ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 28-08-2025

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

Sub: Annual Report of the Company for the Financial Year 2024-2025

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 11, 2025 wherein ARSS Infrastructure Projects Limited ('**Company**') had *inter alia* informed that the 25th Annual General Meeting ('AGM') of the Company will be held on Wednesday, September 24, 2025 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. 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars"**) and the Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, and subsequent circulars issued in this regard, the latest being, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ('**SEBI Circulars**'), to transact the business set out in the AGM Notice.

Please find enclosed herewith the Annual Report 2024-2025 of ARSS Infrastructure Projects Limited for the Financial Year 2024-2025 along with the Notice of the 25th 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

ARSS INFRASTRUCTURE PROJECTS LTD.

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 2024-2025 along with the Notice of AGM is available on website of the Company at http://arssgroup.in/PDF/AnnualReport/Annual%20Report%202024-25.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,
Thanking You
For **ARSS Infrastructure Projects Limited**
(Company under CIRP)

PRAKASH CHHAJER
Digitally signed by PRAKASH CHHAJER
Date: 2025.08.28 18:09:24 +05'30'

(Prakash Chhajer)
Company Secretary &
Compliance Officer
FCS-8473

ARSS Infrastructure Projects Ltd. BBSR

Encl. : Annual Report 2024-2025

ARSS INFRASTRUCTURE PROJECTS LIMITED

ANNUAL REPORT 2024-25

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

CONTENTS

Company Information	002
Director's Report	004
Management Discussion and Analysis Report	025
Corporate Governance Report	031
Shareholder's Information	060
Secretarial Audit Report	071
Form AOC-2	078
Independent Auditor's Report (Standalone)	080
Annual Accounts for the year 2024-25 (Standalone)	094
Independent Auditor's Report (Consolidated)	141
Annual Accounts for the year 2024-25 (Consolidated)	150
Form AOC - 1	198
Notice of 25th Annual General Meeting	199

COMPANY INFORMATION

Board of Directors and it's various committees
(Suspended during CIRP)

Mr. Subash Agarwal (DIN: 00218066)
Chairman & Executive Director

Mr. Rajesh Agarwal (DIN: 00217823)
Managing Director

Registered office

Plot No-38, Sector-A, Zone-D
Mancheswar Industrial Estate
Bhubaneswar-751010,
Odisha, India

Tel No.: +91-0674- 2602763

E-mail: cs@arssgroup.in

Website: www.arssgroup.in

RESOLUTION PROFESSIONAL / (RP)

Mr. Uday Narayan Mitra
(IP Regn. No. IBBI/IP A-001/IP-P00793/2017-18/11360)

Corporate Office

ARSS Mall, Plot No-40,
Community Centre, Block-A,
Paschim Vihar
Opposite to Jwalaheri Market,
New Delhi – 110063
Phone – 91 11 25 25 2024
E-mail- delhi@arssgroup.in

Senior Executives

Mr. Sunil Agarwal - President & CEO
Mr. Anil Agarwal - Sr. VP & COO
Mr. S. K.Pattanaik - CFO
Mr. Prakash Chhajer - Company Secretary & Compliance Officer

Statutory Auditors

M A R S & Associates
Chartered Accountants,
E-15/144-145, Second Floor, Shiva road,
Sector-8, Rohini, New Delhi- 110085
Tel- +91 11 35965396,
E-mail:- marsandassociates@gmail.com

Registrar and Share Transfer Agents

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,
investor@bigshareonline.com
marketing@bigshareonline.com www.bigshareonline.com
Tel 022 62638200; Fax No. 022 62638299

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.

Note:

The Hon'ble National Company Law Board ("NCLT"), Cuttack Bench, vide order dated November 30, 2021 has admitted the reference for initiation of Corporate Insolvency Resolution Process ("CIRP") under Insolvency and Bankruptcy Code 2016 ("IBC"). The Powers of the Board of Directors stands suspended since then. Further the Hon'ble NCLT, Cuttack Bench has appointed Mr. Uday Narayan Mitra as the Resolution Professional ("RP") to carry the day to day operations of the Company.

