulations, the Minutes of the Board Meetings and a statement of all significant transactions and arrangements entered into by the Company's Unlisted Subsidiary Company is placed before the Board. The Company has also formulated a Policy for determining "Material Subsidiaries" which is available on the website of the Company.

**(xi) Information provided to the Board**

The Board of Directors of the Company has complete access to any information within the Company. At the Meetings, the Board is provided with all the relevant information on important matters affecting the working of the Company as well as all other relevant details that require deliberation by the Members of the Board.

**(xii) Post meeting follow up**

The Important decision taken at the Board/Committee meetings are communicated to the department concerned promptly.

**(xiii) Code of Conduct for Board members and Senior Management-: (Pursuant to Regulation 17 of the SEBI Listing Regulations)**

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules there-under. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company at http://arssgroup.in/CodeOfConduct.html. A declaration to this effect signed by Managing Director is annexed to this Report.

**(xiv) Brief Note on the Director seeking appointment and re-appointment at the 26th AGM:**

As required under Regulation 36(3) of the SEBI Listing Regulations, the Company has furnished information relating to the Directors seeking appointment and re-appointment in the Notice convening the 26th AGM. Shareholders may kindly refer to the same. The names of the companies in which the Director holds directorships and the details of membership of committees of the Board are given separately in the Notice convening the 26th AGM.

**(xv) Formulation of Policy for Selection and Appointment of Directors and Their Remuneration**

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

**A. Criteria of selection of Non Executive Directors.**

a) The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

b) In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

c) The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

d) The Committee shall consider the following attributes / criteria, while recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**B. Remuneration to Non Executive Directors**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

a) A Non-Executive Director shall be entitled to receive sitting fees of ₹1,00,000/- for each meeting of the Board of Directors and ₹25,000/- for each Committee meeting attended by him/her, or

such other amount as may be approved by the Board of Directors from time to time, subject to the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

b) The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.

c) The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;

d) The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company

**C. Chairman/ Managing Director & Whole Time Director - Criteria for selection / appointment**

For the purpose of selection of the Managing Director or Whole Time Director, the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

**D. Remuneration for the Chairman/ Managing Director or Whole Time Director**

a) At the time of appointment or re-appointment, the Chairman, Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Companies (which includes the nomination & Remuneration Committee and the Board of Directors) and the Chairman, Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.

b) The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

c) The remuneration of the Chairman, Managing Director or Whole Time Director may be broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retrial benefits. The variable component shall comprise performance bonus.

d) In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:

- the relationship of remuneration and performance benchmarks is clear;
- balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- Responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

**(xvi) Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:

- the relationship of remuneration and performance benchmark is clear;

- The balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals' performance and current compensation trends in the market.

  The Chairman, Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

**(xvii) Performance Evaluation**

During the period in which the Company was undergoing Corporate Insolvency Resolution Process ("CIRP"), the provisions relating to performance evaluation of the Board, its Committees and Directors under the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company.

Pursuant to the reconstitution of the Board on 29 September 2025, the performance evaluation of the Board, its Committees and individual Directors was carried out for the Financial Year 2025-26 in accordance with Rule 8(4) of Companies (Accounts) Rules, 2014 and the SEBI Listing Regulations, based on the framework and criteria recommended by the Nomination and Remuneration Committee.

The Independent Directors, at their separate meeting held on 10 February 2026, evaluated the performance of the Non-Independent Directors, the Chairperson and the Board as a whole. The Directors expressed satisfaction with the evaluation process, and the Board remains committed to maintaining high standards of corporate governance and Board effectiveness.

**5. Independent directors :**

The Company has complied with the provisions of Regulation 17 of SEBI (LODR) Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The Company has obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The appointment letters of Independent Directors has been placed on the Company's website at www.arssgroup.in Independent Directors letters link.

**(i) Training & Induction of Independent Directors:**

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

**(ii) Performance Evaluation of non-executive and Independent Directors**

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

**(iii) Independent Directors Meeting**

During the year under review, the Independent Directors of the Company met on 10th February, 2026 *inter-alia*, to discuss:

i) Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.

ii) Evaluation of performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors.

iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**(iv) Confirmation of Independent Directors**

In the opinion of the Board, Independent Directors of the Company, fulfil the conditions specified in the Listing Regulations and are independent of the management.

**(v) Familiarisation Programme of Independent Directors-: (Pursuant to Regulation 25 (7) and 46 of the SEBI Listing Regulations)**

At the time of appointing a Director, a formal letter of appointment is issued to the concerned director. Each newly appointed Independent Director is taken through a formal familiarisation program providing information relating to the Company, Business Divisions, industry, business model of the Company, geographies in which Company operates, etc. The programme also provides awareness to the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarisation Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.

The Director is also explained in detail the compliance required from him under the Companies Act, 2013, SEBI LODR Regulations, and other relevant regulations and affirmation taken with respect to the same.

As required under Schedule V of SEBI LODR Regulations, the following web link will provide details of familiarisation programmes imparted to Independent Directors. http://arssgroup.in/PDF/ArssPolicy/Familiarisation%20Programme%20of%20the%20Indpendent%20Directors.pdf

**(vi) Succession Planning**

The Company has a mechanism in place for ensuring orderly succession for appointments to the Board and senior management.

**(vii) Board Committees:**

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has four committees i.e Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, ad fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below.

Establishing Committees is one way of managing the work of the Board, thereby strengthening the Board's governance role. These Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities. The Board has constituted a set of Committees

with specific terms of reference/scope, to focus effectively on the issues and ensure expedient resolution of diverse matters. These Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the Meetings of all Committees are placed before the Board for discussions/ noting. The Board Committees can request special invitees to join the meeting, as appropriate.

After reconstitution of the Board on 31st October, 2025, the following Committees were constituted/ reconstituted:

a. Audit Committee

b. Nomination and Remuneration Committee

c. Stakeholders' Relationship Committee

d. Corporate Social Responsibility Committee

e. Operation Committee w.e.f. 13.10.2025

f. Asset Disposal Committee w.e.f. 13.10.2025

**6. Audit Committee:**

**i) Terms of reference:**

The terms of reference of the Audit Committee are in conformity with the requirements of Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers which are in line with the SEBI Listing Regulations. The Audit Committee reviews the audit reports submitted by the Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI Listing Regulations.

The terms of reference of the Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommend appointment, remuneration and terms of appointment of statutory auditor, cost auditor, internal auditor and secretarial auditor of the Company.
- Approval of payment to statutory auditors, cost auditors internal auditor and secretarial auditor for any other services rendered by them.
- Review with the management, the annual financial statements and auditor's report thereon before submission to the Board for its approval, with particular reference to:
    a. matters required to be included in the Directors' responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgements by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;

f. disclosure of any related party transactions;

g. modified opinion(s) in the draft audit report.

- Review with the management, the quarterly financial statements before submission to the Board for approval.
- Review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for the purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions with related parties of the Company.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Review with the management, performance of statutory and internal auditors.
- Review with the management adequacy of the internal control systems.
- Review the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discuss with internal auditors of any significant findings and follow up there-on.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Look into the reasons for substantial defaults, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors.
- Review the functioning of the Whistle Blower mechanism / oversee the vigil mechanism.
- Approval of appointment of Chief Financial Officer after assessing qualifications, experience and background etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

- **Act as the Those Charged with Governance (TCWG) and ensure compliance with all matters relating thereto.**

  The Company has established a structured and documented communication framework between Those Charged with Governance (TCWG) and the Statutory Auditors to facilitate timely, open, and constructive engagement throughout the audit cycle. This framework enables effective oversight of audit quality, auditor independence, significant accounting judgments, internal control matters, risk management, and regulatory compliance. For this purpose, the Audit Committee has been designated as the TCWG. The Chairman of the Audit Committee shall act as the Nodal Person to facilitate effective two-way communication between the Statutory Auditors, the Audit Committee, and the Board of Directors. The Chairman shall ensure that all significant matters raised by the Statutory Auditors are appropriately communicated, deliberated upon, and acted upon by the Audit Committee and the Board, as applicable, and that responses and feedback from the Board and Audit Committee are communicated to the Statutory Auditors in a timely manner.

- **Mandatorily review the following:**

  a. Management Discussion and Analysis of financial condition and results of operations

  b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management

  c. Management letters / letters of internal control weaknesses issued by the statutory auditors.

  d. Internal audit reports relating to internal control weaknesses

  e. Appointment, removal and terms of remuneration of the chief internal auditor

  f. Statement of deviations:

     i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.

     ii. Annual statement of funds utilized for purpose other than those stated in the offer document / prospectus in terms of Regulation 32(7) of the Listing Regulations.

        - Review financial statements, in particular the investments made by the Company's unlisted Subsidiaries

        - Note report of compliance officer as per SEBI (Prohibition of Insider Trading) Regulations, 2015.

        - Formulate the scope, functioning, periodicity of and methodology for conducting the internal audit.

        - Review show cause, demand, prosecution notices and penalty notices, which are materially important.

        - Review any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.

        - Review any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding

another enterprise that may have negative implications on the Company.

- Details of any joint venture or collaboration agreement.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Review the utilization of loans and / or advances from / investment by the holding Company in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholder.
- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

**ii) Composition, Name of Members and attendance during the year:**

The Audit Committee of the Company consists of 3 Non- Executive Independent Directors namely Mrs. Payal Agarwal, Mr. T. K. Padmanaban and Mr. Manoranjan Panigrahy. Company Secretary acts as Secretary to the Committee. CFO & AVP Finance are the permanent invitees in the Audit Committee meetings. The quorum for an audit committee meeting is either two members or one third of the members of the committee, whichever is greater, with at least 2 (two) independent directors. The Chairperson and all the members of the Audit Committee are "financially literate" within the meaning of explanation under Regulation 18(1)(c) of the Listing Regulations, 2015.

**iii) No. of Meetings held during the year:**

As the powers of the Board of Directors continued to remain suspended during the CIRP, no meetings of the Audit Committee were held from 1st April, 2025 till 29th August, 2025.

Upon reconstitution of the Company's Board of Directors, the Audit Committee was also restructured on 31st October 2025. Thereafter, only 2 (two) meetings of the Audit Committee were held viz. on 10th November 2025 and 10th February 2026.

The attendance of members at the Committee Meetings held during the Financial Year 2025-26 are given below:

| Name | Designation | No. of Meetings attended |
|---|---|---|
| Mrs. Payal Agarwal | Chairperson | 2 |
| Mr. T. K. Padmanaban | Member | 2 |
| Mr. Manoranjan Panigrahy | Member | 2 |

Since the Audit Committee was reconstituted after previous AGM held on 25-09-2025, hence the Resolution Professional was present at AGM held on 25th September, 2025 to answer the Members' queries.

**7. Nomination and Remuneration Committee Meeting:**

**i) Terms of reference:**

This Committee shall identify the persons, who are qualified to become Directors of the Company (including independent directors) / who may be appointed in Senior Management in accordance with the criteria lay down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The terms of reference of the Committee are as follows:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a Policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  a. use the services of an external agencies, if required;
  b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  c. consider the time commitments of the candidates.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devise a Policy on Board Diversity.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Consider extension or continue the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors.
- Specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- Review Human Resource policies and overall human resources of the Company.
- Recommend / review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- Administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes.

- Review information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

**Criteria for Board Membership**

The Nomination and Remuneration Committee has laid down the following criteria for Board

Membership:

**Directors**

- Must have relevant experience in Finance/Law/ Management/ Sales/Marketing/Administration/ Research / Corporate Governance / Technical Operations or the other disciplines related to Company's business.
- Should possess the highest personal and professional ethics, integrity and values.
- Must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.
- Any person to be appointed as Director shall not possess the disqualifications contained in the Act.

**Independent Director**

An Independent Director shall comply and meet with all the criteria laid down in Listing Regulations and the Act read with the Rules made thereunder. Further, the Independent Director shall adhere to the Code of Conduct adopted by the Company.

Each Independent Director gives a certificate confirming that they meet the "independence criteria" as mentioned in section 149(6) of the Companies Act, 2013 and SEBI LODR Regulations. The Board has taken on record the declaration and confirmation submitted by the Independent Directors and after assessing the veracity of the same, the Board is of the opinion that the Independent Directors fulfil the conditions specified in the SEBI LODR Regulations and are independent of the management. These certificates have been placed on the website of the Company http://arssgroup.in/IndependantDirectors.html

**Performance evaluation criteria of Independent Directors**

Independent Directors are evaluated based on parameters such as qualification, experience, knowledge and competency, fulfilment of functions, ability to function as a team, initiative, commitment, independence, independent views and judgement, availability, attendance and participation in the discussion at the Meetings, adherence to the Code of Conduct of the Company as well as the Code for Independent Directors as applicable, understanding the environment in which the Company operates and contribution to strategic decision and raising valid concerns at the Board, interpersonal relations with other directors and management, objective evaluation of Board's performance, rendering independent unbiased opinion, safeguarding of confidential information and maintaining integrity.

**Nomination and Remuneration Policy**

The Nomination and Remuneration Committee is fully empowered to determine/approve and revise, subject to necessary approvals, the remuneration of managerial personnel after taking into account the financial position of the Company, trends in the industry, qualifications, experience, past performance and past remuneration, etc.

As required by Section 178(3) of the Act and Regulation 19 of the Listing Regulations the Company has adopted Nomination and Remuneration Policy. The Policy is available on the Company's website and can be accessed through the link:

http://arssgroup.in/PDF/ArssPolicy/Nomination%20and%20Remuneration%20Policy.pdf

**ii) Composition:**

As on 31 March 2026, the Nomination & Remuneration Committee comprised of three Non-Executive Independent Directors, namely Ms. Payal Agarwal, Mr. T. K. Padmanaban and Mr. Manoranjan Panigrahy.

Pursuant to the reconstitution of the Company's Board of Directors on 29 September 2025, the Nomination & Remuneration Committee ("NRC") was reconstituted on 31 October 2025 in compliance with the provisions of Section 178(1) of the Companies Act, 2013 read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**iii) No. of Meetings held during the year:**

As the powers of the Board of Directors continued to remain suspended during the CIRP, no meetings of the NRC Committee were held from 1st April, 2025 till 29th August, 2025.

Upon reconstitution of the Company's Board of Directors, the NRC Committee was also restructured on 31st October 2025 Thereafter, only 2 (two) meetings of the NRC Committee was held viz. on 10th November 2025 and 10th February 2026 with all three members attending the meeting.

**iv) Remuneration to Directors**

The remuneration provided to the Board Members, Key Managerial Personnel (KMPs) & Senior Management Personnel (SMPs) is in adherence with the provisions of the listing agreement, Section 197, 198, 178 and other applicable provisions of the Companies Act, 2013 and Rules made there under.

**v) Remuneration to Executive Directors: Remuneration policy / criteria of payment to Executive Directors:**

The Company has a credible and transparent policy in determining and accounting for the remuneration of the Chairman/ Managing Director / Whole Time Directors (MD / WTDs). Their remuneration is governed by the external competitive environment; track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for Chairman/ MD / WTDs is subjected to the recommendation of the nomination & remuneration committee and approval of the Board of Directors, members in due compliance of the provisions of Companies Act, 2013 and other applicable rules made there under. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

Details of remuneration paid to Chairman/ Managing Director / Whole Time Directors for the year ended 31st March, 2026:

| Name of the Director | Position | Salary Per Annum (₹In Lakhs) |
|---|---|---|
| Mr. Dipti Ranjan Patnaik | Chairman | 293.54 |
| Mr. Gopal Krishna Dash | Managing Director | 11.74 |

**vi) Remuneration to Non-Executive Directors:**

The Non-Executive Directors of the Company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The sitting fees paid to the Non-Executive Directors for attending meetings of Board of Directors is ₹1,00,000/- per meeting and for Committee meetings is ₹25,000/- per meeting. Beside the sitting fees they are also entitled to reimbursement of expenses for attending the meeting. The Non-Executive Directors of the Company were not paid any other remuneration or commission.

**vii) Sitting fee paid to the Non-Executive Directors, for 2025-26 are as detailed below:**

| Name of the Director | Amount (Rs. In Lacks) |
|---|---|
| Mrs. Payal Agarwal | 5.25 |
| Mr. Manoranjan Panigrahy | 4.25 |
| Mr. T.K. Padmanaban | 5.25 |
| **Total** | **14.75** |

**viii) Relationship of Non-Executive Directors with the Company and inter-se:**

There are no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company and inter-se themselves.

**ix) Service Contracts, Severance Fee and Notice Period:**

The appointment of the Executive Directors is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company. A separate Service Contract is not entered into by the Company with them. The appointment may be terminated by either party by giving one month notice in writing. There is no separate provision for payment of severance fees under the resolutions governing the appointment of Executive Directors. Letters of appointment have been issued by the Company to the Independent Directors, incorporating their roles, duties, and responsibilities etc., which have been accepted by them. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors. The statutory provisions will however apply. With respect to notice period of Directors, the statutory provisions will also apply.

**8) Corporate Social Responsibility Committee (CSR):**

**i) Terms of reference:**

The Committee formulates CSR Policy. The role of the Committee is as under:

a. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

b. Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy.

c. Monitor the CSR Policy of the Company and its implementation from time to time.

d. Such other functions as the Board may deem fit from time to time.

**ii) Composition, name of Members and attendance during the year:**

Pursuant to the commencement of the Corporate Insolvency Resolution Process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 ("Code"), the powers of the Board of Directors stood suspended and were exercised by the Resolution Professional ("RP") in accordance with the provisions of the Code. Consequently, the requirement of maintaining the minimum composition of the CSR Committee as prescribed under the Companies Act, 2013 and the rules made thereunder could not be complied with during the period when the powers of the Board were vested in the RP.

Upon reconstitution of the Board of Directors, the Board, through a circular resolution passed on October 31, 2025, reconstituted the CSR Committee comprising the following members:

| Name | Designation |
|---|---|
| Mrs. Payal Agarwal | Chairperson |
| Mr. T. K. Padmanaban | Member |
| Mr. Manoranjan Panigrahy | Member |

**iii) No. of Meetings held during the year:**

As the powers of the Board of Directors continued to remain suspended during the CIRP, no meetings of the Audit Committee were held from 1st April, 2025 till 29th August, 2025.

Upon reconstitution of the Company's Board of Directors, the Corporate Social Responsibility Committee was also restructured on 31st October 2025. No meeting of the CSR Committee was held during the financial year ended March 31, 2026.

**iv) Amount incurred on CSR activities during the year:**

Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014, (CSR Rules) makes it mandatory for certain companies who fulfill the criteria as mentioned under Sub Section 1 of Section 135 to comply with the provisions of Corporate Social Responsibility and accordingly company had constituted a CSR committee and has also adopted the CSR Policy for the company as approved by the committee.

Since the average of the last three years profit was in negative figures i.e. (₹11.43) crores loss, the company need not to incur any amount towards CSR in the FY 2025-26.

**A responsibility statement of the CSR Committee**

The CSR Committee has confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-
**Payal Agarwal**
**(Chairperson CSR Committee)**

**9. Stakeholders Relationship Committee.**

**i) Terms of reference:**

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also functions in an efficient manner that all issues / concerns stakeholders are addressed / resolved promptly. It specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.

The additional terms of reference of the Committee are as follows:

(1) Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar to an Issue and ShareTransfer Agent.

(4) Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

**ii) Composition, name of Members and attendance during the year:**

During the period in which the Company was undergoing Corporate Insolvency Resolution Process ("CIRP"), the provisions relating to the constitution, meetings and terms of reference of the Stakeholders' Relationship Committee under Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company in terms of the applicable regulatory exemptions.

Pursuant to the reconstitution of the Board of Directors on 29 September 2025, the Stakeholders' Relationship Committee was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI Listing Regulations.

As on 31 March 2026, the Stakeholders' Relationship Committee comprised three Non-Executive Independent Directors, namely Ms. Payal Agarwal, Mr. T. K. Padmanaban and Mr. Manoranjan Panigrahy.

**iii) No. of meetings held and attended during the year:**

As the powers of the Board of Directors continued to remain suspended during the CIRP, no meetings of the Stakeholder Relationship Committee were held from 1st April, 2025 till 29th August, 2025.

Upon reconstitution of the Company's Board of Directors, the Stakeholders Relationship Committee was also restructured on 31st October 2025 Thereafter, only 1 (one) meetings of the Stakeholders Relationship Committee was held viz. on 10th February 2026 where all three members were present.

**(iv) Number of Requests / Complaints:**

During the year, the Company / its Registrar has not received the any complaints from SEBI / Stock Exchanges and shareholders.

**(v) Name and Designation of Compliance Officer:**

**Mr. Prakash Chhajer***

(Company Secretary cum Compliance Officer)

*Mr. Rajendra Biswal was appointed as Company Secretary & Compliance Officer with effect from 23 July 2026 in place of Mr. Prakash Chhajer, who resigned from the said position with effect from 27 April 2026.

**(vi) Shareholder's Services:**

| Sl. No. | Nature of Complaint | 2025-26 | | 2024-25 | |
|---|---|---|---|---|---|
| | | Received | Resolved | Received | Resolved |
| 1 | All kind of Shareholders Complaint | NIL | NIL | NIL | NIL |

**10. Risk Management Committee:**

Pursuant to the provision of the Securities Exchange Board of India (Listing Obligations Disclosure Requirements) Regulation, 2015, the Company is not required to constitute a Risk Management Committee. However, the Board has always discussed and review on the risk management policy of the company in its board meeting.

**11. Subsidiary Company:**

The Company has only one subsidiary company i.e. ARSS Damoh- Hirapur Tolls Pvt. Ltd. which is also the material subsidiary company. It is managed by their respective Board of Directors in the best interest of the company and their shareholders. Pursuant to the Listing Regulations 2015, the minutes of Board meetings of the subsidiary company and details of significant transactions and arrangements entered into by them are placed before the Board of Directors of the Company.

The financial statements of the subsidiary company are reviewed by the Audit Committee of the Company. Performance review reports of subsidiary are also placed before the Board of Directors of the Company on a half-yearly basis. However, during CIRP, the power of the Board has been suspended.

The Company's Policy for determination of a material subsidiary (Pursuant to regulation 30 of the SEBI Listing Regulations), as approved by the Board, may be accessed on its corporate website at http://arssgroup.in/PDF/ArssPolicy/ARSS%20Policy%20for%20determining%20material%20subsidiaries.pdf

**12. Other Committee:**

The Company also has an Internal Complaint Committee (ICC), Operation Committee and Asset Disposal Committee of the Board constituted by the Board of directors. These committees were met with regular interval to expedite the work.

**Terms of Reference**

The Operations Committee was constituted to facilitate day-to-day operational and administrative decisions within the framework approved by the Board. The Committee is empowered to handle routine business matters, including banking account operations, participation in tenders, execution of documents, representation before authorities, formation of JVs, and other operational activities to ensure efficient functioning of the Company.

Similarly Asset Disposal Committee was constituted to oversee the disposal scrap or unutilized assets of the Company in an efficient, transparent manner at fair market value.

**13. Annual General Meetings:**

**(i) Location and time for the last three AGM:**

| Year | Date | Time | Location | Special Business- Ordinary/ Special Resolution |
|---|---|---|---|---|
| 2022-23 | 26-09-2023 | 11.00 A.M. | Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') | Special Business<br>1. Ordinary Resolution for Ratification of Remuneration to Cost Auditor for the Financial year 2023-24 |
| 2023-24 | 28-09-2024 | 11.00 A.M. | Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') | Special Business<br>1. Ordinary Resolution for Ratification of Remuneration to Cost Auditor for the Financial year 2024-25 |
| 2024-25 | 24-09-2025 | 11.00 A.M. | Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') | Special Business<br>1. Ordinary Resolution for Ratification of Remuneration to Cost Auditor for the Financial year 2025-26<br>2. Ordinary Resolution for 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<br>3. Approval of Material Related party transaction with ABCI-SCPL-SIPS JV. |

**ii) Extraordinary General Meeting**

During the year under review, one Extraordinary General Meeting (EGM) of the Company was held on 09 December 2025.

**iii) Postal Ballot**

No Postal Ballot was conducted during the year under review.

**14. DISCLOSURES**

**a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of the company at large:- (Pursuant to Regulation 23 of the SEBI Listing Regulations and as defined under the Act)**

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of Members is drawn to the disclosures of transactions with the related parties set out in Notes on Accounts – Schedule '60', forming Part of the Annual Report. (required under Ind AS 24)

All transactions entered into with related parties as defined under the Act and the SEBI Listing Regulations, each as amended, during the year under review were on an arm's length price basis and in the ordinary course of business. These have been approved by the Audit Committee and the Material Related Party transactions have been approved by the shareholders of the Company, where required. In terms of provisions of the SEBI Listing Regulations. Certain transactions which were repetitive in nature were approved through omnibus route by the Audit Committee. The Company has not entered into any materially significant related party transaction that have potential conflict with the interest of the Company at large. The Policy on Related Party Transactions as approved by the Board of Directors from time to time is uploaded on the Company's website http://arssgroup.in/PDF/ArssPolicy/Related%20Party%20Transaction%20Policy.pdf

Details of Related Party Transactions in Form AOC-2, forming part of the Board's Report, may also be referred to.

**b) Details of non-compliance by the company, penalties, and strictures imposed on the company by the stock exchange or SEBI or any other Statutory Authority, on any matter related to Capital Markets, during the last three years. -: (Pursuant to Schedule V(C) 10(b) to the SEBI Listing Regulations.)**

There were no instances of non-compliances nor have any penalties, strictures been imposed by Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to the capital markets except disclosed earlier in the previous annual reports.

**c) Whistle blower policy of the company-: (Pursuant to Regulation 22 of the SEBI Listing Regulations)**

In accordance with Section 177 of the Act and Rules made thereunder, read with Regulation 22 of the Listing Regulation, 2015 a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the Company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. During the year, no employee was denied access to the Audit Committee and The Vigil Mechanism and Whistle-blower policy is put up on the Company's website and can be accessed at http://arssgroup.in/PDF/ArssPolicy/Vigil%20Mechanism%20and%20Whistle%20Blower%20Policy.pdf

**d) Subsidiary Company-: (Regulation 24 of the SEBI Listing Regulations)**

The Company has one material unlisted subsidiary M/s. ARSS Damoh Hirapur Tolls Pvt. Ltd. and the company has also formulated the policy for determining the material subsidiaries which are put on the website of the company and can be access at http://arssgroup.in/PDF/ArssPolicy/ARSS%20Policy%20for%20determining%20material%20subsidiaries.pdf

**e) Details of utilisation of funds raised through preferential allotment.**

During the year under review, your company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.

**f) Web link of the policy on dealing with related party transactions.**

The company has formulated the policies for dealing with the related party transaction and put on the website of the company and can be accessed at http://arssgroup.in/PDF/ArssPolicy/Related%20Party%20Transaction%20Policy.pdf

**g) Certificate from company secretary in practice on Disqualification of Directors**

None of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director by SEBI / Ministry of Corporate Affairs / Statutory Authorities, which has also been certified by M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**h) CEO and CFO certification**

As required under Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Chief Executive Officer / Managing Director & Chief Financial Officer have issued appropriate certificate.

**i) Annual Secretarial Compliance Report**

The Company has obtained Annual Secretarial Compliance Report from M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries, confirming compliance of SEBI Regulation / Circulars/ Guidelines issued thereunder and applicable to the Company. There are no observations to adverse remarks in the said report.

**j) Secretarial Audit**

The Members of the Company at the 25th Annual General Meeting ("AGM") appointed M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries (Firm Registration No. P2003OR014400), to conduct the Secretarial Audit of the Company for a period of five consecutive financial years commencing from FY 2025-26 to FY 2029-30.

The Secretarial Audit Report for the Financial Year 2025-26 confirms that the Company has generally complied with the applicable provisions of the Companies Act, 2013, the Secretarial Standards, the Depositories Act, 1996, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable SEBI regulations and guidelines, except to the extent specifically reported therein.

The Secretarial Audit Report forms part of this Board's Report as Annexure.

**k) Approval of the agenda items recommended by the committee of the board**

The Board notes that all recommendations made by the Committees of the Board during the Financial Year 2025-26 were accepted and approved by the Board of Directors. There were no instances during the year where any recommendation of a Committee was not accepted by the Board.

**l) Fees paid to the statutory auditors of the company**

During the Financial Year 2025-26, a consolidated remuneration of ₹12,00,000/- plus applicable GST and reimbursement of out-of-pocket expenses, if any, was paid/payable to M/s. A D V and Co LLP, Statutory Auditors of the Company, appointed to fill the casual vacancy in the office of Statutory Auditors.

**m) Disclosures in relation to the Sexual Harassment of woman at workplace (Prevention, Prohibition, and Redressal) Act, 2013-: (Pursuant to Section 134 of the Act, read with rule 8 of the Companies (Accounts) Rules, 2014.)**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules there under.

Pursuant to the POSH Act, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year under review.

Details of Complaints received and redressed during the financial year 2025-26 are as follows:

a) Number of complaints outstanding at the beginning of financial year - Nil

b) Number of complaints filed during the financial year - Nil

c) Number of complaints disposed of during the financial year - Nil

d) Number of complaints pending as on end of the financial year - Nil

**n) Accounting treatment in preparation of financial statements**

The financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Accounting Standards) Rules, 2015.

**o) Code for Prevention of Insider Trading Practices**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations'), the Company had suitably modified its Securities Dealing Code ('Code') for prevention of insider trading with effect from May 15, 2015. The objective of the Code is to prevent purchase and / or sale of shares of the Company by an Insider on the basis of unpublished price sensitive information. Under this Code, Designated Persons (Directors, Advisors, Officers and other concerned employees/persons) are prevented from dealing in the Company's shares during the closure of Trading Window. To deal in securities beyond specified limit, permission of Compliance Officer is also required. Directors and designated employees who buy and sell shares of the Company are prohibited from executing contra-trades during the next six months following the prior transactions. The Company has a policy for taking action against employees who violate the SEBI PIT Regulations / Code.

Pursuant to the enactment of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has suitably modified the provisions of the Code and formulated requisite policies which are effective from 1st April 2019.

Mr. Prakash Chhajer, Company Secretary had been designated as the Compliance Officer. However, after his resignation, Mr. Rajendra Biswal was appointed as Company Secretary and designated as Compliance Officer of the Company. The Company also formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which is available on Company's Website www.arssgroup.in

**p) Policy on preservation of documents and archival policy-: (Pursuant to Regulations 30 and 9 of the SEBI Listing Regulations)**

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a Policy on preservation of documents approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

Further the Company has an Archival Policy in line with the requirements of SEBI Regulations to ensure that information relating to the Company is adequately disclosed on its web-site as required by law.

The Policies have been uploaded on the Company's website at http://arssgroup.in/PDF/ArssPolicy/Archival%20Policy.pdf

**q) Disclosures by listed entity and its subsidiaries of loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount:**

Disclosures of such loans and advances are given in note no. 60 to the accounts of financial statements. However, its subsidiary company has not provided any loans and advances to any firms/ companies in which directors are interested.

**r) The are no agreements which** impact the management or control of the Company or impose any restriction or create any liability upon the Company as specified under Regulation 30A read with clause 5A to para-A of part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**s) Statutory and Regulatory Compliances:**

The Company has followed all applicable directions, guidelines and circulars issued by Income tax Act, 1961, Securities and Exchange Board of India and Ministry of Corporate Affairs, from time to time, or any other regulatory body as applicable to the company.

**t) Website**

Website www.arssgroup.in of the Company is functional and provides information in accordance with Regulation 46 of SEBI LODR, 2015.

**u)** The Company did not raise any funds through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of SEBI LODR, 2015. However, the Company has raised funds and allotted shares as per the terms of the approved Resolution Plan.

**v) Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results. [Para A (2A) of Schedule V]**

All transactions with related parties have been disclosed in Financial Statements.

**w) Other items which are not mentioned in this Report are mentioned in the Board's Report and those items which are not applicable to the Company have not been separately commented upon.**

**15. Means of Communication.**

**a. Quarterly/Half yearly/Annual Financial Results:** The unaudited quarterly financial results are announced within 45 days from the end of each quarter and the audited annual financial results are announced within

60 days from the end of the last quarter. These financial results, after being taken on record by the Audit Committee and Board of Directors are communicated to the Stock Exchanges, where the shares of the Company are listed. Any news, updates, or vital/useful information to shareholders are being intimated to Stock Exchange(s) and are being displayed on the Company's website: www.arssgroup.in.

**b. Newspapers:** During the financial year 2025-26, financial results (Quarterly & Annual) were published the all India editions of Business Standard and Odisha edition of Nitidin/Odisha Bhaskar in the format prescribed by SEBI.

**c. Website:** The financial results are also posted on the Company's Website at www.arssgroup.in The Company's website provides information about its business and the section on "Investor Relations" serves to inform and service the Shareholders allowing them to access information at their convenience.

**d. Annual Report:** Annual Report for FY 2025-26 containing inter-alia, Audited Financial Statements, Board's Report, MDA and Corporate Governance Report etc. is being sent via email to all the Members who have provided their email IDs. Annual Reports are also hosted on the website of the Company at http://arssgroup.in/PDF/AnnualReport/Annual%20Report%202025-26.pdf.

**e.** Further as per SEBI regulations, relevant physical letters are being sent to shareholders who have not provided their email IDs.

**f. E-mail ID of the Registrar & Share Transfer Agent:** All the share related requests/ queries/ correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agent of the Company, Bigshare Services Private Limited Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai 400093, Maharashtra, India or e-mail them at investor@bigshareonline.com.

**g. Designated E-mail ID for Complaints/ Redressal:** In compliance with Regulation 46(2) of SEBI Listing Regulations, the Company has designated an e-mail ID cs@arssgroup.in exclusively for registering complaints/ grievances by investors. Investors whose requests/queries/ correspondence remain unresolved can send their complaints to the Company to resolve the grievances to the above referred e-mail ID.

**h. NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for Corporates. All periodic compliances, *inter-alia*, the Shareholding Pattern, Integrated Governance Report, Financial Results, disclosures with respect to Board Meetings or any other Corporate Action Announcements are filed electronically on NEAPS.

**i. BSE Corporate Compliance & Listing Centre:** The Listing Centre is a web-based application designed by BSE for Corporates. All periodic compliances, inter alia, the Shareholding Pattern, Integrated Governance Report, Financial Results, and other intimations are filed electronically on BSE's Listing Centre.

**j. SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online.

**k. Dispute Resolution Mechanism (SMART ODR):** In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its

issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company at http://arssgroup.in/InvestorContact.html

**l. News releases/Investor Updates and Investor presentations:** The Company regularly uploads general presentation, press release, earning releases of the Company, whatever may be applicable, and its business on the website for the benefit of all the stakeholders.

**m.** The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations:

**I. Disclosure on website in terms of LODR Regulation:**

| Sl. No. | Item | Compliance Status (Yes/No/NA) | Web Address |
|---|---|---|---|
| | | **As per regulation 46(2) of the LODR:** | |
| 1.1 | Details of business | Yes | http://arssgroup.in/business-summary.html |
| 1.2 | Memorandum of Association and Articles of Association | Yes | http://arssgroup.in/PDF/ARSS%20INFRASTRUCTURE%20PROJECTS%20LIMITED_MEMORANDUM%20AND%20ARTICLE%20OF%20ASSOCIATION.pdf |
| 1.3 | Brief profile of board of directors including directorship and full-time positions in body corporates | Yes | http://arssgroup.in/director_profile.html |
| 2 | Terms and conditions of appointment of independent directors | Yes | http://arssgroup.in/PDF/IndependantDirectors/Terms-Conditions-for-Appointment-of-Independent-Director.pdf |
| 3 | Composition of various committees of board of directors | Yes | http://arssgroup.in/Committees.html |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | http://arssgroup.in/PDF/ARSS%20CODE%20OF%20CONDUCT%20FOR%20THE%20BOARD%20OF%20DIRECTORS%20AND%20SENIOR%20MANAGMENT.pdf |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | http://arssgroup.in/PDF/Regulation46_SEBI/Vigil%20Mechanism%20Whistle%20Blower%20Policy.pdf |
| 6 | Criteria of making payments to nonexecutive Directors | Yes | http://arssgroup.in/PDF/Regulation46_SEBI/Criteria%20of%20making%20payments%20to%20Non-Executive%20Directors,%20if%20the%20same%20has%20not%20been%20disclosed%20in%20Annual%20Report%20%E2-%80%93%20Disclosed%20in%20Annual%20Report.pdf |
| 7 | Policy on dealing with related party transactions | Yes | http://arssgroup.in/PDF/Regulation46_SEBI/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.pdf |
| 8 | Policy for determining 'material' subsidiaries | Yes | http://arssgroup.in/PDF/Regulation46_SEBI/Policy%20for%20determining%20material%20subsidiaries.pdf |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | http://arssgroup.in/PDF/Regulation46_SEBI/Details%20of%20familiarization%20programmes%20imparted%20to%20Independent%20Directors.pdf |
| 10 | Email address for grievance redressal and other relevant details | Yes | http://arssgroup.in/InvestorContact.html |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | http://arssgroup.in/InvestorContact.html |
| 12 | Financial results | Yes | http://arssgroup.in/QuartelyResult.html |

| Sl. No. | Item | Compliance Status (Yes/No/NA) | Web Address |
|---|---|---|---|
| 13 | Shareholding pattern | Yes | http://arssgroup.in/ShareholdingPattern.html |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | - |
| 15.1 | Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means | NA | - |
| 15.2 | (I) Schedule of analyst or institutional investor meet & Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events. | NA | - |
| 16 | New name and the old name of the listed entity | Yes | http://arssgroup.in/history.html |
| 17 | Advertisements as per regulation 47 (1) | Yes | http://arssgroup.in/NewsPaperPublication.html |
| 18 | Credit rating or revision in credit rating obtained | NA | - |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | http://arssgroup.in/SubsidiaryFinancial.html |
| 20 | Secretarial Compliance Report | Yes | http://arssgroup.in/ComplianceReport.html |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | http://arssgroup.in/PDF/ArssPolicy/Policy%20for%20Determination%20of%20Materiality.pdf |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | http://arssgroup.in/PDF/Regulation46_SEBI/Contact%20details%20of%20KMP%20authorized%20to%20determine%20the%20materiality%20of%20event%20information.pdf |
| 23 | Disclosures under regulation 30(8) | Yes | http://arssgroup.in/PDF/ArssPolicy/Archival%20Policy.pdf |
| 24 | Statements of deviation(s) or variation(s) as specified in regulation 32 | NA | - |
| 25 | Dividend Distribution policy as per Regulation 43A(1) | NA | - |
| 26.1 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | http://arssgroup.in/AnnualReturn.html |
| 26.2 | Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021 | NA | - |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | http://arssgroup.in/Regulation_46_SEBI.html |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | http://arssgroup.in/Regulation_46_SEBI.html |

## II. Annual Affirmation

| Sl. No. | Particulars | Regulation No. | Compliance Status (Yes/No/NA) |
|---|---|---|---|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | YES |
| 2 | Board composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | YES |
| 3 | Meeting of Board of directors | 17(2) | YES |
| 4 | Quorum of Board meeting | 17(2A) | YES |
| 5 | Review of Compliance Reports | 17(3) | YES |
| 6 | Plans for orderly succession for appointments | 17(4) | YES |
| 7 | Code of Conduct | 17(5) | YES |
| 8 | Fees or Compensation | 17(6) | YES |
| 9 | Minimum Information | 17(7) | YES |
| 10 | Compliance Certificate | 17(8) | YES |
| 11 | Risk Assessment & Management | 17(9) | YES |
| 12 | Performance Evaluation of Independent Directors | 17(10) | YES |
| 13 | Recommendation of Board | 17(11) | YES |
| 14 | Maximum number of Directorships | 17A | YES |
| 15 | Composition of Audit Committee | 18(1) | YES |
| 16 | Meeting of Audit Committee | 18(2) | YES |
| 17 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | YES |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | YES |
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | YES |
| 20 | Meeting of Nomination and Remuneration Committee | 19(3A) | YES |
| 21 | Role of Nomination and Remuneration Committee | 19(4) | YES |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | YES |
| 23 | Meeting of Stakeholders Relationship Committee | 20(3A) | YES |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | YES |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |
| 26 | Meeting of Risk Management Committee | 21(3A) | NA |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | NA |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | NA |
| 29 | Vigil Mechanism | 22 | Yes |
| 30 | Policy for related party Transaction | 23(1), (1A), (5), (6), & (8) | Yes |
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| 32 | Approval for material related party transactions | 23(4) | Yes |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| 34 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3), (4),(5) & (6) | Yes |

| Sl. No. | Particulars | Regulation No. | Compliance Status (Yes/No/NA) |
|---|---|---|---|
| 36 | Alternate Director to Independent Director | 25(1) | NA |
| 37 | Maximum Tenure | 25(2) | NA |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | NA |
| 39 | Meeting of independent directors | 25(3) & (4) | YES |
| 40 | Familiarization of Independent Directors | 25(7) | YES |
| 41 | Declaration from Independent Director | 25(8) & (9) | YES |
| 42 | Directors and Officers insurance | 25(10) | NA |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | NA |
| 44 | Memberships in Committees | 26(1) | YES |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel | 26(3) | Yes |
| 46 | Policy with respect to Obligations of Directors and Senior Management | 26(2) & 26(5) | Yes |
| 47 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA |
| 48 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2), 26A(3) | NA |

## III. Affirmations:

| | |
|---|---|
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| Details of Cyber security incidence:<br>Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |

## IV Details of corporate Policies:

During the year Board of Directors reviewed the existing policy and readopted various policies in its meeting held on 10th February 2026.