Directors' Report

To,
The Members of
ARSS Infrastructure Projects Limited

Presentation on the 25th Annual Report highlighting the business and operations of the Company on a standalone and consolidated basis and the audited financial statements for the financial year ended 31st March, 2025.

Pursuant to the Order dated 30th November, 2021 of the Hon'ble National Company Law Tribunal, Cuttack ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process") has been initiated against the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, ("Code") and related rules and regulations issued there under with effect from 30th November, 2021 (Corporate Insolvency Resolution Process Commencement Date). Mr. Uday Narayan Mitra (IBBI/IP A-001/IP-P00793/2017-18/11360) has been appointed as Interim Resolution Professional ("IRP") in terms of the NCLT Order. 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.

The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the RP in accordance with the provisions of Section 17 and 23 of the Insolvency Code read with Regulation 15(2A) & (2B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Resolution plan submitted by SRA i.e. Ocean Capital Market Limited was approved by the COC with 76.67% votes but Hon'ble NCLT, Cuttack Bench passed an order for liquidation on 18.04.2023.

However, Application made by Resolution Applicant, has been allowed by the Principal Bench of Hon'ble NCLAT, New Delhi vide its order dated 09-08-2023 by setting aside the order rejecting the resolution plan passed by the Hon'ble NCLT, Cuttack Bench and allowed the Resolution Applicant to submit an addendum as per the said order.

Thereafter, pursuant to the order of the Hon'ble NCLAT the Resolution Applicant submitted its addendum which was approved by a majority voting of 99.36% and a fresh Application was filed by the RP for approval of the Plan on 18-09-2023.

Hon'ble NCLT, Cuttack Bench vide its order dated 21-11-2024 directed for convening of meeting of the reconstituted CoC to consider the approval of the modified resolution plan after inclusion of all addendum. The revised resolution plan as approved by the CoC members with majority voting of 96.91% and submitted to Hon'ble NCLT Cuttack Bench which was heard by the Hon'ble Bench and is reserved for order.

In terms of Section 25 of the Code, the Company is continuing to operate as a going concern. Further, since the application for approval of the Resolution Plan is reserve for order before the Tribunal after reconsidering by COC, the financial statements are being presented on a going concern basis.

1. A. Financial Highlights:

The financial highlights of the company, on standalone and consolidated basis, for the financial year ended March 31, 2025 is summarized below. The PDF version of the Report is also available on the Company's website http://arssgroup.in/PDF/AnnualReport/Annual%20Report%202024-25.pdf.

(₹ In Crores)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operation	165.39	320.87	165.39	320.87
Profit before Depreciation, Interest and Tax	(6.93)	(32.54)	(6.95)	(32.54)
Less: Depreciation	0.98	0.95	0.98	0.95
Interest	0.45	0.0023	0.45	0.0023
Share of net profit or associates and joint ventures accounted using equity method	-	-	1.75	0.51
Profit Before Tax	(8.36)	(33.49)	(6.63)	(32.98)
Less: Tax Expenses				
a) Current Year	-	-	-	-
b) Earlier Year	-	-	-	-
c) Deferred Tax	1.13	1.86	1.13	1.86
Profit/Loss After Tax	(9.49)	(35.35)	(7.77)	(34.84)
Balance brought forward from previous year	(383.77)	(348.42)	(391.21)	(356.38)
Add: Re-measurement of defined employee benefit plans through OCI	-	-	-	-
Amount Available for Appropriation	(393.26)	(383.77)	(398.98)	(391.21)
Appropriations				
a) Dividend	-	-	-	-
b) Tax on Dividend	-	-	-	-
c) Transfer to General Reserve	-	-	-	-
Balance Carried to Balance Sheet	(393.26)	(383.77)	(398.98)	(391.21)
Earnings per Share (In ₹) (Weighted) Basic (Equity Shares of face value of ₹ 10/- each)	(4.18)	(15.54)	(3.42)	(15.32)
Earnings per Share (In ₹) (Weighted) Diluted (Equity Shares of face value of ₹ 10/- each)	(4.18)	(15.54)	(3.42)	(15.32)

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)	
	2024-25	2023-24	2024-25	2023-24
Total Revenue	-	-	0.13	0.15
Profit before Depreciation, Interest and Tax	(0.021)	(0.001)	(0.22)	0.05
Less: Depreciation	-	-	0.25	0.26
Interest	-	-	1.03	0.44
Profit Before Tax	(0.021)	(0.001)	(1.50)	(0.65)

Particulars	ARSS Damoh Hirapur Tolls Pvt. Ltd. (Subsidiary Company)		ARSS Developers Limited (Associate Company)	
	2024-25	2023-24	2024-25	2023-24
Less: Tax Expenses				
a) Current Year	-	-	-	-
b) Earlier Year	-	-	-	-
c) Deferred Tax	-	-	(0.022)	0.005
Profit/Loss After Tax	(0.021)	(0.001)	(1.48)	(0.66)
Balance brought forward from previous year	(0.036)	(0.035)	(31.80)	(31.14)
Amount Available for Appropriation	(0.057)	(0.036)	(33.28)	(31.80)
Appropriations				
a) Dividend	-	-	-	-
b) Tax on Dividend	-	-	-	-
c) Transfer to General Reserve	-	-	-	-
Balance Carried to Balance Sheet	(0.057)	(0.036)	(33.28)	(31.80)
Earnings per Share (In ₹) (Weighted) Basic (Equity Shares of face value of ₹ 10/- each)	(0.01)	-	(2.27)	(1.01)
Earnings per Share (In ₹) (Weighted) Diluted (Equity Shares of face value of ₹ 10/- each)	(0.01)	-	(2.27)	(1.01)

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 2024-25 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 renowned name in the infrastructure sector in India. The Company is engaged into the construction services of Roads, Railways, Irrigation etc. The company is presently undergoing substantial financial stress and severe liquidity constraints. Since the Company is under CIRP, it has tried to restricted its losses to ₹ 8.36 Cr. (PBT) as compared to the previous year's loss of ₹ 33.49 Cr. However, The turnover of the Company has reduced to ₹ 165.39 Cr. during the year, as against ₹ 320.87 crores in the previous financial year.

5. Details of Subsidiary, Joint Venture or Associates:

A. Details of Subsidiary and Associate Companies

The Company has 1 Subsidiary, 1 Associates and 15 Joint Ventures as on March 31, 2025. 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	% 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	% 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 2024-25, 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

6. 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.

7. Transfer to Reserve:

The Directors/RP do not propose to transfer any sum to any reserve pertaining to FY 2024-25.

8. Operations - Work Orders:

We are pleased to inform that during the year under report, the Company has secured the following contracts (work order):

1. **At Dhanbad :** Composite works (Civil & Electrical) involving Earthwork, Blanketing, P.Way work, Minor& Major Bridge work, ROBs/LHS, Retaining wall, Shifting of Utilities, Station buildings, Quarters, Drain, Road diversion, Supply and spreading of ballast, supply of P.Way materials, Linking of track and other P. Way work and other ancillary associated Civil Engineering works and Supply, Installation, Testing and commissioning in connection to electrification with 2X25 KV OHE system and Electrical General work and Removal/Modification of various electrical infringements 11 KV/33 KV H.T. & L.T. overhead lines coming under proposed alignment between Pradhankhanta (DFCC/IR CH:261.200/260.200) to Gomoh (DFCC/IR CH: 28.470/300.15) Approx. 39.00 KM Route, KM including New Pradhankhunta yard and Excluding 1.4 KM (DFCC/IR CH: 271.090/270.090 to DFCC/IR Ch: 272.490/271.490) in connection with construction of 3rd & 4th Double line track in Dhanbad Division of East Central Railway under Dy/CE/Con/Dhanbad. vide LOA No. CAO-C-SOUTH-HQ-ENGINEERING / ECR-CAO-C-S-ETEN-57-23-24/0093051010132 dated 16.04.2024. Regarding Issuance of Work Order in two phase with a Contract Value of ₹ 207.74 crores and ₹ 10.04 Crores, respectively.