The following revised policies are:

1. Whistle-Blower Policy / Vigil Mechanism
2. Policy on Related Party Transactions
3. Policy on Sexual Harassment (PoSH)
4. Policy on Succession Planning of Board of Directors and Senior Management
5. Policy for Inquiry in case of Leak of UPSI
6. Policy for Determination of Materiality of Events / Information
7. Nomination & Remuneration Policy
8. Investor Grievances Redressal Policy
9. Familiarisation Programme for Independent Directors

10. Code of Practices and Procedures for Fair Disclosure of UPSI
11. Code of Conduct for Board Members and Senior Management Personnel
12. Policy on Preservation of Documents and Archival Policy
13. Policy on Determination of Material Subsidiaries
14. Policy to Promote Diversity of the Board of Directors
15. Corporate Social Responsibility Policy

| | | |
|---|---|---|
| 1 | Corporate Social Responsibility | http://arssgroup.in/PDF/ArssPolicy/Corporate%20Social%20Responsibility%20Policy.pdf |
| 2 | Composition and profile of the Board of Directors | http://arssgroup.in/BoardOfDirectors.html |
| 3 | Profile Of The Board Of Directors | http://arssgroup.in/directors.html |
| 4 | Terms And Conditions Of Appointment Of Independent Directors | http://arssgroup.in/PDF/IndependantDirectors/Terms-Conditions-for-Appointment-of-Independent-Director.pdf |
| 5 | Familiarization Program For Independent Directors | http://arssgroup.in/PDF/Regulation46_SEBI/Details%20of%20familiarization%20programmes%20imparted%20to%20Independent%20Directors.pdf |
| 6 | Remuneration policy of directors, KMPs & other employees | http://arssgroup.in/PDF/ArssPolicy/Nomination%20and%20Remuneration%20Policy.pdf |
| 7 | Code Of Conduct | http://arssgroup.in/CodeOfConduct.html |
| 8 | Criteria For Making Payments To Non-Executive Directors | http://arssgroup.in/PDF/ArssPolicy/Terms-Conditions-for-Appointment-of-Independent-Director.pdf |
| 9 | Code Of Conduct For Non-Executive Independent Directors | http://arssgroup.in/PDF/ArssPolicy/Terms-Conditions-for-Appointment-of-Independent-Director.pdf |
| 10 | Policy On Related Party Transactions | http://arssgroup.in/PDF/ArssPolicy/Related%20Party%20Transaction%20Policy.pdf |
| 11 | Policy On Determining Material Subsidiary | http://arssgroup.in/PDF/ArssPolicy/ARSS%20Policy%20for%20determining%20material%20subsidiaries.pdf |
| 12 | Whistle-Blower Policy | http://arssgroup.in/PDF/ArssPolicy/Vigil%20Mechanism%20and%20Whistle%20Blower%20Policy.pdf |
| 13 | Policy On Determination Of Materiality For Disclosure(S) | http://arssgroup.in/PDF/ArssPolicy/Policy%20for%20Determination%20of%20Materiality.pdf |
| 14 | Document Retention and Archival Policy | http://arssgroup.in/PDF/ArssPolicy/Archival%20Policy.pdf |
| 15 | Prevention of Sexual Harassment (POSH) at Workplace Policy | http://arssgroup.in/PDF/ArssPolicy/POSH_Policy.pdf |

**16. Share Transfer System**

The Stakeholders' Relationship Committee has been authorized to oversee and review all matters connected with transfer of Company's securities.

The Company ensures that the Compliance Certificate pursuant to Regulations 40(9) and 40(10) of the Listing Regulations are filed with the Stock Exchanges within the prescribed timeline.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 and again on March 16, 2023 has mandated the Listed Companies to issue securities in demat 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/Splitting 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 and can be accessed through the link: http://arssgroup.in/shi_others.html and on the website of the Company's RTA and can be accessed through the link: https://www.bigshareonline.com/ Resources.aspx It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. As per the circular dated March 16, 2023, Folios without PAN, KYC details and Nomination will be frozen by the RTA if not available on or after October 01, 2023.

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 RTA, for assistance in this regard.

**17. Nomination facilities**

Section 72 of the Act read with Rule 19(1) of Companies (Share Capital and Debentures) Rules, 2014, provides for the facility of nomination to security holders of the Company. This facility is mainly useful in the case of those holders who hold their shares in their own name. Investors are advised to avail of this facility to avoid any complication in the process of transmission, in case of death of the holders. Where more than one person holds the securities of a company jointly, the joint holders may together nominate, in the prescribed manner, any person to whom all the rights in the securities shall vest in the event of death of all the joint holders.

In case the shares are held in physical mode, the nomination form may be obtained from the Registrar & Share Transfer Agent. In case of shares held in Demat form, such nomination is to be conveyed to the DP as per the formats prescribed by them.

In this connection, shareholders holding shares in physical form are requested to update their Nomination details, if not provided earlier to Bigshare Services Private Limited, the RTA of the Company, by submitting the following forms.

i. Form ISR-3: Declaration to Opt-out of Nomination

ii. Form SH-13: Nomination Form

iii. Form SH-14: Change in Nomination

iv. ISR-3: Cancellation of Nomination

The Nomination form is available at the website of the Company at http://arssgroup.in/Notices_n_Forms.html

**18. SEBI Complaints Redressal System (SCORES):**

SEBI has initiated SCORES for processing the inves tor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

Investor complaints are processed at SEBI in a centralized web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.

The Company submits ATR on timely basis with respect to the complaints received from SCORES. In case any investor is still not satisfied with the outcome of the resolution, they can initiate dispute resolution through the ODR Portal. The ODR Portal has the necessary features and facilities to, inter alia, enrol the investor to file the complaint/ dispute. Your Company has done necessary enrolment on the ODR Portal.

**19. Dematerialisation of Shares and Liquidity**

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. However, Pursuant to the Approved Resolution Plan, the Trading of the Shares has been suspended on 4th September, 2025.

The Hon'ble NCLT, Cuttack Bench vide its order dated 29-08-2025 approved the Resolution Plan in relation to the CIRP of the Company. Pursuant to the Approved Resolution Plan, the erstwhile promoters' equity shares (1,06,19,468 equity shares) have been reduced to zero and the Company has allotted 7,80,00,000 new equity shares in demat forms only. However, the Corporate Action for reduction of erstwhile promoters' shares and allotment of new equity shares pursuant to the implementation of the Resolution Plan, has been initiated by the Company and is pending at NSDL / CDSL level. Further, the Company has filed the requisite application for reduction of erstwhile promoter shares and allotment of new equity (as mentioned above) with BSE and NSE.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE267I01010.

**20. Outstanding GDRs/ADRs/Warrants**

The Company has not issued GDRs/ ADRs/Warrants during the period from April 1, 2025 to March 31, 2026 and there are no outstanding GDRs/ ADRs/ Warrants as on 31st March, 2026.

**21. Reconciliation of Share Capital Audit:**

As stipulated by SEBI (Depositories and Participants) Regulation, 2018, a qualified Chartered Accountant or a Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company for their information. The audit, inter alia, confirms that the listed and paid-up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

**22. Green Initiative in the Corporate Governance:**

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, Audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email ID with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

**23. Designated depository**

SEBI, vide circular dated December 01, 2015, had introduced system-driven disclosures in securities market detailing the procedure to be adopted for its implementation with effect from January 01, 2016. The procedure was further streamlined vide SEBI circular dated December 21, 2016. As specified in SEBI circular dated December 01, 2015, the system is being implemented in phases and in the **first phase**, the disclosures of promoter/promoter group under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015 have been implemented, company had given required details about the same to concern authorities.

As per SEBI circular dated May 28, 2018 for implementation of the next phase of systems driven disclosure, Company had already provided to both depositories the information about its directors and employees in the manner prescribed by the depositories.

Company has appointed National Securities Depository Limited ("NSDL") as its Designated Depository in order to comply with the SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018 regarding Monitoring of Foreign Investment limits in listed Indian companies.

**24. Compliance:**

**i) Non-compliance of any requirement of corporate governance**

There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the SEBI Listing Regulations except non applicable provision of the SEBI Listing Regulation due to CIRP.

**ii) Compliance with mandatory requirements**

As per Regulation 15 (2A) and (2B) of SEBI LODR Regulation, 2015, the provision of Regulation 17, 18, 19, 20 and 21 was not applicable during the insolvency resolution process period in respect of listed companies undergoing CIRP under Insolvency Code till closing date i.e. 08.10.2025 and after that the company has complied with all the mandatory items of the SEBI (LODR) Regulations, 2015.

**iii) Compliance with the Discretionary**

Requirements under SEBI (LODR) Regulations, 2015, Adoption of discretionary requirements of SEBI (LODR) Regulations, 2015 is being reviewed by the Company from time to time.

**iv) Certificate on Corporate Governance**

The Company has obtained a Certificate from Practicing Company Secretary regarding compliance of the conditions of corporate governance, as stipulated in Regulation 34(3) and PART E of Schedule II of SEBI Listing Regulations, which together with this Report on Corporate Governance is annexed to the Annual Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

**25. Investor safeguards and other information:**

**i) Dematerialization of shares**

Members are requested to convert their physical holdings to demat/electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held.

**ii) Update address/ email address / bank details**

To receive all communications/corporate actions promptly, members holding shares in dematerialized form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

**iii) Register Nomination(s)**

Members holding shares in physical form, are requested to register the name of their nominee(s), who shall succeed the member as the beneficiary of their shares and in order to avail this nomination facility, they may obtain/submit the prescribed form from the Registrars & Share Transfer Agents. Members holding shares in dematerialized form are requested to register their nominations directly with their respective DPs.

**iv) Dealing of Securities With Registered Intermediaries**

In respect of dealings in securities, members must ensure that they deal only with SEBI registered intermediaries and must obtain a valid contract note/ confirmation memo from the broker/sub-broker within 24 hours of execution of the trade(s) and it should be ensured that the contract note/confirmation memo contains details about order no., trade no., trade time, quantity, price and brokerage.

**v) E-voting and VC/OAVM facilities to members to attend the AGM**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

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 Circular No. 03/2025 dated September 22, 2025 (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 and subsequent circulars issued in this regard, the latest being, HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('**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"). In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 26th AGM of the Company is being held through VC/OAVM on Tuesday, September 29, 2026, 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.

Hence, Members can attend and participate in the AGM through VC/OAVM only. 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

**vi) Consolidate multiple folios (in respect of physical shareholding)**

Members are requested to consolidate their shareholdings under multiple folios to eliminate the receipt of multiple communications and this would ensure that future correspondence/corporate benefits could then be sent to the consolidated folio.

**26. Skills, expertise and competencies of directors**

ARSS believes that it is the collective effectiveness of the Board that impacts Company performance and therefore members of the Board amongst themselves should have a balance of skills, experience and diversity of perspectives appropriate to the Company.

Given the Company's size, scale and diversified nature of its businesses, the Directors should possess one or more of the following skills, expertise and competencies:

**CORE SKILLS / EXPERTISE /COMPETENCIES AVAILABLE WITH THE BOARD**

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

| Sr. No. | Experience / Expertise / Attribute | Comments |
|---|---|---|
| 1 | Leadership | Ability to envision the future and prescribe a strategic goal for the Company, help the Company to identify possible road-maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/ efforts in appropriate direction. Be a thought leader for the Company and be a role model in good governance and ethical conduct of business, while encouraging the organization to maximize shareholder value. Should have had hands on experience of leading an entity at the highest level of management practices. |
| 2 | Industry knowledge and experience | Should possess domain knowledge in businesses in which the Company participates viz. Infrastructure, Power, Heavy Engineering, Technical projects. Must have the ability to leverage the developments in the areas of engineering and technology and other areas as appropriate for betterment of Company's business. |
| 3 | Experience and Exposure in policy shaping and industry advocacy | Should possess ability to develop professional relationship with the Policy-makers and Regulators for contributing to the shaping of Government policies in the areas of Company's businesses. |
| 4 | Governance including legal compliance | Commitment, belief and experience in setting corporate governance practices to support the Company's robust legal compliance systems and governance policies/ practices. |
| 5 | Expertise/Experience in Finance & Accounts / Audit / Risk Management areas | Ability to understand financial policies, accounting statements and disclosure practices and contribute to the financial/risk management policies/ practices of the Company across its business lines and geography of operations. |
| 6 | Behavioral and Human Resources Expertise. | The attributes and competencies enabling individual Board members to use their knowledge and skills to function well as team members and to interact with key stakeholders and Employees (Stake Holder Management, Sound Judgment, Listing Ability, Verbal Communication, Interpersonal Skill, Mentoring Ability, HR Management) |

The above list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively, are available with the Board. The mapping of the Skill Matrix for the FY 2025-26 for all the Directors is as follows:

| Sr. No. | Name of the Director | Leadership | Industry knowledge and experience | Experience and Exposure in policy shaping and industry advocacy | Governance including legal compliance | Expertise/ Experience in Finance & Accounts / Audit / Risk Management areas | Behavioral and Human Resources Expertise. |
|---|---|---|---|---|---|---|---|
| | | 1 | 2 | 3 | 4 | 5 | 6 |
| 1 | Mr. Dipti Ranjan Patnaik | √ | √ | √ | √ | √ | √ |
| 2 | Mr. Gopal Krishna Dash | √ | √ | √ | √ | √ | √ |
| 3 | Mr. T. K. Padmanaban | √ | √ | √ | √ | √ | √ |
| 4 | Mrs. Payal Agarwal | √ | √ | √ | √ | √ | √ |
| 5 | Mr. Manoranjan Panigrahy | √ | √ | √ | √ | √ | √ |

The above list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively, are available with the Board. Absence of any skill does not necessarily mean that the Director does not possess the skills.

## 27. General Shareholder's Information:

### GENERAL SHAREHOLDERS INFORMATION

| | | |
|---|---|---|
| Day, Date and Time of AGM | Tuesday, the 29th Day of September, 2026 at 11.00 A.M. | |
| Venue of AGM | 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 Circular No. 03/2025 dated September 22, 2025 (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, HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('**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"). In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the **26th AGM** of the Company is being held through VC/OAVM on Tuesday, 29th Day of September, 2026 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 | |
| Book closure Date | Tuesday, the 22nd Day of September, 2026 to Tuesday, the 29th Day of September, 2026 (both days inclusive) | |
| Dividend Payment Date Date of declaration Rate of dividend Book Closure Date Date of payment of dividend Amount of dividend paid | Not Applicable | |
| Company Registration Details | The Company is registered in the State of Odisha, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L14103OR2000PLC006230** | |
| Listing on Stock Exchange | The Bombay Stock Exchange Limited<br>National Stock Exchange of India Limited | |
| Stock /Scrip Code | BSE : 533163<br>NSE : ARSSINFRA- EQ | |
| ISIN Numbers | INE267I01010 (NSDL & CDSL) | |
| Financial Calendar | 1st April, 2026 – 31st March, 2027 | |
| | First Quarter Results | On or before 14th August, 2026* |
| | Second Quarter Results | Up to 14th November, 2026* |
| | Third Quarter Results | Up to 14th February, 2027* |
| | Fourth Quarter Results | Up to 30th May, 2027* |
| | | *Tentative |

| | |
|---|---|
| E-Voting & VC/OAVM facilities to members to attend the AGM | Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members have been provided the facility to exercise their right to vote at General Meetings by electronic means, through e-Voting Services provided by NSDL. 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 Circular No. 03/2025 dated September 22, 2025 (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 hence** 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 |
| Market Price Data : High, Low during each month in the Financial Year 2025-2026 | Refer Table No. 1 |
| Performance in comparison to board indices BSE Sensex & Nifty 50 | Refer Table No. 2 |
| Suspension from Trading | Pursuant to the Resolution Plan approved by the Hon'ble NCLT, Cuttack Bench, the shares of the Company have been suspended on 4th September, 2025. |
| Registrar & Transfer Agents. | Bigshare Services Private Limited<br>Office No. S6-2, 6th Floor, Pinnacle Business Park,<br>Next to Ahura Centre, Mahakali Caves Road,<br>Andheri (East) Mumbai 400093, Maharashtra, India<br>**Tel** 022 62638200; **Fax No.** 022 62638299,<br>**e-mail IDs:** investor@bigshareonline.com, marketing@bigshareonline.com<br>**Web Site:** www.bigshareonline.com |
| Share Transfer/ Transmission System | Request for Transfers/Transmission of shares held in physical form can be lodged with Bigshare Services Private Limited at the above mentioned addresses. The transfers are normally processed within 15 days from the date of receipt if the documents are complete in all respects.<br>SEBI has vide its circular dated 7 January, 2010 made it mandatory to furnish a copy of PAN Card in the following cases for transmission of shares in physical form:<br>a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.<br>b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.<br>c) Transposition of shares in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders. |

| Particulars | 2025-26 (As on 31st March, 2026) | 2024-25 (As on 31st March, 2025) |
|---|---|---|
| Shares Transferred | NIL | NIL |
| Total No. of shares | 90118498* | 2,27,37,966 |
| % on Share Capital | NIL | NIL |

| | |
|---|---|
| Distribution of Shareholding | Refer Table No. 3 |
| Shareholding Pattern | Refer Table No. 4 |
| Top Ten Shareholder of the Company | Refer Table No. 5 |

| | |
|---|---|
| Dematerialization of Securities and Liquidity | The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. However, Pursuant to the Approved Resolution Plan, the Trading the Shares has been suspended w.e.f. effective date.<br>The Hon'ble NCLT, Cuttack Bench vide its order dated 29-08-2025 approved the Resolution Plan in relation to the CIRP of the Company. Pursuant to the Approved Resolution Plan, the erstwhile promoters' equity shares (1,06,19,468 equity shares) have been reduced to zero and the Company has allotted 7,80,00,000 new equity shares in demat forms only. However, the Corporate Action for reduction of erstwhile promoters' shares and allotment of new equity shares pursuant to the implementation of the Resolution Plan, has been initiated by the Company and is pending at NSDL / CDSL level. Further, the Company has filed the requisite application for reduction of erstwhile promoter shares and allotment of new equity (as mentioned above) with BSE and NSE. |
| Designated e-mail address for investor services | To serve the investors better and as required under Regulation 46(2)(j) of the SEBI Listing Regulations, the designated e-mail address for investor complaints is cs@arssgroup.in The e-mail address for grievance redressal is monitored by the Company's Compliance Officer. |
| Outstanding GDR/ADR or warrants or any convertible instruments, conversion date and likely impact on equity. | As on March 31 2026, the Company had No outstanding warrants to be converted into shares.<br>The company has not issued any GDRs/ ADRs. |
| Commodity Price risk / Foreign Exchange risk and hedging activities | Commodity Price Risk/Foreign Exchange Risk and Hedging Activities: The core business of Construction and Infrastructure are not prone to commodity price risk/foreign exchange risk. Accordingly, the Company adopts adhoc hedging tools on need basis for transactions involving foreign exchange. |
| Plant Locations | Refer Table No. 6 |
| Address for Correspondence | The Company Secretary & Compliance Officer<br>**ARSS Infrastructure Projects Ltd.**<br>Sector-A, Zone-D, Plot No.-38,<br>Mancheswar Industrial Estate,<br>Bhubaneswar-751010 (Odisha)<br>**Tel:** (0674) 2602763<br>**E-mail Address:** cs@arssgroup.in |
| Payment of Listing Fees | The Company has paid the annual listing fees for the relevant periods to NSE and BSE where its equity shares are listed. |
| Payment of Depository Fees | Annual Custody/Issuer fee for the relevant period has been paid by the Company to NSDL and CDSL. |

**TABLE - 1: STOCK MARKET PRICE DATA**

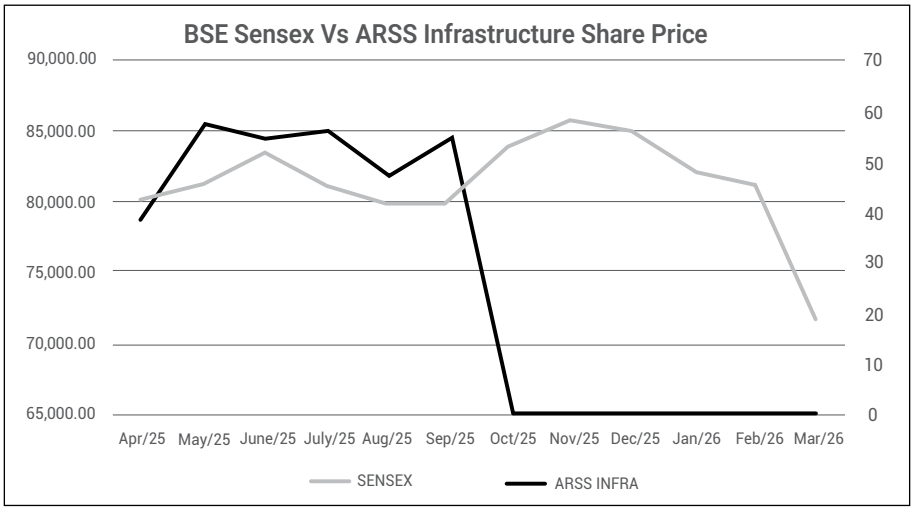
High Low and trade volumes each month & compared to closing respective index during the financial year 2025-26 of the company at BSE and NSE:

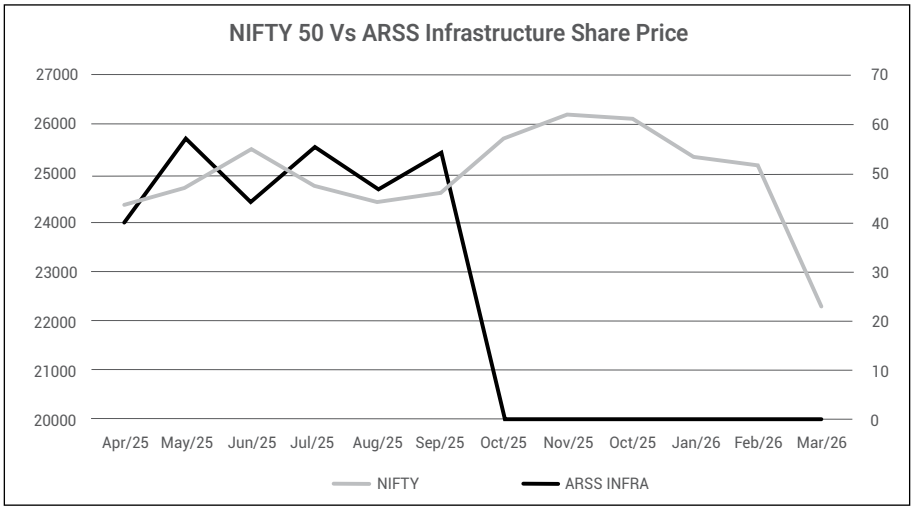
| Sl. No. | Months | Bombay Stock Exchange | | | National Stock Exchange | | |
|---|---|---|---|---|---|---|---|
| | | High Price (In Rs) | Low Price (In Rs) | No. of Share Traded | High Price (In Rs) | Low Price (In Rs) | No. of Share Traded |
| 1 | Apr-25 | 40.75 | 32.7 | 37,004 | 40.60 | 35.14 | 2,99,000 |
| 2 | May-25 | 60.45 | 37.79 | 1,35,718 | 60.33 | 38.07 | 4,93,000 |
| 3 | Jun-25 | 54.56 | 54.56 | 5,00 | 54.44 | 44.32 | 63,000 |
| 4 | Jul-25 | 56.5 | 40.13 | 1,31,822 | 56.50 | 38.16 | 4,69,000 |
| 5 | Aug-25 | 59 | 44 | 37,614 | 59.00 | 43.05 | 1,94,000 |
| 6 | Sep-25 | 54.84 | 48 | 20,520 | 54.27 | 49.23 | 5,000 |
| 7 | Oct-25 | - | - | - | - | - | - |
| 8 | Nov-25 | - | - | - | - | - | - |
| 9 | Dec-25 | - | - | - | - | - | - |

| Sl. No. | Months | Bombay Stock Exchange | | | National Stock Exchange | | |
|---|---|---|---|---|---|---|---|
| | | High Price (In Rs) | Low Price (In Rs) | No. of Share Traded | High Price (In Rs) | Low Price (In Rs) | No. of Share Traded |
| 10 | Jan-26 | - | - | - | - | - | - |
| 11 | Feb-26 | - | - | - | - | - | - |
| 12 | Mar-26 | - | - | - | | - | - |

*Pursuant to the Resolution Plan approved by the Hon'ble NCLT, Cuttack Bench, the shares of the Company have been suspended on 4th September, 2025.

**TABLE – 2: PERFORMANCE OF THE SHARE PRICE OF THE COMPANY IN COMPARISON TO BSE SENSEX AND NIFTY50 FOR THE PERIOD 1st APRIL, 2025 TO 31st MARCH, 2026 IS GIVEN BELOW:**



## TABLE – 3: *DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2026

| S. No | Range (No. of shares) | As on 31st March, 2026 | | | |
|---|---|---|---|---|---|
| | | Number of Share Holders | Percentage (%) of Total | Total Shares Held | Percentage (%) of Total |
| 1 | 1- 500 | 12132 | 86.3856 | 12,52,558 | 5.5087 |
| 2 | 501-1000 | 856 | 6.0951 | 6,92,358 | 3.0449 |
| 3 | 1001-2000 | 444 | 3.1615 | 6,81,032 | 2.9951 |
| 4 | 2001-3000 | 158 | 1.1250 | 4,05,128 | 1.7817 |
| 5 | 3001-4000 | 73 | 0.5198 | 2,60,672 | 1.1464 |
| 6 | 4001-5000 | 86 | 0.6124 | 4,06,264 | 1.7867 |
| 7 | 5001-10000 | 116 | 0.8260 | 8,38,183 | 3.6863 |
| 8 | 10001 and above | 169 | 1.2042 | 8,55,82,303 | 80.0501 |
| | **TOTAL** | **14034** | **100.0000** | **90118498** | **100.00** |

## TABLE – 4: SHAREHOLDING PATTERN AS ON 31st MARCH, 2026

| S. No. | Category | Total No. of Shareholders | Percentage (%) | Total Shares Held | Percentage (%) |
|---|---|---|---|---|---|
| 1 | CLEARING MEMBER | 14 | 0.0998 | 34,216 | 0.0380 |
| 2 | CORPORATE BODIES | 74 | 0.5273 | 9,46,149 | 1.0499 |
| 3 | CORPORATE BODIES (PROMOTER CO) | 2 | 0.0143 | 7,65,00,000 | 84.8882 |
| 4 | CORPORATE BODY NBFC | 3 | 0.0214 | 15,08,700 | 1.6741 |
| 5 | IEPF | 1 | 0.0071 | 11,782 | 0.0131 |
| 6 | KEY MANAGERIAL PERSONNEL | 2 | 0.0143 | 10,120 | 0.0112 |
| 7 | NON RESIDENT INDIAN | 119 | 0.8479 | 1,19,123 | 0.1322 |
| 8 | PUBLIC | 13818 | 98.4609 | 1,09,88,393 | 12.1933 |
| 9 | UNCLAIMED SUSPENSE ACCOUNT | 1 | 0.0071 | 15 | 0.0000 |
| | **TOTAL** | **14034** | **100.00** | **9,01,18,498** | **100** |

## TABLE – 5: TOP TEN SHAREHOLDERS OF THE COMPANY AS ON 31st MARCH, 2026

| S. No. | Name Of Shareholders | Category | No. of Shares | Percentage (%) |
|---|---|---|---|---|
| 1 | Roger Bravo Secured Development Fund | (AIF) (Person Acting in Concert) (Promoter Group) | 7,35,00,000 | 81.56 |
| 2 | Ocean Capital Market Limited | Corporate Body (Promoter Co) | 30,00,000 | 3.33 |
| | **TOTAL** | | **7,65,00,000** | **84.89** |

Note for Table 3, 4 and 5

*Based on company data in accordance with implementation of resolution plan.

**However, the records of RTA are not yet updated due to pendency of approval of corporates action in relation to the restructuring of shares capital pursuant to the approved resolution plan.

**TABLE - 6: DETAILS OF PLANT AND LOACATIONS:**

| CRUSHER PLANT | HOT MIX PLANT | WET MIX PLANT / BATCH MIX PLANT |
|---|---|---|
| 1. At - Durgapur (Chatrama), PO - Bajapur, Dist - Khurda,Pin- 752060, Odisha. | 1. At-Nuasahi, Po- Badimunda, Tahasil-Tikabali, Dist- Kandhamal(Phulbani) Pin-762010, Odisha. | 1. At - Durgapur (Chatrama), PO - Bajapur, Dist - Khurda, Pin- 752060, Odisha. |
| 2. At/P.o - Kharbhuin, PS - Harbhanga, Charichhak, Dist - Boudh Pin-762020, Odisha. | 2. At - Durgapur (Chatrama), PO - Bajapur, Dist - Khurda,Pin-752060, Odisha. | 2. At/P.o - Kharbhuin, PS - Harbhanga, Charichhak, Dist – Boudh, Pin-762020, Odisha. |
| 3. At-Kelar,P.o-Kakirguma, Laxmipur Pin-765013, (Odisha) Dist – Koraput, Odisha. | 3. At/P.o - Kharbhuin, PS - Harbhanga, Charichhak, Dist - Boudh Pin- 762020, Odisha. | 3. At-Kelar,P.o-Kakirguma, Laxmipur, Dist – Koraput, Pin- 765013, Odisha. |
| 4. At-Dankari,Po- Chadhaidhara, Dist - Jajpur Pin-755023, Odisha. | 4. At-Kelar,P.o-Kakirguma , Laxmipur Pin-765013, (Odisha) Dist – Koraput, Odisha. | |
| 5. At-Nuasahi, Po-Badimunda, Tahasil-Tikabali, Dist- Kandhamal(Phulbani) Pin- 762010, Odisha. | | |

**For and on behalf of the Board of Directors**

**Sd/-**
**Dipti Ranjan Patnaik**
**Chairman and Managing Director**
**DIN:00600887**

**Sd/-**
**Payal Agarwal**
**Independent Director**
**DIN: 01617065**

**Place:** Bhubaneswar
**Dated:** August 14 2026

**DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3)**
**PART D OF THE SEBI LISTING REGULATIONS**

To,
The Members
**ARSS Infrastructure Projects Limited**
Bhubaneswar

Based on declaration received from directors and senior management, I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the financial year ended March 31, 2026.

**For and on behalf of the Board of Directors**

Sd/-
**(Gopal Krishna Dash)**
**Managing Director**
**DIN: 10776309**

**Place:** Bhubaneswar
**Dated:** May 28, 2026

## CEO/CFO CERTIFICATION

To,
The Board of Directors,
**ARSS Infrastructure Projects Limited,**
Mancheswar, Bhubaneswar,
Orissa, India

**Sub: Compliance Certificate Under Regulation 17(8) of**
**SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

We, Gopal Krishna Dash, Managing Director and S. K. Pattanaik, Chief Financial Officer of ARSS Infrastructure Projects Limited hereby declare, confirm and certify as under in respect of Annual Accounts for the year ended 31st March, 2026:

A. We have reviewed financial statements and the cash flow statement of ARSS Infrastructure Projects Limited for the year ended on 31st March, 2026 and that to the best of their knowledge and belief:

   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

   (1) significant changes in internal control over financial reporting during the year;

   (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For ARSS Infrastructure Projects Limited**

**Sd/-**
**(Gopal Krishna Dash)**
**Managing Director**
**DIN-10776309**

**Date:** 30.05.2026
**Place:** Bhubaneswar

**For ARSS Infrastructure Projects Limited**

**Sd/-**
**(S. K. Pattanaik)**
**Chief Financial Officer**

## CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
**ARSS Infrastructure Projects Limited**
Plot No-38, Sector-A Zone-D,
Mancheswar Industrial Estate,
Bhubaneswar-751 010.

We have examined the compliance of conditions of Corporate Governance by ARSS Infrastructure Projects Limited ("the company"). (CIN: L14103OR2000PLC006230) (hereinafter called "the Company") for the financial year ended 31 March 2026 ("Period under Review"), as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and Para C and D of the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

The Hon'ble NCLT, Cuttack bench approved the Resolution Plan of the RA Ocean Capital Market Limited vide its Order dated 29.08.2025 and as per the Certified copy of the Order the resolution plan became effective w.e.f 29.08.2025.

After implementation of the Resolution Plan, erstwhile Board of Directors were deemed to have vacated office pursuant to the approved resolution plan. New Directors, Independents Directors and Managing Directors are appointed by the Successful Resolution applicant.

After the implementation of Resolution plan, the Board has been reconstituted with proper balance of executive, non-executive and independent directors including women independent director. Since the Company is having Executive Chairman it is having more than 50 % independent directors in the composition of Board.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Management and after the implementation of Resolution Plan, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under various regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sunita Jyotirmoy & Associates**

**Sd/-**
**Jyotirmoy Mishra, Partner**
**Company Secretary in practice**
**C.P. No.-6022**
**UDIN- F006556H001112617**
**Place: Bhubaneswar**
**Date: 14.08.2026**

## CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to clause (i) of point 10 of para C of Schedule V of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
**ARSS Infrastructure Projects Limited**
Plot No-38, Sector-A Zone-D,
Mancheswar Industrial Estate,
Bhubaneswar-751 010.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ARSS Infrastructure Projects Limited** ('the Company') bearing **CIN: L14103OR2000PLC006230** and having its registered office at Plot No-38, Sector-A Zone-D, Mancheswar Industrial Estate Bhubaneswar-751 010 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of below mentioned Directors in the Board of the Company ARSS Infrastructure Projects Limited have been disqualified from being appointed or continuing as Directors of the Company by Securities Exchange Board of India or Ministry of Corporate Affairs in writing.

| Name | Category | DIN | Date of Appointment in Company |
|---|---|---|---|
| Mr. Dipti Ranjan Patnaik (Chairman) | Executive Director | 00600887 | 29th September, 2025 |
| Mr. Gopal Krishna Das (Managing Director) | Executive Director | 10776309 | 29th September, 2025 |
| Ms. Payal Agarwal (Director) | Independent Director | 01617065 | 29th September, 2025 |
| Mr. Thirumalisai Krishnamachari Padmanaban (Director) | Independent Director | 11292264 | 29th September, 2025 |
| Mr. Manoranjan Panigrahi (Director) | Independent Director | 11360139 | 31st October, 2025 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sunita Jyotirmoy & Associates**

**Sd/-**
**Jyotirmoy Mishra, Partner**
**Company Secretary in practice**
**C.P. No.-6022**
**UDIN- F006556H001112727**
**Place: Bhubaneswar**
**Date: August 14, 2026**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**
**FOR THE FINANCIAL YEAR ENDED 31.03.2026**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members
**ARSS Infrastructure Projects Limited**
Plot No. 38, Sector A, Zone D,
Mancheswar Industrial Estate,
Bhubaneswar.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ARSS Infrastructure Projects Limited, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms, and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes listed and compliance – mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by ARSS Infrastructure ProjectsLimited ("the company") for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder :

(ii) The Securities Contracts (Regulation) Act,1956 ( 'SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder :

(iv) Foreign Exchange Management Act,1999 and the rules and regulations made therunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings :

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act') :-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading ) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the period under review);

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable during the period under review)

(e) The Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable during the period under review),

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 the Companies Act and dealing with Client; (Not Applicable during the period under review),

(g) The Securities and Exchange Board of India(Delisting of Equity Shares) Regulations, 2021 (Not Applicable during the period under review);and

(h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 2018 (Not Applicable during the period under review);

(vi) The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and other applicable Labour Laws:

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) The new Listing Agreement under SEBI (LODR) Regulations, 2015 entered into by the Company with Bombay Stock Exchange Limited on 2nd day of December, 2015 & National Stock Exchange of India Limited on 2nd day of December, 2015.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above:

***We further report that***, there are various pending legal cases by and against the Company, the impact & contingency of which are not reasonably ascertained in our Report.

***We further report that***, the compliance by the Company of applicable financial laws, such as direct and indirect tax laws has not been reviewed in this Audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

***We further report that***, the Hon'ble NCLT, Cuttack bench approved the Resolution Plan of the RA Ocean Capital Market Limited vide its Order dated 29.08.2025 and as per the Certified copy of the Order the resolution plan became effective w.e.f 29.08.2025.

After implementation of the Resolution Plan, all the Directors of earlier Board has vacant their office as per approved resolution plan and new Directors, Independents Directors and Managing Directors are appointed by the Successful Resolution applicant. The capital of the previous promoters were extinguished and the Capital structure of the Company was reconstructed as per approved resolution plan.

***We further report that*** pursuant to the approved Resolution Plan and order of Hon'ble NCLT, Cuttack bench, the Company has allotted 30 lakhs equity shares of ₹10/- to the Resolution Applicant as upfront amount. It has allotted 2,48,81,502 and 5,01,18,498 equity shares of ₹10/- each at a premium of ₹613.39 each as conversion of unsustainable debt into equity shares to the nominees of the Resolution Applicant pursuant to the Resolution Plan approved by Hon'ble NCLT, Cuttack bench.

***We further report that*** the Compounding applications under various provisions of the Companies Act, have been filed with Registrar of Companies and Regional Director, Eastern Regions. The applications are not yet disposed off.

***We further report that*** the Company has submitted their reply and clarification after the Search & Seizure operation by Enforcement Directorate at the Company's Registered Office premises at Sector A, Zone D, Plot 38, Mancheswar Industrial Estate, Bhubaneswar on 4th October, 2024. There has been no further development in the matter.

***We further report that*** the Company has filed various statutory forms with the Registrar of Companies, Odisha after the due dates after paying prescribed additional fees.

***We further report that*** after implementation of the Resolution Plan, the SRA brought in unsecured loans to start the operation of the Company. However, being a related party the RPT was not pre-approved by the Audit committee. However at the time of receiving the unsecured loans, the Board was not reconstituted and committees were not formed. The Company got the post facto approval of the RPT from the Audit committee and board before finalization of annual accounts for the FY 2025-26.

**We further report that**

After the implementation of Resolution plan, the Board has been reconstituted with proper balance of executive, non-executive and independent directors including women independent director. Since the Company is having Executive Chairman it is having more than 50 % independent directors in the composition of Board.

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

After the implementation of Resolution Plan and the reconstitution of Board, the board meetings are duly called and held by giving proper notices and agenda to all Directors.

***We further report that*** there are systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as Annexure A and form an integral part of this report.

Place: Bhubaneswar
Date: 14.08.2026

**Signature: Sd/-**
**Name of Company Secretary in practice: CS Jyotirmoy Mishra**
**FCS No.: 6556**
**C P No.: 6022**
**UDIN : F006556H001112573**

**Annexure A**

To,
The Members
**ARSS Infrastrucure Projects Limited**
Plot No. 38, Sector A, Zone D,
Mancheswar Industrial Estate,
Bhubaneswar.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Signature: Sd/-**
**Name of the PCS: CS Jyotirmoy Mishra**
**Membership No: FCS-6556**
**C.P No: 6022**
**UDIN : F006556H001112573**

Date : 14.08.2026
Place: Bhubaneswar

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2026**

**[Pursuant to Rule 24A of SEBI (LODR) (Amendment) Regulations 2018]**

To,
The Members
ARSS Damoh – Hirapur Tolls Private Limited
Plot No. 38, Sector A, Zone D,
Mancheswar Industrial Estate,
Bhubaneswar.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ARSS Damoh – Hirapur Tolls Private Limited, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms, and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes listed and compliance –mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by ARSS Damoh – Hirapur Tolls Private Limited ("the company") for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act , 2013 (the Act) and the rules made thereunder :

(ii) The Securities Contracts (Regulation) Act, 1956 ( 'SCRA') and the rules made thereunder (not applicable to the Company);

(iii) The Depositories Act , 1996 and the Regulations and Bye-laws framed thereunder (not applicable to the Company);

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made therunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (not applicable to the Company during the period under review)

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 ('SEBI Act') (are not applicable to the Company as it is a Private Limited Company):-

We have also examined compliance with the applicable clauses of the following:

(a) Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

**We further report that,** there are various pending legal cases by and against the Company, the impact & contingency of which are not reasonably ascertained in our Report.

**We further report that,** there has been no commercial activities in the Company since last few years and therefore there has been no regular employees working under it. Hence the company has not been depositing any amount in Provident Fund towards employer as well as employee contributions.

***We further report that,*** the compliance by the Company of applicable financial laws, such as direct and indirect tax laws has not been reviewed in this Audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

***We further report that*** the Company has filed various statutory forms with the Registrar of Companies, Odisha after the due dates after paying prescribed additional fees.

**We further report that,** enquiry of books of accounts of the Company under the provisions of Section 206 of the Companies Act, 2013 was done by the Registrar of Companies, Cuttack. As per their findings, they have initiated prosecution against the Company, its officials, KMP and its Statutory Auditor for violation of Section 137 and Section 129 of the Companies Act, 2013. The prosecution has been initiated for the financial statement not depicting true and fair view and also the Cash Flow statement is not showing true and fair view of the transactions of the Company.

As on the date of the report the four cases against the CFO, CEO & Director and the Auditors have been disposed off. In the case nos. 08/2022 and 35/2023, the Court has convicted the auditors and imposed penalty of Rs. 30,000/- and Rs. 30,000/- respectively. The case no. 07/2022 was disposed off due to death of Auditors. In the case no. 67/2023, the court has convicted Mr. Soumendra Keshari Pattanaik, CFO and Mr. Sunil Kumar Agarwal, CEO and Director and imposed penalty of Rs. 1,10,000/- each.

**We further report that** during the period under review Ms. Payal Agarwal has been appointed as Independent director on 12.11.2025 and Mr. Sunil Kumar Agarwal resigned from the post of CEO and director with effect from 12.11.2025.

**We further report that** the Board is properly constituted with proper balance of executive, non-executive and independent woman directors. However after the resignation of CEO, the Company does not have a CEO as on end of financial year 2026.

**We further report that**

The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board meetings are generally carried unanimously and dissenting members' views, if any are captured and duly recorded in the minutes Book.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

This report is to be read with our letter of even date which is annexed as Annexure A and form an integral part of this report.

**Signature: Sd/-**
**Name of Company Secretary in practice: CS Jyotirmoy Mishra**
**FCS No.: 6556**
**C P No: 6022**
**UDIN : F006556H001104059**

Place: Bhubaneswar
Date: 13/08/2026

**Annexure A**

To,
The Members
ARSS Damoh – Hirapur Tolls Private Limited
Plot No. 38, Sector A, Zone D,
Mancheswar Industrial Estate,
Bhubaneswar.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Signature: Sd/-**
**Name of the PCS: CS Jyotirmoy Mishra**
**Membership No: FCS-6556**
**C.P No: 6022**
**UDIN : F006556H001104059**

Date: 13/08/2026
Place: Bhubaneswar

# Independent Auditor's Report

**To**
**The Members of ARSS Infrastructure Projects Limited**
**CIN: L14103OR2000PLC006230**

**Report on the Audit of the Standalone Financial Statements**

**Qualified Opinion**

We have audited the accompanying standalone financial statements of **ARSS Infrastructure Projects Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, and the Statement of Cash Flows for the year ended on that date and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

1. Non-compliance with IND AS 115 – Revenue from Contracts with Customers, in the absence of relevant contract-wise records and underlying project documentation, contract-wise surplus/deficit on construction contracts has neither been ascertained nor recognised in compliance with Ind AS 115 'Revenue from Contracts with Customers'.
2. During the year, the Company has recognised certain arbitration claims as income in the Statement of Profit and Loss and as Claims Receivable under Other Financial Assets in the Balance Sheet. These claims are subject to arbitration proceedings whose outcome is uncertain and the receivability of the same is not established. In our opinion, such recognition is not in accordance with applicable Indian Accounting Standards for the following reasons:
    a. Under Ind AS 115, variable consideration including amounts subject to arbitration can be included in transaction price only when it is highly probable that a significant reversal of cumulative revenue recognised will not occur. The recognition of arbitration claims whose outcome is uncertain does not meet this threshold.
    b. Under Ind AS 109, recognition of a financial asset requires an unconditional contractual right to receive cash. Most of the arbitration claims that are yet to be adjudicated and where the counterparty's liability is neither admitted nor determined by a competent authority do not qualify for recognition as financial assets.
    c. Under Ind AS 37, such claims constitute contingent assets which are not to be recognised in financial statements until the inflow of economic benefits is virtually certain. Recognition of contingent assets is expressly prohibited under Ind AS 37 as it may result in recognition of income that may never be realised.