2. **At Baiguda -** Koraput - Singapur Road Doubling Project: Execution of Earth-work in formation, Major bridges' works, Minor bridges' works, P.Way related works, Supply of Ballast, Station & Service buildings works, Platforms' works, Foot Over Bridges' works and other allied works from Km 33.50 to Km 61.17 in Baiguda - Lakshmipur Road section in connection with doubling of existing single line track in Koraput - Singapur Road line of Waltair Division of East Coast Railway. vide LOA No. ECOR-CONST-HQ-ENGG / ETCPMIIVSKP2020063 / 00853100039499 dated 04.08.2021. Regarding Issuance of Work Order with a Contract Value of ₹ 20.25 cr.

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

10. CREDIT Rating:

The accounts of the company is NPA since 2012, therefore no rating has been assigned to the company.

11. Listing with Stock Exchanges:

The Company confirms that it has paid the Annual Listing Fees for the financial year 2024-25 to The Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the Company's Shares are listed.

12. Management Discussion and Analysis Report:

As required under regulation 34 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is enclosed as a part of this report as **'Annexure-A'**.

13. Corporate Governance and Shareholder's 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 along-with a declaration signed by Resolution Professional 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 as **'Annexure-B'**.

A company undergoing insolvency resolution process, however, is exempted from the requirement of, amongst others, composition of board of directors, constitution, meetings and terms of reference of the audit committee, constitution, meetings and terms of reference of the nomination and remuneration committee, constitution, meetings and terms of reference of the stakeholders' relationship committee as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Annual Return:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2025 is hosted on the Company's website i.e. http://arssgroup.in/PDF/AnnualReturn/2025/ARSS_ANNUAL_RETURN_2025.pdf

15. MSME:

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

16. 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

17. Number of Board Meetings:

The powers of the Board of Directors remained suspended during CIRP period from 30.11.2021 onwards and no Board/ Committee meetings were held during the Financial Year 2024-25. The powers of board of directors were being exercised by the Resolution Professional (RP) in accordance with Sections 17 and 23 of the Insolvency Code. Further details are given in the Corporate Governance Report.

18. Committees of the Board of Directors:

The Board of Directors of your Company had already constituted various Committees in compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee and Operation and Management Committee, prior to CIRP period.

During financial year 2014-15, in accordance with the provisions of the erstwhile Clause 49 of the Listing Agreement, the Board had voluntarily constituted the Risk Management Committee.

The Board had a defined set of guidelines, duties and responsibilities and an established framework commensurate with the applicable provisions of the Companies Act, 2013 and Listing Regulations for conducting the meetings of the said Committees. A detailed note on the Board of Directors and its committees, their scope etc. is provided under the Corporate Governance Report section of this Annual Report. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors.

However, The Financial Creditors, State Bank of India has filed a petition bearing CP (IB) No. 34/CB/2021 under section 7 of Insolvency and Bankruptcy Code, 2016 ("IBC"), before the National Company Law Tribunal – Cuttack Bench ("NCLT, Cuttack") and subsequently the corporate insolvency resolution process (CIRP) has been initiated against the company by the NCLT Cuttack Bench, Cuttack vide order dated 30th November, 2021. vide this order Mr. Uday Narayan Mitra (Reg. No. IBBI/IPA001/IP-P00793/2017-18/11360) having address at 72/1, Dawnagazi Road, Bally, Kolkata West Bengal -711201 (Email: udaynarayanmitra@yahoo.co.uk) has been appointed as Interim Resolution Professional (IRP). The powers of board of directors and its committees remained suspended during period under review and were being exercised by the RP in accordance with Sections 17 and 23 of the Insolvency Code. Accordingly, no meetings of the Committees were held during the Financial Year 2024-25. Further details are given in the Corporate Governance Report.

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 'Annexure B' of the Board Report on the Corporate Governance forming part of this 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 'Annexure B' of the Board Report on the Corporate Governance forming part of this 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 'Annexure B' of the Board Report on the Corporate Governance forming part of this report. Members are requested to refer to point No. 8 of Corporate Governance Report attached with this annual report.

d. Shareholders 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 'Annexure B' of the Board Report on the Corporate Governance forming part of this report. Members are requested to refer to point No. 9 of Corporate Governance Report attached with this annual report.