Consequently, in our opinion, the recognition of these arbitration claims to the tune of ₹ 70,831.96 Lakhs has resulted in overstatement of exceptional items in Profit and Loss, other financial assets and net worth of the Company as at 31st March 2026. Had these claims been appropriately disclosed as contingent assets in accordance with Ind AS 37 instead of being recognised, the exceptional items, other financial assets and net worth of the Company would each have been lower to that extent.

3. The Company has classified a loan received from Ocean Capital Market Limited (Successful Resolution Applicant), a related party as at reporting date, as a "Secured Borrowing" in the Balance Sheet as at 31st March 2026 and has accrued interest thereon at 9% per annum. We report the following concerns:

   a. No security creation documents have been executed as at the balance sheet date and no charge has been registered with the Registrar of Companies.

   b. The approved Resolution Plan sanctioned by the Hon'ble NCLT does not contemplate payment of interest on this loan. Accrual of interest at 9% per annum, although supported by loan sanction letter, creates a financial obligation beyond the scope of the approved Resolution Plan.

   c. The requisite approvals for this related party transaction, including prior Audit Committee approval under Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, and Board / shareholder approval under Section 188 of the Companies Act, 2013, have not been demonstrated to us.

The above matters have resulted in incorrect classification of borrowings and incorrect recognition of interest expense to the tune of ₹ 1,122.76 Lakhs.

**Emphasis of Matter**

We draw attention to the following matters in the Standalone Financial Statements:

i. Note No. 71 and Note No. 73 to the Standalone Financial Statements, which describe the completion of the Corporate Insolvency Resolution Process ("CIRP") and the implementation of the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Cuttack Bench ("NCLT"), vide order dated 29th August, 2025, in favour of M/s Ocean Capital Market Limited ("OCML" / "Successful Resolution Applicant" / "SRA"). The Resolution Plan has resulted in, inter alia, reconstitution of the Board of Directors, extinguishment of erstwhile promoter equity, settlement/restructuring of financial and operational creditor liabilities, conversion of unsustainable debt into equity, fresh equity infusion by the SRA, and recognition of net loss as Exceptional Items of 3,22,971.31 Lakhs in the Statement of Profit and Loss for the year. These transactions are complex, involve significant management judgement, and have had a material impact on the financial position and results of the Company for the year ended 31st March, 2026. Further, the financial statements for the year ended March 31, 2026 have been prepared on going concern considering the implementation of the Approved Resolution Plan. Our opinion is not modified in respect of this matter.

ii. Note No. 72 and Note No. 13 to the Standalone Financial Statements, a search and seizure operation was conducted by the Enforcement Directorate (ED) at the premises of the Company during the financial year 2024-25. The investigation is ongoing. The Management/ new Board of Directors has represented that no additional material development adverse to the Company has occurred during the year ended March 31, 2026 in relation to the said investigation. Our opinion is not modified in respect of this matter.

iii. Note No. 76 to the Standalone Financial Statements, the Serious Fraud Investigation Office (SFIO) has initiated investigation into the affairs of the Company during the financial year 2024-25. The investigation is ongoing. The Management/ new Board of Directors has represented that no additional material development adverse to the Company has occurred during the year ended March 31, 2026 in relation to the said investigation. Our opinion is not modified in respect of this matter.

iv. Note No. 69 to the Standalone Financial Statements, as a result of the implementation of the approved Resolution Plan, the financial statements for the year ended 31st March 2026 reflect a substantially restructured balance

sheet, and recognition and measurement of assets and liabilities on the basis of the approved Resolution Plan and applicable Ind AS. The figures for the comparative period (year ended 31st March 2025) were prepared during the CIRP, when the powers of the Board of Directors were vested with the Resolution Professional. Accordingly, the current year's financial statements are not strictly comparable with the previous year. Our opinion is not modified in respect of this matter.

v. Note No. 31 to the Standalone Financial Statements, the company during CIRP period, has written off ₹ 11,048.16 Lakhs during the year as the settlement of Arbitration award vide case no. 54/2020 Niraj Cement Structurals Ltd. V/s Jaipur Development Authority (JDA) where the company had counterclaim with Niraj Cement Structurals Ltd. Our opinion is not modified in respect of this matter.

vi. Note No. 32 (d) to the Standalone Financial Statements, the company has written off ₹ 91,273.71 Lakhs of arbitration claim to the extent of award/expected realization amount previously stated as Claims Receivable under Other Financial Assets. Our opinion is not modified in respect of this matter.

vii. Note No. 32 (e) to the Standalone Financial Statements, the company has identified certain arbitration claims amounting to ₹ 70,831.96 Lakhs which were not booked in the financial statements. During the year, the company has booked those claims in financial statements as Claims Receivable under Other Financial Assets. We have modified opinion in respect of recognizing new arbitration claims as mentioned in qualified opinion.

viii. Note No. 75 to the Standalone Financial Statements, during the course of implementation, the Company has identified certain provisions in the approved Resolution Plan which require amendments, either on account of ambiguity, need for clarification, or inconsistency with the provisions of the Insolvency and Bankruptcy Code, 2016. The Company is in the process of filing necessary applications before the Hon'ble NCLT seeking amendments to the approved Resolution Plan within the stipulated period which is not over at reporting period of financial statements. The outcome of these applications and the consequential impact, if any, on the financial statements of the Company is presently not determinable. Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | How our audit addressed the key audit matter |
|---|---|
| 1. Accounting for and Disclosure of the Resolution Plan approved under the Insolvency and Bankruptcy Code, 2016 The NCLT, Cuttack Bench, approved the Resolution Plan of M/s Ocean Capital Market Limited (OCML) vide order dated August 29, 2025. The Resolution Plan involves complex accounting consequences under Ind AS, including: (a) extinguishment of financial liabilities of creditors (including write-back of liabilities in excess of amounts payable under the Plan) at NIL consideration; (b) cancellation of existing promoter equity at NIL value; (c) conversion of a portion of debt into equity at values specified in the Plan; (d) recognition of plan-related income/gain; and (e) disclosures regarding the effective date, identity of the SRA, and post-CIRP capital structure. Given the complexity, significant management judgement, and the quantum of amounts involved, this was a significant area of our audit focus. | Our audit procedures included: • Obtained and reviewed the NCLT order dated August 29, 2025 and the approved Resolution Plan of OCML. • Verified the accounting treatment for extinguishment of liabilities accordance to applicable accounting standards. • Assessed the appropriateness of the payment made to the financial creditors and other stakeholders as per the approved Resolution Plan. • Verified the accounting treatment for cancellation/ extinguishment of equity shares held by erstwhile promoters and issuance of new equity shares as per the terms of approved Resolution Plan. • Examined board resolutions and other documentation relating to change of management and reconstitution of the Board. • Reviewed the adequacy and completeness of disclosures made in the financial statements in relation to the Resolution Plan and its accounting impact. Based on the above procedures, we considered management's assessment to be reasonable except for the possible effects of the matter described in the Basis for Qualified Opinion & Emphasis of Opinion paragraph above. |

| Key Audit Matter | How our audit addressed the key audit matter |
|---|---|
| 2. Claim Receivables under Arbitration amounting to ₹ 89,730.74 Lakhs [Refer relevant note 9 Other Financial Assets to financial statements] The Company has significant claim receivables under dispute/arbitration arising out of contractual obligations on infrastructure projects. Given the CIRP process and the ongoing transition post-Resolution Plan, the status, enforceability, and recoverability of such claims are subject to significant uncertainty and management judgement. The quantum and timing of realisation represent a key area of audit focus. | Our audit procedures included: • Evaluated the reasonableness of management's assessment of recoverability of claims, having regard to the sector, post-CIRP position, and ongoing arbitration status. • Assessed individual project-wise and case-wise outstanding claim receivables. • Discussed the status of significant arbitration claims with the Company's in-house/external legal counsel and other senior management personnel. • Verified documentation available in support of claims receivable under arbitration. • Checked arithmetical accuracy of management estimates and judgements. • Reviewed the adequacy of disclosures in the financial statements. • Based on the above procedures, we considered management's assessment of recoverability to be reasonable except for the possible effects of the matter described in the Basis for Qualified Opinion & Emphasis of Opinion paragraph above. |

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Board of Directors for the Standalone Financial Statements**

The Company's Management and Board of Directors (reconstituted pursuant to the Resolution Plan approved by the NCLT, Cuttack Bench, vide order dated August 29, 2025) are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key

audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained, except for the matter described in the 'Basis for Qualified Opinion' paragraph above, all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the possible effect of the matter described in the 'Basis for Qualified Opinion' paragraph above.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act, except for the possible effect of the matter described in the 'Basis for Qualified Opinion' paragraph above.
   e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
   f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 9 and Note 57 to the financial statements.
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
      iv. (a) The Management/ Board of Directors has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the

understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management/ Board of Directors has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As per the standalone financial statements: (a) No dividend was proposed in the previous year and declared and paid by the Company during the year; (b) No interim dividend was declared and paid by the Company during the year; (c) The Board of Directors of the Company has not proposed any final dividend for the year ended March 31, 2026.

vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For A D V AND CO LLP**
Chartered Accountants
Firm Regn. No. 003467N/N500463

**Sd/-**
**CA Vipul Kumar Gupta**
Membership No. 522310
UDIN: 26522310AKSAJK7726

**Dated: May 30th, 2026**
**Camp: Bhubaneswar**

## Annexure – A to the Independent Auditors' Report

(Referred to in Paragraph 1 under the Heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

b. The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so as to cover all the assets in a phased manner, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. Based on our examination of the property tax receipts and lease agreements for land on which buildings are constructed, registered sale deed/transfer deed/conveyance deed provided to us, we report that the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

e. No proceedings have been initiated during the year or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

ii. a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and the procedures and coverage as followed by management were appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on verification between the physical stocks and the book records.

b. The Company has not availed working capital limits in excess of  5 Crore during the year in aggregate from banks or financial institutions on the basis of security of current assets. Accordingly, a monthly statement is not required to be filed. We note that in past years, the Company had availed such limits which were subsequently declared NPA and the financial creditors had moved to the NCLT; however, the CIRP stands concluded during the current year pursuant to the NCLT order dated August 29, 2025.

iii. Based on our audit procedures and as per the information and explanations given by the management, during the year the Company has not made any new investments (though it has existing investments in subsidiaries and associates from prior years), nor provided any guarantee or security, nor granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties (though it has existing advances to subsidiaries from prior years).

Since no new investments, guarantees, or loans/advances were granted during the year, reporting under clause (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits. Accordingly, paragraph 3(v) of the Order is not applicable.

vi. As informed to us, the maintenance of cost records is applicable to the Company under Section 148(1) of the Act in respect of the activities carried on by the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

vii. a. According to information and explanation given to us and on the basis of our examination of the books of account, and records the company has been generally regular in depositing undisputed statutory dues with the appropriate authority including provident fund, Employees state insurance, income-tax, sales tax, services tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no delays by the company with appropriate authorities.

b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of excise, duty of customs, value added tax, goods and service tax, cess and other material statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

c. In our opinion there is no amounts payable in respect of income tax, wealth tax, service tax, custom duty, excise duty, value added tax and cess which has not been accepted as demand in dispute. However, the disputed dues for the period prior to the effective date to the approved Resolution Plan are shown outstanding as per relevant authorities' website. As per the NCLT order dated August 29, 2025 approving the Resolution Plan, all past tax and statutory liabilities relating to the period prior to the effective date of the Resolution Plan stand extinguished at NIL value as per the terms of the Plan. The Company, in consultation with its legal counsel and tax advisors, is in the process of obtaining appropriate confirmations/orders from the relevant statutory authorities to give effect of the order passed by the Hon'ble NCLT, Cuttack Bench.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) Pursuant to the NCLT order dated August 29, 2025 approving the Resolution Plan, the financial liabilities of the Company to its financial creditors stood settled/ extinguished as per the terms of the Plan. Prior to the effective date of the Resolution Plan, the Company had been under CIRP and the loans were classified as NPA. Post-implementation of the Plan, the Company does not have any overdue outstanding loan obligations to financial institutions/banks existing as at March 31, 2026.

(b) The Company has not been declared a wilful defaulter by any bank or financial institution during the year. We note that in previous years the Company had been declared a wilful defaulter by certain banks; documentation for the same was not available for audit. Post-approval of the Resolution Plan, we have noted that the new management/SRA is in the process of seeking reversal of wilful defaulter declarations as may be applicable.

(c) As informed to us, term loans were applied for the purpose for which they were obtained.

(d) The Company has not raised any short-term funds during the year.

(e) On an overall examination of the financial statements, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised any loans during the year by pledging securities held in subsidiaries, joint ventures or associate companies.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) During the year, pursuant to the implementation of the Resolution Plan approved by the Hon'ble NCLT, Cuttack Bench, the Company has made preferential allotment of equity shares to the Successful Resolution Applicant (M/s Ocean Capital Market Limited), AIF assigned by SRA and to assenting financial creditors, as detailed in Note No. 70 to the Standalone Financial Statements. No other preferential allotment or private placement of shares or convertible debentures has been made during the year.

xi. (a) Based on our audit procedures, we have observed that the Company has recognised arbitration claims as revenue and financial assets in the financial statements without adequate certainty of realisation as required under Ind AS 115, Ind AS 109 and Ind AS 37. This has resulted in overstatement of revenue, other financial assets and net worth of the Company. We are unable to characterise this as a fraud; however the same has been reported in our main audit report by way of a qualified opinion. Other than this observation, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report.

(c) According to the information and explanations given to us by the management, no whistleblower complaints have been received by the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 wherever applicable, and the details have been disclosed in the financial statements except the transaction with Ocean Capital Market Limited (Successful Resolution Applicant), a related party as at reporting date. The requisite prior approvals of the Audit Committee under Section 177 and Board / shareholders under Section 188 of the Companies Act, 2013 have not been demonstrated to us.

xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them, except to the extent, if any, arising out of the implementation of the Resolution Plan as disclosed in the relevant note to the financial statements. Accordingly, paragraph 3(xv) of the Order is not applicable for other transactions.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has incurred cash losses amounting to 687.29 Lakhs during the financial year and 737.86 Lakhs in the immediately preceding financial year.

xviii. There has been a resignation of the statutory auditors during the year due to merger of erstwhile firm M A R S & Associates with A D V AND CO LLP and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, and our knowledge of the Board of Directors'/Management plans and based on our examination of the evidence supporting the assumptions, and having regard to the approved Resolution Plan under IBC, nothing has come to our attention that causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xxi. The provisions of Section 135 of the Companies Act, 2013 with respect to Corporate Social Responsibility are not applicable to the Company for the year ended 31st March, 2026, since the Company did not fulfil any of the eligibility criteria specified under Section 135(1) of the Act in the immediately preceding financial year. Hence, reporting under this clause is not applicable.

xxii. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company.

**For A D V AND CO LLP**
Chartered Accountants
Firm Regn. No. 003467N/N500463

**Sd/-**
**CA Vipul Kumar Gupta**
Membership No. 522310
UDIN: 26522310AKSAJK7726

**Dated: May 30th, 2026**
**Camp: Bhubaneswar**

## Annexure – B to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of ARSS Infrastructure Projects Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's/ Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors (reconstituted pursuant to the approved Resolution Plan) are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls included obtaining an understanding of such controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit

preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls were operating effectively as at March 31, 2026, based on the criteria for internal financial controls established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For A D V AND CO LLP**
Chartered Accountants
Firm Regn. No. 003467N/N500463

**Sd/-**
**CA Vipul Kumar Gupta**
Membership No. 522310
UDIN: 26522310AKSAJK7726

**Dated: May 30th, 2026**
**Camp: Bhubaneswar**

# Standalone Balance Sheet

(₹ in Lakhs)

| Particulars | Note No. | As at March 31, 2026 (Audited) | As at March 31, 2025 (Audited) |
|---|---|---|---|
| **I. ASSETS** | | | |
| **1. Non-current Assets** | | | |
| (a) Property, Plant and Equipment | 5 | 3,520.17 | 3,539.02 |
| (b) Capital Work-in-progress | 5 | - | - |
| (c) Right-of-use Assets | 5 | 25.04 | 25.66 |
| (d) Financial Assets | | | |
| (i) Investments | 6 | 3,458.11 | 3,458.11 |
| (ii) Trade Receivables | 7 | - | - |
| (iii) Loans | 8 | - | - |
| (iv) Other Financial Assets | 9 | 89,771.69 | 1,21,614.46 |
| (e) Deferred Tax Assets (net) | 11 | 265.38 | 503.12 |
| (f) Other Non-Current Assets | 10 | - | - |
| **2. Current Assets** | | | |
| a. Inventories | 12 | 6,360.88 | 6,639.38 |
| b. Financial Assets | | | |
| (i) Investments | 6 | - | - |
| (ii) Trade Receivables | 7 | 5,977.32 | 913.58 |
| (iii) Cash & Bank Balance | 13 | 1,620.10 | 1,951.91 |
| (iv) Bank Balances Other Than Three Above | 13 | 1,740.91 | 1,657.80 |
| (v) Loans | 8 | - | - |
| (vi) Other Financial Assets | 9 | 12,136.39 | 11,781.33 |
| c. Current Tax Assets (Net) | 21 | 1,369.24 | 2,195.92 |
| d. Other Current Assets | 10 | 1,485.82 | 4,435.26 |
| **TOTAL ASSETS** | | **1,27,731.05** | **1,58,715.55** |
| **II. EQUITY AND LIABILITIES** | | | |
| **1. Equity** | | | |
| a. Equity Share Capital | 14 | 9,011.85 | 2,273.80 |
| b. Other Equity | 15 | 86,956.30 | (18,652.35 ) |
| **2. Liabilities** | | | |
| **(i) Non Current Liabilities** | | | |
| a. Financial Liabilities | | | |
| (i) Borrowings | 16 | 25,812.22 | - |
| (ii) Trade Payables | 17 | - | - |
| Total Outstanding Dues of MSME | | | |
| Total Outstanding Dues other than MSME | | | |
| (iii) Other Financial Liabilities | 18 | - | - |
| b. Provisions | 19 | - | 146.41 |
| c. Other Non-current Liabilities | 20 | - | - |
| **(ii) Current Liabilities** | | | |
| a. Financial Liabilities | | | |
| (i) Borrowings | 16 | 495.55 | 1,62,788.49 |
| (ii) Trade Payables | 17 | | |
| Total Outstanding Dues of MSME | | - | - |
| Total Outstanding Dues other than MSME | | 2,035.12 | 3,826.15 |
| (iii) Other Financial Liabilities | 18 | 2,414.36 | 3,393.30 |
| b. Provisions | 19 | - | - |
| c. Other Current Liabilities | 20 | 1,005.65 | 4,939.75 |
| d. Current Tax Liability (Net) | 21 | - | - |
| **TOTAL EQUITY AND LIABILITIES** | | **1,27,731.05** | **1,58,715.55** |

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
Bhubaneswar
UDIN : 26522310AKSAJK7726

**For and on behalf of the Board**

**Sd/-**
**(Dipti Ranjan Patnaik)**
Chairman
DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Standalone Statement of Profit and Loss

(₹ in Lakhs)

| Particulars | Note No. | Year Ended March 31, 2026 (Audited) | Year Ended March 31, 2025 (Audited) |
|---|---|---|---|
| **Income** | | | |
| **I.** Revenue From Operations | 22 | 14,579.28 | 16,538.80 |
| **II.** Other Income | 23 | 340.25 | 450.01 |
| **III.** Other Gains/(Losses) | 24 | 406.55 | 183.68 |
| **Total Income** | | **15,326.08** | **17,172.49** |
| **IV. Expenses** | | | |
| (a) Cost of Materials Consumed | 25 | 6,393.34 | 3,794.07 |
| (b) Cost Of Services Sold | 27 | 6,191.15 | 12,842.37 |
| (c) Change in Inventories (Increase) /Decrease | 26 | (836.39) | (1,630.32) |
| (d) Depreciation and Amortization expenses | 30 | 111.79 | 97.83 |
| (e) Employee Benefit Expenses | 28 | 1,445.69 | 1,225.26 |
| (f) Finance cost | 29 | 1,164.19 | 45.23 |
| (g) Other Expenses | 31 | 12,703.55 | 1,633.74 |
| **Total Expenses** | | **27,173.32** | **18,008.18** |
| **V. Profit Before Exceptional Items and Tax** | | **(11,847.24)** | **(835.69)** |
| Exceptional Items | 32 | 3,43,413.06 | - |
| **VI. Profit Before Taxes** | | **(3,55,260.30)** | **(835.69)** |
| **VII. Tax Expenses** | | | |
| (a) Current Tax | | - | - |
| (b) Tax of Earlier Years | | - | - |
| (c) Deferred Tax | 11 | 237.74 | 113.68 |
| **VIII. Profit (Loss) for the Period** | | **(3,55,498.04)** | **(949.37)** |
| **IX. Other Comprehensive Income** | | | |
| **A (i) Items that will not be reclassified to profit or loss :** | | | |
| (a) Changes in investments in equity shares carried at Fair Value through OCI | | - | - |
| (b) Re-measurement of defined employee benefit plans | | - | - |
| **(ii) Income tax relating to items that will not be reclassified to profit or loss :** | | | |
| - on Revaluation Surplus on Property, Plant & Equipment | | - | - |
| - on Re-measurement of defined employee benefit plans | | - | - |
| **B (i) Items that will be reclassified to profit or loss :** | | | |
| (a) Changes in investments other than equity shares carried at Fair Value through OCI (FVOCI) | | - | - |
| **(ii) Income tax relating to items that will be reclassified to profit or loss :** | | - | - |
| **X. Total Other comprehensive Income after tax** | | - | - |
| **XI. Total comprehensive income for the period** | | **(3,55,498.04)** | **(949.37)** |
| **XII. Earnings per equity share:** | | | |
| (1) Basic (Not Annualised) | | (394.48) | (4.18) |
| (2) Diluted (Not Annualised) | | (394.48) | (4.18) |

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
Bhubaneswar
UDIN : 26522310AKSAJK7726

**For and on behalf of the Board**

**Sd/-**
**(Dipti Ranjan Patnaik)**
Chairman
DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Standalone Statement of Changes in Equity

## A. Equity Share Capital

| Particulars | Amount |
|---|---|
| **As at 31 March 2025** | 2,273.80 |
| Changes in equity share capital | - |
| Less: Promotor Share Written off | 1,061.95 |
| Addition during the year | 7,800.00 |
| | 9,011.85 |
| **As at 31 March 2026** | **9,011.85** |

## B. Other Equity

| | Reserves & Surplus | | | | |
|---|---|---|---|---|---|
| | General Reserves | Capital Reserve | Securities premium reserve | Retained earnings | Total other equity |
| **Balance at 31 March 2025** | 727.00 | - | 19,947.00 | (39,326.35) | (18,652.35) |
| Profit for the year | | | - | (3,55,498.04) | (3,55,498.04) |
| Written off of Promotor Share | | 1,061.95 | - | | 1,061.95 |
| Other comprehensive income | | | - | - | - |
| **Total comprehensive income for the year** | | | - | (3,55,498.04) | (3,54,436.09) |
| Addition during the year | - | - | 4,60,044.74 | | 4,60,044.74 |
| Issue of equity shares | | - | - | - | - |
| **Balance at 31 March 2026** | **727.00** | **1,061.95** | **4,79,991.74** | **(3,94,824.39)** | **86,956.30** |

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
Bhubaneswar
UDIN : 26522310AKSAJK7726

**For and on behalf of the Board**

**Sd/-**
**(Dipti Ranjan Patnaik)**
Chairman
DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Standalone Statement of Cash Flows

(Rupees in Lakhs)

| Particulars | Year Ended March 31, 2026 (Audited) | Year Ended March 31, 2025 (Audited) |
|---|---|---|
| **Operating Activities** | | |
| Profit before exceptional items & tax from continuing operations | (11,847.24) | (835.69) |
| Profit/(loss) before tax from discontinuing operations | - | - |
| **Profit before tax** | **(11,847.24)** | **(835.69)** |
| Adjustments for | | |
| Adjustments for depreciation and amortisation expense | 111.79 | 97.83 |
| Adjustments for fair value losses (gains) on sale of Assets | 4.01 | - |
| Interest received | (73.27) | 120.81 |
| Interest paid | 1,164.19 | 45.23 |
| Other Adjustments for non-cash items: | | |
| Other Adjustments to Reconcile profit (loss) | - | - |
| Extinguishment of Operational Creditors | 5,039.46 | - |
| Net Arbitration claim written off | (20,441.75) | - |
| Profit/loss on sale of Property, Plant & Equipment | (378.96) | - |
| Dividend Income | - | - |
| Operating profit / (loss) before working capital changes | **(26,421.78)** | **(571.82)** |
| **Working capital adjustments:** | | |
| Adjustments for increase (decrease) in trade payables, current | (1,791.03) | (2,125.29) |
| Adjustments for increase (decrease) in other current liabilities | (3,934.09) | 334.49 |
| Adjustments for decrease (increase) in trade receivables, current | (5,063.74) | (51.50) |
| Adjustments for decrease (increase) in inventories | 278.50 | (1,134.74) |
| Adjustments for provisions, current | (146.41) | - |
| Adjustments for decrease (increase) in other current assets | 2,949.44 | (855.05) |
| Adjustments for other bank balances | (83.11) | 204.44 |
| Adjustments for decrease (increase) in other non-current assets | - | - |
| Adjustments for other financial assets, non-current | 32,669.45 | 318.69 |
| Adjustments for other financial assets, current | (355.06) | 427.32 |
| Adjustments for other financial liabilities, non-current | - | - |
| Adjustments for other financial liabilities, current | (978.94) | 328.80 |
| | (2,876.77) | (3,124.64) |
| Income taxes paid (refund) | - | - |
| **NET CASH INFLOW FROM OPERATING ACTIVITIES (A)** | **(2,876.77)** | **(3,124.64)** |
| **Investing Activities** | | |
| Proceeds from issuing shares (Application) | - | |
| Purchase of property, plant and equipment | (114.18) | (35.22) |
| Purchase of Intangible Assets | - | - |
| Proceeds from Sale of Property,Plant and equipment | 396.81 | - |
| Purchase of investment property | - | (0.01) |
| Interest received | 73.27 | (120.81) |
| **NET CASH OUTFLOW FROM INVESTING ACTIVITIES (B)** | **355.91** | **(156.05)** |
| **Financing Activities** | | |
| Proceeds from issue of equity shares | 300.00 | - |
| Proceeds from securities premium | - | - |
| Interest paid | (1,164.19) | (45.23) |
| Proceeds from borrowings | 26,307.77 | - |
| Repayments of borrowings | (23,254.53) | - |
| Dividends paid | - | - |
| **NET CASH INFLOW (OUTFLOW) FROM FINANCING ACTIVITIES** | **2,189.05** | **(45.23)** |
| **Net increase (decrease) in cash and cash equivalents (A+B+C)** | (331.81) | (3,325.91) |
| Cash and cash equivalents at the beginning of the year | 1,951.91 | 5,277.82 |
| **Cash and cash equivalents at year end** | **1,620.10** | **1,951.91** |

The above Statements of Cash Flows have been prepared under the indirect method set out in the Indian Accounting Standard (Ind AS- 7), Statement of Cash Flows.

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
Bhubaneswar
UDIN : 26522310AKSAJK7726

**For and on behalf of the Board**

**Sd/-**
**(Dipti Ranjan Patnaik)**
Chairman
DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## 1) Company Overview

ARSS Infrastructure Projects Limited (the company) is a public limited company incorporated and domiciled in India. The company has its primary listings on the BSE Limited and National Stock Exchange of India Limited, in India. The company is engaged in execution of contracts of various Infrastructure projects including road work, bridge work, railway tracking and irrigation projects.

## 2) SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

**(i) Compliance with Ind AS :**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

**(ii) Historical cost convention:**

The financial statements have been prepared under the historical cost convention, except for the following:

a) Certain financial assets and liabilities that is measured at fair value;

b) Net Defined Obligations

c) Assets held for sale

**(iii) Current And Non -Current Classification:**

All assets and liabilities have been classified as current and non-current as per the company's operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act, 2013. The company has ascertained its operating cycle as 12 months for the purpose of current and non-current classifications.

### 2.2 Property, plant and equipment, Intangible Assets and Capital Work-in-progress

**i) Recognition and Measurement:**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the assets's carrying amount or recognized as a separate asset, as appropriate , only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted as a separate asset is derecognized when replaced. All other repairs and maintainance are charged to profit and loss during the reporting period in which they are incurred.

The cost of Property, plant and equipment not available for use as on each reporting date are disclosed under capital work-in-progress.

**ii) Depreciation methods, estimated useful lives and residual value:**

a) Depreciation is calculated using the Straight-Line Method (SLM) to allocate their cost, net of their residual values over their estimated useful life. The useful life has been determined based on the technical evaluation done by the independent experts.

## Notes to the Standalone Financial Statements for the year ended 31st March, 2026

b) Any asset whose aggregate actual cost does not exceed five thousand rupees has been fully charged off in the year of addition.

c) The residual values are not more than 3% (in case of vehicles) and 5% (in fixed assets other than vehicles) of the original cost of the assets. The assets residual values and useful life are reviewed and adjusted at the end of each reporting period.

d) Depreciation on assets purchased/acquired during the year is charged from the date of purchase of the assets. Assets that are acquired during the year are depreciated on pro rata basis from the date of such addition or, as the case may be, up to the date on which such assets has been derecognized.

e) An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

f) Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

g) Leasehold land has been amortized over coresponding lease period.

**2.3 Revenue recognition:**

The company account for revenue from a contract with a customer only when all of the following criteria are met:

i) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;

ii) the company can identify each party's rights regarding the goods or services to be transferred;

iii) the company can identify the payment terms for the goods or services to be transferred;

iv) the contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and

v) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

**2.4 Other Incomes**

i) Insurance claims has been recognized as revenue on cash basis.

ii) Dividends shall be recognised as revenue when the shareholder's right to receive payment is established.

iii) Interest shall be recognised as revenue using the effective interest method as set out in Ind AS 109.

iv) Revenue other than above is recognised only when it is probable that the economic benefits associated with the transaction will flow to the entity. However, when an uncertainty arises about the collectibility of an amount already included in revenue, the uncollectible amount or the amount in respect of which recovery has ceased to be probable is recognised as an expense, rather than as an adjustment of the amount of revenue originally recognised.

**2.5 Inventories**

**Raw materials, Stores and spares, Semi-finsihed goods, traded and finished goods**

Inventories are valued as under –

i) Raw materials, Stores spares, loose tools and Erection materials are valued at cost or net realisable value;

ii) Finished goods are stated at lower of Cost or Net Realisable Value; and

iii) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value;

iv) Cost of raw materials and stores comprises cost of purchase.Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition;

v) Net realizable value is the estimated selling price in the ordinary course of business after deduction of the estimated cost of completion and the estimated costs necessary to make the sale.

**2.6 Financial Instruments**

Financial assets and liabilities are recognized when the company becomes a party to the contractual provisions of the instrument.

**Financial Assets**

**(i) Trade Receivables**

Trade Receivables are recognized initially at fair value and subsequently measured at amortized costs less provisions for impairment.

**(ii) Other Financial Assets**

**a) Classifications**

The company classifies its financial assets into the following categories:

#Those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss)

#Those measured at amortized costs

The classification depends upon the business model for managing the financial assets and contractual characteristics of the cash flows.

**b) Measurements**

**Intial Recognition:**

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognized in profit or loss.

**Subsequent Measurement:**

There are three subsequent measurement categories into which the company classifies its debt instrument financial assets:

# measured at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## measured at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

### measured at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition.

**Equity instruments :**

An equity instruments is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised at the proceeds received net off direct issue cost.

All equity instruments classified under financial assets are subsequently measured at fair value. The company has made an irrecoverable erection at the time of intial recognition to account for the equity instrument at fair value through other comprehensive income.

**c) Impairment of Financial Assets :**

The company assesses on forward-looking basis the expected credit losses associated with its assets carried at amortized costs.The impairment methodlogy applied depends on whether there has been a significant increase in credit risks.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109, "Financial Instruments", which requires expected life time losses to be recognized from intial recognition of the receivables.

**d) Derecognition of Financial Assets :**

A financial assets is derecognized only when :

The company has transferred the rights to receive cash flows from the financial assets or retains the contractual rights to receive the cash flows of the financial assets but assumes a contractual obligation to pay the cash flows to one or more recipients.

**2.7 Financial Liabilities**

**i) Borrowings :**

a) Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

b) Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ (losses).

c) Borrowings are classified as current liabilities unless the entity has an unconditional right to defer, settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**ii) Trade and other payables:**

These amounts represent liabilities for goods and services provided to the entity prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 45 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**iii) Other Financial Liabilities:**

Financial liabilities are measured at amortized cost using effective interest method.Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Interest bearing loans and borrowings are subsequently measured at amortized cost using effective interest rate method. Gain and losses are recognized in profit and loss when the liabilities are derecognized.

**iv) Offsetting of Financial Instruments:**

A financial asset and a financial liability shall be offset and the net amount shall be presented in the balance sheet when, and only when, an entity:

(a) currently has a legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**2.8 Employee benefits:**

**(i) Short-term employee benefit obligations**

Liabilities for wages and salaries, including non-monetary benefits, that are expected to be settled wholly within 12 months, after the end of the period, in which the employees render the related service, are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

All Short-term employee benefits such as salaries, incentives, special award, medical benefits which fall due within 12 months of the period in which the employee renders related services, which entitles him to avail such benefits and non-accumulating compensated absences (like maternity leave and sick leave) are recognized on an undiscounted basis and charged to Profit and Loss Statement.

**(ii) Post-employment obligations**

The entity operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, Superannuation and

(b) defined contribution plans such as provident fund.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**Provident fund obligations**

Contribution to the provident fund, which is a defined contribution plan, made to the Regional Provident Fund Commissioner is charged to the Profit and loss Statement on accrual basis.

**Gratuity obligations**

The liability or assets recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligations denominated in INR is determined by discounting the estimated future cash flows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the term of related obligations.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.This cost is included in employee benefit expenses in statement of profit and loss.

Re-measurements gains and losses arising from experience adjustments and changes in acturial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

**2.9 Foreign currency translation**

**(i) Functional and presentation currency**

Each items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is functional and presentation currency.

**(ii) Transactions and balances**

Foreign currency transactions i.e. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Transalation differences on assets and liabilities carried at fair value are reported as part of fair value gain or loss.

**2.10 Income tax**

i. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

ii. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to

interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

iii. Current income tax expense comprises taxes on income from operations in India and is determined in accordance with the provisions of the Income Tax Act, 1961.Minimum Alternate Tax (MAT) is paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability. The Company offsets on a year on basis, the current tax assets and liabilities, where it intends to settle such assets and liabilities on a net basis. The current tax expense recognized in the financial statements is net off MAT credit utilized during the period.

iv. Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

v. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

vi. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

vii. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**2.11 Cash and cash equivalents :**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of twelve months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

**2.12 Borrowing costs :**

i) General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

ii) Other borrowing costs are expensed in the period in which they are incurred.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**2.13 Provisions & Contingent Liabilities:**

i) A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. Contingent assets are not recognized.

ii) Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

**2.14 Contributed equity :**

**i) Equity:**

**Equity shares are classified as equity.**

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**ii) Dividends :**

Provisions is made for any amount of dividend declared , being appropriately authorized and no longer at the discretion of the entity, on or before the end of reporting period but not distributed at the end of the reporting period.

**2.15 Earning Per Share**

**i) Basic Earning Per Share**

Basic Earning Per Share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

**ii) Diluted Earning Per Share**

Diluted Earning Per Share adjusts the figures used in the determination of the basic earning per share to take into account the after income tax effect of interests or other finance costs associated with the dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dillutive potential equity shares.

**2.16 Segment Reporting**

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Company's operations predominantly relate to providing end-to-end business solutions to enable clients to enhance business performance. Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Revenue for "all other segments" represents revenue generated from customers located in India. Allocated expenses of segments include expenses incurred for rendering services. Certain expenses such as depreciation, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying assets are used interchangeably. Management believes that it is not practical to provide segment disclosures relating to those costs and expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the total income of the Company.

Assets and liabilities used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

Geographical information on revenue and business segment revenue information is collected based on individual customers invoiced or in relation to which the revenue is otherwise recognized.

**2.17 Rounding of amounts :**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs as per the requirement of Division II of Schedule III to the Act, unless otherwise stated.

## 3) Recent Accounting Pronouncement :

**Accounting Pronouncement Issued but not effective :**

**i) Ind AS 116 Leases :**

Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ended March 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.

**ii) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:**

Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the Companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of

## Notes to the Standalone Financial Statements for the year ended 31st March, 2026

the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

**iii) Amendment to Ind AS 12 – Income taxes**

On March 31, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

**iv) Amendment to Ind AS 19 – plan amendment, curtailment or settlement-**

Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

  Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

## 4) Critical Estimates and Judgements:

**i) Use of Estimates :**

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**ii) Critical Accounting Estimates :**

**a) Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The life is based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**b) Income Taxes :**

The Company's major tax jurisdictions is India . Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

**c) Defined benefit obligation**

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**d) Impairment of trade receivables**

The Company estimates the uncollectibility of accounts receivables by analysing historical payment patterns, customer concentrations, customer credit worthiness and current economic trends. If the financial condition of customer deteriorates, additional allowances may be required.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 5: Property,Plant and Equipment

(₹ in lakhs)

| Particulars | Freehold Land | Freehold Buildings | Furniture, Fittings and Equipment | Plant and Equipment | Office Equipment | Vehicles | TOTAL |
|---|---|---|---|---|---|---|---|
| **Gross Carrying Amount** | | | | | | | |
| **At 1st April,2024** | 737.00 | 347.00 | 183.75 | 25,196.57 | 349.32 | 1,078.36 | 27,892.00 |
| Additions/Adjustments during the year | - | - | - | 33.78 | 1.44 | - | 35.22 |
| Disposals/Adjustment during the year | - | - | - | - | - | | - |
| **At 31st March,2025** | **737.00** | **347.00** | **183.75** | **25,230.35** | **350.76** | **1,078.36** | **27,927.22** |
| Additions/Adjustments during the year | - | - | 0.42 | 112.53 | 1.23 | - | 114.18 |
| Disposals/Adjustment during the year | - | - | - | 3,067.42 | - | 66.44 | 3,133.86 |
| **At 31st March, 2026** | **737.00** | **347.00** | **184.17** | **22,275.46** | **351.99** | **1,011.92** | **24,907.53** |
| Accumulated Depreciation and Impairment | | | | | | | |
| **At 1st April,2024** | - | 82.69 | 178.27 | 22,676.60 | 316.78 | 1,036.66 | 24,291.00 |
| Depreciation charge for the year | - | 5.53 | 0.34 | 90.70 | 0.64 | - | 97.21 |
| Disposals/Adjustment during the year | - | - | - | | - | | - |
| **At 31st March,2025** | **-** | **88.22** | **178.61** | **22,767.29** | **317.42** | **1,036.66** | **24,388.21** |
| Depreciation charge for the year | - | 5.53 | 0.34 | 104.07 | 1.06 | 0.16 | 111.16 |
| Disposals/Adjustment during the year | - | - | - | 3,051.60 | - | 60.40 | 3,112.00 |
| **At 31st March, 2026** | **-** | **93.75** | **178.95** | **19,819.75** | **318.49** | **976.43** | **21,387.37** |
| **Net Book Value At 31st March, 2026** | 737.00 | 253.25 | 5.22 | 2,455.71 | 33.50 | 35.49 | 3,520.17 |
| **Net Book Value At 31st March, 2025** | 737.00 | 258.78 | 5.14 | 2,463.06 | 33.34 | 41.70 | 3,539.02 |

**Capital Work in Progress aging Schedule for the year ended March 31, 2026 and March 31, 2025 as follows:**

(₹ in lakhs)

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| **As at March 31, 2026** | - | - | - | - | - |
| Work in Progress | | | | | |
| **As at March 31, 2025** | - | - | - | - | - |
| Work in Progress | | | | | |

As on date of the Balance Sheet, there are no Capital Work-in-progress whose completion is overdue or has exceeded the cost, based on approved plans

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Right of Use of Assets

(₹ in lakhs)

| Particulars | Amount |
|---|---|
| **Gross Carrying Amount** | |
| **At 1st April, 2024** | 34.00 |
| Additions/Adjustments during the year | - |
| Disposals/Adjustment during the year | - |
| **At 31st March, 2025** | **34.00** |
| Additions/Adjustments during the year | - |
| Disposals/Adjustment during the year | - |
| **At 31st March, 2026** | **34.00** |
| **Accumulated Amortiszed Lease prepayments** | |
| **At 1st April, 2024** | 7.72 |
| Amortization charge for the year | 0.62 |
| Amortization Disposals/Adjustment during the year | - |
| **At 31st March, 2025** | **8.34** |
| Amortization charge for the year | 0.62 |
| Amortization Disposals/Adjustment during the year | - |
| **At 31st March, 2026** | 8.96 |
| **Net Book Value of Lease Prepayments At 31st March, 2026** | 25.04 |
| **Net Book Value of Lease Prepayments At 31st March, 2025** | 25.66 |

The leasehold land pertains to land under lease agreement with Orissa Industrial Infrastructure Development Corporation to be amortized over the lease tenure of Sixty-Four Years.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 6: Investments

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Investment in Equity Instruments** | | |
| **Unquoted at Cost** | | |
| **Investment in Subsidiary Entities*** | | |
| 2,20,83,730 (31,March 2025:2,20,83,730) Equity Shares of ₹ 10/- each fully paid up inARSS Damoh-Hirapur Tolls Private Limited | 2,208.37 | 2,208.37 |
| **Investment in Associate Entities**** | | |
| 25,00,000(31,March 2025:25,00,000) Equity Shares of ₹ 10/- issued at ₹ 40/- each fully paid up in ARSS Developers Ltd | 1,000.00 | 1,000.00 |
| Investment in Joint Ventures | 249.34 | 249.34 |
| **Other Investments :** | | |
| Investment in Mutual Funds | 0.40 | 0.40 |
| **Total** | **3,458.11** | **3,458.11** |
| **(i) Non-current** | 3,458.11 | 3,458.11 |
| **(ii) Current** | - | - |
| **Category wise Investments:** | | |
| At Amortized Cost | 3,457.71 | 3,457.71 |
| At Fair value through Profit & Loss (FVPL) | 0.40 | 0.40 |
| At Fair value through Other Comprehensive Income (FVOCI) | - | - |

*The construction of Damoh- Batiyagarh-Baxwala-Hirapur section of state Highway No. 37, which was allotted to ARSS Damoh Hirapur Tolls Pvt. Ltd. has been terminated by the Concessionaire(MPRDC) in June 2013. ADHTPL has not received any revenue from this project. The matter is under arbitration since 2013. After assessment of the arbitration proceedings , the management is of the opinion that there is an uncertainty of recoverability of this amount.