19. Dematerialization of shares:

Physical/ NSDL/ CDSL/Summary Report as on 31st March, 2025, representing 99.95% of total Equity Share Capital of the Company were held in dematerialized form. 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.

Particulars	No. of Shareholders	Percentage (%age)	No. of Shares	Percentage (%age)
CDSL	8,076	53.59	1,46,24,033	64.32
NSDL	6,986	46.36	81,01,207	35.63
PHYSICAL	7	0.05	12,726	0.06
TOTAL	**15,069**	**100.00**	**2,27,37,966**	**100.00**

20. 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 25th 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.

21. 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.

22. Auditors: Statutory Auditors:

The Members, at the Twenty Fourth Annual General Meeting of the Company held on September 28, 2024, approved the appointment of M/s M A R S & Associates, Chartered Accountants (Firm Registration No. 010484N), as the Statutory Auditors of the Company for a term of five (5) years, from the conclusion of the said meeting until the conclusion of the Twenty Ninth Annual General Meeting, in accordance with Section 139(1) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014.

The Auditors have also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI and gave a certificates that they satisfies the Criteria as prescribed in Section 141 of the Companies Act, 2013.

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 2024-25 has been completed and report has been submitted by the cost auditor.

M/s. I C Kundu & Co, Cost Accountants, FRN 700778 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 2025-26 to Messrs 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

The Company had appointed M/s Sunita Jyotirmoy & Associates, a firm of Practicing Company Secretaries, Bhubaneswar, to conduct Secretarial Audit for the Financial Year ended March 31, 2025, as prescribed under Section 204 of the Act and Rules made thereunder.

The Secretarial Audit Report in the prescribed Form MR-3 for FY 2024-25 of the Company and its material subsidiary company i.e. ARSS Damoh Hirapur Tolls Private Limited furnished by M/s Sunita Jyotirmoy & Associates, are annexed to this Report and marked as 'Annexure – C & D'. There are no qualifications, disclaimers, reservations or adverse remarks made in the Secretarial Audit Report.

There were two observations/qualifications by the secretarial auditors which is duly replied by the management herein below. Apart from that there were no qualifications, observations, reservation or comments or other remarks in the Secretarial Audit Reports, which have any adverse effect on the functioning of the Company and its material subsidiary.

Further, pursuant to amended Regulation 24A & other applicable provisions of the SEBI Listing Regulations read with Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Resolution Professional approved & recommended for approval of Members, appointment of M/s Sunita Jyotirmoy & Associates (Practising Company Secretaries), having Peer Review Certificate No. 1021/2020 and Unique Identification Number - P2003OR014400 as a Secretarial Auditors of the Company for a period of 5 consecutive years, to hold office from April 01, 2025 upto March 31, 2030 (the term) to conduct the secretarial audit of the Company from financial year 2025-2026 to 2029-2030. Secretarial Auditors have confirmed that they are not disqualified to be appointed as a Secretarial Auditor and are eligible to hold office as Secretarial Auditor of your Company.

Your Company has duly received the consent and peer review certificate from M/s Sunita Jyotirmoy & Associates (Practising Company Secretaries), to act as the Secretarial Auditor of the company for a period of 5 consecutive years and Annual Secretarial Compliance Auditor of the Company for the Financial Year 2025-26.

A detailed proposal for appointment of Secretarial auditor forms part of the Notice issued for convening this AGM.

Annual Secretarial Compliance Report

The Company has undertaken an audit for the Financial Year 2024-2025 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

The Internal Auditors, M/s. PR & Associates, Cost Accountants, Bhubaneswar conduct internal audits periodically and submit their reports to the Resolution Professional and he has reviewed the report from time to time. For Financial Year 2025-2026, M/s. PR & Associates, Cost Accountants, Bhubaneswar has been appointed as Internal Auditors of the Company by the Resolution Professional pursuant to the Section 138 of the Companies Act, 2013 read with 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.

23. Report of Auditors:

Statutory Auditors

Our reply to the qualifications of Auditors: -

Basis for Qualified Opinion on standalone Financial Statements

a) In absence of relevant records, Contract-wise surplus/loss has neither been ascertained nor recognized in compliance with Ind AS-115 'Revenue from contract with customers'.

Company Reply: 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.

Basis for Qualified Opinion on Consolidated Financial Statements

a) In absence of relevant records, Contract-wise surplus/loss of holding company has neither been ascertained nor recognized in compliance with Ind AS-115 'Revenue from contract with customers'.

Company Reply: 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.

Secretarial Auditors

Our reply to the qualifications of Secretarial Auditors:

Basis for Qualified Opinion on Secretarial Audit Reports

(a) The Status of the Company is showing as 'Under CIRP', and because of technical issues in MCA portal, the Company could not file any of the e-Forms required to be filed with Registrar of Companies during the period under review. However as on date all the pending forms has been filed by the company through GNL-2

Company Reply: At Master data available at MCA, the CIN of the Company was showing under Liquidation. Which was later rectified by the department after a long follow-up with the ROC. but due to CIRP the annual filling could not be allowed by the Ministry of Corporate affairs. hence, the company has filed all the relevant forms to the MCA through GLN-2 in the month of June 2025.

(b) **Regulation 33(3)(d) :** The company could not submit the Annual Financial Statements with Stock Exchanges within 60 days of end of Financial Year 31.03.2024 because of accidental death of the Statutory Auditor. After the new Auditor firm was appointed, they also resigned because of expiry of Peer Review certificate. The new Auditor firm was appointed on 31.07.2024. The Audited Financial Results of the Company for the FY 2023-24 has been submitted to the Stock Exchange on 10.08.2024 after a delay of 72 days.

Company Reply: upon sudden death of the Auditors, the Financial Results could not be audited in time and after appointment of new auditors, the company has submitted the Audited financial results to the stock exchanges with 72 days delay. Also the company made an application to the stock exchange for wavier of late fine which was duly considered by the Stock exchange and no further action taken by the authority for delay in filing.

24. Directors and Key Managerial Personnel:

The Hon'ble NCLT vide order dated November 30, 2021 had initiated the CIRP Proceedings against the Company and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Resolution Professional, Mr. Uday Narayan Mitra.

The outcome of the CIRP may result in change in the Board of Directors of the Company followed by reconstitution of the statutory committees of the Board of Directors of the Company. In accordance with the provisions of the Act and the Articles of Association of the Company, Shri Subash Agarwal, Chairman of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, However, his Power as director shall stand suspended during CIRP.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee of the Company.

25. Key Managerial Personnel:

Following persons are the Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder:

a. Mr. Rajesh Agarwal, Managing Director; (suspended during CIRP w.e.f. 30.11.2021)

b. Mr. Uday Narayan Mitra, Resolution Professional (appointed by NCLT w.e.f. 30.11.2021)

c. Mr. S. K. Pattanaik, Chief Financial Officer and

d. Mr. Prakash Chhajer, Company Secretary & Compliance officer

26. Declaration given by independent directors under sub-section (6) of Section 149:

Since the company is under CIRP, the Board of directors is suspended w.e.f. 30.11.2021 therefore no such declaration has been received from Independent director.

In view of above the statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors during the financial year is not provided.

27. Remuneration received by Managing / Whole-time Director from holding or subsidiary company:

Mr. Rajesh Agarwal (DIN: 00217823), Managing Director and Mr. Subash Agarwal (DIN: 00218066) Chairman of the 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.

28. 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 issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

29. Directors' Responsibility Statement/ Statement by the Chief Financial Officer (CFO) and taken on record by the Resolution Professional:

To the best of their knowledge and belief and according to the information and explanations obtained by them/ CFO of the Company, your Directors and CFO make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 that:-

(a) in the preparation of the annual accounts for the financial year ended March 31, 2025, 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/ CFO 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/ CFO 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/ CFO had prepared the annual accounts on a going concern basis;

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

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

30. 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 2024-2025, duly signed by Resolution professional of the Company is herein below enclosed with Corporate Governance Report. The Code has also been posted on the Company's Web-site.

31. 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, 2025 stood at 383.