** ARSS Developers Ltd. is involved in the business of Real Estate development . ARSS Infrastructure Projects Ltd. holds 38.41% stake in ADL as on 31.03.2026. ARSS Developers Ltd. has negative Net Worth of ₹ 31.53 crores. After Considering the external liabilities payable by ADL to its Creditors, there will be additional accretion to the negative value of Equity Share Holders.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 7: Trade receivables

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Unsecured,considered good** | | |
| (i) Non-Current | - | - |
| **Sub-Total** | **-** | **-** |
| (ii) Current | | |
| Gross Trade Receivables | 5,977.32 | 913.58 |
| Less: Trade Receivable Written off | - | |
| **Sub-Total** | **5,977.32** | **913.58** |
| **Total** | **5,977.32** | **913.58** |

Trade receivables are non-interest bearing and are generally on terms of 90 to 180 days. Refer Note No 61 for detailed disclosure of trade receivables from related parties.

**Trade Receivable aging Schedule for the year ended as on March 31, 2026 and March 31,2025**

**As at March 31, 2026**

(₹ in lakhs)

| Particulars | Less than 6 months | 6 months to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|---|---|---|---|---|---|---|
| Undisputed Trade receivables- considered good | 5,219.16 | 18.05 | 14.06 | 0.30 | 725.74 | 5,977.32 |
| Undisputed Trade receivables- considered doubtful | - | | - | - | - | - |
| **Total Trade Receivable** | **5,219.16** | **-** | **14.06** | **0.30** | **725.74** | **5,977.32** |
| **As at March 31, 2025** | | | | | | |
| Undisputed Trade receivables- considered good | 51.28 | 14.06 | | 136.96 | 711.28 | 913.58 |
| Undisputed Trade receivables- considered doubtful | - | | - | - | - | - |
| **Total Trade Receivable** | **51.28** | **14.06** | **-** | **136.96** | **711.28** | **913.58** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 8: Loans

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **UnSecured,considered good** | | |
| **(i) Non Current** | | |
| Security Deposit'-'Government authorities(Non Current) | | |
| Security Deposit'-'Others | | |
| **Sub-Total** | **-** | **-** |
| **(ii) Current** | | |
| Security Deposit'-'Government authorities.(Current) | - | - |
| Security Deposit'-'Others(Current)* | - | - |
| Earnest Money Deposits | - | - |
| Security Deposit'-'Government authorities(Non Current) | - | - |
| Security Deposit'-'Others | - | - |
| Less; Impact of finance component of deferred revenue | - | - |
| Less: Amounts written off | - | - |
| **Sub-Total** | **-** | **-** |
| **Total** | - | - |

## Note 9: Other Financial Assets

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(i) Non-Current** | | |
| Application Money Paid towards securities Pending Allotment (Refer Note For Details ) | - | - |
| Security Deposit'-'Government authorities(Non Current) | 14.84 | 14.84 |
| Security Deposit'-'Others | 26.11 | 32.04 |
| Claims Receivable | 89,730.74 | 1,21,567.58 |
| Other advances | - | - |
| **Sub-Total** | **89,771.69** | **1,21,614.46** |
| **(ii) Current** | | |
| Claims Receivable | - | - |
| Security Deposit'-'Government authorities.(Current) | - | 59.88 |
| Security Deposit'-'Others(Current)* | 3,780.89 | 4,647.55 |
| Earnest Money Deposits | 1,709.61 | 541.65 |
| Gratuity Fund with SBI Life | 275.13 | 161.49 |
| Other advances (Includes related party)** | 6,370.76 | 6,370.76 |
| **Sub-Total** | **12,136.39** | **11,781.33** |
| **Total** | 1,01,908.08 | 1,33,395.79 |

*Others Includes Security Deposit & Withheld money receivable.

** Out of the Total other Advances of ₹ 63.71 crores, amount of ₹ 45.63 Crores is under legal dispute.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 10: Other Assets

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(i) Non-Current** | | |
| Capital Advance | - | - |
| Lease Prepayments (Refer Below Note ) | 25.04 | 25.66 |
| **Sub-Total** | **25.04** | **25.66** |
| **(ii) Current** | | |
| Prepaid Expenses | 88.77 | 110.70 |
| Employee Advances | 3.87 | 5.88 |
| Vendor Advances | 1,392.56 | 3,310.45 |
| GST Refundable | - | 1,007.61 |
| Lease Prepayments (Refer Below Note ) | 0.62 | 0.62 |
| **Sub-Total** | **1,485.82** | **4,435.26** |
| **Total** | **1,510.86** | **4,460.92** |

**(i)** The leasehold land pertains to land under lease agreement with Orissa Industrial Infrastructure Development Corporation to be amortized over the lease tenure of Sixty-Four Years.

(₹ in lakhs)

**(ii) Operating Leasehold Land**

As per Ind-AS 17 "a finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset and all other lease are treated as operating lease". Since land normally has an indefinite economic life, leasehold land is classified as operating lease. Accordingly, the entity has classified all its lease hold lands as operating lease. Lease payments made under these operating lease arrangements are recognized as an expense on a straight-line basis over the lease term. The operating lease payment movement is presented as below:-

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Lease Prepayments | 34.00 | 34.00 |
| Addition during the period | - | - |
| Deletion during the period | - | - |
| **Closing Lease Prepayments (A)** | **34.00** | **34.00** |
| Opening value of Amortized lease Prepayments | 8.34 | 7.72 |
| Amortization during the period | 0.62 | 0.62 |
| Deletion during the period | - | - |
| **Closing value of Amortized lease Prepayments (B)** | **8.96** | **8.34** |
| **Net amount of Lease Prepayments (A- B)** | **25.04** | **25.66** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 11: Deferred Tax Assets/(liabilities)(net)

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Property,plant and equipment | 104.49 | 342.23 |
| Lease Prepayments | (8.74 ) | (8.74) |
| Employee Benefit Obligation | 42.63 | 42.63 |
| Impairment loss/(gain) on financial assets | - | - |
| Minimum Alternate Tax(MAT) | 127.00 | 127.00 |
| Remeasurement of Defined Benefit Obligation | - | - |
| **Total** | **265.38** | **503.12** |

## Note 12: Inventories

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| a. Materials at Site | 79.21 | 1,155.04 |
| b. Stores,Spares & Loose Tools | 6.65 | 45.71 |
| c. Work In Progress | 6,240.89 | 5,301.42 |
| d. Finished Goods | 34.14 | 137.21 |
| **Total** | 6,360.88 | 6,639.38 |

## Note 13: Cash and Bank Balance

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Balances with banks** | | |
| Cash at bank** | 1,620.09 | 1,951.91 |
| Cash on hand | 0.01 | - |
| Less: Bank overdraft | - | - |
| **Total** | **1,620.10** | **1,951.91** |
| | | |
| Balances In Bank Other Than Above* | 1,740.91 | 1,657.80 |
| | **1,740.91** | **1,657.80** |
| Details of Cash at Bank : | | |
| In Current Account | 1,620.09 | 1,951.91 |
| In Fixed Deposits | 1,740.91 | 1,657.80 |

*Fixed deposit with carrying amount of ₹ 1,740.91 lakhs including interest accrued on the same (31st March,2025: ₹ 1,657.80) are pledged against bank guarantees as security deposit, EMD and Margin account.

** The Accounts maintained in IDBI has been attached by Enforcement Directorate(ED) and the matter is subjudice

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 14: Share Capital

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(A) Authorised Shares Capital** | | |
| **Equity Shares :** | | |
| 11,00,00,000 (As on 31st March 2025 : 4,00,00,000 ) Equity Shares of ₹ 10/- Each | **11,000.00** | **4,000.00** |
| **Preference Shares :** | | |
| Nil (As on 31st March 2025 : 1,50,00,000 ) Preference Shares of ₹ 10/- Each | **-** | **1,500.00** |
| **(B) Issued, Subscribed and Paid Up** | | |
| **Equity Shares:** | | |
| 9,01,18,498 (As on 31st March 2025 : 2,27,37,966) equity shares of ₹ 10 each fully paid up | 9,011.85 | 2,273.80 |
| **Total** | **9,011.85** | **2,273.80** |
| **(C) Reconciliation of Number of Shares** | | |
| Reconciliation of number of Equity shares are set out below: | | |
| a) Shares outstanding at the beginning of the financial year. | 2,27,37,966 | 2,27,37,966 |
| b) Issued during the year | 7,80,00,000 | - |
| c) Shares forfeited/brought back/cancelled during the year | 1,06,19,468 | - |
| d) Shares outstanding at the financial year ended | 9,01,18,498 | - |
| e) Shares outstanding at the financial year ended(weighted) | **8,03,15,934** | **2,27,37,966** |

| **(D) Details of shareholders holding more than 5% of shares** | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| Name of the Shareholders | % Held | No.of Shares | % Held | No.of Shares |
| **Equity Shares:** | | | | |
| Roger Bravo Secured Development Fund | 81.56% | 7,35,00,000 | - | - |
| Subash Agarwal | - | - | 6.08% | 13,81,608 |
| ARSS Developers Ltd | - | - | 14.00% | 31,83,480 |
| Sidhant Financial Services Limited | - | - | 14.92% | 33,93,031 |

(i) The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) The promotors share holding of 106,19,468 nos share has been forfeited during the year as per NCLT Order Dated 29th August 2025.

(iv) Unsustainable debt of ₹ 4,675.45 crores (being the difference between the admitted claim of ₹ 4,893.14 crores, excluding ICICI Bank's claim, and the cash payment of ₹ 217.69 crores) has been settled by way of issue of 7.5 crore equity shares [15,00,000 equity shares have been issued to Assenting Financial Creditors and balance 7,35,00,000 equity shares have been issued to the AIF assigned by SRA during the year 2025-26.

(v) The SRA has infused ₹ 3 crore for acquiring 30 Lakh equity shares of ₹ 10 each of the Company and the same has been alloted to SRA on 29.09.2025 .

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**(E) There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.**

**(F) For the period of five years immediately preceding the date at which the balance sheet prepared the Company has not :**

(i) Allotted any shares as fully paid up pursuant to contract without payment being received.

(ii) Allotted any shares as fully paid up by way of bonus, and

(iii) Bought back any shares

**(G) Shares held by promotors/promotors Group at the end of the year**

| Name of the Shareholders | As at 31st - March - 26 | | As at 31st - March - 25 | | % Change during the year | |
|---|---|---|---|---|---|---|
| | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares |
| Ocean Capital Market Limited | 30,00,000 | 3.33 | - | - | 30,00,000 | 3.33 |
| Roger Bravo Secured Development Fund | 7,35,00,000 | 81.56 | - | - | 7,35,00,000 | 81.56 |
| Mohanlal Agarwal | - | - | 7,61,750 | 3.35 | (7,61,750 ) | (3.35) |
| Subash Agarwal | - | - | 13,81,608 | 6.08 | (13,81,608) | (6.08) |
| Anil Agarwal | - | - | 3,39,821 | 1.49 | (3,39,821) | (1.49) |
| Sunil Agarwal | - | - | 2,78,647 | 1.23 | (2,78,647) | (1.23) |
| Ramesh Prasad Agrawal | - | - | 3,000 | 0.01 | (3,000) | (0.01) |
| Seema Agarwal | - | - | 20,020 | 0.09 | (20,020) | (0.09 ) |
| Ramdulari Agarwal | - | - | 1,84,483 | 0.81 | (1,84,483) | (0.81) |
| Rajesh Agarwal | - | - | 5,38,745 | 2.37 | (5,38,745) | (2.37 ) |
| Sanju Agarwal | - | - | 1,18,704 | 0.52 | (1,18,704) | (0.52) |
| Sangita Agarwal | - | - | 1,23,796 | 0.54 | (1,23,796) | (0.54) |
| Sabita Agarwal | - | - | 2,17,383 | 0.96 | (2,17,383) | (0.96) |
| Shilpa Agarwal | - | - | 75,000 | 0.33 | (75,000) | (0.33 ) |
| Arss Developers Ltd | - | - | 31,83,480 | 14.00 | (31,83,480) | (14.00) |
| Sidhant Financial Services Ltd | - | - | 33,93,031 | 14.92 | (33,93,031) | (14.92) |

## Note 15: Other Equity

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **a. Securities Premium** | | |
| Opening Balance | 19,947.00 | 19,947.00 |
| Add:-Additions during the year | 4,60,044.74 | - |
| **Sub Total** | **4,79,991.74** | **19,947.00** |
| **b. General Reserves** | | |
| Opening Balance | 727.00 | 727.00 |
| Add:-Addition during the Year | - | - |
| Less: Transferred to Retained Earnings | - | - |
| **Sub Total** | **727.00** | **727.00** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **c. Retained Earnings** | | |
| Opening Balance/ As on Transition Date | (39,326.35 ) | (38,376.98) |
| Add: Profit/(Loss) during the year | (3,55,498.04) | (949.37) |
| Add :Re-measurement of defined employee benefit plans through OCI | - | - |
| **Sub Total** | (3,94,824.39 ) | (39,326.35) |
| **d. Capital Reserve** | | |
| Balance as per last Balance Sheet | - | - |
| Add: due to reduction value of shares | 1,061.95 | - |
| Add: Translation differnece on restatement | - | - |
| **Sub Total** | **1,061.95** | **-** |
| **Grand Total** | **86,956.30** | **(18,652.35)** |

## Note 16: Borrowings

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(i) Non-Current Borrowings** | | |
| **Secured Loan** | | |
| Term Loan From Banks | - | - |
| Financial Lease Obligations | - | - |
| From Related Parties(SL)** | 25,710.42 | |
| **Unsecured Loan** | | |
| From Related Parties | 101.80 | |
| Loans from Bank | - | - |
| Loan from Others | - | - |
| Less : - Current Maturity of Long term debt | - | |
| Term Loan From Banks | - | - |
| Financial Lease Obligations | - | - |
| **Total non-current borrowings** | **25,812.22** | **-** |
| **(ii) Current Borrowings** | | |
| **Secured Loan** | | |
| From Related Parties | - | - |
| Cash Credit* | 495.55 | 99,304.49 |
| Term Loan From Banks | - | 63,484.00 |
| Financial Lease Obligations | - | - |
| **Unsecured Loan** | | |
| From Related Parties | - | - |
| From Others | - | - |
| **Total current borrowings** | **495.55** | **1,62,788.49** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

* The Company has availed cash credit from Punjab & Sind Bank during the year of Rs. 5.00 Crore against Primary Security of Hypothecation of stocks of raw materials, Stock-in-process, finished goods, stores & spares and receivables further Collateral Security against coverage of 30% in shape of FDR/Saving Deposit under Bank lien.

** The Company has been sanctioned/availed secured loan from Ocean Capital Market Limited during the year of Rs. 250.00 Crore at the interest rate of 9% per annum against security Fixed Assets, Current Assets(Both Present & Future) and Other Assets with repayment period of 5 years. This transaction is pursuant to approved resolution plan.

## Note 17: Trade Payables

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Non Current Trade Payables | - | - |
| **Sub-Total** | **-** | **-** |
| Current Trade Payables | 2,035.12 | 3,826.15 |
| **Sub-Total** | **2,035.12** | **3,826.15** |
| **Grand Total** | **2,035.12** | **3,826.15** |

As at March 31, 2025 and March 31,2026, there are no outstanding dues to Micro, Small and Medium Enterprises.There is no interest due or outstanding on the same. The above information and that given under Current liabilities regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

## Note 18: Other Financial Liabilities

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **i. Non-Current** | | |
| Retention Money | - | - |
| Capital Creditors | - | - |
| **Sub-Total** | **-** | **-** |
| **ii. Current** | | |
| **Current Maturity of Long term Debt** | | |
| **Term Loan From Banks** | | |
| Financial Lease Obligations | - | - |
| Bids Security for CIRP | 300.00 | 300.00 |
| Retention Money | 1,298.98 | 2,394.96 |
| Outstanding Employee Benefit Cost | 181.89 | 96.58 |
| Gratuity Payable | 91.55 | 113.69 |
| Gratuity Liability | 275.13 | 161.49 |
| Liability For Expenses | - | 59.77 |
| Excess Drawings From JV | 266.81 | 266.81 |
| **Sub-Total** | **2,414.36** | **3,393.30** |
| **Total** | **2,414.36** | **3,393.30** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 19: Provisions

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Provision for Employee Benefits | - | 146.41 |
| Provision for Tax | - | - |
| **Total** | **-** | **146.41** |
| Current | - | - |
| Non Current | - | 146.41 |

## Note 20: Other Liabilities

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non- Current Liabilities** | | |
| Mobilization advance Received | - | - |
| | **-** | **-** |
| **Current Liabilities** | | |
| Payable to Statutory Authorities | 412.60 | 949.42 |
| Mobilization advance Received | - | 4.09 |
| Advance From Customers | 593.05 | 3,986.24 |
| **Total** | **1,005.65** | **4,939.75** |

## Note 21: Current Tax Liability/ (Assets) in Net

(₹ in lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Income tax payable | - | - |
| GST receivable | (464.57) | - |
| TDS receivable | (904.67) | (2,195.92) |
| **Total** | **(1,369.24 )** | **(2,195.92 )** |

## Note 22: Revenue from operations

(₹ in lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Revenue from Operation :** | | |
| Sale of Services | 14,579.28 | 16,538.80 |
| Sale of Products | - | - |
| Less: Impact of finance component of deferred revenue | - | - |
| **Total** | **14,579.28** | **16,538.80** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 23: Other income

(₹ in lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Interest Income From Financial Assets measured at Amortized Cost | 73.27 | 120.81 |
| Interest On Arbitration Cases | - | - |
| Liability Written-off | - | - |
| Miscellaneous Income | 266.98 | 329.20 |
| **Total** | **340.25** | **450.01** |

## Note 24: Other Gains/(Losses)

(₹ in lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Net gain on disposal of Property,Plant, Equipment & Others | 386.27 | 156.11 |
| Interest On Income Tax refund | 20.28 | 27.57 |
| Unwinding of finance component of deferred consideration | - | - |
| **Total** | **406.55** | **183.68** |

## Note 25: Cost of material consumed

(₹ in lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Material and components consumed | | |
| Opening Stock | 1,200.75 | 1,696.33 |
| Add: Material Purchased during the year | 5,278.45 | 3,298.49 |
| Less: Closing Stock | 85.86 | 1,200.75 |
| **Total** | **6,393.34** | **3,794.07** |

## Note 26: Change in Inventories

(₹ in lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Opening Stock** | | |
| Work In Progress | 5,301.42 | 3,522.30 |
| Finished Goods | 137.21 | 286.01 |
| **Sub-Total** | **5,438.63** | **3,808.31** |
| **Less:- Closing Stock** | | |
| Work In Progress | 6,240.89 | 5,301.42 |
| Finished Goods | 34.14 | 137.21 |
| **Sub-Total** | **6,275.02** | **5,438.63** |
| **INCREASE(-)/DECREASE(+)** | **(836.39)** | **(1,630.32)** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 27: Cost Of Goods/Services Sold

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Sub-Contract Expenses | 5,553.74 | 12,289.21 |
| Transportation | 186.90 | 220.01 |
| Wages & Salary | 46.28 | 21.27 |
| Hire Charges | 6.03 | 2.68 |
| Rents, Rates and related Taxes | 398.20 | 309.20 |
| **Total** | **6,191.15** | **12,842.37** |

## Note 28: Employee Benefit Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Salary & Allowances | 1,299.86 | 1,068.09 |
| Managerial Remuneration | - | - |
| Gratuity | 96.10 | 113.69 |
| Contribution to PF & Other Funds | 44.88 | 41.91 |
| Staff Welfare | 4.85 | 1.57 |
| Total | **1,445.69** | **1,225.26** |

## Note 29: Finance Cost

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Interest On Borrowings | 1,132.25 | - |
| Interest on Deferred Payment Terms | 31.94 | 0.41 |
| Interest on Mobilisation Advance | - | 44.82 |
| **Total** | **1,164.19** | **45.23** |

## Note 30: Depreciation and Amortization expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Depreciation Expenses | 111.16 | 97.21 |
| Amortization Expenses | 0.62 | 0.62 |
| **Total** | **111.79** | **97.83** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 31: Other Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Repairs & maintenance:** | | |
| Plant & Machinery | 351.59 | 631.27 |
| Other repairs and maintenance | 4.81 | 2.28 |
| Bad Debt * | 11,048.16 | - |
| Legal & Professional Charges | 458.59 | 408.40 |
| Royalty | 85.60 | 227.37 |
| Travelling & Conveyance | 23.52 | 35.04 |
| Auditors Remuneration | 12.00 | 12.00 |
| Limited Review Fees | 0.44 | - |
| Directors' Sitting fees | 14.75 | - |
| Directors' Remuneration | 305.29 | - |
| Bank Charges | 40.08 | 23.49 |
| Insurance Charges | 88.08 | 132.10 |
| Electricity Charges | 21.49 | 20.58 |
| Loss on Sale of Property, Plant & Equipment | 4.01 | - |
| IBBI Expenses | 59.00 | 1.14 |
| Miscellaneous Expenses | 186.14 | 140.07 |
| | **12,703.55** | **1,633.74** |

*The Financial Statements, the Company has written off ₹ 110.48 crores during the year as the settlement of Arbitration award vide case no. 54/2020 Niraj Cement Structurals Ltd. V/s Jaipur Development Authority (JDA) where the Company had countered claim with Niraj Cement Structurals Ltd.

## Note 32: Exceptional Items

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| (a) Extinguishment of Operational Creditors (including the Central Government, State Government or local authority) as per the terms of Approved Resolution Plan | (5,039.46) | - |
| (b) Interest expense payable to Financial Creditors as per claim submitted to erstwhile Resolution Professional | 2,23,724.03 | - |
| (c) Liability relating to Financial Creditors not recorded earlier in the books | 1,04,286.74 | - |
| **Total(A)** | **3,22,971.31** | |
| (d) Provision for Arbitration claim written off | 91,273.71 | - |
| (e) Arbitration claim raised during the year | (70,831.96) | - |
| **Total(A)** | **20,441.75** | |
| **Net Loss (A+B)** | **3,43,413.06** | **-** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 33: Details of Payment to Auditors

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **As Auditors** | | |
| Statutory Audit Fees | 10.00 | 10.00 |
| Tax Audit Fee | 2.00 | 2.00 |
| **In other Capacity** | | |
| Taxation Matters | - | - |
| Company Law Matters | - | - |
| Certification Fees | - | - |
| Re-imbursement of Expenses | - | - |
| Quarterly review fees | 0.44 | |
| | 12.44 | 12.00 |

## Note 34: Corporate Social Responsibility Expenses :

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Contribution to Charity Foundation | - | - |
| Outlay on Others CSR Projects | - | - |
| **Total** | **-** | **-** |
| Amount required to be spent as per Section 135 of the Act, 2013 | - | - |
| Amount spent during the year On : | | |
| (1) Construction or Acquisition of Assets | - | - |
| (2) On purposes other than (1) above | - | - |
| **Total** | - | - |
| Excess/(Short) Amount Spend | - | - |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 35: Income Tax Expenses

This note provides an analysis of the company's income tax expenses, show amounts that are recognised directly in equity and how the tax expenses is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax position.

(₹ in Lakhs)

| | Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|---|
| **(a)** | **Income Tax Expenses** | | |
| | **Current Tax :** | | |
| | Current Tax on profits for the year | - | - |
| | Adjustments for current tax of prior periods | - | |
| | **Total Current Tax Expenses** | **-** | **-** |
| | **Deferred Tax :** | | |
| | Decrease/(Increase) in deferred tax assets | 237.74 | 113.68 |
| | (Decrease)/Increase in deferred tax liabilities | - | - |
| | Adjustments for deferred tax of prior periods | - | - |
| | **Total Deferred tax expenses/(benefits)** | **237.74** | **113.68** |
| | **Total Income Tax Expenses** | **237.74** | **113.68** |
| | **Income Tax Expenses is attributable to :** | | |
| | Current Tax | - | - |
| | Deferred Tax | 237.74 | 113.68 |
| | **Total Tax Expenses Charged to SPL** | **237.74** | **113.68** |
| | **Total Tax Expenses Charged against OCI** | **-** | **-** |
| | **Total Tax Expenses** | **237.74** | **113.68** |

**(b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate :**

During current year and previous year the company has incurred loss after adjustment of carry forward losses, hence there is no current tax required to be payable under Income Tax Act,1961. Accordingly, reconciliation of tax expenses is not required.

**(c) Amount recognized directly in equity**

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Aggregate current and deferred tax arising in the reporting period and not recognized in net profit or loss or other comprehensive income but directly debited/ (credited) to equity: | | |
| Current tax: Share issue transaction cost | - | - |
| Deferred tax: Convertible bonds | - | - |
| | **-** | **-** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**(d) Tax losses**

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Unused tax losses for which no deferred tax has been recognized | - | - |
| Potential tax benefits @ 27.82% | - | - |

**(e) Unrecognized temporary differences**

(Rupees in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Temporary difference relating to investment in subsidiaries for which deferred tax liabilities have not been recognized: | | |
| Undistributed earnings | - | - |
| Unrecognized deferred tax liabilities relating to the above temporary differences | - | - |

## Note 36: Movement in Deferred Tax (Asset-Incomes ) / (Liability-Expenses)

(Rupees in Lakhs)

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Through PL | Through OCI | Through PL | Through OCI |
| Property,plant and equipment | 104.49 | - | 342.23 | - |
| Lease Prepayments | (8.74) | - | (8.74) | - |
| Employee Benefit Obligation | 42.63 | - | 42.63 | - |
| Impairment loss/(gain) on financial assets | - | - | - | - |
| Minimum Alternate Tax (MAT) | 127.00 | - | 127.00 | - |
| Other Financial Liability | - | - | - | |
| Brought forward losses | - | - | - | - |
| **Impact /As on Transition Date** | **265.38** | **-** | **503.12** | **-** |
| | | - | | - |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 37: Employee benefit obligations

(All amounts in lakhs, unless otherwise stated)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Change in Defined Benefit Obligation :** | | |
| Defined Benefit Obligation at the beginning | 275.18 | 129.50 |
| Current Service Cost | 32.85 | 24.63 |
| Past Service Cost | 49.45 | - |
| (Gain) / Loss on settlements | - | - |
| Interest Expense | 18.45 | 9.32 |
| Benefit Payments from Plan Assets | (18.58) | (0.81) |
| Benefit Payments from Employer | - | - |
| Settlement Payments from Plan Assets | - | - |
| Settlement Payments from Employer | - | - |
| Other (Employee Contribution, Taxes, Expenses) | - | - |
| Increase/(Decrease) due to effect of any business combination/divesture/transfer | - | - |
| Increase/(Decrease) due to plan combination | - | - |
| Remeasurements - Due to Demographic Assumptions | - | - |
| Remeasurements - Due to Financial Assumptions | (14.22) | 4.17 |
| Remeasurements - Due to Experience Adjustments | 23.54 | 108.36 |
| **Defined Benefit Obligation at the end** | **366.68** | **275.18** |
| **Discount Rate** | **7.71%** | **6.94%** |
| **Salary Escalation Rate** | **10.00%** | **10.00%** |
| **Change in Fair Value of Plan Assets :** | | |
| Fair Value of Plan Assets at the beginning | 161.49 | 153.55 |
| Interest Income | 14.51 | 11.27 |
| Employer Contrubution | 113.69 | 5.88 |
| Employer Direct Benefit Payments | - | - |
| Employer Direct Settlement Payments | - | - |
| Benefit Payments from Plan Assets | (18.58) | (0.81) |
| Benefit Payments from Employer | - | - |
| Settlement Payments from Plant Assets | - | - |
| Settlement Payments from Employer | - | - |
| Increase/(Decrease) due to effect of any business combination/divesture/transfer | - | - |
| Increase/(Decrease) due to plan combination | - | - |
| Remeasurements-return on Assets (Excluding Interest Income) | 4.03 | (8.41) |
| **Fair Value of Plan Assets at the end** | **275.13** | **161.49** |

**Weighted Average Asset Allocations at the end of current period**

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Equities | - | - |
| Bonds | - | - |
| Gilts | - | - |
| Insurance Policies | 100% | 100% |
| **Total** | **100%** | **100%** |

## Note 38: Components of Defined Benefit Cost

(All amounts in lakhs, unless otherwise stated)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Current Service Cost | 32.85 | 24.63 |
| Past Service Cost | 49.45 | - |
| (Gain)/loss on settlements | - | - |
| Remeasurements Service Cost | - | - |
| **Total Service Cost** | **82.31** | **24.63** |
| Interest Expense on DBO | 18.45 | 9.32 |
| Interest (Income) on Plan Assest | (14.51) | (11.27) |
| Interest (Income) on Reimbursement Rights | - | - |
| Interest Expenses on (Asset Ceiling )/Onerous Liability | - | - |
| **Total net Interest Cost** | **3.95** | **(1.95)** |
| Remeasurements of Other long Term Benefits | - | - |
| **Defined Benefit Cost including in P & L** | 86.25 | 22.68 |
| Remeasurements - Due to Demographic Assumptions | - | - |
| Remeasurements - Due to Financial Assumptions | (14.22) | 4.17 |
| Remeasurements - Due to Experience Adjustments | 23.54 | 108.36 |
| (Return) on Plan Assets (Excluding Interest Income) | (4.03) | 8.41 |
| (Return) on Remeasurements Rights | - | - |
| Changes in Asset Ceiling/Onerous Liability | - | - |
| **Total Remeasurements in OCI** | **5.30** | **120.94** |
| **Total defined benefit cost recognized in P & L and OCI** | **91.55** | **143.62** |
| **Discount Rate** | **7.71%** | **6.94%** |
| **Salary Escalation Rate** | **10.00%** | **10.00%** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 39: Employee benefit obligations Funded /Unfunded balance

The net liability disclosed above relates to funded and unfunded plans are as follows :

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Actuarial Loss/(Gain) for the current period -Obligation | 9.33 | 112.53 |
| Actuarial Loss/(Gain) for the current period - Plan Assets | (4.03) | 8.41 |
| **Total Actuarial Loss/(Gain) for the current period** | **5.30** | **120.94** |
| **Actuarial Loss/(Gain) loss recognized in the current period** | **5.30** | **120.94** |

## Note 40: Significant estimates: actuarial assumptions and sensitivity analysis

The significant actuarial assumptions were as follows:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Discount Rate | 7.71% | 6.94% |
| Salary Escalation | 10.00% | 10.00% |
| Mortality Rate (as % of IALM (2012-14) Ult. Morality Table | 100.00% | 100.00% |
| Disability Rate (as % of above mortality rate) | 0.00% | 0.00% |
| Withdrawal rate | 15.00% | 15.00% |
| Normal Retirement Age | 60 Years | 60 Years |
| Average Future Service | 21.75 | 19.61 |

**Sensitivity Analysis :**

Discount Rate, Salary Escalation Rate & Withdrawal Rate are significant actuarial assumptions. The change in the present value of Defined Benefit Obligations for a change of 100 Basis points from from the assumed assumption is given below:

(All amounts in lakhs, unless otherwise stated)

| Scenario | DBO | Percentage Change |
|---|---|---|
| Under Base Scenario | 366.68 | - |
| Salary Escalation - Up by 1% | 385.15 | 5.04% |
| Salary Escalation - Down by 1% | 348.92 | (4.85%) |
| Withdrawal Rates - Up by 1% | 364.83 | (0.50%) |
| Withdrawal Rates - Down by 1% | 368.69 | 0.55% |
| Discount Rates - Up by 1% | 349.80 | (4.60%) |
| Discount Rates - Down by 1% | 385.37 | 5.10% |
| Mortality Rates - Up by 10% | 366.63 | (0.02%) |
| Mortality Rates - Down by 10% | 366.74 | 0.02% |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 41: Risk exposure of Defined Benefits Obligations

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

**Asset volatility :**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is maintained with LIC India. These are subject to interest rate risk and the fund manages interest rate risk to minimize risk to an acceptable level.

**Changes in Bond yields :**

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plan funds maintained with the SBI Life.

**Inflation risks :**

In the gratuity plans, the payment are not linked to inflation, so there is less material risk.

## Note 42: Bifurcation of PV of Obligations as per Schedule III of Companies Act 2013

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current Liability | 73.35 | 36.08 |
| Non-Current Liability | 293.34 | 239.09 |

## Note 43: Amounts recognised in the Statement of Financial Position

(All amounts in INR lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Defined Benefit Obligation | 366.68 | 275.18 |
| Fair value of plan assets | 275.13 | 161.49 |
| **Funded Status** | 91.55 | 113.69 |
| Effect of Asset Ceiling/Onerous Liability | - | - |
| Net Defined Benefit Liability/(Asset) | 91.55 | 113.69 |

## Note 44: Net Defined Benefit Liability/(Asset) Reconciliation

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Net Defined Benefit Present Value of obligations as at the beginning | 113.69 | (24.05) |
| Defined Benefit Cost included in P & L | 86.25 | 22.68 |
| Total Remeasurements in OCI | 5.30 | 120.94 |
| Net Transfer In / (Out) (Including the effect of any business combination/ divesture) Amount recognized due to plan Combinations | - | - |
| Employer Contributions | (113.69) | (5.88) |
| Employer Direct Benefit Payments | - | - |
| Employer Direct Settlement Payments | - | - |
| Credit to Reimbursements | - | - |
| **Net Defined Benefit Liability / (Asset) at the end** | **91.55** | **113.69** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 45: Experience Adjustments on Present Value of DBO and Plan Assets

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (Gain) / Loss on Plan Liabilities | 23.54 | 108.36 |
| % of Opening Plan Liabilities | 8.56% | 83.67% |
| Gain / (Loss) on Plan Assets | 4.03 | (8.41) |
| % of Opening Plan Assets | 2.49% | (5.48%) |

## Note 46: Best Estimate of Contribution during the next year

The recommended contribution is minimum of "Net Liability (Defined Benefit Obligation - Fund balances as at valuation date)= ₹ 91,55,024 to 8.33% of the wage bill".

## Note 47: Discontinuance Liability

Amount payable upon discontinuance of all employment is ₹ 302.77 Lakhs.

## Note 48: Summary of Membership Status

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Number of Employees | 644 | 456 |
| Total Monthly Salary (₹) | 76,10,200 | 37,94,669 |
| Average Monthly Salary (₹) | 11,817 | 8,322 |
| Average Past Service | 5.29 | 7.96 |
| Average Age | 38.32 | 40.46 |
| Average Future Service | 21.75 | 19.61 |
| Adjusted Average Future Service | 5.81 | 5.72 |

*Adjusted future service takes into account the effect of mortality and attrition.

## Note 49: Age Analysis

| Age | Count | Percentage |
|---|---|---|
| 18 to 25 | 69 | 10.71% |
| 25 to 30 | 99 | 15.37% |
| 30 to 35 | 96 | 14.91% |
| 35 to 40 | 102 | 15.84% |
| 40 to 45 | 100 | 15.53% |
| 45 to 50 | 73 | 11.34% |
| 50 to 55 | 62 | 9.63% |
| > 55 | 43 | 6.68% |
| **Total** | **644** | **100%** |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**Note 50:** There were no Changes in Reimbursement Rights.

**Note 51:** There were no Changes in Asset Ceiling / Onerous Liability.

## Note 52: Fair Value Measurements

**(i) Financial instruments by category:**

| Particulars | As at March 31, 2026 | | | As at March 31, 2025 | | |
|---|---|---|---|---|---|---|
| | FVPL | FVOCI | Amortized cost | FVPL | FVOCI | Amortized cost |
| **Financial assets** | | | | | | |
| Investments | - | - | - | - | - | - |
| Equity instruments | - | - | 3,458.11 | - | - | 3,458.11 |
| Trade receivables | - | - | 5,977.32 | - | - | 913.58 |
| Cash & Bank Balance | - | - | 1,620.10 | - | - | 1,951.91 |
| Bank Balance Other than above | | | 1,740.91 | | - | 1,657.80 |
| Loans | - | - | - | - | - | - |
| Derivative financial assets | - | - | - | - | - | - |
| Others | - | - | 1,01,908.08 | - | - | 1,33,395.79 |
| **Total financial assets** | **-** | **-** | **1,14,704.52** | **-** | **-** | **1,41,377.19** |
| **Financial liabilities** | | | | | | |
| Borrowings | - | - | 495.55 | - | - | 1,62,788.49 |
| Derivative financial liabilities | - | - | - | - | - | - |
| Trade payables | - | - | 2,035.12 | - | - | 3,826.15 |
| Other financial liabilities | - | - | 2,414.36 | - | - | 3,393.30 |
| **Total financial liabilities** | **-** | **-** | **4,945.03** | **-** | **-** | **1,70,007.93** |

**(ii) Fair value hierarchy:**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

(a) recognized and measured at fair value, and

(b) measured at amortized cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the Ind AS 113 "Fair Value Measurements ". An explanation of each level follows underneath the table.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

| Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2025 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial assets** | | | | |
| **Financial investments at FVPL** | | | | |
| Equity instruments | - | - | - | - |
| Mutual funds | - | - | - | - |
| **Financial investments at FVOCI** | | | | |
| Quoted equity investments | - | - | - | - |
| Unquoted equity investments | - | - | - | - |
| **Derivatives** | | | | |
| Foreign exchange forward contracts | - | - | - | - |
| Foreign currency options | - | - | - | - |
| Interest rate swaps | - | - | - | - |
| **Total** | **-** | **-** | **-** | **-** |

| Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2026 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial assets :** | | | | |
| **Financial investments at FVPL** | | | | |
| Equity instruments | - | - | - | - |
| Mutual funds | - | - | - | - |
| **Financial investments at FVOCI** | | | | |
| Quoted equity investments | - | - | - | - |
| Unquoted equity investments | - | - | - | - |
| **Derivatives** | | | | |
| Foreign exchange forward contracts | - | - | - | - |
| Foreign currency options | - | - | - | - |
| Interest rate swaps | - | - | - | - |
| **Total** | **-** | **-** | **-** | **-** |

**Level 1 :** This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2 :** Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

**Level 3 :** If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

(iii) As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:

1. Trade receivables
2. Cash and cash Equivalent
3. Loans
4. Borrowings
5. Trade payables
6. Capital creditors
7. Other payables

## Note 53: Financial Risk Management

The company's few portion of activities are exposed to variety of financial risks i.e. market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

| Risk | Exposure arising from | Measurement | Management |
|---|---|---|---|
| Credit risk | Cash and cash equivalents, trade receivables and other financial instruments, financial assets measured at amortized cost. | Ageing analysis Credit rating | Diversification of bank deposits, credit limits and letters of credit |
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities |

**(A) Credit risk**

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily trade receivables from customers other than government entities .These Trade receivables are typically unsecured and are derived from revenue earned from domestic and foreign customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess impairment loss or gain. the company uses a matrix to compute the expected credit loss allowance for trade receivable.

**Credit risk management**

Credit risk is managed on instrument basis. For Banks and financial institutions ,only high rated banks/institutions are accepted. For other financial instruments, the Company assesses and maintains an internal credit rating system. The finance function consists of a separate team who assess and maintain internal credit rating system.

**(B) Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in accordance with practice and limits set by the company. These limits vary by locations to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 54: Capital management

**(a) Risk management**

The Company's objectives when managing capital are to;

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return on capital to shareholders or issue new shares. The company monitors capital using gearing ratio, which is net debt divided by total Equity. Net debt comprises of long term and short term borrowings less cash and bank balances. Equity includes equity share capital and reserves that are managed as capital. The gearing at the end of reporting period was as follows:

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Net Debt | 24,687.67 | 1,60,836.58 |
| Total Equity | 95,968.15 | (16,378.55) |
| Net debt to Equity Ratio | 0.26 | (9.82) |

**(b) Dividends**

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **(i)** | **Equity shares** | | |
| | Final dividend for the year ended 31.03.2026 of ₹ NIL (31.03.2025 ₹ NIL) per fully paid share | - | - |
| | Interim dividend for the year ended 31.03.2026 of ₹ NIL (31.03.2025 ₹ Nil) per fully paid share | - | - |
| **(ii)** | **Dividends not recognized at the end of the reporting period** | - | - |
| | In addition to the above dividends, since year end the directors have recommended the payment of final dividend of ₹ NIL per fully paid equity share (31.03.2025 ₹ NIL). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting. | - | - |

## Note 55:

| EARNINGS PER SHARE (EPS) | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| i) | Net Profit after tax as per statement of Profit & Loss attributable to Equity Shareholders (₹ Lakhs) | (3,55,498.04) | (949.37) |
| ii) | Weighted Average number of equity shares used as denominator for calculating EPS | 9,01,18,498 | 2,27,37,966 |
| iii) | Face Value per Equity Share (₹) | 10.00 | 10.00 |
| iv) | Basic and Diluted Earnings per share (₹) | (394.48) | (4.18) |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note: 56

| EARNINGS IN FOREIGN EXCHANGE | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| FOB Value of Exports | - | - |
| Billing Adjustment | - | - |
| **Total** | **-** | **-** |
| **EXPENDITURE IN FOREIGN CURRENCY** | | |
| Interest and finance charges | - | - |
| Commission on Sales | - | - |
| Legal and Professional fees | - | - |
| Others | - | - |
| | - | - |

## Note 57:

(₹ in Lakhs)

| | CONTINGENT LIABILITIES | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| i. | Guarantees given by Company's Bankers on behalf of the Company.* | 4,931.66 | 2,064.94 |
| ii. | Claims against the Company not acknowledged as debts: | | |
| | a) Central Sales Tax | - | 824.94 |
| | b) VAT | - | 89.07 |
| | c) Orissa Entry tax | - | 233.46 |
| | d) GST | - | 752.75 |
| | e) Orissa Electricity Act | - | 47.00 |
| | f) A.O Demand (A.Y. 2012-13) | - | 163.36 |
| | g) Odisha High Court (A.Y. 2006-07 to 2010-11) | - | 4,397.17 |
| | h) CIT (A), Bhubaneswar (A.Y. 2011-12 to 2015-16, 2017-18 & 2019-20) Penalty Demand | - | 8,207.11 |

| *Sl. No. | Name of Bank | Bank Guarantee O/s as on 31.03.2026 | Remarks |
|---|---|---|---|
| 1 | ICICI Bank Ltd. | 1,110.23 | Bank Guarantees Continued as before CIRP |
| 2 | Punjab & Sind Bank | 1,498.93 | Total collateral coverage of 45% : inclusive of Cash Margin of 15% & Balance 30% in shape of FDR |
| 3 | Yes Bank Ltd. | 1,573.34 | 100% margin Backed by Promoter's FDs. |
| 4 | IndusInd Bank Ltd. | 749.16 | 100% margin Backed by Promoter's FDs. |
| | | **4,931.66** | |

However as per management perception, the above liabilities will not develop upon the company in future.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**iii. Pending Litigation Initiated during CIRP and continuing as on 31.03.2026**

| Sl. No. | Party Name | Amount in Crores | Forum |
|---|---|---|---|
| 1 | Uday Narayan Mitra (RP) of ARSS IPL Vrs. KIPPL, BIPL, Rajesh Agarwal, Subash Agarwal, Pareswar Panda, Rajendra Prasad Indoria | 90.08 | Pending before NCLT, Cuttack, Bench |
| 2 | Uday Narayan Mitra, RP of ARSS IPL Vrs. NWSML, SCPL, KIPPL, NCSL, Rajesh Agarwal, Subash Agarwal, Pareswar Panda, Rajendra Prasad Indoria | 42.48 | Pending before NCLT, Cuttack, Bench |
| 3 | ARSS Infrastructure Projects Ltd Vrs. Kshirode Ranjan Mandal Asst. Commissioner of Income Tax Central Circle-I Bhubaneswar | 5.57 | Pending before NCLT, Cuttack, Bench |
| 4 | Uday Narayan Mitra Vrs. Jaipur Development Authority (Laxmi Mandir Tonk Road) | 1.24 | Pending before NCLT, Cuttack, Bench |
| 5 | Uday Narayan Mitra Vrs. Jaipur Development Authority (B2 Bypass) | 3.00 | Pending before NCLT, Cuttack, Bench |
| 6 | Asstistant Director of Income Tax CPC, Bengaluru Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd. | 5.57 | Pending before NCLAT, New Delhi, Bench |
| 7 | Steel Authority of India Ltd. Vrs. ARSS IPL | 22.85 | Pending before NCLAT, New Delhi, Bench |
| 8 | SREI Equipment Finance Ltd., through its Administrator Rajneesh Sharma Vrs Uday Narayan Mitra, RP of ARSS IPL | 295.69 | Pending before NCLT, Kolkata |
| 9 | Uday Narayan Mitra Vrs. SREI Equipment Finance Ltd & Others | 1,071.22 | Pending before NCLT, Cuttack, Bench |
| 10 | Uday Narayan Mitra Vrs. Rajneesh Sharma | - | Pending before NCLT, Kolkata |
| 11 | SREI Equipment Finance Ltd. Vrs. Uday Narayan Mitra, RP of ARSS IPL (To Dismissal & Stay up on all the proceeding in IA (IB) – 1041/2024) | - | Pending before NCLT, Kolkata |
| 12 | ARSS IPL Vrs. SREI Equipment Finance Ltd. (Substituting ARSS IPL in IA (IB) – 87/2023, 1333/2025 & 1041/2024) | - | Pending before NCLT, Kolkata |
| 13 | Union of India, Ministry of Corporate Affairs, through the Regional Director, Western Region, Mumbai Vrs. Mr. Sanjiv Rai & Others (ARSS IPL Resp. No.- 15) | - | Pending before NCLT, Mumbai Bench |

## Note 58:

| CAPITAL COMMITMENTS | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Estimated value of contracts in capital account remaining to be executed | - | |

## Note 59:

**Segment Reporting As per Ind AS 108 "Operating Segments"**

Based on the policy set out under Significant Accounting Policy, the Company follows "management Approach" for the purpose of deciding operating segments. The operating results of each major project locations are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to that location and assess its performance. Accordingly, the Company has decided not to treat each project location as its operating segments considering huge number of project locations and its permanency.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 60:

**Additional Disclosures As per Ind AS 108 "Operating Segments"**

**(I) Revenue From Customers Exceeding 10% of Total revenue**

As per Para 34 of Ind AS 108, if revenues from transactions with a single external customer amount to 10 per cent or more of an entity's revenues, the company is required to disclose that fact, the total amount of revenues from each such customer, and the identity of the segment or segments reporting the revenues. The details of such disclosure is as below :

% of Total Revenues

| Customer Name | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Road & Building Division (Boudh) | 11.71% | 28.25% |
| | ₹ 1707.87 | ₹ 4672.68 |

**(ii) Extent of Reliance on Major Customers**

Extent of Reliance on Major Customers of the company can be depicted by assessing their sales chunck compared to total revenue of the operation. The percentage of group of major customer to its total revenue is as below :

| Customer Name | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Top 10 Customers | 72.21% | 96.92% |
| | ₹ 10527.43 | ₹ 16029.08 |

## Note 61: Related Party Disclosure as per Ind AS 24

**(I) List of Related parties**

**a. Associate :**

ARSS Developers Limited

**b. Subsidiary**

ARSS Damoh-Hirapur Tolls Private Limited

**c. Joint Venture (AOP)**

ARSS-Atlanta JV
Atlanta-ARSS JV
ARSS-LGPPL JV
ARSS-Technocom Priyashi Aashi JV
ARSS-SIPS JV
ARSS-SCPL JV
ARSS-BMS JV
ARSS-BDPL JV
ARSS-THAKUR JV
ARSS-ROYAL JV
ARSS-SNKI JV
SCPL-ARSS JV
ARSS KKMPL JV
ARSS NTLLP JV

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**d. Key Managerial Personnel**

| Name | Designation |
|---|---|
| Dipti Ranjan Patnaik | Chairman cum Director |
| Gopal Krishna Dash | Managing Director |
| S.K. Pattanaik | Chief Financial Officer |
| Prakash Chhajer | Company Secretary |

**e. Enterprises in which Key Management personnel has significant influence**

Ocean Capital Market Ltd.
Dharitri Farms Private Limited
Tarini Minerals Private Limited
Dr Patnaik (OPC) Private Limited
Prolinc Technologies Private Limited
Institute of Compliance Management of India Private Limited
Hill View Hire Purchase Private Limited
Atmosphere Hospitality Private Limited
Luxurio Assets Private Limited
Carnex Sales Agencies Pvt. Ltd.
Eastern Switchgear And Electrical Co. (Orissa) Pvt. Ltd.
Altrade Iron and Power Limited
Indian Thermo Preserve Private Limited
Jus Scriptum Magnus Private Limited
Zakti Resort Private Limited
Bharat Infra Home Private Limited
Bengal Ultimate Resorts LLP
Kolkata Unique Hospitality LLP
Lakes-Retreat LLP

**f. Close Family members of Key Managerial Personnel**

No close relatives of all Key Managerial Personnel's have been identified as Related Party in accordance with Ind AS 24.

**(II) Balances and Transactions with Related parties**

**a. Statement of Profit And Loss Items** **Net Transaction During the Period** (Rupees in Lakhs)

| Name | Particulars | 2025-26 | 2024-25 |
|---|---|---|---|
| ARSS Royal JV | Sale Of Services | 1,652.62 | 1,982.74 |
| ARSS SNKI JV | Sale Of Services | 0.17 | 4.15 |
| Balbhadra Developers Pvt Ltd** | Sub Contract Given | 555.08 | 2,020.57 |
| Shivam Condev Pvt. Ltd. (Consultancy)** | Sale Of Services | 47.77 | 97.66 |
| Shivam Condev Pvt. Ltd. (Crusher Rent)** | Sale Of Services | 35.00 | 105.00 |
| Shivam Condev Pvt. Ltd. (Sub Contract))** | Sub Contract Received | 91.88 | - |
| Ocean Capital Market Ltd. | Interest on Secured Loan | 1,122.76 | - |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

**b. Balance Sheet Items***

| Name | Particulars | 2025-26 | | 2024-25 | |
|---|---|---|---|---|---|
| | | Transaction during the year | Outstanding | Transaction during the year | Outstanding |
| Som Dutt Builders ARSS JV | Advance From Customer | - | - | - | 1,697.85 |
| Backbone-ARSS JV | Advance From Customer | - | - | - | 139.81 |
| Patel-ARSS JV | Advance From Customer | - | - | - | 1,490.25 |
| ARSS Atlanta JV | Receivables | - | 59.27 | - | 59.27 |
| ARSS Royal JV | Receivables | 1,652.62 | 212.56 | 1,982.74 | 187.21 |
| ARSS SNKI JV | Receivables | 0.17 | 0.33 | 4.15 | 0.97 |
| Atlanta ARSS JV | Receivables | - | 448.12 | - | 448.12 |
| ARSS SCPL JV | Trade Advance | - | 1,662.83 | - | 1,662.83 |
| ARSS NTLLP JV | Advance From Customer | 3.03 | 543.05 | 0.78 | 540.01 |
| Shivam Condev Pvt. Ltd. (Consultancy)** | Receivables | 47.77 | 40.69 | - | - |
| Shivam Condev Pvt. Ltd. (Crusher Rent)** | Receivables | 35.00 | 40.60 | - | - |
| Shivam Condev Pvt. Ltd. (Sub Contract))** | Receivables | 91.88 | 5.50 | - | - |
| Balbhadra Developers Pvt. Ltd.** | Payable | 555.08 | - | 2,020.57 | 269.68 |
| ARSS Damoh Hirapur Tolls Pvt. Ltd. | Finance provided | - | 4,418.20 | - | 4,418.20 |
| Dipti Ranjan Patnaik | Unsecured Loan Received | 101.80 | 101.80 | - | - |
| Ocean Capital Market Ltd. | Secured Loan Received | 24,699.94 | 25,710.42 | - | - |
| Dipti Ranjan Patnaik | Director Remuneration | 293.55 | 22.82 | - | - |
| Gopal Krishna Dash | Director Remuneration | 11.74 | 1.31 | - | - |

* Balance sheet items do not include Investments in Subsidiary, Associate and Joint Ventures. The same is separately shown in Note No 6.

** The above parties are ceased as related party from 29.08.2025 as the new management came into force as per NCLT Order.

**(III) Remuneration to key managerial personnel**

| Name | 2025-26 | 2024-25 |
|---|---|---|
| Dipti Ranjan Patnaik (Chairman) | 293.55 | - |
| Gopal Krishna Dash (Managing Director) | 11.74 | - |
| Soumendra Keshari Pattanaik (CFO) | 39.00 | 30.00 |
| Prakash Chhajer (Company Secretary) | 19.50 | 16.50 |
| Director Sitting Fees (Independent Directors) | 14.75 | - |

## Note 62:

(Rupees in Lakhs)

| FINANCIAL HEDGING INSTRUMENTS | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **i) For hedging Currency Related Risks :** | | |
| Forward Contracts - Outstanding Nominal Value | Nil | Nil |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 63:

**ASSETS PROVIDED AS SECURITY**

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Current Assets** | | |
| **Financial Assets** | | |
| Trade Receivables | 5,977.32 | 913.58 |
| Other Financial Assets | - | 11,781.33 |
| **Total Current assets provided as security** | **5,977.32** | **12,694.91** |
| **Non Financial Assets** | | |
| **Non Current assets** | | |
| **Property, Plant and Equipment :** | | |
| Tangible Assets | - | 3,539.02 |
| Intangible Assets | - | - |
| Inventories | 6,360.88 | 6,639.38 |
| Other Financial Assets | - | 1,21,614.46 |
| **Total Non - Current assets provided as security** | **6,360.88** | **1,31,792.86** |
| **Total Assets provided as Security** | **12,338.20** | **1,44,487.77** |

The Company has availed cash credit of Punjab & Sind Bank of ₹ 5.00 Crore against Primary Security Hypothecation of stocks of raw materials, Stock-in-process, finished goods, stores & spares and receivables to the extent of loan outstanding further Collateral Security against coverage of 30% in shape of FDR/Saving Deposit under Bank lien.

## Note 64:

The obligations on long term , non-cancellable finance leases payable as per the respective agreements are as follows :

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Future minimum lease payable | - | - |
| Not Later than 1 year | - | - |
| Later than 1 year and not later than 5 years | - | - |
| Later than 5 year | - | - |

## Note 65:

**Recognition of Corporate Guarantee as Financial Liability**

Financial guarantee is a contractual right of the lender to receive cash from the guarantor, and a corresponding contractual obligation of the guarantor to pay the lender, if the borrower defaults. The contractual right and obligation exist because of a past transaction or event (assumption of the guarantee), even though the lender's ability to exercise its right and the requirement for the guarantor to perform under its obligation are both contingent on a future act of default by the borrower. A contingent right and obligation meet the definition of a financial asset and a financial liability, even though such assets and liabilities are not always recognized in the financial statements. Based on the measurement principles laid down under Ind AS 109 "Financial Instrument :Recognition and Measurement", the fair value of all those financial guarantee contracts reasonable below to the materiality threshold limit set by the company. Accordingly the entity has made appropriate disclosure in Note 54 without additionally recognizing any financial assets or liability.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 66:

**Micro, Small and Medium Enterprises (MSME) Dues Disclosure**

There are no Micro and Small enterprises to whom the Company owes dues which are outstanding for a period of more than 45 days as at the balance sheet date. The above information and that given under Current liabilities regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

## Note 67:

**Estimated Useful Lives of Property, Plant & Equipment (PPE)**

| Financial Classification | Nature | Useful Lives | |
|---|---|---|---|
| | | As per Management Estimate | As per SCH-II of Companies Act 2013 |
| Freehold Building | Building (Factory) | 30 Years | 30 Years |
| | Building (Non Factory) | 60 Years | 60 Years |
| Furniture, Fittings and Equipment | Furniture Fixtures | 10 Years | 10 Years |
| Office Equipment | Computer | 3 Years | 3 Years |
| Plant & Equipment | Plant & Machinery(Non-Earth Moving) | 15 Years | 12 Years |
| | Plant & Machinery(Earth Moving) | 9 Years | 12 Years |
| Vehicles | Motor car | 8 years | 8 years |

The useful life has remained constant for transition, comparative and reporting period.

## Note 68: Ratio Analysis

| Sl. No. | Name of the Ratio | Units | Methodology | 2025-26 | 2024-25 | Variance |
|---|---|---|---|---|---|---|
| 1 | Net Worth | | (Paid up Equity Capital + Reserves and Surplus) | 95,968.15 | (16,378.55) | 1,12,346.70 |
| 2 | Debt Equity Ratio | Times | Total debt / (Paid up Equity Capital + Reserves and Surplus) | 0.27 | (9.94) | (100.05) |
| 3 | Debt Service Coverage Ratio | Times | EBIT / Interest Expense + Principal Repayments made during the period for long term loans | (9.18) | (17.48) | (47.49) |
| 4 | Current Ratio | Times | Current Assets/ Current Liabilities | 5.16 | 0.17 | 2,950.85 |
| 5 | Long Term Debt to Working Capital | Times | Long Term Debts/Net Working Capital | - | - | - |
| 6 | Current Liability Ratio | Times | Current Liabilities/Total Liabilities | 0.05 | 1.10 | (95.77) |
| 7 | Total Debts to Total Assets | Times | Total Outstanding Debts/Total Assets | 0.00 | 1.03 | (99.62) |
| 8 | Debtors Turnover | Times | Revenue from operations/Trade Receivables | 2.44 | 18.10 | (86.53) |
| 9 | Return on Equity Ratio | Percentage | Net Profit/ Average Shareholders equity | (3,944.78) | (41.75) | 9,348.03 |
| 10 | Inventory Turnover | Times | Cost of Goods Sold/ Inventories | 1.85 | 2.26 | (18.28) |
| 11 | Trade Payable Turnover Ratio | Times | Net Credit Purchases/Avearge Accounts Payable | 2.59 | 0.86 | 200.86 |
| 12 | Net Capital Turnover Ratio | | Total Sales/Shareholders Equity | 1.70 | 7.55 | (77.48) |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

| Sl. No. | Name of the Ratio | Units | Methodology | 2025-26 | 2024-25 | Variance |
|---|---|---|---|---|---|---|
| 13 | Return on Capital Employed | Percentage | Earning before Interest and Tax/Capital Employed | (9.73) | 5.15 | (288.96) |
| 14 | Return of Investment | Percentage | Net Profit/Cost of Investment | - | - | - |
| 15 | Operating Margin (%) | Percentage | Profit before Depreciation, Tax & Exceptional item /Revenue from Operation" | (80.49) | (4.46) | 1,704.25 |
| 16 | Net Profit Margin (%) | Percentage | Net Profit/ Revenue from operation | (2,438.38) | (5.74) | 42,378.74 |

**Reasons for more than 25% change**

1 Increased due to Increase in Share Capital & Premium as per NCLT order

2 Increased due to Increase in Share Capital & Premium as per NCLT order

3 Increased due to Less Interest Cost

4 Increased due to Decrease in Current Liabilities as per NCLT order

6 Increased due to Decrease in Current Liabilities as per NCLT order

7 Increased due to Decrease in Debt as per NCLT order

8 Reduced due to Decrease in Turn Over & Increase in Sundry Debtors

9 Decreased due to Exceptional Items booked in Profit & Loss as per NCLT order

10 Increased due to Increase in purchases after NCLT order

11 Decreased due to Decrease in Revenue & Increase in Share Capital as per NCLT order

12 Decreased due to Increase in Capital Employed as per NCLT order

13 Decreased due to Increase in Direct Cost & Decrease in Revenue

14 Decreased due to Exceptional Items booked in Profit & Loss as per NCLT order

**Note 69:** The Financial Statements, as a result of the implementation of the approved Resolution Plan, the financial statements for the year ended 31st March 2026 reflect a substantially restructured balance sheet, and recognition and measurement of assets and liabilities on the basis of the approved Resolution Plan and applicable Ind AS. The figures for the comparative period (year ended 31st March 2025) were prepared during the CIRP, when the powers of the Board of Directors were vested with the Resolution Professional. Accordingly, the current year's financial statements are not strictly comparable with the previous year.

## Note 70:

Nature and Purpose of Reserves Disclosed under Other Equity

| Particulars | Purpose |
|---|---|
| General Reserve | General Reserve has been created to comply with requirements of erstwhile Companies Act, 1956 with regard to Payment of dividend. |
| Retained Earnings | Retained Earnings contains the balance of retained earnings to carry forward. It is fully distributable and shown as part of shareholders' reserves on the balance sheet. |
| Securities Premium Reserve | Securities Premium Reserve has been created for issue of equity shares at a premium. |

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 71:

**Post CIRP Implemention**

Pursuant to the Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 initiated on 30th November 2021, the National Company Law Tribunal (NCLT) on 29 August 2025 (NCLT Order date) approved, the Resolution Plan (the Plan) submitted by Ocean Capital Market Limited ('Successful Resolution Applicant' or 'SRA' or 'OCML'). As per the terms of Section 31 of the Code, the Approved Resolution Plan shall be binding on the Company, its employees, members, creditors, guarantors and other stakeholders involved in the Resolution Plan.

Pursuant to the Approved Resolution Plan, during the period between the NCLT Approval Date / Effective Date (i.e., 29 August, 2025) and the Closing Date (as defined in the Approved Resolution Plan) ("Interim Period"), a monitoring committee was constituted ("Monitoring Committee"), comprising two representatives of the Financial Creditors, representatives of the Resolution Applicants and the Erstwhile Resolution Professional. Thus, for the period between the NCLT Approval Date (as defined in the Approved Resolution Plan) and the Closing Date [i.e., 29 September 2025 the date of payment of consideration towards Assignment of Debt with Securities Interest to Secured Financial Creditors], the Monitoring Committee was accordingly been formed to maintain the Company as a going concern and to supervise the implementation of the Approved Resolution Plan.

The following steps have been completed during the financial year ending as on 31 March, 2026 in relation to the implementation of the Approved Resolution Plan (Plan) and shall be deemed to be in compliance with the applicable accounting standard pursuant to order passed by the Hon'ble NCLT:

a. The directors of the Company prior to approval of the Resolution Plan have stand replaced by the new Board of Directors from their office. The Board of Directors of the Company has been reconstituted on 29th September, 2025.

b. Extinguishment of 1,06,19,468 equity shares of INR 10 each held by erstwhile promoters of the Company and the amount has been transferred to "Capital Reserve Account".

c. As per the terms of approved Resolution Plan, the entire admittee claim of the Financial Creditors amounting to INR 4,940.14 crores has been assigned to SRA (i.e., OCML). The financial creditors were settled through a payment of INR 207.69 crore by the SRA. Pursuant to the settlement, the financial creditors assigned its outstanding debt to the Resolution Applicant in full satisfaction of the said liability. Further, as provided in the approved Resolution Plan, the Assenting Financial Creditors shall have right to receive 50% of the value received on receipt of proceeds from arbitration within 3 years from the Effective Date. In relation to the same, SRA has paid INR 10 crores to financial creditor, which shall be adjusted from the share of financial creditors in arbitration receipts.

d. Unsustainable debt of INR 4,675.45 crores (being the difference between the admitted claim of INR 4,893.14 crores, excluding ICICI Bank's claim, and the cash payment of INR 217.69 crores) has been settled by way of issue of 7.5 crore equity shares [15,00,000 equity shares have been issued to Assenting Financial Creditors and balance 7,35,00,000 equity shares have been issued to the AIF assigned by SRA .

e. Settlement of operational creditors (other than employees and workmen), for a sum of INR 0.47 Crores by the Company.

f. Extinguishment of all contingent liabilities, commitments and other claims and obligations including all taxes and other government dues standing as on the effective date.

g. The SRA has infused INR 3 crore for acquiring 30 Lakh equity shares of INR 10 each of the Company and the same has allotted to SRA on 29.09.2025.

## Note 72:

There was a search & seizure operation by Enforcement Directorate (ED) was conducted on 4th October, 2024 at the company's registered office for further enquiry in the matter of Pearl Agro Corporation Limited (PACL) which is disputed since long.

# Notes to the Standalone Financial Statements for the year ended 31st March, 2026

## Note 73:

**EXCEPTIONAL ITEMS**

(₹ in Lakhs)

| Particulars | Period ended 31 March, 2026 | Period ended 31 March, 2025 |
|---|---|---|
| (a) Extinguishment of Operational Creditors (including the Central Government, State Government or local authority) as per the terms of Approved Resolution Plan (refer note (i) below) | (5,039.46) | - |
| (b) Interest expense payable to Financial Creditors as per claim submitted to erstwhile Resolution Professional (refer note (ii) below) | 2,23,724.03 | - |
| (c) Liability relating to Financial Creditors not recorded earlier in the books (refer note (iii) below) | 1,04,286.74 | - |
| **Total(A)** | **3,22,971.31** | |
| (d) Provision for Arbitration claim written off (refer note (iv) below) | 91,273.71 | |
| (e) Arbitration claim raised during the year(refer note (v) below) | (70,831.96) | |
| **Total(B)** | **20,441.75** | |
| **Net Loss(A+B)** | **3,43,413.06** | **-** |

i. With respect to other operational creditors outstanding as on the insolvency commencement date, the Company has recognized a gain of INR 50.39 crores on account of extinguishment of such liabilities as an exceptional item in these financial statements.

ii. In respect of financial Creditors, the Company has recorded interest expense of INR 2237.24 crores for the period prior to the insolvency commencement date as per the terms of the approved Resolution Plan.

iii. The Company has recorded liability of INR 1042.87 crores in the books of accounts which was not earlier recorded in the books of accounts of the company but admitted by the erstwhile Resolution Professional.

iv. The management has revalued the arbitration claim resulting of INR 912.74 Crore written off during the year.

v. The management has booked fresh arbitration claim of INR 708.32 Crore during the year.

## Note 74:

The Government of India notified the four Labour Codes – the Code on wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, Occupational Safety, Health and Working Conditions Code, 2020(collectively referred to as the New Labour Codes). The Ministry of Labour Employment published draft Central rules and FAQs to enable assessment of the financial impact due to changes in regulations.

The management continues to monitor developments if any, in Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such development as needed. The management has given effect of ₹ 49.45 Lakhs in gratuity for the year 2025-26 in respect of the above new labour code.

## Note 75:

The company is proposing various amendments identified during the implementations of approved resolution plan for which the company has time period of 1 year from the effective date.

## Note 76:

The Serious Fraud Investigation Office has initiated investigation into the affairs of the company prior to NCLT order.

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
Bhubaneswar
UDIN : 26522310AKSAJK7726

**For and on behalf of the Board**

**Sd/-**
**(Dipti Ranjan Patnaik)**
Chairman
DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Annexure I

Statement on Impact of Audit Qualifications (for audit report dated 30.05.2026 with modified opinion) submitted along-with Annual Audited Standalone Financial Results of ARSS Infrastructure Projects Limited for the Financial Year ended on 31st March, 2026.

**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026**

**[See Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]**

| I. | Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) (Amount in Lakhs) | Adjusted Figures (audited figures after adjusting for qualifications) (Amount in Lakhs) |
|---|---|---|---|---|
| | 1. | Turnover / Total income | 15326.08 | 15326.08 |
| | 2. | Total Expenditure | 27173.32 | 26050.56 |
| | 3. | Net Profit/(Loss) | (355498.04) | (425207.93) |
| | 4. | Earnings Per Share | (394.48) | (471.83) |
| | 5. | Total Assets | 127731.05 | 56899.09 |
| | 6. | Total Liabilities | 31762.90 | 31762.90 |
| | 7. | Net Worth | 95968.15 | 26258.95 |
| | 8. | Any other financial item(s) (as felt appropriate by the management) | - | - |

**II. Audit Qualification (each audit qualification separately):**

**a. Details of Audit Qualification:**

Non-compliance with IND AS 115 – Revenue from Contracts with Customers, in the absence of relevant contract-wise records and underlying project documentation, contract-wise surplus/deficit on construction contracts has neither been ascertained nor recognised in compliance with Ind AS 115 'Revenue from Contracts with Customers'.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification:

Qualification No. a) since Financial Year 2013-14

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Nil

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Nil

(ii) If management is unable to estimate the impact, reasons for the same:

The new management of the company has started the implementation of the resolution plan taking necessary steps to comply with IND AS-115, for the said purpose the Board of Directors appoint necessary manpower. In absence of the certain material information as the contract were related to the period of erstwhile management, the compliance of IND AS-115 could not be done.

During the work execution period there is escalation claim, revision of contact value, extension of completion period, etc due to which unpredictable variation in reliable estimation of revenue and cost. Also the allocation of combine Operating overhead, Head office overhead and Financial Cost is not possible

due to combine use or high swapping of resources, size of the Contracts. Hence financial implication of the qualification is not quantifiable.

(iii) Auditors' Comments on (i) or (ii) above:

As per our qualifications.

b. Details of Audit Qualification:

During the year, the Company has recognised certain arbitration claims as income in the Statement of Profit and Loss and as Claims Receivable under Other Financial Assets in the Balance Sheet. These claims are subject to arbitration proceedings whose outcome is uncertain and the receivability of the same is not established. In our opinion, such recognition is not in accordance with applicable Indian Accounting Standards for the following reasons:

a. Under Ind AS 115, variable consideration including amounts subject to arbitration can be included in transaction price only when it is highly probable that a significant reversal of cumulative revenue recognised will not occur. The recognition of arbitration claims whose outcome is uncertain does not meet this threshold.

b. Under Ind AS 109, recognition of a financial asset requires an unconditional contractual right to receive cash. Most of the arbitration claims that are yet to be adjudicated and where the counterparty's liability is neither admitted nor determined by a competent authority do not qualify for recognition as financial assets.

c. Under Ind AS 37, such claims constitute contingent assets which are not to be recognised in financial statements until the inflow of economic benefits is virtually certain. Recognition of contingent assets is expressly prohibited under Ind AS 37 as it may result in recognition of income that may never be realised.

Consequently, in our opinion, the recognition of these arbitration claims to the tune of Rs. 70,831.96 Lakhs has resulted in overstatement of exceptional items in Profit and Loss, other financial assets and net worth of the Company as at 31st March 2026. Had these claims been appropriately disclosed as contingent assets in accordance with Ind AS 37 instead of being recognised, the exceptional items, other financial assets and net worth of the Company would each have been lower to that extent.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification:

Qualification No. a) since Financial Year 2025-26

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

The new management has reviewed the Company's books of accounts for the period preceding the resolution plan's approval, alongside the ongoing arbitration proceedings. In alignment with the matching concept, revenue recognition for contract work performed earlier is crucial, as the corresponding expenses were already accounted for in prior periods, ensuring a true and fair view of the Company's financial performance.

Furthermore, the Company has received favorable order in a significant portion of these arbitration proceedings. These orders unequivocally affirms the Company's right to receive the awarded claim amounts. Based on comprehensive advice from legal consultants, who have evaluated the strength of this order and the financial capacity of the counterparty, management is virtually certain that the full amount of these claims will be recovered. Our legal advisors have provided a high probability assessment

of successful collection, significantly surpassing the 'probable' threshold, thereby justifying immediate recognition in accordance with the principles of accrual accounting rather than contingent disclosure

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Nil

(ii) Auditors' Comments on (i) or (ii) above:

As per our qualifications.

c. Details of Audit Qualification:

1. The Company has classified a loan received from Ocean Capital Market Limited (Successful Resolution Applicant), a related party as at reporting date, as a "Secured Borrowing" in the Balance Sheet as at 31st March 2026 and has accrued interest thereon at 9% per annum. We report the following concerns:

a. No security creation documents have been executed as at the balance sheet date and no charge has been registered with the Registrar of Companies.

b. The approved Resolution Plan sanctioned by the Hon'ble NCLT does not contemplate payment of interest on this loan. Accrual of interest at 9% per annum, although supported by loan sanction letter, creates a financial obligation beyond the scope of the approved Resolution Plan.

c. The requisite approvals for this related party transaction, including prior Audit Committee approval under Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, and Board / shareholder approval under Section 188 of the Companies Act, 2013, have not been demonstrated to us.

The above matters have resulted in incorrect classification of borrowings and incorrect recognition of interest expense to the tune of ₹ 1,122.76 Lakhs.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification:

Qualification No. a) since Financial Year 2025-26

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

The amount received by the Monitoring Committee was pursuant to the Resolution Plan, as approved by the Hon'ble NCLT vide its order dated 29 August 2025, and was duly recorded in the books of accounts.

Pursuant to the Resolution Plan, the entire security interest shall vest with the Successful Resolution Applicant (SRA), Ocean Capital Market Limited. However, the implementation of the Resolution Plan is under process. The matter was discussed in the Audit Committee Meeting as well as the Board Meeting. Consequently, the charge will be filed at the earliest.

With regard to the levy of interest, it is noted that while the NCLT order does not explicitly mention interest, the same is clearly stipulated in the sanction letter received from Ocean Capital Market Limited. The absence of a specific reference to interest in the NCLT order does not constitute a violation, nor does it imply that interest is not chargeable. Silence on the matter in the NCLT order cannot be construed as a waiver of interest, considering the terms of the sanction letter and the

applicable provisions of the Companies Act, 2013. Accordingly, management has charged interest in accordance with the sanction letter issued by Ocean Capital Market Limited.

At the time of the related party transaction, i.e., the receipt of the loan pursuant to the Resolution Plan, there was neither a Board of Directors nor an Audit Committee in place, as the Company was under the control of the Resolution Professional, who was acting as the Chairman of the Monitoring Committee along with two members representative of the financial creditors. Subsequently, before the finalization of the financial statements for FY 2025-26, the Audit Committee and the Board of Directors duly considered and approved the aforesaid transaction.

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same:

(iii) Auditors' Comments on (i) or (ii) above:

As per our qualifications.

**III. Signatories:**

**For A D V AND CO LLP**
Chartered Accountant
FRN : 003467N/N500463
M.No.-522310

**Sd/-**
**Gopal Krishna Dash**
(Managing Director)
DIN : 10776309

**Sd/-**
**Payal Agarwal**
(Audit Committee Chairperson)
DIN : 01617065

**Sd/-**
**CA Vipul Kumar Gupta**
Partner
UDIN: 26522310YYIUFC5887

**Sd/-**
**Mr. S. K. Pattanaik,**
Chief Financial Officer

Place: Bhubaneswar
Date : 30.05.2026

# Independent Auditor's Report

**To the Members of ARSS Infrastructure Projects Limited**
**CIN: L14103OR2000PLC006230**

**Report on the Audit of the Consolidated Financial Statements**

**Qualified Opinion**

We have audited the accompanying consolidated financial statements of **ARSS Infrastructure Projects Limited** ("the Company"), its subsidiaries and based on the consideration of reports of other auditors on separate audited financial statements of its associates and its joint ventures (the Company, its subsidiaries, its associates and its joint ventures together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate audited Financial statements of the Associates/ Joint Ventures, the aforesaid Consolidated Financial Statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("IND AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026 and their consolidated loss, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

**Basis for Qualified Opinion**

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the Consolidated Financial Statements.

1. Non-compliance with IND AS 115 – Revenue from Contracts with Customers, in case of the Company, in the absence of relevant contract-wise records and underlying project documentation, contract-wise surplus/deficit on construction contracts has neither been ascertained nor recognised in compliance with Ind AS 115 'Revenue from Contracts with Customers'.

2. During the year, the Company has recognised certain arbitration claims as income in the Statement of Profit and Loss and as Claims Receivable under Other Financial Assets in the Balance Sheet. These claims are subject to arbitration proceedings whose outcome is uncertain and the receivability of the same is not established. In our opinion, such recognition is not in accordance with applicable Indian Accounting Standards for the following reasons:

    a. Under Ind AS 115, variable consideration including amounts subject to arbitration can be included in transaction price only when it is highly probable that a significant reversal of cumulative revenue recognised will not occur. The recognition of arbitration claims whose outcome is uncertain does not meet this threshold.

b. Under Ind AS 109, recognition of a financial asset requires an unconditional contractual right to receive cash. Most of the arbitration claims that are yet to be adjudicated and where the counterparty's liability is neither admitted nor determined by a competent authority do not qualify for recognition as financial assets.

c. Under Ind AS 37, such claims constitute contingent assets which are not to be recognised in financial statements until the inflow of economic benefits is virtually certain. Recognition of contingent assets is expressly prohibited under Ind AS 37 as it may result in recognition of income that may never be realised.

Consequently, in our opinion, the recognition of these arbitration claims to the tune of ₹ 70,831.96 Lakhs has resulted in overstatement of exceptional items in Profit and Loss, other financial assets and net worth of the Company as at 31st March 2026. Had these claims been appropriately disclosed as contingent assets in accordance with Ind AS 37 instead of being recognised, the exceptional items, other financial assets and net worth of the Company would each have been lower to that extent.

3. The Company has classified a loan received from Ocean Capital Market Limited (Successful Resolution Applicant), a related party as at reporting date, as a "Secured Borrowing" in the Balance Sheet as at 31st March 2026 and has accrued interest thereon at 9% per annum. We report the following concerns:

a. No security creation documents have been executed as at the balance sheet date and no charge has been registered with the Registrar of Companies.

b. The approved Resolution Plan sanctioned by the Hon'ble NCLT does not contemplate payment of interest on this loan. Accrual of interest at 9% per annum, although supported by loan sanction letter, creates a financial obligation beyond the scope of the approved Resolution Plan.

c. The requisite approvals for this related party transaction, including prior Audit Committee approval under Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, and Board / shareholder approval under Section 188 of the Companies Act, 2013, have not been demonstrated to us.

The above matters have resulted in incorrect classification of borrowings and incorrect recognition of interest expense to the tune of ₹ 1,122.76 Lakhs.

**Emphasis of Matter**

We draw attention to:-

i. Note No. 71 and Note No. 73 to the Consolidated Financial Statements, in case of the Company, which describe the completion of the Corporate Insolvency Resolution Process ("CIRP") and the implementation of the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Cuttack Bench ("NCLT"), vide order dated 29th August, 2025, in favour of M/s. Ocean Capital Market Limited ("OCML" / "Successful Resolution Applicant" / "SRA"). The Resolution Plan has resulted in, inter alia, reconstitution of the Board of Directors, extinguishment of erstwhile promoter equity, settlement/restructuring of financial and operational creditor liabilities, conversion of unsustainable debt into equity, fresh equity infusion by the SRA, and recognition of net loss as Exceptional Items of 3,22,971.31 Lakhs in the Statement of Profit and Loss for the year. These transactions are complex, involve significant management judgement, and have had a material impact on the financial position and results of the Company for the year ended 31st March, 2026. Further, the financial statements for the year ended March 31, 2026 have been prepared on going concern considering the implementation of the Approved Resolution Plan. Our opinion is not modified in respect of this matter.

ii. Note No. 72 to the Consolidated Financial Statements, in case of the Company, a search and seizure operation was conducted by the Enforcement Directorate (ED) at the premises of the Company during the financial year 2024-25. The investigation is ongoing. The Management/new Board of Directors has represented that no additional

material development adverse to the Company has occurred during the year ended March 31, 2026 in relation to the said investigation. Our opinion is not modified in respect of this matter.

iii. Note No. 77 to the Consolidated Financial Statements, in case of the Company, the Serious Fraud Investigation Office (SFIO) has initiated investigation into the affairs of the Company during the financial year 2024-25. The investigation is ongoing. The Management/new Board of Directors has represented that no additional material development adverse to the Company has occurred during the year ended March 31, 2026 in relation to the said investigation. Our opinion is not modified in respect of this matter.

iv. Note No. 69 to the Consolidated Financial Statements, in case of the Company, as a result of the implementation of the approved Resolution Plan, the financial statements for the year ended 31st March 2026 reflect a substantially restructured balance sheet, and recognition and measurement of assets and liabilities on the basis of the approved Resolution Plan and applicable Ind AS. The figures for the comparative period (year ended 31st March 2025) were prepared during the CIRP, when the powers of the Board of Directors were vested with the Resolution Professional. Accordingly, the current year's financial statements are not strictly comparable with the previous year. Our opinion is not modified in respect of this matter.

v. Note No. 31 to the Consolidated Financial Statements, in case of the Company, the company during CIRP period, has written off ₹ 11,048.16 Lakhs during the year as the settlement of Arbitration award vide case no. 54/2020 Niraj Cement Structurals Ltd. V/s Jaipur Development Authority (JDA) where the company had counter claim with Niraj Cement Structurals Ltd. Our opinion is not modified in respect of this matter.

vi. Note No. 32 (d) to the Consolidated Financial Statements, in case of the Company, the company has written off ₹ 91,273.71 Lakhs of arbitration claim to the extent of award/expected realization amount previously stated as Claims Receivable under Other Financial Assets. Our opinion is not modified in respect of this matter.

vii. Note No. 32 (e) to the Consolidated Financial Statements, in case of the Company, the company has identified certain arbitration claims amounting to ₹ 70,831.96 Lakhs which were not booked in the financial statements. During the year, the company has booked those claims in financial statements as Claims Receivable under Other Financial Assets. We have modified opinion in respect of recognizing new arbitration claims as mentioned in qualified opinion.

viii. Note No. 75 to the Consolidated Financial Statements, in case of the Company, during the course of implementation, the Company has identified certain provisions in the approved Resolution Plan which require amendments, either on account of ambiguity, need for clarification, or inconsistency with the provisions of the Insolvency and Bankruptcy Code, 2016. The Company is in the process of filing necessary applications before the Hon'ble NCLT seeking amendments to the approved Resolution Plan within the stipulated period which is not over at reporting period of financial statements. The outcome of these applications and the consequential impact, if any, on the financial statements of the Company is presently not determinable. Our opinion is not modified in respect of this matter.

ix. Note No. 9 to the Consolidated Financial Statement, in case of ARSS Damoh - Hirapur Tolls Private Limited, wherein the Capital Work-in-Progress (CWIP), which has been carried at ₹ 6,694.70 Lakhs (Previous Year: ₹ 6,694.70 Lakhs) without any movement since a long period, has been disclosed under 'Other Non-Current Financial Assets'. The said amount represents the Company's pending claim against MPRDC authority arising out of the termination of the BOT contract on 20.05.2013, which remains unresolved. In view of the classification of this amount as a financial asset representing the pending claim, physical verification of Capital Work-in-Progress is not applicable. Our opinion is not modified in respect of this matter.

x. Note No. 76 to the Consolidated Financial Statement, this consolidated financial statement include the financial results of ARSS-SIPS JV, ARSS Technocom Priyashi Aashi JV, ARSS-BMS JV, ARSS KKMPL JV and ARSS NTLLP

JV, which have not been audited by their auditors but reviewed by the management of the respective entities, as considered in the statement. According to the information and explanations given to us by the Management of Holding Company, these financial information/financial results are not material to the Group. Further, these results were certified by the respective entities' management and accepted by the Board of Directors/Management. Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | How our audit addressed the key audit matter |
|---|---|
| 1. Accounting for and Disclosure of the Resolution Plan approved under the Insolvency and Bankruptcy Code, 2016 The NCLT, Cuttack Bench, approved the Resolution Plan of M/s Ocean Capital Market Limited (OCML) vide order dated August 29, 2025. The Resolution Plan involves complex accounting consequences under Ind AS, including: (a) extinguishment of financial liabilities of creditors (including write-back of liabilities in excess of amounts payable under the Plan) at NIL consideration; (b) cancellation of existing promoter equity at nil value; (c) conversion of a portion of debt into equity at values specified in the Plan; (d) recognition of plan-related income/gain; and (e) disclosures regarding the effective date, identity of the SRA, and post-CIRP capital structure. Given the complexity, significant management judgement, and the quantum of amounts involved, this was a significant area of our audit focus. | Our audit procedures included: • Obtained and reviewed the NCLT order dated August 29, 2025 and the approved Resolution Plan of OCML. • Verified the accounting treatment for extinguishment of liabilities accordance to applicable accounting standards. • Assessed the appropriateness of the payment made to the financial creditors and other stakeholders as per the approved Resolution Plan. • Verified the accounting treatment for cancellation/ extinguishment of equity shares held by erstwhile promoters and issuance of new equity shares as per the terms of approved Resolution Plan. • Examined board resolutions and other documentation relating to change of management and reconstitution of the Board. • Reviewed the adequacy and completeness of disclosures made in the financial statements in relation to the Resolution Plan and its accounting impact. Based on the above procedures, we considered management's assessment to be reasonable except for the possible effects of the matter described in the Basis for Qualified Opinion & Emphasis of Opinion paragraph above. |
| 2. Claim Receivables under Arbitration amounting to 89,730.74 Lakhs [Refer relevant note 9 Other Financial Assets to financial statements] The Company has significant claim receivables under dispute/arbitration arising out of contractual obligations on infrastructure projects. Given the CIRP process and the ongoing transition post-Resolution Plan, the status, enforceability, and recoverability of such claims are subject to significant uncertainty and management judgement. The quantum and timing of realisation represent a key area of audit focus. | Our audit procedures included: • Evaluated the reasonableness of management's assessment of recoverability of claims, having regard to the sector, post-CIRP position, and ongoing arbitration status. • Assessed individual project-wise and case-wise outstanding claim receivables. • Discussed the status of significant arbitration claims with the Company's in-house/external legal counsel and other senior management personnel. • Verified documentation available in support of claims receivable under arbitration. • Checked arithmetical accuracy of management estimates and judgements. • Reviewed the adequacy of disclosures in the financial statements. • Based on the above procedures, we considered management's assessment of recoverability to be reasonable except for the possible effects of the matter described in the Basis for Qualified Opinion & Emphasis of Opinion paragraph above. |

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Board of Directors for the Consolidated Financial Statements**

The Company's Management and Board of Directors (reconstituted pursuant to the Resolution Plan approved by the NCLT, Cuttack Bench, vide order dated August 29, 2025) are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including IND AS specified under section 133 of the Act. The respective Boards of Directors/Management of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Boards of Directors/ Management of the entities included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intends to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors/Management of the entities included in the Group are also responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing

our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors/Management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements of which we are independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports

issued by us and the auditors of respective companies included in the Consolidated Financial Statements of the Group, to which reporting under CARO is applicable, as provided to us by the Management, we report that in respect of those companies where audits have been completed under Section 143 of the Act, there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements, except in the following case:-

| Particulars | Name of Company | Related Clause |
|---|---|---|
| Holding Company | M/s ARSS Infrastructure Projects Limited | 3(ii)(b), 3(vii)(c), 3(ix)(b), 3(x)(b), 3(xi)(a), 3(xiii), 3(xv), 3(xvii) & 3(xviii) |
| Subsidiary Company | M/s ARSS Damoh - Hirapur Tolls Private Limited | 3(ix)(a),(b), 3(xvii) & 3(xviii) |
| Associate Company | M/s ARSS Developers Limited | 3(vii)(b) (c), 3(xvii) |

2. As required by Section 143(3) of the Act, based on our audit we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements, except for the matter described in the 'Basis for Qualified Opinion' paragraph above.
   b. In our opinion, proper books of account as required by law maintained by the Group, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except for the possible effect of the matter described in the para above of the 'Basis for Qualified Opinion'.
   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   d. In our opinion, the aforesaid consolidated financial statements comply with the IND AS specified under section 133 of the Act, except for the possible effect of the matter described in the 'Basis for Qualified Opinion' paragraph above.
   e. On the basis of the written representations received from the directors of the Company as on March 31, 2026 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
   f. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note No. 9 & Note 56 to the Consolidated Financial Statements;
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiaries incorporated in India.

iv. (a) The respective Managements of the Company, its subsidiaries and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Company, its subsidiaries and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company, its subsidiaries and its associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. As per consolidated financial statements

(a) No dividend proposed in the previous year, declared and paid by the Company during the year.

(b) No interim dividend declared and paid by the Company during the year.

(c) The Board of Directors of the Company have not proposed final dividend for the year.

vi. Based on our examination, which included test checks, the holding company, its subsidiary company and based on the reports of other auditor of its associate company, the accounting software systems has used for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**For A D V AND CO LLP**
Chartered Accountants
Firm Regn. No. 003467N/N500463

**Sd/-**
**CA Vipul Kumar Gupta**
Membership No. 522310
UDIN: 26522310DMTHNM9855

**Dated: May 30th, 2026**
**Camp: Bhubaneswar**

## Annexure – 'A' to the Independent Auditor's Report

[Referred to in paragraph 2(f) under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the Consolidated Financial Statements of the Company for the year ended March 31, 2026.]

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of **M/s. ARSS Infrastructure Projects Limited** ('the Company'), and its subsidiary company and based on the consideration of reports of other auditors on separate audited financial statements of its associates and its joint ventures (the Company, its subsidiaries, its associates and its joint ventures together referred to as the "Group") which are incorporated in India as of that date.

**Managements and Board of Directors' Responsibility for Internal Financial Controls**

The respective Management and the Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Company and its subsidiary companies, which are companies incorporated in India.

**Meaning of Internal Financial Controls with reference to Consolidated Financial Statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For A D V AND CO LLP**
Chartered Accountants
Firm Regn. No. 003467N/N500463

**Sd/-**
**CA Vipul Kumar Gupta**
Membership No. 522310
UDIN: 26522310DMTHNM9855

**Dated: May 30th, 2026**
**Camp: Bhubaneswar**

# Consolidated Balance Sheet

(₹ in Lakhs)

| Particulars | Note No. | As at March 31, 2026 (Audited) | As at March 31, 2025 (Audited) |
|---|---|---|---|
| **I. ASSETS** | | | |
| **1. Non-current Assets** | | | |
| (a) Property, Plant and Equipment | 5 | 3,520.17 | 3,539.02 |
| (b) Capital Work-in-progress | 5 | - | - |
| (c) Right of use of Assets | 5 | 25.04 | 25.66 |
| (d) Financial Assets | | | |
| (i) Investments | 6 | 832.09 | 685.22 |
| (ii) Trade Receivables | 7 | - | - |
| (iii) Loans | 8 | - | - |
| (iv) Other Financial Assets | 9 | 96,466.39 | 1,28,309.16 |
| (e) Deferred Tax Assets (net) | 11 | 265.38 | 503.12 |
| (f) Other Non-Current Assets | 10 | - | - |
| **2. Current Assets** | | | |
| a. Inventories | 12 | 6,360.88 | 6,639.38 |
| b. Financial Assets | | | |
| (i) Investments | 6 | - | - |
| (ii) Trade Receivables | 7 | 5,977.32 | 913.58 |
| (iii) Cash & Bank Balance | 13 | 1,620.39 | 1,952.37 |
| (iv) Bank Balances Other Than Three Above | 13 | 1,740.91 | 1,657.80 |
| (v) Loans | 8 | - | - |
| (vi) Other Financial Assets | 9 | 7,718.17 | 7,363.13 |
| c. Current Tax Assets (Net) | 21 | 1,369.24 | 2,195.92 |
| d. Other Current Assets | 10 | 1,487.47 | 4,436.91 |
| **TOTAL ASSETS** | | **1,27,383.45** | **1,58,221.27** |
| **II. EQUITY AND LIABILITIES** | | | |
| **1. Equity** | | | |
| a. Equity Share Capital | 14 | 9,011.85 | 2,273.80 |
| b. Other Equity | 15 | 86,525.30 | (19,223.91) |
| c. Share Pending Allotment | 15A | - | |
| Non-Controlling Interest | | 4.00 | 4.00 |
| **2. Liabilities** | | | |
| **(i) Non Current Liabilities** | | | |
| a. Financial Liabilities | | | |
| (i) Borrowings | 16 | 25,812.22 | - |
| (ii) Trade Payables | 17 | - | - |
| Total Outstanding Dues of MSME | | | |
| Total Outstanding Dues other than MSME | | | |
| (iii) Other Financial Liabilities | 18 | - | - |
| b. Provisions | 19 | - | 146.41 |
| c. Deferred Tax Liabilities (net) | 11 | - | - |
| d. Other Non-current Liabilities | 20 | - | - |
| **(ii) Current Liabilities** | | | |
| a. Financial Liabilities | | | |
| (i) Borrowings | 16 | 565.74 | 1,62,856.62 |
| (ii) Trade Payables | 17 | | |
| Total Outstanding Dues of MSME | | - | - |
| Total Outstanding Dues other than MSME | | 2,041.97 | 3,828.94 |
| (iii) Other Financial Liabilities | 18 | 2,416.72 | 3,395.66 |
| b. Provisions | 19 | - | - |
| c. Other Current Liabilities | 20 | 1,005.65 | 4,939.75 |
| d. Current Tax Liability (Net) | 21 | - | - |
| **TOTAL EQUITY AND LIABILITIES** | | **1,27,383.45** | **1,58,221.27** |

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
Bhubaneswar
UDIN : 26522310DMTHNM9855

**For and on behalf of the Board**

**Sd/-**
**(Dipti Ranjan Patnaik)**
Chairman
DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Consolidated Statement of Profit and Loss

(₹ in Lakhs)

| Particulars | Note No. | Year Ended March 31, 2026 (Audited) | Year Ended March 31, 2025 (Audited) |
|---|---|---|---|
| **Income** | | | |
| **I.** Revenue From Operations | 22 | 14,579.28 | 16,538.80 |
| **II.** Other Income | 23 | 340.25 | 450.01 |
| **III.** Other Gains/(Losses) | 24 | 406.55 | 183.68 |
| **Total Income** | | **15,326.08** | **17,172.49** |
| **IV. Expenses** | | | |
| (a) Cost of Materials Consumed | 25 | 6,393.34 | 3,794.07 |
| (b) Cost of Services Sold | 27 | 6,191.15 | 12,842.37 |
| (c) Change in Inventories (Increase)/Decrease | 26 | (836.39) | (1,630.32) |
| (d) Depreciation and Amortization expenses | 30 | 111.79 | 97.83 |
| (e) Employee Benefit Expenses | 28 | 1,449.77 | 1,226.46 |
| (f) Finance cost | 29 | 1,164.19 | 45.23 |
| (g) Other Expenses | 31 | 12,705.77 | 1,634.64 |
| **Total Expenses** | | **27,179.62** | **18,010.28** |
| **V. Profit Before Exceptional Items and Tax** | | **(11,853.54)** | **(837.79)** |
| Share of net profit or associates and joint ventures accounted using equity method | | 146.87 | 174.88 |
| Exceptional Items | 32 | 3,43,413.06 | - |
| **VI. Profit Before Taxes** | | **(3,55,119.73)** | **(662.90)** |
| **VII. Tax Expenses** | | | |
| (a) Current Tax | | - | - |
| (b) Tax of Earlier Years | | - | - |
| (c) Deferred Tax | 11 | 237.74 | 113.67 |
| **VIII. Profit (Loss) for the Period** | | **(3,55,357.47)** | **(776.57)** |
| **IX. Other Comprehensive Income** | | | |
| **A (i) Items that will not be reclassified to profit or loss:** | | | |
| (a) Changes in investments in equity shares carried at Fair Value through OCI | | - | - |
| (b) Re-measurement of defined employee benefit plans | | - | - |
| **(ii) Income tax relating to items that will not be reclassified to profit or loss:** | | | |
| - on Revaluation Surplus on Property, Plant & Equipment | | - | - |
| - on Re-measurement of defined employee benefit plans | | - | - |
| **B (i) Items that will be reclassified to profit or loss:** | | | |
| (a) Changes in investments other than equity shares carried at Fair Value through OCI (FVOCI) | | - | - |
| **(ii) Income tax relating to items that will be reclassified to profit or loss:** | | - | - |
| **X. Total Other comprehensive Income after tax** | | - | - |
| **XI. Total comprehensive income for the period** | | **(3,55,357.47)** | **(776.57)** |
| **XII. Earnings per equity share:** | | | |
| (1) Basic (Not Annualised) | | (394.32) | (3.42) |
| (2) Diluted (Not Annualised) | | (394.32) | (3.42) |

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

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Bhubaneswar
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DIN: 00600887

**For and on behalf of the Board**

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Consolidated Statement of Changes in Equity

## A. Equity Share Capital

| Particulars | Amount |
|---|---|
| **As at 31 March 2025** | 2,273.80 |
| Changes in equity share capital | - |
| Less Promotor Share Written off | 1,061.95 |
| Addition during the year | 7,800.00 |
| | 9,011.85 |
| **As at 31 March 2026** | **9,011.85** |

## B. Other Equity

| | Reserves & Surplus | | | | |
|---|---|---|---|---|---|
| | General Reserves | Capital Reserve | Securities premium reserve | Retained earnings | Total other equity |
| **Balance at 31 March 2025** | 727.00 | | 19,947.00 | (39,897.91) | (19,223.91) |
| Profit for the year | | | - | (3,55,357.47) | (3,55,357.47) |
| Written off of Promotor Share | | 1,061.95 | | | 1,061.95 |
| Other comprehensive income | | | - | - | - |
| **Total comprehensive income for the year** | | | - | (3,55,357.47) | (3,54,295.52) |
| Addition during the year | | | 4,60,044.74 | | 4,60,044.74 |
| Issue of equity shares | | | - | | - |
| **Balance at 31 March 2026** | 727.00 | 1,061.95 | 4,79,991.74 | (3,95,255.39) | 86,525.30 |

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
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**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Consolidated Statement of Cash Flows

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 (Audited) | Year Ended March 31, 2025 (Audited) |
|---|---|---|
| **Operating Activities** | | |
| Profit before exceptional items & tax from continuing operations | (11,706.67) | (662.90) |
| Profit/(loss) before tax from discontinuing operations | - | - |
| **Profit before tax** | **(11,706.67)** | **(662.90)** |
| Adjustments for | | |
| Adjustments for depreciation and amortisation expense | 111.79 | 97.83 |
| Adjustments for fair value losses (gains) | 4.01 | - |
| Re-measurement of Defined Benefits Plan | - | - |
| Interest received | (73.27) | 120.81 |
| Interest paid | 1,164.19 | 45.23 |
| Other Adjustments for non cash items: | | |
| Other Adjustments to Reconcile profit(loss) | | |
| Extinguishment of Operational Creditors | 5,039.46 | - |
| Net Arbitration claim written off | (20,441.75) | - |
| Share of profit & loss from joint ventures | (146.87) | - |
| Profit/loss on sale of Property, Plant & Equipment | (378.96) | - |
| Dividend Income | - | - |
| Operating profit / (loss) before working capital changes | **(26,428.08)** | **(399.03)** |
| **Working capital adjustments:** | | |
| Adjustments for increase (decrease) in trade payables, current | (1,786.97) | (2,125.29) |
| Adjustments for increase (decrease) in other current liabilities | (3,934.09) | 334.49 |
| Adjustments for increase (decrease) in trade receivables, current | (5,063.74) | (51.50) |
| Adjustments for decrease (increase) in inventories | 278.50 | (1,134.74) |
| Adjustments for provisions, current | (146.41) | - |
| Adjustments for decrease (increase) in other current assets | 2,949.44 | (856.69) |
| Adjustments for other bank balances | (83.11) | 204.44 |
| Adjustments for decrease (increase) in other non-current assets | - | - |
| Adjustments for other financial assets, non-current | 32,669.45 | 318.70 |
| Adjustments for other financial assets, current | (355.04) | 427.32 |
| Adjustments for other financial liabilities, non-current | - | - |
| Adjustments for other financial liabilities, current | (978.94) | 332.71 |
| | **(2,878.99)** | **(2,949.59)** |
| Income taxes paid (refund) | - | - |
| **NET CASH INFLOW FROM OPERATING ACTIVITIES (A)** | **(2,878.99)** | **(2,949.59)** |
| **Investing Activities** | | |
| Purchase of property, plant and equipment | (114.18) | (35.22) |
| Proceeds/(Purchase) of Capital Work In Progress | - | - |
| Proceeds from Sale of Property,Plant and equipment | 396.81 | - |
| Purchase/(Sale) of Investments | - | (174.88) |
| Interest received | 73.27 | (120.81) |
| **NET CASH OUTFLOW FROM INVESTING ACTIVITIES (B)** | **355.91** | **(330.91)** |
| **Financing Activities** | | |
| Proceeds from issue of equity shares | 300.00 | - |
| Proceeds from securities premium | - | - |
| Interest paid | (1,164.19) | (45.23) |
| Proceeds from borrowings | 26,309.82 | - |
| Repayments of borrowings | (23,254.53) | - |
| Dividends paid including Dividend Distribution Tax | - | - |
| **NET CASH INFLOW (OUTFLOW) FROM FINANCING ACTIVITIES** | **2,191.10** | **(45.23)** |
| **Net increase (decrease) in cash and cash equivalents (A+B+C)** | (331.98) | (3,325.73) |
| Cash and cash equivalents at the beginning of the year | 1,952.37 | 5,278.11 |
| **Cash and cash equivalents at year end** | **1,620.39** | **1,952.37** |

The above Statements of Cash Flows have been prepared under the indirect method set out in the Indian Accounting Standard (Ind As- 7), Statement of Cash Flows.

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310

Date : The 30th day of May, 2026
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UDIN : 26522310DMTHNM9855

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**Sd/-**
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DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## 1) Background

ARSS Infrastructure Projects Limited (the company) is a public limited company incorporated and domiciled in India.The company has its primary listings on the BSE Limited and National Stock Exchange of India Limited, in India. The company is engaged in execution of contracts of various Infrastructure projects including road work, bridge work, railway tracking and irrigation projects.

**A Group consist of**

| Sl. No. | Name of the Entity | Relationship |
|---|---|---|
| 1 | ARSS Infrastructure Projects Limited | Holding Company |
| 2 | ARSS Damoh Hirapur Tolls Private Limited | Subsidiary Company |
| 3 | ARSS Developers Limited | Associate Company |
| 4 | ATLANTA-ARSS JV | Joint Venture |
| 5 | ARSS-SCPL JV | Joint Venture |
| 6 | ARSS LGPPL JV | Joint Venture |
| 7 | ARSS BDPL JV | Joint Venture |
| 8 | ARSS THAKUR JV | Joint Venture |
| 9 | ARSS SNKI JV | Joint Venture |
| 10 | ARSS ROYAL JV | Joint Venture |
| 11 | SCPL ARSS JV | Joint Venture |
| 12 | ARSS BMS JV | Joint Venture |
| 13 | ARSS Technocom Priyashi Aashi JV | Joint Venture |
| 14 | ARSS SIPS JV | Joint Venture |
| 15 | ARSS KKMPL JV | Joint Venture |
| 16 | ARSS NTLLP JV | Joint Venture |

The financials of ARSS BMS JV, ARSS Technocom Priyashi Aashi JV, ARSS SIPS JV, ARSS KKMPL JV & ARSS NTLLP JV is prepared by the JV partner, the profit/loss for the current period is considered in the statement as certified by the management.

## 2) SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

**(i) Compliance with Ind AS:**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) ,Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

**(ii) Historical cost convention:**

The financial statements have been prepared under the historical cost convention, except for the following:

a) Certain financial assets and liabilities that is measured at fair value;

b) Net Defined Obligations

c) Assets held for sale

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**(iii) Current And Non -Current Classification**

All assets and liabilities have been classified as current and non-current as per the company's operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act 2013. The company has ascertained its operating cycle as 12 months for the purpose of current and non-current classifications.

**2.2 Property, plant and equipment, Intangible Assets and Capital Work-in-progress**

**i) Recognition and Measurement**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the assets carrying amount or recognized as a separate asset ,as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted as a separate asset is derecognized when replaced. All other repairs and maintainance are charged to profit and loss during the reporting period in which they are incurred.

The cost of Property,plant and equipment not available for use as on each reporting date are disclosed under capital work-in-progress.

**ii) Depreciation methods, estimated useful lives and residual value**

a) Depreciation is calculated using the Straight Line Method (SLM) to allocate their cost, net of their residual values over their estimated useful life. The useful life has been determined based on the technical evaluation done by the independent experts.

b) Any asset whose aggregate actual cost does not exceed five thousand rupees has been fully charged off in the year of addition.

c) The residual values are not more than 3% (in case of vehicles) and 5% (in fixed assets other than vehicles) of the original cost of the assets. The assets's residual values and useful life are reviewed and adjusted at the end of each reporting period.

d) Depreciation on assets purchased/acquired during the year is charged from the date of purchase of the assets. Assets that are acquired during the year are depreciated on pro rata basis from the date of such addition or, as the case may be, upto the date on which such assets has been derecognized.

e) An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

f) Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

g) Leasehold land has been amortized over corresponding lease period.

**2.3 Revenue recognition:**

The company account for revenue from a contract with a customer only when all of the following criteria are met:

i) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;

ii) the company can identify each party's rights regarding the goods or services to be transferred;

iii) the company can identify the payment terms for the goods or services to be transferred;

iv) the contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and.

v) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer.

**2.4 Other Incomes**

i) Insurance claims has been recognized as revenue on cash basis.

ii) Dividends shall be recognised as revenue when the shareholder's right to receive payment is established.

iii) Interest shall be recognised as revenue using the effective interest method as set out in Ind AS 109.

iv) Revenue other than above is recognised only when it is probable that the economic benefits associated with the transaction will flow to the entity. However, when an uncertainty arises about the collectibility of an amount already included in revenue, the uncollectible amount or the amount in respect of which recovery has ceased to be probable is recognised as an expense, rather than as an adjustment of the amount of revenue originally recognised.

**2.5 Inventories:**

Raw materials, Stores and spares, Semi-finsihed goods, traded and finished goods

Inventories are valued as under –

i) Raw materials, Stores spares, loose tools and Erection materials are valued at cost or net realisable value;

ii) Finished goods are stated at lower of Cost or Net Realisable Value; and

iii) Saleable scraps, whose cost is not identifiable, are valued at estimated realisable value.

iv) Cost of raw materials and stores comprises cost of purchase. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition.

v) Net realizable value is the estimated selling price in the ordinary course of business after deduction of the estimated cost of completion and the estimated costs necessary to make the sale.

**2.6 Financial Instruments**

Financial assets and liabilities are recognized when the company becomes a party to the contractual provisions of the instrument.

**Financial Assets**

**(i) Trade Receivables**

Trade Receivables are recognized initially at fair value and subsequently measured at amortized costs less provisions for impairment.

**(ii) Other Financial Assets**

**a) Classifications**

The company classifies its financial assets into the following categories:

#Those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss)

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

#Those measured at amortized costs

The classification depends upon the business model for managing the financial assets and contractual characteristics of the cash flows.

**b) Measurements**

**Intial Recognition:**

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognized in profit or loss.

**Subsequent Measurement:**

There are three subsequent measurement categories into which the company classifies its debt instrument financial assets:

# measured at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

## measured at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

### measured at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or fair value through other comprehensive income on initial recognition.

**Equity instruments:**

An equity instruments is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised at the proceeds received net off direct issue cost.

All equity instruments classified under financial assets are subsequently measured at fair value. The company has made an irrecoverable erection at the time of intial recognition to account for the equity instrument at fair value through other comprehensive income.

**c) Impairment of Financial Assets:**

The company assesses on forward looking basis the expected credit losses associated with its assets carried at amortized costs. The impairment methodology applied depends on whether there has been a significant increase in credit risks.

For trade receivables only,the company applies the simplified approach permitted by Ind AS 109, "Financial Instruments", which requires expected life time losses to be recognized from intial recognition of the receivables.

**d) Derecognition of Financial Assets:**

A financial assets is derecognized only when:

The company has transferred the rights to receive cash flows from the financial assets or retains the contractual rights to receive the cash flows of the financial assets but assumes a contractual obligation to pay the cash flows to one or more recipients.

**2.7 Financial Liabilities**

**i) Borrowings:**

a) Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

b) Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ (losses).

c) Borrowings are classified as current liabilities unless the entity has an unconditional right to defer, settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**ii) Trade and other payables:**

These amounts represent liabilities for goods and services provided to the entity prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 45 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortized cost using the effective interest method.

**iii) Other Financial Liabilities:**

Financial liabilities are measured at amortized cost using effective interest method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Interest bearing loans and borrowings are subsequently measured at amortized cost using effective interest rate method. Gain and losses are recognized in profit and loss when the liabilities are derecognized.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**iv) Offsetting of Financial Instruments:**

A financial asset and a financial liability shall be offset and the net amount shall be presented in the balance sheet when, and only when, an entity:

(a) currently has a legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**2.8 Employee benefits:**

**(i) Short-term employee benefit obligations**

Liabilities for wages and salaries, including non-monetary benefits, that are expected to be settled wholly within 12 months, after the end of the period, in which the employees render the related service, are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

All Short term employee benefits such as salaries, incentives, special award, medical benefits which fall due within 12 months of the period in which the employee renders related services, which entitles him to avail such benefits and non accumulating compensated absences (like maternity leave and sick leave) are recognized on an undiscounted basis and charged to Profit and Loss Statement.

**(ii) Post-employment obligations**

The entity operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, Superannuation and

(b) defined contribution plans such as provident fund.

**Provident fund obligations**

Contribution to the provident fund, which is a defined contribution plan, made to the Regional Provident Fund Commissioner is charged to the Profit and loss Statement on accrual basis.

**Gratuity obligations**

The liability or assets recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligations denominated in INR is determined by discounting the estimated future cash flows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the term of related obligations.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.This cost is included in employee benefit expenses in statement of profit and loss.

Re-measurements gains and losses arising from experience adjustments and changes in acturial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

**2.9 Foreign currency translation:**

**(i) Functional and presentation currency**

Each items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is functional and presentation currency.

**(ii) Transactions and balances**

Foreign currency transactions i.e. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Transalation differences on assets and liabilities carried at fair value are reported as part of fair value gain or loss.

**2.10 Income tax:**

i. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

ii. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

iii. Current income tax expense comprises taxes on income from operations in India and is determined in accordance with the provisions of the Income Tax Act, 1961.Minimum Alternate Tax (MAT) is paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability. The company offsets on a year on basis, the current tax assets and liabilities, where it intends to settle such assets and liabilities on a net basis. The current tax expense recognized in the financial statements is net off MAT credit utilized during the period.

iv. Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

v. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

vi. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

vii. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**2.11 Cash and cash equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of twelve months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

**2.12 Borrowing costs:**

i) General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

ii) Other borrowing costs are expensed in the period in which they are incurred.

**2.13 Provisions & Contingent Liabilities:**

i) A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. Contingent assets are not recognized.

ii) Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

**2.14 Contributed equity:**

**i) Equity:**

**Equity shares are classified as equity**

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**ii) Dividends:**

Provisions is made for any amount of dividend declared , being appropriately authorized and no longer at the discretion of the entity, on or before the end of reporting period but not distributed at the end of the reporting period.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**2.15 Earning Per Share**

**i) Basic Earning Per Share**

Basic Earning Per Share is calculated by dividing the profit attributable to owners of the company by the weighted average number of equity shares outstanding during the financial year.

**ii) Diluted Earning Per Share**

Diluted Earning Per Share adjusts the figures used in the determination of the basic earning per share to take into account after income tax effect of interests or other finance costs associated with the dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dillutive potential equity shares.

**2.16 Segment Reporting**

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Company's operations predominantly relate to providing end-to-end business solutions to enable clients to enhance business performance. Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

Revenue and identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Revenue for "all other segments" represents revenue generated from customers located in India. Allocated expenses of segments include expenses incurred for rendering services. Certain expenses such as depreciation, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying assets are used interchangeably. Management believes that it is not practical to provide segment disclosures relating to those costs and expenses, and accordingly these expenses are separately disclosed as "unallocated" and adjusted against the total income of the Company.

Assets and liabilities used in the Company's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

Geographical information on revenue and business segment revenue information is collected based on individual customers invoiced or in relation to which the revenue is otherwise recognized.

**2.17 Rounding of amounts:**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs as per the requirement of Division II of Schedule III to the Act, unless otherwise stated.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## 3) Recent Accounting Pronouncement:

Accounting Pronouncement Issued but not effective:

**i) Ind AS 116 Leases:**

Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ended March 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.

**ii) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:**

Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

**iii) Amendment to Ind AS 12 – Income taxes:**

Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

**iv) Amendment to Ind AS 19 – plan amendment, curtailment or settlement:**

Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

## 4) Critical Estimates and Judgements:

### i) Use of Estimates:

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### ii) Critical Accounting Estimates:

#### a) Property, plant and equipment:

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The life is based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### b) Income Taxes:

The Company's major tax jurisdictions is India . Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

#### c) Defined benefit obligation:

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### d) Impairment of trade receivables:

The company estimates the uncollectibility of accounts receivables by analysing historical payment patterns, customer concentrations, customer credit worthiness and current economic trends. If the financial condition of customer deteriorates, additional allowances may be required.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 5: Property,Plant and Equipment

(Rupees in Lakhs)

| Particulars | Freehold Land | Freehold Buildings | Furniture, Fittings and Equipment | Plant and Equipment | Office Equipment | Vehicles | TOTAL |
|---|---|---|---|---|---|---|---|
| **Gross Carrying Amount** | | | | | | | |
| **At 1st April, 2024** | 737.00 | 347.00 | 183.75 | 25,196.57 | 349.32 | 1,078.36 | 27,892.00 |
| Additions/Adjustments during the year | - | - | | 33.78 | 1.44 | | 35.22 |
| Disposals/Adjustment during the year | - | - | - | - | - | - | - |
| **At 31st March, 2025** | **737.00** | **347.00** | **183.75** | **25,230.35** | **350.76** | **1,078.36** | **27,927.22** |
| Additions/Adjustments during the year | - | - | 0.42 | 112.53 | 1.23 | - | 114.18 |
| Disposals/Adjustment during the year | - | - | - | 3,067.42 | - | 66.44 | 3,133.86 |
| **At 31st March, 2026** | **737.00** | **347.00** | **184.17** | **22,275.46** | **351.99** | **1,011.92** | **24,907.53** |
| **Accumulated Depreciation and Impairment** | | | | | | | |
| **At 1st April, 2024** | - | 82.69 | 178.27 | 22,676.60 | 316.78 | 1,036.66 | 24,291.00 |
| Depreciation charge for the year | - | 5.53 | 0.34 | 90.70 | 0.64 | - | 97.21 |
| Disposals/Adjustment during the year | - | - | - | | - | | - |
| **At 31st March, 2025** | **-** | **88.22** | **178.61** | **22,767.29** | **317.42** | **1,036.66** | **24,388.20** |
| Depreciation charge for the year | - | 5.53 | 0.34 | 104.07 | 1.06 | 0.16 | 111.16 |
| Disposals/Adjustment during the year | - | - | - | 3,051.60 | - | 60.40 | 3,112.00 |
| **At 31st March, 2026** | **-** | **93.75** | **178.95** | **19,819.74** | **318.49** | **976.43** | **21,387.37** |
| **Net Book Value At 31st March, 2026** | 737.00 | 253.25 | 5.22 | 2,455.72 | 33.50 | 35.49 | 3,520.17 |
| **Net Book Value At 31st March, 2025** | 737.00 | 258.78 | 5.14 | 2,463.06 | 33.34 | 41.70 | 3,539.02 |

**Capital Work in Progress aging Schedule for the year ended March 31, 2026 and March 31, 2025 as follows:**

(₹ in Lacs)

| Particulars | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| **As at March 31, 2026** | - | - | - | - | - |
| Work in Progress | | | | | |
| **As at March 31, 2025** | - | - | - | - | - |
| Work in Progress | | | | | |

As on date of the Balance Sheet, there are no Capital Work in Progress whose completion is overdue or has exceeded the cost, based on approved plans.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Right of Use of Assets

(₹ in Lakhs)

| Particulars | Amount |
|---|---|
| **Gross Carrying Amount** | |
| **At 1st April, 2024** | 34.00 |
| Additions/Adjustments during the year | - |
| Disposals/Adjustment during the year | - |
| **At 31st March, 2025** | **34.00** |
| Additions/Adjustments during the year | - |
| Disposals/Adjustment during the year | - |
| **At 31st March, 2026** | **34.00** |
| **Accumulated Amortiszed Lease prepayments** | |
| **At 1st April, 2024** | 7.72 |
| Amortization charge for the year | 0.62 |
| Amortization Disposals/Adjustment during the year | - |
| **At 31st March, 2025** | **8.34** |
| Amortization charge for the year | 0.62 |
| Amortization Disposals/Adjustment during the year | - |
| **At 31st March, 2026** | 8.96 |
| **Net Book Value of Lease Prepayments at 31st March, 2026** | 25.04 |
| **Net Book Value of Lease Prepayments at 31st March, 2025** | 25.66 |

The leasehold land pertains to land under lease agreement with Orissa Industrial Infrastructure Development Corporation to be amortized over the lease tenure of Sixty-Four Years.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 6: Investments

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Investment in Equity Instruments** | | |
| **Unquoted at Cost** | | |
| **Investment in Subsidiary Entities** | | |
| 2,20,83,730 (31 March, 2025 : 2,20,83,730) Equity Shares of ₹ 10/- each fully paid up in ARSS Damoh-Hirapur Tolls Private Limited | - | - |
| **Investment in Associate Entities** | | |
| 25,00,000 (31 March, 2025 : 25,00,000) Equity Shares of ₹ 10/- issued at ₹ 40/- each fully paid up in ARSS Developers Ltd. | - | - |
| **Investment in Joint Ventures** | 831.69 | 684.82 |
| **Other Investments:** | | |
| Investment in Mutual Funds | 0.40 | 0.40 |
| **Total** | **832.09** | **685.22** |
| (i) Non-current | 832.09 | 685.22 |
| (ii) Current | - | - |
| **Category wise Investments:** | | |
| At Amortized Cost | 831.69 | 684.82 |
| At Fair value through Profit & Loss (FVPL) | 0.40 | 0.40 |
| At Fair value through Other Comprehensive Income (FVOCI) | - | - |

## Note 7: Trade receivables

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Unsecured, considered good** | | |
| (i) Non-Current | - | - |
| **Sub-Total** | **-** | **-** |
| (ii) Current | | |
| Gross Trade Receivables | 5,977.32 | 913.58 |
| Less: Trade Receivable Written off | - | - |
| **Sub-Total** | **5,977.32** | **913.58** |
| **Total** | **5,977.32** | **913.58** |

Trade receivables are non-interest bearing and are generally on terms of 90 to 180 days. Refer Note No. 61 for detailed disclosure of trade receivables from related parties.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**Trade Receivable aging Schedule for the year ended as on March 31, 2026 and March 31, 2025**

**As at March 31, 2026**

(₹ in Lakhs)

| Particulars | Less than 6 months | 6 months to 1 year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|---|---|---|---|---|---|---|
| Undisputed Trade receivables - considered good | 5,219.16 | 18.05 | 14.06 | 0.30 | 725.74 | 5,977.32 |
| Undisputed Trade receivables - considered doubtful | - | - | - | - | - | - |
| **Total Trade Receivable** | **5,219.16** | **18.05** | **14.06** | **0.30** | **725.74** | **5,977.32** |
| **As at March 31, 2025** | | | | | | |
| Undisputed Trade receivables - considered good | 51.28 | 14.06 | - | 136.96 | 711.28 | 913.58 |
| Undisputed Trade receivables - considered doubtful | - | | | | | |
| **Total Trade Receivable** | **51.28** | **14.06** | **-** | **136.96** | **711.28** | **913.58** |

## Note 8: Loans

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Unsecured, considered good** | | |
| **(i) Non Current** | | |
| Security Deposit '-' Government authorities (Non Current) | | |
| Security Deposit '-' Others | | |
| **Sub-Total** | **-** | **-** |
| **(ii) Current** | | |
| Security Deposit '-' Government authorities (Current) | - | - |
| Security Deposit '-' Others(Current)* | - | - |
| Earnest Money Deposits | - | - |
| Less: Impact of finance component of deferred revenue | - | - |
| Less: Amounts written off | - | - |
| **Sub-Total** | **-** | **-** |
| **Total** | - | - |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 9: Other Financial Assets

(₹ in Lakhs)

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **(i)** | **Non-Current** | | |
| | Application Money Paid towards securities Pending Allotment (Refer Note For Details ) | - | - |
| | Security Deposit '-' Government authorities (Non-Current) | 14.84 | 14.84 |
| | Security Deposit '-' Others | 26.11 | 32.04 |
| | Claims Receivable** | 96,425.44 | 1,28,262.28 |
| | Other advances | - | - |
| **Sub-Total** | | **96,466.39** | **1,28,309.16** |
| **(ii)** | **Current** | | |
| | Claims Receivable | - | - |
| | Security Deposit '-' Government authorities (Current) | - | 59.88 |
| | Security Deposit '-' Others(Current)* | 3,780.87 | 4,647.55 |
| | Earnest Money Deposits | 1,709.61 | 541.65 |
| | Gratuity Fund with SBI Life | 275.13 | 161.49 |
| | Other advances (Includes related party) | 1,952.56 | 1,952.56 |
| **Sub-Total** | | **7,718.17** | **7,363.13** |
| **Total** | | **1,04,184.56** | **1,35,672.29** |

*Others Includes Security Deposit & Withheld money receivable.

**In the matter of ARSS Damoh Hirapur Tolls Pvt. Ltd. the Capital Work in Progress has been classified in other non current assets in the current year as well as previous year as the Company's claim with the MPRDC authority is pending for finalization amounting to ₹ 6,697.70 Lakhs.

The Central Bureau of Investigation (CBI) has filed a case against the subsidiary company ARSS Damoh Hirapur Tolls Pvt. Ltd. on the basis of complained filed by Central Bank of India dated 09.04.2018, The CBI case matter is subjudice. However, the outstanding loan of Central Bank of India has been settled under OTS scheme in the financial year 2019-2020. Accordingly, the charge of Central Bank of India has been satisfied by bank on 11/06/2020. The Company is unable to ascertain the impact of this pending litigation on its financial statement.

## Note 10: Other Assets

(₹ in Lakhs)

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **(i)** | **Non-Current** | | |
| | Capital Advance | - | - |
| | Lease Prepayments (Refer Below Note ) | 25.66 | 26.28 |
| **Sub-Total** | | **25.66** | **26.28** |
| **(ii)** | **Current** | | |
| | Prepaid Expenses | 88.77 | 110.70 |
| | Employee Advances | 3.87 | 5.88 |
| | GST Refundable | - | 1,007.61 |
| | Vendor Advances | 1,392.71 | 3,310.60 |
| | Security Deposit (NSDL) | 1.50 | 1.50 |
| | Lease Prepayments (Refer Below Note) | 0.62 | 0.62 |
| **Total** | | **1,487.47** | **4,436.91** |
| | | **1,513.13** | **4,463.19** |

**(i)** The leasehold land pertains to land under lease agreement with Orissa Industrial Infrastructure Development Corporation to be amortized over the lease tenure of Sixty-Four Years.

**(ii) Operating Leasehold Land**

As per Ind-AS 17 "a finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset and all other lease are treated as operating lease". Since land normally has an indefinite economic life, leasehold land is classified as operating lease. Accordingly, the entity has classified all its lease hold lands as operating lease. Lease payments made under these operating lease arrangements are recognized as an expense on a straight-line basis over the lease term. The operating lease payment movement is presented as below:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Lease Prepayments | 34.00 | 34.00 |
| Addition during the period | - | - |
| Deletion during the period | - | - |
| **Closing Lease Prepayments (A)** | **34.00** | **34.00** |
| Opening value of Amortized lease Prepayments | 7.72 | 7.10 |
| Amortization during the period | 0.62 | 0.62 |
| Deletion during the period | - | - |
| **Closing value of Amortized lease Prepayments (B)** | **8.34** | **7.72** |
| **Net amount of Lease Prepayments (A- B)** | **25.66** | **26.28** |

## Note 11: Deferred tax assets/(liabilities)(net)

(Rupees in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Property,plant and equipment | 104.49 | 342.23 |
| Lease Prepayments | (8.74 ) | (8.74) |
| Employee Benefit Obligation | 42.63 | 42.63 |
| Impairment loss/(gain) on financial assets | - | - |
| Minimum Alternate Tax (MAT) | 127.00 | 127.00 |
| Remeasurement of Defined Benefit Obligation | - | - |
| Brought forward losses | - | - |
| **Total** | **265.38** | **503.12** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 12: Inventories

(Rupees in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| a. Materials at Site | 79.21 | 1,155.04 |
| b. Stores, Spares & Loose Tools | 6.65 | 45.71 |
| c. Work In Progress | 6,240.89 | 5,301.42 |
| d. Finished Goods | 34.14 | 137.21 |
| **Total** | **6,360.88** | **6,639.38** |

## Note 13: Cash and Bank Balance

(Rupees in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Balances with banks** | | |
| Cash at bank** | 1,620.37 | 1,952.19 |
| Cash on hand | 0.02 | 0.18 |
| **Less:** Bank overdraft | - | - |
| **Total** | **1,620.39** | **1,952.37** |
| | | |
| Balances In Bank Other Than Above* | 1,740.91 | 1,657.80 |
| | **1,740.91** | **1,657.80** |
| **Details of Cash at Bank:** | | |
| In Current Account | 1,620.37 | 1,952.19 |
| In Fixed Deposits | 1,740.91 | 1,657.80 |

*Fixed deposit with carrying amount of ₹ 1,740.91 lakhs including interest accrued on the same (31st March, 2025: ₹ 1,657.80) are pledged against bank guarantees as security deposit, EMD and Margin account.

** The Accounts maintained in IDBI has been attached by Enforcement Directorate (ED) and the matter is subjudice.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 14:Share Capital

(Rupees in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(A) Authorised Shares Capital** | | |
| **Equity Shares:** | | |
| 11,00,00,000 (As on 31st March 2025: 4,00,00,000 ) Equity Shares of ₹ 10/- Each | **11,000.00** | **4,000.00** |
| **Preference Shares:** | | |
| Nil (As on 31st March 2025: 1,50,00,000 ) Preference Shares of ₹ 10/- Each | **-** | **1,500.00** |
| **(B) Issued, Subscribed and Paid Up** | | |
| **Equity Shares:** | | |
| 9,01,18,498 (As on 31st March 2025: 2,27,37,966) equity shares of ₹ 10 each fully paid up | 9,011.85 | 2,273.80 |
| **Total** | **9,011.85** | **2,273.80** |
| **(C) Reconciliation of Number of Shares** | | |
| **Reconciliation of number of Equity shares are set out below:** | | |
| a) Shares outstanding at the beginning of the financial year. | 2,27,37,966 | 2,27,37,966 |
| b) Issued during the year | 7,80,00,000 | - |
| c) Shares forfeited/brought back/cancelled during the year | 1,06,19,468 | - |
| d) Shares outstanding at the financial year ended | 9,01,18,498 | - |
| e) Shares outstanding at the financial year ended (weighted) | **8,03,15,934** | **2,27,37,966** |

| **(D) Details of shareholders holding more than 5% of shares** | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| Name of the Shareholders | % Held | No. of Shares | % Held | No. of Shares |
| **Equity Shares:** | | | | |
| Roger Bravo Secured Development Fund | 81.56% | 7,35,00,000 | - | - |
| Subash Agarwal | - | - | 6.08% | 13,81,608 |
| ARSS Developers Ltd. | - | - | 14.00% | 31,83,480 |
| Sidhant Financial Services Limited | - | - | 14.92% | 33,93,031 |

(i) The company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees.

(ii) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) The promotors share holding of 106,19,468 nos. share has been forfeitted during the year as per NCLT Order Dated 29th August 2025.

(iv) Unsustainable debt of ₹ 4,675.45 crores (being the difference between the admitted claim of ₹ 4,893.14 crores, excluding ICICI Bank's claim, and the cash payment of ₹ 217.69 crores) has been settled by way of issue of 7.5 crore equity shares [15,00,000 equity shares have been issued to Assenting Financial Creditors and balance 7,35,00,000 equity shares have been issued to the AIF assigned by SRA during the year 2025-26.

(v) The SRA has infused ₹ 3 crore for acquiring 30 Lakh equity shares of ₹ 10 each of the Company and the same has been allotted to SRA on 29.09.2025.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**(E) There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.**

**(F) For the period of five years immediately preceding the date at which the balance sheet prepared the company has not:**

(i) Allotted any shares as fully paid up pursuant to contract without payment being received.

(ii) Allotted any shares as fully paid up by way of bonus, and

(iii) Bought back any shares

**(G) Shares held by promotors/promotors Group at the end of the year**

| Name of the Shareholders | As at 31st - March - 26 | | As at 31st - March - 25 | | % Change during the year | |
|---|---|---|---|---|---|---|
| | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares | No. of Shares | % of Total Shares |
| Ocean Capital Market Limited | 30,00,000 | 3.33 | - | - | 30,00,000 | 3.33 |
| Roger Bravo Secured Development Fund | 7,35,00,000 | 81.56 | - | - | 7,35,00,000 | 81.56 |
| Mohanlal Agarwal | - | - | 7,61,750 | 3.35 | (7,61,750) | (3.35) |
| Subash Agarwal | - | - | 13,81,608 | 6.08 | (13,81,608) | (6.08) |
| Anil Agarwal | - | - | 3,39,821 | 1.49 | (3,39,821) | (1.49) |
| Sunil Agarwal | - | - | 2,78,647 | 1.23 | (2,78,647 | (1.23) |
| Ramesh Prasad Agrawal | - | - | 3,000 | 0.01 | (3,000) | (0.01) |
| Seema Agarwal | - | - | 20,020 | 0.09 | (20,020) | (0.09) |
| Ramdulari Agarwal | - | - | 1,84,483 | 0.81 | (1,84,483) | (0.81) |
| Rajesh Agarwal | - | - | 5,38,745 | 2.37 | (5,38,745 ) | (2.37) |
| Sanju Agarwal | - | - | 1,18,704 | 0.52 | (1,18,704) | (0.52) |
| Sangita Agarwal | - | - | 1,23,796 | 0.54 | (1,23,796) | (0.54) |
| Sabita Agarwal | - | - | 2,17,383 | 0.96 | (2,17,383) | (0.96) |
| Shilpa Agarwal | - | - | 75,000 | 0.33 | (75,000) | (0.33) |
| ARSS Developers Ltd. | - | - | 31,83,480 | 14.00 | (31,83,480) | (14.00) |
| Sidhant Financial Services Ltd. | - | - | 33,93,031 | 14.92 | (33,93,031) | (14.92) |

## Note 15: Other Equity

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **a. Securities Premium** | | |
| Opening Balance | 19,947.00 | 19,947.00 |
| Add: Additions during the year | 4,60,044.74 | - |
| **Sub Total** | **4,79,991.74** | **19,947.00** |
| **b. General Reserves** | | |
| Opening Balance | 727.00 | 727.00 |
| Add: Addition during the Year | - | - |
| Less: Transferred to Retained Earnings | - | - |
| **Sub Total** | **727.00** | **727.00** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **c. Retained Earnings** | | |
| Opening Balance | (39,897.91) | (39,121.34) |
| Add: Profit/(Loss) during the year | (3,55,357.47) | (776.57) |
| Add: Re-measurement of defined employee benefit plans through OCI | 0.00 | |
| **Sub Total** | **(3,95,255.39)** | **(39,897.91)** |
| **d. Capital Reserve** | | |
| Balance as per last Balance Sheet | | |
| Add: Due to reduction in face value of shares (refer note) | 1,061.95 | - |
| Add: Translation difference on restatement | - | - |
| **Sub Total** | **1,061.95** | **-** |
| **Grand Total** | **86,525.30** | **(19,223.91)** |

## Note 15A: Share Pending Allotment

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Opening Balance | | |
| Add: Addition during the Year | - | - |
| Less: Transferred to Retained Earnings | - | - |
| **Grand Total** | **-** | **-** |

## Note 16: Borrowings

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(i) Non-Current Borrowings** | | |
| **Secured Loan** | | |
| Term Loan From Banks | - | - |
| Financial Lease Obligations | - | - |
| From Related Parties(SL)** | 25,710.42 | - |
| **Unsecured Loan** | - | |
| From Related Parties | 101.80 | - |
| Loans from Bank | - | - |
| Loan from Others | - | - |
| Less: Current Maturity of Long term debt | - | |
| Term Loan From Banks | - | - |
| Financial Lease Obligations | - | - |
| **Total non-current borrowings** | **25,812.22** | **-** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **(ii) Current Borrowings** | | |
| **Secured Loan** | | |
| From Related Parties (SL) | **-** | **-** |
| From Others | - | - |
| Cash Credit* | 495.55 | 99,304.49 |
| Term Loan From Banks | - | 63,484.00 |
| Financial Lease Obligations | - | - |
| **Unsecured Loan** | | |
| From Related Parties | - | - |
| From Others | 70.19 | 68.13 |
| **Total current borrowings** | **565.74** | **1,62,856.62** |

* The Company has availed cash credit from Punjab & Sind Bank during the year of ₹ 5.00 Crore against Primary Security of Hypothecation of stocks of raw materials, Stock-in-process, finished goods, stores & spares and receivables further Collateral Security against coverage of 30% in shape of FDR/Saving Deposit under Bank lien.

** The Company has been sanctioned/availed secured loan from Ocean Capital Market Limited during the year of ₹ 250.00 Crore at the interest rate of 9% per annum against security Fixed Assets, Current Assets (Both Present & Future) and Other Assets with repayment period of 5 years. This transaction is pursuant to approved resolution plan.

## Note 17: Trade Payables

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Non Current Trade Payables | - | - |
| **Sub-Total** | - | - |
| Current Trade Payables | 2,041.97 | 3,828.94 |
| **Sub-Total** | **2,041.97** | **3,828.94** |
| **Grand Total** | **2,041.97** | **3,828.94** |

As at March 31, 2025 and March 31, 2026, there are no outstanding dues to Micro, Small and Medium Enterprises. There is no interest due or outstanding on the same. The above information and that given under Current liabilities regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 18: Other Financial Liabilities

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **i. Non-Current** | | |
| Retention Money | - | - |
| Capital Creditors | - | - |
| **Sub-Total** | **-** | **-** |
| **ii. Current** | | |
| **Current Maturity of Long term Debt** | | |
| Term Loan From Banks | | |
| Financial Lease Obligations | - | - |
| Bids Security for CIRP | 300.00 | 300.00 |
| Retention Money | 1,298.98 | 2,394.96 |
| Outstanding Employee Benefit Cost | 181.89 | 96.58 |
| Gratuity Payable | 91.55 | 113.69 |
| Liability For Expenses | 2.36 | 62.13 |
| Gratuity Liability | 275.13 | 161.49 |
| Excess Drawings From JV | 266.81 | 266.81 |
| **Sub-Total** | **2,416.72** | **3,395.66** |
| **Total** | **2,416.72** | **3,395.66** |

## Note 19: Provisions

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Provision for Employee Benefits | - | 146.41 |
| Provision for Tax | - | - |
| **Total** | **-** | **146.41** |
| Current | - | - |
| Non-Current | - | 146.41 |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 20: Other Liabilities

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Non-Current Liabilities** | | |
| Mobilization advance Received | - | - |
| | **-** | **-** |
| **Current Liabilities** | | |
| Payable to Statutory Authorities | 412.60 | 949.42 |
| Mobilization advance Received | - | 4.09 |
| Advance From Customers | 593.05 | 3,986.24 |
| **Total** | **1,005.65** | **4,939.75** |

## Note 21: Current Tax Liability/(Assets) in Net

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Income tax payable | - | - |
| GST Receivable | (464.57) | - |
| TDS receivable* | (904.67) | (2,195.92) |
| **Total** | **(1,369.24)** | **(2,195.92)** |

## Note 22: Revenue From Operations

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Revenue from Operation:** | | |
| Sale of Services | 14,579.28 | 16,538.80 |
| Sale of Products | - | - |
| Less: Impact of finance component of deferred revenue | - | - |
| **Total** | **14,579.28** | **16,538.80** |

## Note 23: Other Income

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Interest Income from Financial Assets measured at Amortized Cost | 73.27 | 120.81 |
| Interest on Arbitration Cases | - | - |
| Liability Written-off | - | - |
| Miscellaneous Income | 266.98 | 329.20 |
| **Total** | **340.25** | **450.01** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 24: Other Gains/(Losses)

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Net gain on disposal of Property, Plant, Equipment & Others | 386.27 | 156.11 |
| Interest on Income Tax refund | 20.28 | 27.57 |
| Unwinding of finance component of deferred consideration | - | - |
| **Total** | **406.55** | **183.68** |

## Note 25: Cost of Material Consumed

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Material and components consumed** | | |
| Opening Stock | 1,200.75 | 1,696.33 |
| Add: Material Purchased during the year | 5,278.45 | 3,298.49 |
| Less: Closing Stock | 85.86 | 1,200.75 |
| **Total** | **6,393.34** | **3,794.07** |

## Note 26: Change in Inventories

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Opening Stock** | | |
| Work In Progress | 5,301.42 | 3,522.31 |
| Finished Goods | 137.21 | 286.01 |
| **Sub-Total** | **5,438.64** | **3,808.32** |
| **Less:- Closing Stock** | | |
| Work In Progress | 6,240.89 | 5,301.42 |
| Finished Goods | 34.14 | 137.21 |
| **Sub-Total** | **6,275.02** | **5,438.63** |
| **INCREASE(-)/DECREASE(+)** | **(836.39)** | **(1,630.32)** |

## Note 27: Cost of Goods/Services Sold

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Sub-Contract Expenses | 5,553.74 | 12,289.21 |
| Transportation | 186.90 | 220.01 |
| Wages & Salary | 46.28 | 21.27 |
| Hire Charges | 6.03 | 2.68 |
| Rents, Rates and related Taxes | 398.20 | 309.20 |
| **Total** | **6,191.15** | **12,842.37** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 28: Employee Benefit Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Salary & Allowances | 1,303.94 | 1,069.29 |
| Managerial Remuneration | - | - |
| Gratuity | 96.10 | 113.69 |
| Contribution to PF & Other Funds | 44.88 | 41.91 |
| Staff Welfare | 4.85 | 1.57 |
| **Total** | **1,449.77** | **1,226.46** |

## Note 29: Finance Cost

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Interest on Borrowings | 1,132.25 | - |
| Interest on Deferred Payment Terms | 31.94 | 0.41 |
| Interest on Mobilisation Advance | - | 44.82 |
| **Total** | **1,164.19** | **45.23** |

## Note 30: Depreciation and Amortization Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Depreciation Expenses | 111.16 | 97.21 |
| Amortization Expenses | 0.62 | 0.62 |
| **Total** | **111.79** | **97.83** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 31: Other Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Repairs & maintenance:** | | |
| Plant & Machinery | 351.59 | 631.27 |
| Other repairs and maintenance | 4.81 | 2.28 |
| Bad Debt* | 11,048.16 | - |
| Legal & Professional Charges | 459.72 | 408.40 |
| Royalty | 85.60 | 227.37 |
| Travelling & Conveyance | 23.52 | 35.04 |
| Auditors Remuneration | 12.12 | 12.14 |
| Limited Review Fees | 0.44 | - |
| Directors' Sitting fees | 14.75 | - |
| Directors' Remuneration | 305.29 | - |
| Bank Charges | 40.08 | 23.49 |
| Insurance Charges | 88.08 | 132.10 |
| Electricity Charges | 21.49 | 20.58 |
| Loss on Sale of Property, Plant & Equipment | 4.01 | - |
| IBBI Expenses | 59.00 | 1.14 |
| Miscellaneous Expenses | 187.12 | 140.83 |
| | **12,705.77** | **1,634.64** |

*The Financial Statements, the Company has written off ₹ 110.48 crores during the year as the settlement of Arbitration award vide case no. 54/2020 Niraj Cement Structurals Ltd. V/s Jaipur Development Authority (JDA) where the company had countered claim with Niraj Cement Structurals Ltd.

## Note 32: Exceptional Items

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| (a) Extinguishment of Operational Creditors (including the Central Government, State Government or local authority) as per the terms of Approved Resolution Plan | (5,039.46) | - |
| (b) Interest expense payable to Financial Creditors as per claim submitted to erstwhile Resolution Professional | 2,23,724.03 | - |
| (c) Liability relating to Financial Creditors not recorded earlier in the books | 1,04,286.74 | - |
| **Total (A)** | **3,22,971.31** | **-** |
| (d) Provision for Arbitration claim written off | 91,273.71 | - |
| (e) Arbitration claim raised during the year | (70,831.96) | - |
| **Total (B)** | **20,441.75** | |
| **Net Loss (A+B)** | **3,43,413.06** | **-** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 33: Details of Payment to Auditors

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **As Auditors** | | |
| Statutory Audit Fees | 10.00 | 10.00 |
| Tax Audit Fee | 2.00 | 2.00 |
| **In other Capacity** | | |
| Taxation Matters | - | - |
| Company Law Matters | - | - |
| Certification Fees | - | - |
| Reimbursement of Expenses | - | - |
| Quarterly review fees | 0.44 | |
| | **12.44** | **12.00** |

## Note 34: Corporate Social Responsibility Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Contribution to Charity Foundation | - | - |
| Outlay on Others CSR Projects | - | - |
| **Total** | **-** | **-** |
| Amount required to be spent as per Section 135 of the Act | - | - |
| Amount spent during the year on: | | |
| (1) Construction or Acquisition of Assets | - | - |
| (2) On purposes other than (1) above | - | - |
| **Total** | **-** | **-** |
| Excess/(Short) Amount Spend | - | - |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 35: Income Tax Expenses

This note provides an analysis of the company's income tax expenses, show amounts that are recognised directly in equity and how the tax expenses is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax position.

(₹ in Lakhs)

| | Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|---|
| **(a)** | **Income Tax Expenses** | | |
| | **Current Tax:** | | |
| | Current Tax on profits for the year | - | - |
| | Adjustments for current tax of prior periods | - | |
| | **Total Current Tax Expenses** | **-** | |
| | **Deferred Tax:** | | |
| | Decrease/(Increase) in deferred tax assets | 237.74 | 113.67 |
| | (Decrease)/Increase in deferred tax liabilities | - | - |
| | Adjustments for deferred tax of prior periods | - | - |
| | **Total Deferred tax expenses/(benefits)** | **237.74** | **113.67** |
| | **Total Income Tax Expenses** | **237.74** | **113.67** |
| | **Income Tax Expenses is attributable to:** | | |
| | Current Tax | - | - |
| | Deferred Tax | 237.74 | 113.67 |
| | **Total Tax Expenses Charged to SPL** | **237.74** | **113.67** |
| | **Total Tax Expenses Charged against OCI** | **-** | |
| | **Total Tax Expenses** | **237.74** | **113.67** |

**(b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate:**

During current year and previous year the Company has incurred tax loss after adjustment of carry forward losses, hence there is no current tax required to be payable under Income Tax Act,1961. Accordingly, reconciliation of tax expenses is not required.

**(c) Amount recognized directly in equity:**

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Aggregate current and deferred tax arising in the reporting period and not recognized in net profit or loss or other comprehensive income but directly debited/ (credited) to equity: | | |
| Current tax: share issue transaction cost | - | - |
| Deferred tax: Convertible bonds | - | - |
| | **-** | **-** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**(d) Tax losses:**

(₹ in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Unused tax losses for which no deferred tax has been recognized | - | - |
| Potential tax benefits @27.82% | - | - |

**(e) Unrecognized temporary differences:**

(Rupees in Lakhs)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Temporary difference relating to investment in subsidiaries for which deferred tax liabilities have not been recognized: | | |
| Undistributed earnings | - | - |
| Unrecognized deferred tax liabilities relating to the above temporary differences | - | - |

## Note 36: Movement in Deferred Tax (Asset-Incomes )/(Liability-Expenses)

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | | As at March 31, 2025 | |
|---|---|---|---|---|
| | Through PL | Through OCI | Through PL | Through OCI |
| Property, plant and equipment | 104.49 | - | 342.23 | - |
| Lease Prepayments | (8.74) | - | (8.74) | - |
| Employee Benefit Obligation | 42.63 | - | 42.63 | - |
| Impairment loss/(gain) on financial assets | - | - | - | - |
| Minimum Alternate Tax (MAT) | 127.00 | - | 127.00 | - |
| Other Financial Liability | - | - | - | |
| Brought forward losses | - | - | - | - |
| **Impact /As on Transition Date** | 265.38 | - | 503.12 | - |
| | | - | | - |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 37: Employee benefit obligations

(All amounts in lakhs, unless otherwise stated)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| **Change in Defined Benefit Obligation:** | | |
| Defined Benefit Obligation at the beginning | 275.18 | 129.50 |
| Current Service Cost | 32.85 | 24.63 |
| Past Service Cost | 49.45 | - |
| (Gain)/Loss on settlements | - | - |
| Interest Expense | 18.45 | 9.32 |
| Benefit Payments from Plan Assets | (18.58) | (0.81) |
| Benefit Payments from Employer | - | - |
| Settlement Payments from Plan Assets | - | - |
| Settlement Payments from Employer | - | - |
| Other(Employee Contribution, Taxes, Expenses) | - | - |
| Increase/(Decrease) due to effect of any business combination/divesture/transfer | - | - |
| Increase/(Decrease) due to plan combination | - | - |
| Remeasurements - Due to Demographic Assumptions | - | - |
| Remeasurements - Due to Financial Assumptions | (14.22) | 4.17 |
| Remeasurements - Due to Experience Adjustments | 23.54 | 108.36 |
| **Defined Benefit Obligation at the end** | **366.68** | **275.18** |
| **Discount Rate** | **7.71%** | **6.94%** |
| **Salary Escalation Rate** | **10.00%** | **10.00%** |
| **Change in Fair Value of Plan Assets:** | | |
| Fair Value of Plan Assets at the beginning | 161.49 | 153.55 |
| Interest Income | 14.51 | 11.27 |
| Employer Contrubution | 113.69 | 5.88 |
| Employer Direct Benefit Payments | - | - |
| Employer Direct Settlement Payments | - | - |
| Benefit Payments from Plan Assets | (18.58) | (0.81) |
| Benefit Payments from Employer | - | - |
| Settlement Payments from Plant Assets | - | - |
| Settlement Payments from Employer | - | - |
| Increase/(Decrease) due to effect of any business combination/divesture/transfer | - | - |
| Increase/(Decrease) due to plan combination | - | - |
| Remeasurements-return on Assets(Excluding Interest Income) | 4.03 | (8.41) |
| **Fair Value of Plan Assets at the end** | **275.13** | **161.48** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**Weighted Average Asset Allocations at the end of current period**

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Equities | - | - |
| Bonds | - | - |
| Gilts | - | - |
| Insurance Policies | 100% | 100% |
| **Total** | **100%** | **100%** |

## Note 38: Components of Defined Benefit Cost

(All amounts in lakhs, unless otherwise stated)

| Particulars | Year Ended March 31, 2026 | Year Ended March 31, 2025 |
|---|---|---|
| Current Service Cost | 32.85 | 24.63 |
| Past Service Cost | 49.45 | - |
| (Gain)/loss on settlements | - | - |
| Remeasurements Service Cost | - | - |
| **Total Service Cost** | **82.31** | **24.63** |
| Interest Expense on DBO | 18.45 | 9.32 |
| Interest (Income)on Plan Assest | (14.51) | (11.27) |
| Interest (Income)on Reimbursement Rights | - | - |
| Interest Expenses on (Asset Ceiling )/Onerous Liability | - | - |
| **Total net Interest Cost** | **3.95** | **(1.95)** |
| Remeasurements of Other long Term Benefits | - | - |
| **Defined Benefit Cost including in P & L** | 86.25 | 22.68 |
| Remeasurements -Due to Demographic Assumptions | - | - |
| Remeasurements -Due to Financial Assumptions | (14.22) | 4.17 |
| Remeasurements -Due to Experience Adjustments | 23.54 | 108.36 |
| (Return) on Plan Assets (Excluding Interest Income) | (4.03) | 8.41 |
| (Return) on Remeasurements Rights | - | - |
| Changes in Asset Ceiling/Onerous Liablity | - | - |
| **Total Remeasurements in OCI** | **5.30** | **120.94** |
| **Total defined benefit cost recognized in P & L and OCI** | **91.55** | **143.62** |
| **Discount Rate** | **7.71%** | **6.94%** |
| **Salary Escalation Rate** | **10.00%** | **10.00%** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 39: Employee benefit obligations Funded/Unfunded balance

The net liability disclosed above relates to funded and unfunded plans are as follows:

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Actuarial Loss/(Gain) for the current period -Obligation | 9.33 | 112.53 |
| Actuarial Loss/(Gain) for the current period - Plan Assets | (4.03) | 8.41 |
| Total Actuarial Loss/(Gain) for the current period | **5.30** | **120.94** |
| **Actuarial Loss/(Gain) loss recognized in the current period** | **5.30** | **120.94** |

## Note 40: Significant estimates: actuarial assumptions and sensitivity analysis

The significant actuarial assumptions were as follows:

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Discount Rate | 7.71% | 6.94% |
| Salary Escalation | 10.00% | 10.00% |
| Mortallity Rate (as % of IALM(2012-14) Ult. Morality Table | 100.00% | 100.00% |
| Disability Rate (as % of above morality rate) | 0.00% | 0.00% |
| Withdrawal rate | 15.00% | 15.00% |
| Normal Retirement Age | 60 Years | 60 Years |
| Avearage Future Service | 21.75 | 19.61 |

**Sensitivity Analysis:**

Discount Rate, Salary Escalation Rate & Withdrawal Rate are significant actuarial assumptions. The change in the present value of Defined Benefit Obligations for a change of 100 Basis points from from the assumed assumption is given below:

(All amounts in lakhs, unless otherwise stated)

| Scenario | DBO | Percentage Change |
|---|---|---|
| Under Base Scenario | 366.68 | - |
| Salary Escalation - Up by 1% | 385.15 | 5.04% |
| Salary Escalation - Down by 1% | 348.92 | (4.85%) |
| Withdrawal Rates - Up by 1% | 364.83 | (0.50%) |
| Withdrawal Rates - Down by 1% | 368.69 | 0.55% |
| Discount Rates - Up by 1% | 349.80 | (4.60%) |
| Discount Rates - Down by 1% | 385.37 | 5.10% |
| Mortality Rates - Up by 10% | 366.63 | (0.02%) |
| Mortality Rates - Down by 10% | 366.74 | 0.02% |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 41: Risk exposure of Defined Benefits Obligations

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Asset volatility:**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is maintained with LIC India. These are subject to interest rate risk and the fund manages interest rate risk to minimize risk to an acceptable level.

**Changes in Bond yields:**

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plan funds maintained with the SBI Life.

**Inflation risks:**

In the gratuity plans, the payment are not linked to inflation, so there is less material risk.

## Note 42: Bifurcation of PV of Obligations as per Schedule III of Companies Act, 2013

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Current Liability | 73.35 | 36.08 |
| Non-Current Liability | 293.34 | 239.09 |

## Note 43: Amounts recognised in the Statement of Financial Position

(All amounts in INR lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Defined Benefit Obligation | 366.68 | 275.18 |
| Fair value of plan assets | 275.13 | 161.49 |
| **Funded Status** | 91.55 | 113.69 |
| Effect of Asset Ceiling/Onerous Liability | - | - |
| Net Defined Benefit Liability/(Asset) | 91.55 | 113.69 |

## Note 44: Net Defined Benefit Liability/(Asset) reconciliation

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Net Defined Benefit Present Value of obligations as at the beginning | 113.69 | (24.05) |
| Defined Benefit Cost included in P & L | 86.25 | 22.68 |
| Total Remeasurements in OCI | 5.30 | 120.94 |
| Net Transfer In/(Out) (Including the effect of any business combination/divesture) Amount recognized due to plan Combinations | - | - |
| Employer Contributions | (113.69) | (5.88) |
| Employer Direct Benefit Payments | - | - |
| Employer Direct Settlement Payments | - | - |
| Credit to Reimbursements | - | - |
| **Net Defined Benefit Liability/(Asset) at the end** | 91.55 | 113.69 |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 45: Experience Adjustments on Present Value of DBO and Plan Assets

(All amounts in lakhs, unless otherwise stated)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| (Gain)/Loss on Plan Liabilities | 23.54 | 108.36 |
| % of Opening Plan Liabilities | 8.56% | 83.67% |
| Gain/(Loss) on Plan Assets | 4.03 | (8.41) |
| % of Opening Plan Assets | 2.49% | (5.48%) |

## Note 46: Best Estimate of Contribution during the next year

The recommended contribution is minimum of "Net Liability

(Defined Benefit Obligation-Fund balances as at valuation date) = ₹ 91,55,024 ot 8.33% of the wage bill"

## Note 47: Discontinuance Liability

Amount payable upon discontinuance of all employment is ₹ 302.77 Lakhs.

## Note 48: Summary of Membership Status

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Number of Employees | 644 | 456 |
| Total Monthly Salary (₹) | 76,10,200 | 37,94,669 |
| Average Monthly Salary (₹) | 11,817 | 8,322 |
| Average Past Service | 5.29 | 7.96 |
| Average Age | 38.32 | 40.46 |
| Average Future Service | 21.75 | 19.61 |
| Adjusted Average Future Service | 5.81 | 5.72 |

*Adjusted future service takes into account the effect of mortality and attrition.

## Note 49: Age Analysis

| Age | Count | Percentage |
|---|---|---|
| 18 to 25 | 69 | 10.71% |
| 25 to 30 | 99 | 15.37% |
| 30 to 35 | 96 | 14.91% |
| 35 to 40 | 102 | 15.84% |
| 40 to 45 | 100 | 15.53% |
| 45 to 50 | 73 | 11.34% |
| 50 to 55 | 62 | 9.63% |
| > 55 | 43 | 6.68% |
| Total | 644 | 100% |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**Note 50:** There were no Changes in Reimbursement Rights.

**Note 51:** (i) There were no Changes in Asset Ceiling / Onerous Liability.

## Note 52: Fair value measurements

**(i) Financial instruments by category:**

| Particulars | As at March 31, 2026 | | | As at March 31, 2025 | | |
|---|---|---|---|---|---|---|
| | FVPL | FVOCI | Amortized cost | FVPL | FVOCI | Amortized cost |
| **Financial assets** | | | | | | |
| Investments: | - | - | - | - | - | - |
| Equity instruments | - | - | 832.09 | - | - | 685.22 |
| Trade receivables | - | - | 5,977.32 | - | - | 913.58 |
| Cash & Bank Balance | - | - | 1,620.39 | - | - | 1,952.37 |
| Bank Balance Other than above | | | 1,740.91 | | - | 1,657.80 |
| Loans | - | - | - | - | - | - |
| Derivative financial assets | - | - | - | - | - | - |
| Others | - | - | 1,04,184.56 | - | - | 1,35,672.29 |
| **Total financial assets** | **-** | **-** | **1,14,355.27** | **-** | **-** | **1,40,881.26** |
| **Financial liabilities** | | | | | | |
| Borrowings | - | - | 565.74 | - | - | 1,62,856.62 |
| Derivative financial liabilities | - | - | - | - | - | - |
| Trade payables | - | - | 2,041.97 | - | - | 3,828.94 |
| Other financial liabilities | - | - | 2,416.72 | - | - | 3,395.66 |
| **Total financial liabilities** | **-** | **-** | **5,024.43** | **-** | **-** | **1,70,081.22** |

**(ii) Fair value hierarchy:**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

(a) recognized and measured at fair value, and

(b) measured at amortized cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the Ind AS 113 "Fair Value Measurements". An explanation of each level follows underneath the table.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

| Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2025 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial assets** | | | | |
| **Financial investments at FVPL** | | | | |
| Equity instruments | - | - | - | - |
| Mutual funds | - | - | - | - |
| **Financial investments at FVOCI** | | | | |
| Quoted equity investments | - | - | - | - |
| Unquoted equity investments | - | - | - | - |
| **Derivatives** | | | | |
| Foreign exchange forward contracts | - | - | - | - |
| Foreign currency options | - | - | - | - |
| Interest rate swaps | - | - | - | - |
| **Total** | **-** | **-** | **-** | **-** |

| Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2026 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Financial assets:** | | | | |
| **Financial investments at FVPL** | | | | |
| Equity instruments | - | - | - | - |
| Mutual funds | - | - | - | - |
| **Financial investments at FVOCI** | | | | |
| Quoted equity investments | - | - | - | - |
| Unquoted equity investments | - | - | - | - |
| **Derivatives** | | | | |
| Foreign exchange forward contracts | - | - | - | - |
| Foreign currency options | - | - | - | - |
| Interest rate swaps | - | - | - | - |
| **Total** | **-** | **-** | **-** | **-** |

**Level 1:** This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments(including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**(iii)** As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:

1. Trade receivables
2. Cash and cash Equivalent
3. Loans
4. Borrowings
5. Trade payables
6. Capital creditors
7. Other payables

## Note 53: Financial risk management

The company's few portion of activities are exposed to variety of financial risks i.e. market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

| Risk | Exposure arising from | Measurement | Management |
|---|---|---|---|
| Credit risk | Cash and cash equivalents, trade receivables and other financial instruments, financial assets measured at amortized cost. | Ageing analysis Credit rating | Diversification of bank deposits, credit limits and letters of credit |
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities |

**(A) Credit risk**

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily trade receivables from customers other than government entities . These Trade receivables are typically unsecured and are derived from revenue earned from domestic and foreign customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess impairment loss or gain. The Company uses a matrix to compute the expected credit loss allowance for trade receivable.

**Credit risk management**

Credit risk is managed on instrument basis. For Banks and financial institutions ,only high rated banks /institutions are accepted. For other financial instruments, the Company assesses and maintains an internal credit rating system. The finance function consists of a separate team who assess and maintain internal credit rating system.

**(B) Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in accordance with practice and limits set by the Company. These limits vary by locations to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 54: Capital Management

**(a) Risk management**

The Company's objectives when managing capital are to;

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return on capital to shareholders or issue new shares. The company monitors capital using gearing ratio, which is net debt divided by total Equity. Net debt comprises of long term and short term borrowings less cash and bank balances. Equity includes equity share capital and reserves that are managed as capital. The gearing at the end of reporting period was as follows:

(₹ in Lakhs)

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Net Debt | 24,757.57 | 1,60,904.25 |
| Total Equity | 95,537.15 | (16,950.11) |
| Net debt to Equity Ratio | 0.26 | (9.49) |

**(b) Dividends**

| Particulars | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| **(i)** | **Equity shares** | | |
| | Final dividend for the year ended 31.03.2026 of ₹ NIL (31.03.2025 ₹ NIL) per fully paid share | - | - |
| | Interim dividend for the year ended 31.03.2026 of ₹ NIL (31.03.2025 ₹ Nil) per fully paid share | - | - |
| **(ii)** | **Dividends not recognized at the end of the reporting period** | - | - |
| | In addition to the above dividends, since year end the directors have recommended the payment of final dividend of ₹ NIL per fully paid equity share (31.03.2025 ₹ NIL). This proposed dividend is subject to the approval of shareholders in the ensuring annual general meeting. | - | - |

## Note 55:

| EARNINGS PER SHARE (EPS) | | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| i) | Net Profit after tax as per statement of Profit & Loss attributable to Equity Shareholders (₹ Lakhs) | (3,55,357.47) | (776.57) |
| ii) | Weighted Average number of equity shares used as denominator for calculating EPS | 9,01,18,498 | 2,27,37,966 |
| iii) | Face Value per Equity Share (₹) | 10.00 | 10.00 |
| iv) | Basic and Diluted Earnings per share (₹) | (394.32) | (3.42) |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 56:

| EARNINGS IN FOREIGN EXCHANGE | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| FOB Value of Exports | - | - |
| Billing Adjustment | - | - |
| **Total** | **-** | **-** |
| **EXPENDITURE IN FOREIGN CURRENCY** | | |
| Interest and finance charges | - | - |
| Commission on Sales | - | - |
| Legal and Professional fees | - | - |
| Others | - | - |
| | - | - |

## Note 57:

(₹ in Lakhs)

| | CONTINGENT LIABILITIES | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|---|
| i. | Guarantees given by Company's Bankers on behalf of the Company.* | 4,931.66 | 2,064.94 |
| ii. | Claims against the Company not acknowledged as debts: | | |
| | a) Central Sales Tax | - | 824.94 |
| | b) VAT | - | 89.07 |
| | c) Orissa Entry tax | - | 233.46 |
| | d) GST | - | 752.75 |
| | e) Orissa Electricity Act | - | 47.00 |
| | f) A.O Demand (A.Y. 2012-13) | - | 163.36 |
| | g) Odisha High Court(A.Y.2006-07 to 2010-11) | - | 4,397.17 |
| | h) CIT (A), Bhubaneswar (A.Y. 2011-12 to 2015-16, 2017-18 & 2019-20) Penalty Demand | - | 8,207.11 |

| *Sl. No. | Name of Bank | Bank Guarantee O/s as on 31.03.2026 | Remarks |
|---|---|---|---|
| 1 | ICICI Bank Ltd. | 1,110.23 | Bank Guarantees Continued as before CIRP |
| 2 | Punjab & Sind Bank | 1,498.93 | Total collateral coverage of 45%: inclusive of Cash Margin of 15% & Balance 30% in shape of FDR |
| 3 | Yes Bank Ltd. | 1,573.34 | 100% margin Backed by Promoter's FDs. |
| 4 | IndusInd Bank Ltd. | 749.16 | 100% margin Backed by Promoter's FDs. |
| | | **4,931.66** | |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

However as per management perception, the above liabilities will not develope upon the Company in future.

**iii. Pending Litigation Initiated during CIRP and continuing as on 31.03.2026**

| Sl. No. | Party Name | Amount in Crores | Forum |
|---|---|---|---|
| 1 | Uday Narayan Mitra (RP) of ARSS IPL Vrs. KIPPL, BIPL, Rajesh Agarwal, Subash Agarwal, Pareswar Panda, Rajendra Prasad Indoria | 90.08 | Pending before NCLT, Cuttack, Bench |
| 2 | Uday Narayan Mitra,RP of ARSS IPL Vrs. NWSML, SCPL, KIPPL, NCSL, Rajesh Agarwal, Subash Agarwal, Pareswar Panda, Rajendra Prasad Indoria | 42.48 | Pending before NCLT, Cuttack, Bench |
| 3 | ARSS Infrastructure Projects Ltd Vrs. Kshirode ranjan Mandal Asst. Commissioner of Income Tax Central Circle-I Bhubaneswar | 5.57 | Pending before NCLT, Cuttack, Bench |
| 4 | Uday Narayan Mitra Vrs. Jaipur Development Authority (Laxmi Mandir Tonk Road) | 1.24 | Pending before NCLT, Cuttack, Bench |
| 5 | Uday Narayan Mitra Vrs. Jaipur Development Authority (B2 Bypass) | 3.00 | Pending before NCLT, Cuttack, Bench |
| 6 | Assistant Director of Income Tax CPC, Bengaluru Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd | 5.57 | Pending before NCLAT, New Delhi, Bench |
| 7 | Steel Authority of India Ltd. Vrs. ARSS IPL | 22.85 | Pending before NCLAT, New Delhi, Bench |
| 8 | SREI Equipment Finance Ltd., through its Administrator Rajneesh Sharma Vrs Uday Narayan Mitra, RP of ARSS IPL | 295.69 | Pending before NCLT, Kolkata |
| 9 | Uday Narayan Mitra Vrs. SREI Equipment Finance Ltd & Others | 1,071.22 | Pending before NCLT, Cuttack, Bench |
| 10 | Uday Narayan Mitra Vrs. Rajneesh Sharma | - | Pending before NCLT, Kolkata |
| 11 | SREI Equipment Finance Ltd. Vrs. Uday Narayan Mitra, RP of ARSS IPL (To Dismissal & Stay up on all the proceeding in IA (IB) – 1041/2024) | - | Pending before NCLT, Kolkata |
| 12 | ARSS IPL Vrs. SREI Equipment Finance Ltd. (Substituting ARSS IPL in IA (IB) – 87/2023, 1333/2025 & 1041/2024) | - | Pending before NCLT, Kolkata |
| 13 | Union of India, Ministry of Corporate Affairs, through the Regional Director, Western Region, Mumbai Vrs. Mr. Sanjiv Rai & Others (ARSS IPL Resp. No. 15 | - | Pending before NCLT, Mumbai Bench |

## Note 58:

| CAPITAL COMMITMENTS | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Estimated value of contracts in capital account remaining to be executed | - | |

## Note 59:

**Segment Reporting As per Ind AS 108 "Operating Segments"**

Based on the policy set out under Significant Accounting Policy, the Company follows "management Approach" for the purpose of deciding operating segments. The operating results of each major project locations are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to that location and assess its performance. Accordingly, the Company has decided not to treat each project location as its operating segments considering huge number of project locations and its permanency.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 60:

**Additional Disclosures As per Ind AS 108 "Operating Segments"**

**(I) Revenue From Customers Exceeding 10% of Total revenue**

As per Para 34 of Ind AS 108, if revenues from transactions with a single external customer amount to 10 per cent or more of an entity's revenues, the company is required to disclose that fact, the total amount of revenues from each such customer, and the identity of the segment or segments reporting the revenues. The details of such disclosure is as below:

| | % of Total Revenues | |
|---|---|---|
| Customer Name | As at March 31, 2026 | As at March 31, 2025 |
| Road & Building Division (Boudh) | 11.71% | 28.25% |
| | ₹ 1707.87 | ₹ 4672.68 |

**(ii) Extent of Reliance on Major Customers**

Extent of Reliance on Major Customers of the company can be depicted by assessing their sales chunck compared to total revenue of the operation. The percentage of group of major customer to its total revenue is as below:

| | % of Total Revenues | |
|---|---|---|
| Customer Name | As at March 31, 2026 | As at March 31, 2025 |
| Top 10 Customers | 72.21% | 96.92% |
| | ₹ 10527.43 | ₹ 16029.08 |

## Note 61: Related Party Disclosure as per Ind AS 24

**(I) List of Related parties**

**a. Associate:**

ARSS Developers Limited

**b. Subsidiary**

ARSS Damoh-Hirapur Tolls Private Limited

**c. Joint Venture (AOP)**

ARSS-Atlanta JV
Atlanta-ARSS JV
ARSS-LGPPL JV
ARSS-Technocom Priyashi Aashi JV
ARSS-SIPS JV
ARSS-SCPL JV
ARSS-BMS JV
ARSS-BDPL JV
ARSS-THAKUR JV
ARSS-ROYAL JV
ARSS-SNKI JV
SCPL-ARSS JV
ARSS KKMPL JV
ARSS NTLLP JV

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**d. Key Managerial Personnel**

| Name | Designation |
|---|---|
| Dipti Ranjan Patnaik | Chairman cum Director |
| Gopal Kirshna Dash | Managing Director |
| S.K. Pattanaik | Chief Financial Officer |
| Prakash Chhajer | Company Secretary |

**e. Enterprises in which Key Management personnel has significant influence**

Ocean Capital Market Ltd.
Dharitri Farms Private Limite
Tarini Minerals Private Limited
Dr. Patnaik (OPC) Private Limited
Prolinc Technologies Private Limited
Institute of Compliance Management of India Private Limited
Hill View Hire Purchase Private Limited
Atmosphere Hospitality Private Limited
Luxurio Assets Private Limited
Carnex Sales Agencies Pvt. Ltd.
Eastern Switchgear And Electrical Co. (Orissa) Pvt. Ltd.
Altrade Iron and Power Limited
Indian Thermo Preserve Private Limited
Jus Scriptum Magnus Private Limited
Zakti Resort Private Limited
Bharat Infra Home Private Limited
Bengal Ultimate Resorts LLP
Kolkata Unique Hospitality LLP
Lakes-Retreat LLP

**f. Close Family members of Key Managerial Personnel**

No close relatives of all Key managerial Personnel's have been identified as Related Party In accordance with Ind AS 24.

**(II) Balances and Transactions with Related parties**

(₹ in Lakhs)

**a. Statement of Profit and Loss Items** — **Net Transaction During the Period**

| Name | Particulars | 2025-26 | 2024-25 |
|---|---|---|---|
| ARSS Royal JV | Sale Of Services | 1,652.62 | 1,982.74 |
| ARSS SNKI JV | Sale Of Services | 0.17 | 4.15 |
| Balbhadra Developers Pvt. Ltd. | Subcontract liven | 555.08 | 2,020.57 |
| Shivam Condev Pvt. Ltd. (Consultancy)** | Sale Of Services | 47.77 | 97.66 |
| Shivam Condev Pvt. Ltd. (Crusher Rent)** | Sale Of Services | 35.00 | 105.00 |
| Shivam Condev Pvt. Ltd. (Sub Contract))** | Sub Contract Received | 91.88 | - |
| Ocean Capital Market Ltd. | Secured Loan | 1,122.76 | - |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**b. Balance Sheet Items***

| Name | Particulars | 2025-26 | | 2024-25 | |
|---|---|---|---|---|---|
| | | Transaction during the year | Outstanding | Transaction during the year | Outstanding |
| Som Dutt Builders ARSS JV | Advance From Customer | - | - | - | 1,697.85 |
| Backbone-Arss JV | Advance From Customer | - | - | - | 139.81 |
| Patel-Arss JV | Advance From Customer | - | - | - | 1,490.25 |
| ARSS Atlanta JV | Receivables | - | 59.27 | - | 59.27 |
| ARSS Royal JV | Receivables | 1,652.62 | 212.56 | 1,982.74 | 187.21 |
| ARSS SNKI JV | Receivables | 0.17 | 0.33 | 4.15 | 0.97 |
| Atlanta ARSS JV | Receivables | - | 448.12 | - | 448.12 |
| ARSS SCPL JV | Trade Advance | - | 1,662.83 | - | 1,662.83 |
| ARSS NTLLP JV | Advance From Customer | 3.03 | 543.05 | 0.78 | 540.01 |
| Shivam Condev Pvt. Ltd. (Consultancy)** | Receivables | 47.77 | 40.69 | - | - |
| Shivam Condev Pvt. Ltd. (Crusher Rent)** | Receivables | 35.00 | 40.60 | - | - |
| Shivam Condev Pvt. Ltd. (Sub Contract)** | Receivables | 91.88 | 5.50 | - | - |
| Balbhadra Developers Pvt. Ltd.** | Payable | 555.08 | - | 2,020.57 | 269.68 |
| ARSS Damoh Hirapur Tolls Pvt. Ltd. | Finance provided | - | 4,418.20 | - | 4,418.20 |
| Dipti Ranjan Patnaik | Unsecured Loan | 101.80 | 101.80 | - | - |
| Ocean Capital Market Ltd. | Secured Loan | 24,699.94 | 25,710.42 | | |
| Dipti Ranjan Patnaik | Director Remuneration | 293.55 | 22.82 | - | - |
| Gopal Krishna Dash | Director Remuneration | 11.74 | 1.31 | - | - |

* Balance sheet items do not include Investments in Subsidiary, Associate and Joint Ventures. The same is separately shown in Note No 6. Further, these do not include the amounts receivable from Joint ventures on behalf of claims as the same is under dispute. Note No 71 to may be referred.

** The above parties are ceased as related party from 29.08.2025 as the new management came into force as per NCLT Order.

**(III) Remuneration to key managerial personnel**

| Name | 2025-26 | 2024-25 |
|---|---|---|
| Dipti Ranjan Patnaik (Chairman) | 293.55 | - |
| Gopal Krishna Dash (Managing Director) | 11.74 | - |
| Soumendra Keshari Pattanaik(CFO) | 39.00 | 30.00 |
| Prakash Chhajer(Company Secretary) | 19.50 | 16.50 |
| Director Sitting Fees (Independent Directors) | 14.75 | - |

## Note 62:

(₹ in Lakhs)

| FINANCIAL HEDGING INSTRUMENTS | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **For hedging Currency Related Risks:** | | |
| Forward Contracts - Outstanding Nominal Value | Nil | Nil |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 63:

**ASSETS PROVIDED AS SECURITY**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| **Current Assets** | | |
| **Financial Assets** | | |
| Trade Receivables | 5,977.32 | 913.58 |
| Other Financial Assets | - | 7,363.13 |
| **Total Current assets provided as security** | **5,977.32** | **8,276.71** |
| **Non Financial Assets** | | |
| **Non Current assets** | | |
| **Property, Plant and Equipment:** | | |
| i. Tangible Assets | - | 3,539.02 |
| ii. Intangible Assets | - | - |
| Inventories | 6,360.88 | 6,639.38 |
| Other Financial Assets | - | 1,28,309.16 |
| **Total Non - Current assets provided as security** | **6,360.88** | **1,38,487.56** |
| **Total Assets provided as Security** | **12,338.20** | **1,46,764.27** |

## Note 64:

**The obligations on long term, non-cancellable finance leases payable as per the respective agreements are as follows:**

| Particulars | As at March 31, 2026 | As at March 31, 2025 |
|---|---|---|
| Future minimum lease payable | - | - |
| Not Later than 1 year | - | - |
| Later than 1 year and not later than 5 years | - | - |
| Later than 5 year | - | - |

## Note 65:

**Recognition of Corporate Guarantee as Financial Liability**

Financial guarantee is a contractual right of the lender to receive cash from the guarantor, and a corresponding contractual obligation of the guarantor to pay the lender, if the borrower defaults. The contractual right and obligation exist because of a past transaction or event (assumption of the guarantee), even though the lender's ability to exercise its right and the requirement for the guarantor to perform under its obligation are both contingent on a future act of default by the borrower. A contingent right and obligation meet the definition of a financial asset and a financial liability, even though such assets and liabilities are not always recognized in the financial statements. Based on the measurement principles laid down under Ind AS 109 "Financial Instrument: Recognition and Measurement", the fair value of all those financial guarantee contracts resonable below to the materiality threshold limit set by the Company. Accordingly the entity has made appropriate disclosure in Note 54 without additionally recognizing any financial assets or liability.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

## Note 66:

**Micro, Small and Medium Enterprises (MSME) Dues Disclosure**

There are no Micro and Small enterprises to whom the Company owes dues which are outstanding for a period of more than 45 days as at the balance sheet date. The above information and that given under Current liabilities regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

## Note 67:

**Estimated Useful Lives of Property Plant & Equipment (PPE)**

| Financial Classification | Nature | Useful Lives | |
|---|---|---|---|
| | | As per Management Estimate | As per SCH-II of Companies Act 2013 |
| Freehold Building | Building (Factory) | 30 Years | 30 Years |
| | Building (Non Factory) | 60 Years | 60 Years |
| Furniture, Fittings and Equipment | Furniture Fixtures | 10 Years | 10 Years |
| Office Equipment | Computer | 3 Years | 3 Years |
| Plant & Equipment | Plant & Machinery (Non-Earth Moving) | 15 Years | 12 Years |
| | Plant & Machinery (Earth Moving) | 9 Years | 12 Years |
| Vehicles | Motor car | 8 years | 8 years |

The useful life has remained constant for transition, comparative and reporting period.

## Note 68: Ratio Analysis

| Sl No | Name of the Ratio | Units | Methodology | 2025-26 | 2024-25 | Variance |
|---|---|---|---|---|---|---|
| 1 | Net Worth | | (Paid up Equity Capital + Reserves and Surplus) | 95,541.15 | (16,946.11) | (663.79) |
| 2 | Debt Equity Ratio | Times | Total debt / (Paid up Equity Capital + Reserves and Surplus) | 0.28 | (9.61) | (100.06) |
| 3 | Debt Service Coverage Ratio | Times | EBIT / Interest Expense + Principal Repayments made during the period for long term loans | (9.18) | (17.52) | (47.60) |
| 4 | Current Ratio | Times | Current Assets/ Current Liabilities | 4.36 | 0.14 | 2,931.13 |
| 5 | Long Term Debt to Working Capital | Times | Long Term Debts/Net Working Capital | - | - | - |
| 6 | Current Liability Ratio | Times | Current Liabilities/Total Liabilities | 0.05 | 1.11 | (95.72) |
| 7 | Total Debts to Total Assets | Times | Total Outstanding Debts/Total Assets | - | 1.03 | (99.57) |
| 8 | Debtors Turnover | Times | Revenue from operations/Trade Receivables | 2.44 | 18.10 | (86.53) |
| 9 | Return on Equity Ratio | Percentage | Net Profit/Average Shareholders equity | (3,943.22) | (34.15) | 11,445.75 |
| 10 | Inventory Turnover | Times | Cost of Goods Sold/ Inventories | 1.85 | 2.26 | (18.28) |
| 11 | Trade Payable Turnover Ratio | Times | Net Credit Purchases/Avearge Accounts Payable | 2.58 | 0.86 | 200.07 |
| 12 | Net Capital Turnover Ratio | | Total Sales/Shareholders Equity | 1.70 | 7.55 | (77.48) |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

| Sl No | Name of the Ratio | Units | Methodology | 2025-26 | 2024-25 | Variance |
|---|---|---|---|---|---|---|
| 13 | Return on Capital Employed | Percentage | Earning before Interest and Tax/Capital Employed | (9.77) | 4.99 | (295.87) |
| 14 | Return of Investment | Percentage | Net Profit/Cost of Investment | - | - | - |
| 15 | Operating Margin (%) | Percentage | Profit before Depreciation, Tax & Exceptional item/Revenue from Operation" | (81.30) | (5.07) | 1,505.01 |
| 16 | Net Profit Margin (%) | Percentage | Net Profit/ Revenue from operation | (2,437.41) | (4.70) | 51,810.15 |

**Reasons for more than 25% change:**

1 Increased due to Increase in Share Capital & Premium as per NCLT order

2 Increased due to Increase in Share Capital & Premium as per NCLT order

3 Increased due to Less Interest Cost

4 Increased due to Decrease in Current Liabilities as per NCLT order

5 Increased due to Decrease in Current Liabilities as per NCLT order

6 Increased due to Decrease in Debt as per NCLT order

7 Reduced due to Decrease in Turn Over & Increase in Sundry Debtors

8 Decreased due to Exceptional Items booked in Profit & Loss as per NCLT order

9 Increased due to Increase in purchases after NCLT order

10 Decreased due to Decrease in Revenue & Increase in Share Capital as per NCLT order

11 Decreased due to Increase in Capital Employed as per NCLT order

12 Decreased due to Increase in Direct Cost & Decrease in Revenue

13 Decreased due to Exceptional Items booked in Profit & Loss as per NCLT order

**NOTE -69:** The Financial Statements, as a result of the implementation of the approved Resolution Plan, the financial statements for the year ended 31st March 2026 reflect a substantially restructured balance sheet, and recognition and measurement of assets and liabilities on the basis of the approved Resolution Plan and applicable Ind AS. The figures for the comparative period (year ended 31st March 2025) were prepared during the CIRP, when the powers of the Board of Directors were vested with the Resolution Professional. Accordingly, the current year's financial statements are not strictly comparable with the previous year.

## Note 70:

**Nature and Purpose of Reserves Disclosed under Other Equity**

| Particulars | Purpose |
|---|---|
| General Reserve | General Reserve has been created to comply with requirements of erstwhile Company's Act 1956 with regard to Payment of dividend. |
| Retained Earnings | Retained Earnings contains the balance of retained earnings to carry forward. It is fully distributable and shown as part of shareholders' reserves on the balance sheet. |
| Securities Premium Reserve | Securities Premium Reserve has been created for issue of equity shares at a premium. |

## Note 71:

**Post CIRP Implemention**

Pursuant to the Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 initiated on 30th November 2021, the National Company Law Tribunal (NCLT) on 29 August 2025 (NCLT Order date) approved, the Resolution Plan (the Plan) submitted by Ocean Capital Market Limited ('Successful Resolution Applicant' or 'SRA' or 'OCML'). As per the terms of Section 31 of the Code, the Approved Resolution Plan shall be binding on the Company, its employees, members, creditors, guarantors and other stakeholders involved in the Resolution Plan.

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

Pursuant to the Approved Resolution Plan, during the period between the NCLT Approval Date / Effective Date (i.e., 29 August, 2025) and the Closing Date (as defined in the Approved Resolution Plan) ("Interim Period"), a monitoring committee shall be constituted ("Monitoring Committee"), shall comprise two representatives of the Financial Creditors, representatives of the Resolution Applicants and the Erstwhile Resolution Professional. Thus, for the period between the NCLT Approval Date (as defined in the Approved Resolution Plan) and the Closing Date [i.e., 29 September 2025 the date of payment of consideration towards Assignment of Debt with Securities Interest to Secured Financial Creditors], the Monitoring Committee has accordingly been formed to maintain the Company as a going concern and to supervise the implementation of the Approved Resolution Plan.

The following steps have been completed during the financial year ending as on 31 March, 2026 in relation to the implementation of the Approved Resolution Plan (Plan) and shall be deemed to be in compliance with the applicable accounting standard pursuant to order passed by the Hon'ble NCLT:

a. The directors of the Company prior to approval of the Resolution Plan have stand replaced by the new Board of Directors from their office. The Board of Directors of the Company has been reconstituted on 29th September, 2025.

b. Extinguishment of 1,06,19,468 equity shares of INR 10 each held by erstwhile promoters of the Company and the amount has been transferred to "Capital Reserve Account".

c. As per the terms of approved Resolution Plan, the entire admittee claim of the Financial Creditors amounting to INR 4,940.14 crores has been assigned to SRA (i.e., OCML). The financial creditors were settled through a payment of INR 207.69 crore by the SRA. Pursuant to the settlement, the financial creditors assigned its outstanding debt to the Resolution Applicant in full satisfaction of the said liability. Further, as provided in the approved Resolution Plan, the Assenting Financial Creditors shall have right to receive 50% of the value received on receipt of proceeds from arbitration within 3 years from the Effective Date. In relation to the same, SRA has paid INR 10 crores to financial creditor, which shall be adjusted from the share of financial creditors in arbitration receipts.

d. Unsustainable debt of INR 4,675.45 crores (being the difference between the admitted claim of INR 4,893.14 crores, excluding ICICI Bank's claim, and the cash payment of INR 217.69 crores) has been settled by way of issue of 7.5 crore equity shares [15,00,000 equity shares have been issued to Assenting Financial Creditors and balance 7,35,00,000 equity shares have been issued to the AIF assigned by SRA.

e. Settlement of operational creditors (other than employees and workmen), for a sum of INR 0.47 Crores by the Company.

f. Extinguishment of all contingent liabilities, commitments and other claims and obligations including all taxes and other government dues standing as on the effective date.

g. The SRA has infused INR 3 crore for acquiring 30 Lakh equity shares of INR 10 each of the Company and the same has allotted to SRA on 29.09.2025.

## Note 72:

There was a search & seizure operation by Enforcement Directorate (ED) was conducted on 4th October, 2024 at the company's registered office for further enquiry in the matter of Pearl Agro Corporation Limited (PACL) which is disputed since long.

## Note 73:

**EXCEPTIONAL ITEMS**

(₹ in Lakhs)

| Particulars | Period ended 31 March, 2026 | Period ended 31 March, 2025 |
|---|---|---|
| (a) Extinguishment of Operational Creditors (including the Central Government, State Government or local authority) as per the terms of Approved Resolution Plan (refer note (i) below) | (5,039.46) | - |
| (b) Interest expense payable to Financial Creditors as per claim submitted to erstwhile Resolution Professional (refer note (ii) below) | 2,23,724.03 | - |
| (c) Liability relating to Financial Creditors not recorded earlier in the books (refer note (iii) below) | 1,04,286.74 | - |
| **Total (A)** | **3,22,971.31** | |
| (d) Provision for Arbitration claim written off (refer note (iv) below) | 91,273.71 | |
| (e) Arbitration claim raised during the year(refer note (v) below) | (70,831.96) | |
| **Total (B)** | **20,441.75** | |
| **Net Loss (A+B)** | **3,43,413.06** | **-** |

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

i. With respect to other operational creditors outstanding as on the insolvency commencement date, the Company has recognized a gain of INR 50.39 Crores on account of extinguishment of such liabilities as an exceptional item in these financial statements.

ii. In respect of financial Creditors, the Company has recorded interest expense of INR 2237.24 Crores for the period prior to the insolvency commencement date as per the terms of the approved Resolution Plan.

iii. The Company has recorded liability of INR 1042.87 Crores in the books of accounts which was not earlier recorded in the books of accounts of the company but admitted by the erstwhile Resolution Professional.

iv. The management has revalued the arbitration claim resulting of ₹ 912.74 Crore written off during the year.

v. The management has booked fresh arbitration claim of ₹ 708.32 Crore during the year.

## Note 74:

The Government of India notified the four Labour Codes – the Code on wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as the New Labour Codes). The Ministry of Labour Employment published draft Central rules and FAQs to enable assessment of the financial impact due to changes in regulations.

The management continues to monitor developments if any, in Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such development as needed. The management has given effect of ₹ 49.45 Lakhs in gratuity for the year 2025-26 in respect of the above new labour code.

## Note 75:

The company is proposing various amendments identified during the implementations of approved resolution plan for which the Company has time period of 1 year from the effective date.

## Note 76

The financials of ARSS BMS JV, ARSS Technocom Priyashi Aashi JV, ARSS SIPS JV, ARSS KKMPL JV & ARSS NTLLP JV is prepared by the JV partner, the profit/loss for the current period is considered in the statement as certified by the management.

## Note 77:

The Serious Fraud Investigation Office has intiated investigation into the affairs of the Company prior to NCLT order.

**As per our report of even date attached.**

**For A D V AND CO LLP**
**Chartered Accountants**
**FRN : 003467N/N500463**

**Sd/-**
**(CA. Vipul Kumar Gupta)**
Partner
M. No. 522310
UDIN : 26522310DMTHNM9855

Date : The 30th day of May, 2026
Bhubaneswar

**For and on behalf of the Board**

**Sd/-**
**(Dipti Ranjan Patnaik)**
Chairman
DIN: 00600887

**Sd/-**
**(Gopal Krishna Dash)**
Managing Director
DIN : 10776309

**Sd/-**
**(S.K. Pattanaik)**
Chief Financial Officer

# Annexure I

Statement on Impact of Audit Qualifications (for audit report dated 30.05.2026 with modified opinion) submitted along-with Annual Audited Consolidated Financial Results of ARSS Infrastructure Projects Limited for the Financial Year ended on 31st March, 2026.

**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026**

**[See Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]**

| I. | Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) (Amount in Lakhs) | Adjusted Figures (audited figures after adjusting for qualifications) (Amount in Lakhs) |
|---|---|---|---|---|
| | 1. | Turnover / Total income | 15326.08 | 15326.08 |
| | 2. | Total Expenditure | 27179.62 | 26056.86 |
| | 3. | Net Profit/(Loss) | (355357.47) | (425067.35) |
| | 4. | Earnings Per Share | (394.32) | (471.67) |
| | 5. | Total Assets | 127383.45 | 56551.49 |
| | 6. | Total Liabilities | 31842.30 | 31842.30 |
| | 7. | Net Worth | 95537.15 | 25827.95 |
| | 8. | Any other financial item(s) (as felt appropriate by the management) | - | - |

**II. Audit Qualification (each audit qualification separately):**

a. Details of Audit Qualification:

Non-compliance with IND AS 115 – Revenue from Contracts with Customers, in the absence of relevant contract-wise records and underlying project documentation, contract-wise surplus/deficit on construction contracts has neither been ascertained nor recognised in compliance with Ind AS 115 'Revenue from Contracts with Customers'.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification:

Qualification No. a) since Financial Year 2013-14

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Nil

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Nil

(ii) If management is unable to estimate the impact, reasons for the same:

The new management of the company has started the implementation of the resolution plan taking necessary steps to comply with IND AS-115, for the said purpose the Board of Directors appoint necessary manpower. In absence of the certain material information as the contract were related to the period of erstwhile management, the compliance of IND AS-115 could not be done.

During the work execution period there is escalation claim, revision of contact value, extension of completion period, etc due to which unpredictable variation in reliable estimation of revenue and cost. Also

the allocation of combine Operating overhead, Head office overhead and Financial Cost is not possible due to combine use or high swapping of resources, size of the Contracts. Hence financial implication of the qualification is not quantifiable.

(iii) Auditors' Comments on (i) or (ii) above:

As per our qualifications.

b. Details of Audit Qualification:

During the year, the Company has recognised certain arbitration claims as income in the Statement of Profit and Loss and as Claims Receivable under Other Financial Assets in the Balance Sheet. These claims are subject to arbitration proceedings whose outcome is uncertain and the receivability of the same is not established. In our opinion, such recognition is not in accordance with applicable Indian Accounting Standards for the following reasons:

a. Under Ind AS 115, variable consideration including amounts subject to arbitration can be included in transaction price only when it is highly probable that a significant reversal of cumulative revenue recognised will not occur. The recognition of arbitration claims whose outcome is uncertain does not meet this threshold.

b. Under Ind AS 109, recognition of a financial asset requires an unconditional contractual right to receive cash. Most of the arbitration claims that are yet to be adjudicated and where the counterparty's liability is neither admitted nor determined by a competent authority do not qualify for recognition as financial assets.

c. Under Ind AS 37, such claims constitute contingent assets which are not to be recognised in financial statements until the inflow of economic benefits is virtually certain. Recognition of contingent assets is expressly prohibited under Ind AS 37 as it may result in recognition of income that may never be realised.

Consequently, in our opinion, the recognition of these arbitration claims to the tune of Rs. 70,831.96 Lakhs has resulted in overstatement of exceptional items in Profit and Loss, other financial assets and net worth of the Company as at 31st March 2026. Had these claims been appropriately disclosed as contingent assets in accordance with Ind AS 37 instead of being recognised, the exceptional items, other financial assets and net worth of the Company would each have been lower to that extent.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification:

Qualification No. a) since Financial Year 2025-26

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

The new management has reviewed the Company's books of accounts for the period preceding the resolution plan's approval, alongside the ongoing arbitration proceedings. In alignment with the matching concept, revenue recognition for contract work performed earlier is crucial, as the corresponding expenses were already accounted for in prior periods, ensuring a true and fair view of the Company's financial performance.

Furthermore, the Company has received favorable order in a significant portion of these arbitration proceedings. These orders unequivocally affirms the Company's right to receive the awarded claim amounts. Based on comprehensive advice from legal consultants, who have evaluated the strength of this order and the financial capacity of the counterparty, management is virtually certain that the full amount of these claims will be recovered. Our legal advisors have provided a high probability assessment of successful collection,

significantly surpassing the 'probable' threshold, thereby justifying immediate recognition in accordance with the principles of accrual accounting rather than contingent disclosure

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Nil

(ii) Auditors' Comments on (i) or (ii) above:

As per our qualifications.

c. Details of Audit Qualification:

1. The Company has classified a loan received from Ocean Capital Market Limited (Successful Resolution Applicant), a related party as at reporting date, as a "Secured Borrowing" in the Balance Sheet as at 31st March 2026 and has accrued interest thereon at 9% per annum. We report the following concerns:

a. No security creation documents have been executed as at the balance sheet date and no charge has been registered with the Registrar of Companies.

b. The approved Resolution Plan sanctioned by the Hon'ble NCLT does not contemplate payment of interest on this loan. Accrual of interest at 9% per annum, although supported by loan sanction letter, creates a financial obligation beyond the scope of the approved Resolution Plan.

c. The requisite approvals for this related party transaction, including prior Audit Committee approval under Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015, and Board / shareholder approval under Section 188 of the Companies Act, 2013, have not been demonstrated to us.

The above matters have resulted in incorrect classification of borrowings and incorrect recognition of interest expense to the tune of ₹1,122.76 Lakhs.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification:

Qualification No. a) since Financial Year 2025-26

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

The amount received by the Monitoring Committee was pursuant to the Resolution Plan, as approved by the Hon'ble NCLT vide its order dated 29 August 2025, and was duly recorded in the books of accounts.

Pursuant to the Resolution Plan, the entire security interest shall vest with the Successful Resolution Applicant (SRA), Ocean Capital Market Limited. However, the implementation of the Resolution Plan is under process. The matter was discussed in the Audit Committee Meeting as well as the Board Meeting. Consequently, the charge will be filed at the earliest.

With regard to the levy of interest, it is noted that while the NCLT order does not explicitly mention interest, the same is clearly stipulated in the sanction letter received from Ocean Capital Market Limited. The absence of a specific reference to interest in the NCLT order does not constitute a violation, nor does it imply that interest is not chargeable. Silence on the matter in the NCLT order cannot be construed as a waiver of interest, considering the terms of the sanction letter and the applicable provisions of the Companies Act, 2013. Accordingly, management has charged interest in accordance with the sanction letter issued by Ocean Capital Market Limited.

At the time of the related party transaction, i.e., the receipt of the loan pursuant to the Resolution Plan, there was neither a Board of Directors nor an Audit Committee in place, as the Company was under the control of the Resolution Professional, who was acting as the Chairman of the Monitoring Committee along with two members representative of the financial creditors. Subsequently, before the finalisation of the financial statements for FY 2025-26, the Audit Committee and the Board of Directors duly considered and approved the aforesaid transaction.

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification: Not Applicable

(ii) If management is unable to estimate the impact, reasons for the same:

(iii) Auditors' Comments on (i) or (ii) above:

As per our qualifications.

**III. Signatories:**

**For A D V AND CO LLP**
Chartered Accountant
FRN : 003467N/N500463
M.No.-522310

**Sd/-**
**Gopal Krishna Dash**
(Managing Director)
DIN : 10776309

**Sd/-**
**Payal Agarwal**
(Audit Committee Chairperson)
DIN : 01617065

**Sd/-**
**CA Vipul Kumar Gupta**
Partner
UDIN: 26522310UAIYDU8119

**Sd/-**
**Mr. S. K. Pattanaik,**
Chief Financial Officer

Place: Bhubaneswar
Date : 30.05.2026

# Notes to the Consolidated Financial Statements for the year ended 31st March, 2026

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(₹ in INR Lakhs)

| Sl. No. | Particulars | Details |
|---|---|---|
| 1. | Name of the subsidiary | ARSS Damoh-Hirapur Tolls Private Limited |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | NA |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | NA |
| 4. | Share capital | 2,212.37 |
| 5. | Reserves & surplus | (-12.01) |
| 6. | Total assets | 6696.64 |
| 7. | Total Liabilities | 4496.28 |
| 8. | Investments | - |
| 9. | Turnover | - |
| 10. | Profit before taxation | (-6.30) |
| 11. | Provision for taxation | - |
| 12. | Profit after taxation | (-6.30) |
| 13. | Proposed Dividend | - |
| 14. | % of shareholding | 99.82% |

**Part "B": Associates**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies**

(₹ in INR Lakhs)

| Name of Associates Company | ARSS Developers Limited |
|---|---|
| 1. Latest audited Balance Sheet Date | 31.03.2026 |
| 2. Shares of Associate held by the company on the year ended | |
| No. of shares | 25,00,000 |
| Amount of Investment in Associates | 1000.00 |
| Extend of Holding% | 38.41% |
| 3. Description of how there is significant influence | By virtue of shareholding |
| 4. Reason why the associate is not consolidated | Negative Networth |
| 5. Net worth attributable to shareholding as per latest audited Balance Sheet | Nil |
| 6. Profit/Loss for the year | |
| i. Considered in Consolidation | Nil |
| ii. Not Considered in Consolidation | Nil |

**For A D V AND CO LLP**
Chartered Accountant
FRN : 003467N/N500463
M.No.-522310

**Sd/-**
**CA Vipul Kumar Gupta**
Partner
UDIN : 26522310YPCLLF2756

Place: Bhubaneswar
Date : 30.05.2026

**Sd/-**
**Gopal Krishna Dash**
(Managing Director)
DIN : 10776309

**Sd/-**
**Mr. S. K. Pattanaik,**
Chief Financial Officer

**Sd/-**
**Payal Agarwal**
(Audit Committee Chairperson)
DIN : 01617065




**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 26th Annual General Meeting of the Members of the Company will be held on Tuesday, 29th September, 2026 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.

**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, 2026 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, 2026 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, 2026 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, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. **To appoint Mr. Dipti Ranjan Patnaik (DIN – 00600887), 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, Mr. Dipti Ranjan Patnaik (DIN: 00600887), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

3. **Appointment of M/s A D V and CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463) as the statutory auditors 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 Section 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be

and is hereby accorded for the appointment of M/s A D V AND CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463), New Delhi, as the Statutory Auditors of the Company for a term of two (2) consecutive years, commencing from the conclusion of this Annual General Meeting and continuing until the conclusion of the 28th Annual General Meeting of the Company, at a remuneration of ₹12,00,000/- (Rupees Twelve Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses, travelling expenses and other expenses incurred in connection with the audit, as may be mutually agreed between the Board of Directors/Audit Committee and the Statutory Auditors.

**RESOLVED FURTHER THAT** the remuneration payable to the Statutory Auditors may be revised during their tenure of appointment, if required, as may be mutually agreed between the Board of Directors/Audit Committee and the Statutory Auditors, in addition to applicable taxes and reimbursement of out-of-pocket expenses, travelling expenses and other expenses incurred in connection with the audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including the Audit Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

**SPECIAL BUSINESS**

**ORDINARY RESOLUTIONS**

**4. 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 Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-27, amounting to ₹ 60,000/- (Rupees Sixty Thousands only) per annum 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** any of the Director or Company secretary be and is hereby authorised to execute all such documents, as may be necessary and applicable to give effect to the above resolution."

**5. Alteration and adoption of new set of Articles of Association**

To consider and if thought fit, to pass, the following as a **Special Resolution:-**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and are hereby replaced in their entirety with a new set of Articles of Association, as placed before the meeting and initiated by the Chairman for the purpose of identification, and the same be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary entries in the statutory records of the Company."

**6. Change in designation of Mr. Dipti Ranjan Patnaik, Chairman of the Company, as Chairman and Managing Director (CMD), who has attained the age of 77 years and approval of remuneration**

To consider and if thought fit, to pass, the following as a **Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Act, and applicable Securities and Exchange Board of India Regulations, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for change in designation of Mr. Dipti Ranjan Patnaik (DIN: 00600887) from Chairman to Chairman and Managing Director (CMD) of the Company for a period of five years commencing from 14 August 2026 till 13th August 2031, he having attained the age of 77 years, in accordance with proviso of Section 196(3)(a) of the Act and subject to the applicable provisions and conditions of the Act.

**RESOLVED FURTHER THAT** pursuant to Section 197(3) read with Schedule V, Part II, Section II, Item (B), including Item (B)(iii) of the Act, in view of the inadequacy of profits of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to compliance with all applicable conditions prescribed thereunder, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Dipti Ranjan Patnaik (DIN: 00600887), Chairman and Managing Director, for a period of three years commencing from 14 August 2026 to 13 August 2029, including remuneration in excess of the limits prescribed under Schedule V, Part II, Section II, Item (A), to the extent permissible under Item (B), on the following terms and conditions:

i. Salary: ₹50,00,000/- (Rupees Fifty Lakh only) per month.

ii. Perquisites and Benefits: Perquisites and benefits as per the rules and policies of the Company, including, *inter alia*, contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity, Leave Encashment and Group Mediclaim Insurance, in accordance with the applicable rules and policies of the Company.

**Place:** Bhubaneswar
**Date:** August 14, 2026

**By Order of the Board**
For **ARSS Infrastructure Projects Limited**

**Sd/-**
**(Rajendra Biswal)**
**Company Secretary & Compliance Officer**

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38,Sector-A, Zone –D,
Mancheswar Industrial Estate, Bhubaneswar, 751010,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. 03/2025 dated September 22, 2025 (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, HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('**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 2026. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the **26th AGM** of the Company is being held through VC/OAVM on Tuesday, September 29, 2026, 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 Tuesday, 22nd Day of September, 2026 to Tuesday, the 29th Day of September, 2026 (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 2025-26 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 2025-26 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 issue 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 alongwith 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 2025-26 no complaints were received through SCORES portal or ODR portal. Also no shareholders complaints were lying on result as on March 31, 2026.

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. 29th September, 2026 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. Rajendra Biswal,** Company Secretary & Compliance Officer
Sector-A, Zone-D, Plot No-38,
Mancheswar Industrial Estate,
Bhubaneswar- 751010, Odisha
E-Mail;- cs@arssgroup.in
Tel: 0674-2602763

Or

**Registrar and Transfer Agent:**

Bigshare Services Private Limited
Office No. S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai 400093, 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 2025-26 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 **Tuesday, September 22, 2026 ('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 Board of Directors of the Company 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 Company Secretary 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. Tuesday, September 29, 2026.

**G. INSTRUCTIONS FOR REMOTE E-VOTING THROUGH ELECTRONIC MEANS**

1. In terms of SEBI circular no. SEBI/HO/CFD/ Po D 2/C I R / P/01 5 5/ H O/4 9/1 4 /1 4 (7) 2025 - CFD - POD2/I/3762/2026 dated January 30, 2026, 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 email Id correctly in their demat accounts to access remote e-Voting facility.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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. 03/2025 dated September 22, 2025 (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 Friday, September 25, 2026 (9.00 A.M. IST) and ends on Monday, September 28, 2026 (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. **Tuesday, 22nd September 2026**, 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 **22nd September 2026.**

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. | 1. 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.<br>2. 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.<br>3. 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<br>4. 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.<br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>NSDL Mobile App is available on<br>App Store Google Play |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with CDSL | 1. 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 My-easi Tab and then user your existing my easi username & password.<br>2. 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.<br>3. 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.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page.<br>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. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.<br>2. 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.<br>3. 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.inor 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 142278 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. 22nd September, 2026, 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. 22nd September 2026 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 Tuesday, September 22, 2026.
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 **22nd September 2026 (9:00 a.m. IST)** to **September 25, 2026 (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 29, 2026.

**Place:** Bhubaneswar
**Date:** August 14, 2026

**By Order of the Board**
For **ARSS Infrastructure Projects Limited**

**Sd/-**
**(Rajendra Biswal)**
**Company Secretary & Compliance Officer**

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38,Sector-A, Zone –D,
Mancheswar Industrial Estate, Bhubaneswar, 751010,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. 3 to 6 of the accompanying Notice dated 14th August, 2026.

**ITEM No – 03**

M/s A D V AND CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463), were appointed as the Statutory Auditors of the Company on **10 March 2026** to fill the casual vacancy caused due to the merger of **M/s M A R S & Associates, Chartered Accountants (Firm Registration No. 010484N)**, the erstwhile Statutory Auditors of the Company, with M/s A D V AND CO LLP. Pursuant to the said merger, M/s M A R S & Associates ceased to exist as a separate entity and all its engagements and responsibilities stood transferred to M/s A D V AND CO LLP.

The Audit Committee and the Board of Directors, at their respective meetings held on **14 August 2026**, considered and recommended the appointment of M/s A D V AND CO LLP as the Statutory Auditors of the Company for a term of two consecutive years.

The Company has received from M/s A D V AND CO LLP:

1. their written consent to act as Statutory Auditors of the Company;
2. confirmation that their appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013;
3. confirmation of their eligibility and that they are not disqualified from being appointed as Statutory Auditors under the provisions of the Companies Act, 2013 and the rules made thereunder; and
4. such other declarations/documents as may be required under the applicable provisions of the Act and the rules made thereunder.

It is now proposed to appoint M/s A D V AND CO LLP, Chartered Accountants (Firm Registration No. 003467N/N500463) as the Statutory Auditors of the Company for a term of two consecutive years, commencing from the conclusion of this Annual General Meeting and continuing until the conclusion of the 28th Annual General Meeting, at a remuneration of ₹12,00,000/- (Rupees Twelve Lakh only) per annum, plus applicable taxes and reimbursement of out-of-pocket, travelling and other expenses incurred in connection with the audit, as may be mutually agreed between the Board of Directors/Audit Committee and the Statutory Auditors.

The Audit Committee and the Board of Directors have considered and recommended to the Members of the Company the appointment of M/s A D V AND CO LLP as the Statutory Auditors of the Company for the aforesaid term, subject to the approval of the Members.

The Audit Committee and the Board of Directors are of the opinion that the appointment of M/s A D V AND CO LLP as Statutory Auditors of the Company is in the best interests of the Company and its Members and accordingly recommend the resolution set out at Item No. 3 of the accompanying Notice for approval of the Members by way of an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

**ITEM No – 04**

M/s. I C Kundu & Co, Cost Accountants, (Firm Registration No. 100778) at Bhubaneswar has been appointed as Cost Auditors at a remuneration of ₹60,000/- (Rupees Sixty Thousand only) per annum 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, 2027.

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 2026-2027 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors of the Company 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. 04 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. 04 of the Notice.

**ITEM No – 05**

The existing Articles of Association ('AOA') of the Company were adopted under the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013 and subsequent amendments, it is necessary to align the AOA with the provisions of the Companies Act, 2013 to ensure compliance with the current legal framework and incorporate certain enabling provisions for better governance and operational flexibility.

Accordingly the Board of Directors proposes to adopt a new set of AOA in substitution for and to the exclusion of the existing AOA. The draft of the new Articles of Association, which incorporates provisions under the Companies Act, 2013, is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be made available electronically during the meeting at http://arssgroup.in/PDF/ARSS%20INFRASTRUCTURE%20PROJECTS%20LIMITED_MEMORANDUM%20AND%20ARTICLE%20OF%20ASSOCIATION.pdf

The Board of Directors at its meeting held on August 14, 2026, approved the proposal, subject to the approval of Members under Section 14 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the said resolution. The Board recommends the resolution set in Item no. 5 for the approval of members as a Special Resolution.

**ITEM No – 06**

Pursuant to resignation of Mr. Gopal Krishna Dash has resigned from the office of Managing Director of the Company and his resignation has been accepted by the Board on 11th August, 2026.

Consequent upon the vacancy in the office of Managing Director, the Nomination and Remuneration Committee ("NRC") considered the requirement for appointment of a suitable person to provide leadership and strategic direction to the Company.

After considering the business requirements of the Company, the NRC at its meeting held on 14th August 2026, recommended the change in designation of Mr. Dipti Ranjan Patnaik (DIN: 00600887), presently Chairman of the Company, as Chairman and Managing Director ("CMD"). All the directors present at its meeting held on 14th August 2026, after considering the recommendation of the NRC and his experience, professional background, industry knowledge and suitability for the position, approved the proposal, subject to the approval of the Members.

Mr. Dipti Ranjan Patnaik is a distinguished industrialist with extensive experience of more than five decades, particularly in the mining, iron ore, steel, power and infrastructure sectors, with a strong operational presence in Odisha. He is a graduate in Chemical Engineering from Regional Engineering College, Rourkela (now NIT Rourkela), and has been associated with several business enterprises across mining, steel, power, hospitality, media and education.

Mr. Patnaik has considerable experience in the mining and steel industry and has been involved in the development and management of businesses in these sectors. His experience, leadership capabilities, knowledge of the industry and understanding of the business environment are considered relevant and valuable for providing strategic and operational leadership to the Company.

Mr. Patnaik has attained the age of 77 years. Accordingly, his appointment as Managing Director requires approval by way of Special Resolution pursuant to Section 196(3)(a) of the Companies Act, 2013. The Board and the NRC are of the view that his extensive experience, knowledge and leadership capabilities would be beneficial to the Company and that his continued association in the capacity of CMD would contribute to the revival, stabilisation and growth of the Company.

Mr. Patnaik is also the Managing Director of Ocean Capital Markets Limited, which is a promoter of the Company. The proposed appointment is being considered in accordance with the applicable provisions of the Companies Act, 2013, including the requirements of Section 203, as applicable.

The Company has recently exited the Corporate Insolvency Resolution Process (CIRP) pursuant to the implementation of the approved resolution plan and is in the process of revival and stabilisation under the new management/promoter framework. In view of the Company's present stage of revival and its requirement for experienced leadership, the Board considers Mr. Patnaik's extensive industry experience and business acumen to be appropriate for the position of CMD.

**Remuneration:**

In view of the inadequacy of profits of the Company, the proposed remuneration is being placed before the Members pursuant to Section 197(3) read with Schedule V, Part II, Section II, Item (B) of the Companies Act, 2013.

The remuneration proposed to be paid to Mr. Dipti Ranjan Patnaik for a period of three years from 14 August 2026 to 13 August 2029 is as follows:

**Salary:** ₹50,00,000/- (Rupees Fifty Lakh only) per month.

**Perquisites and Benefits:** Perquisites and benefits as per the rules and policies of the Company, including contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity, Leave Encashment and Group Mediclaim Insurance, in accordance with the applicable rules and policies of the Company.

The proposed remuneration is subject to the applicable limits and conditions prescribed under Schedule V, Part II, Section II, Item (A) and Item (B) of the Companies Act, 2013, as applicable.

The Board is of the view that the remuneration proposed is commensurate with the responsibilities, experience, qualifications, industry standing and role proposed to be undertaken by Mr. Patnaik as CMD and is in the interest of the Company.

As the Company has recently exited CIRP pursuant to the implementation of the approved resolution plan, the Company has no defaults in payment of dues to any bank, financial institution, non-convertible debenture holder or other secured creditor post-CIRP. Accordingly, the requirement of obtaining prior approval from such creditors is not applicable.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Except **Mr. Dipti Ranjan Patnaik**, being the proposed appointee, and his relatives, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

**Place:** Bhubaneswar
**Date:** August 14, 2026

**By Order of the Board**
For **ARSS Infrastructure Projects Limited**

**Sd/-**
**(Rajendra Biswal)**
**Company Secretary & Compliance Officer**

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38,Sector-A, Zone –D,
Mancheswar Industrial Estate, Bhubaneswar, 751010,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 26th 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. Dipti Ranjan Patnaik** |
|---|---|
| DIN | **00600887** |
| Date of Birth | 26.03.1949 |
| Date of Appointment/ Change in designation | 14.08.2026 |
| Qualifications | A graduate in Chemical Engineering from Regional Engineering College, Rourkela (NIT Rourkela), |
| Brief Resume including Expertise in specific functional Areas | Mr. Dipti Ranjan Patnaik is a renowned entrepreneur and industrialist with over five decades of experience in the mining, steel, energy, hospitality, media, and education sectors. He has built and led several successful businesses with a combined turnover exceeding ₹1,000 crores.<br><br>Widely respected for his contributions to the mining and steel industry, he has played a significant role in promoting sustainable business practices and value-added industrial development. He has also contributed to the fields of hospitality, media, and technical education and is actively involved in various social and philanthropic initiatives. His leadership is guided by strong ethical values, integrity, and a commitment to sustainable growth. |
| Position in the company | Chairman and Managing Director |
| Terms and Conditions of Appointment/ Reappointment | Liable to retire by rotation |
| Remuneration sought to be paid/Last drawn | ₹ 50.00 Lakh per month |
| Number of Meetings of Board attended during the year | 4 |
| 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 | NA |
| Number of equity shares held in the Company (as on 31.03.2026) | Nil |

## NOTES

## NOTES




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