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 2024-2025 and ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-2025 are as under:

Sr. No.	Name of the Director/ KMP and designation	Remuneration of Director/ KMP for the FY 2024-25 (₹ in Lakhs)	% increase in remuneration in the 2024-25	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. Subash Agarwal, Chairman (suspended during CIRP)	Nil	Nil	Nil
2	Mr. Rajesh Agarwal, Managing Director (suspended during CIRP)	Nil	Nil	Nil
3	Mr. S. K. Pattanaik, Chief Financial officer	30.00	Nil	Not Applicable
4	Mr. Prakash Chhajer, Company Secretary & Compliance Officer	16.50	Nil	Not Applicable

(ii) The median remuneration of employees of the company during the financial year was ₹ 1,56,000;

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

(iv) There were 383 permanent employees on the rolls of Company as on March 31, 2025;

(v) During the financial year 2024-2025, the average percentage increase in salary of the Company's employee, excluding the key managerial Personnel ('KMP') was 3.49% and there was no change 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:

Sr. No.	Name	Age In Years	Qualification	Date of Comencement of Employment	Designation	Remuneration (Amount INR in Lakhs)	Total Experience (No. of yrs.)	Previous Employment (Designation)	Percentage of equity share held by employee in company
1	Mr. S .K. Pattanaik	53	M.Com, LLB, PGDM	01.04.2015	CFO	30.00	22	ARSS I.P.L. DF	0.00005
2	Mr. Sanjay Peshion	56	B.TECH.-CIVIL	01.05.2016	VP	18.00	31	Harishchandra India Ltd. – Additional GM	-
3	Mr. Rashmi Ranjan Singh	51	CA	01.08.2007	AVP-Finance & Accounts	16.80	19	ARSS I.P.L. - Financial Advisor	-
4	Mr. Prakash Chhajer	43	CS	28.05.2019	Company Secretary	16.50	15	Scan Energy & Power Limited	-
5	Mr. Kedar Gouri Padhy	48	DCE, B.Tech Civil	08.11.2017	Project Manager	15.00	19	Reliance Industries Ltd. – Senior Manager	-
6	Mr. Surendra Kumar Khare	59	B.Tech Civil	15.03.2012	Vice President	13.20	34	-	-
7	Mr. Amarkant Pathak	49	BA	20.10.1996	Site In Charge	12.00	27	-	-
8	Mr. Khalasi Ravi Hasmukhlal	39	Diploma (Auto Mobile)	19.07.2023	Operation Head - MV	12.00	16	-	-
9	Mr. Pritish Dwibedy	31	B.Tech Electrical, MBA	09.10.2024	Manager - Human Resource	11.50	6.03	Dy. Manager-Human Resource, Manipal Health Enterprises Pvt. Ltd.	-
10	Mr. Nrusingha Barik	56	Graduation	03.09.2020	Project Manager	9.60	26	-	-

32. 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, no changes were made in the above policy. 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

33. 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.

34. 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 Directors' Report.

35. Annual Evaluation by the Board of its Own Performance (Including Committees and Individual Directors):

In terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, a company undergoing CIR process is not required to comply with the requirement of conducting evaluation of the independent directors. Therefore, subsequent to commencement of the CIR process the evaluation of the independent directors of the Company was not required to be carried out under the provisions of the Regulation 17(10) SEBI LODR Regulations. Further, in accordance with Rule 8(4) of Companies (Accounts) Rules, 2014, the board of directors of a company are required to evaluate its own performance and that of its committees and individual directors. However pursuant to commencement of the CIR process of the Company, the powers of the board of directors stand suspended and the affairs of the Company were being conducted by RP during Financial Year under review. Consequently, no meeting of the Directors was held during the Financial Year 2024-2025 for such evaluation.

36. 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."

37. Independent Directors Meeting:

Since the CIRP has been initiated and the board has been suspended w.e.f. 30.11.2021 therefore no meeting of the Independent Directors was held during the year under review.

38. 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. During the year under, the company is under CIRP no such familiarization program was conducted for Independent directors.

39. Details of significant and material orders:

There are no significant and material orders passed by the Regulators or Courts or Tribunals, Statutory and quasi-judicial bodies, impacting the going concern status and Company's operations in future. The insolvency resolution process initiated under the Insolvency and Bankruptcy Code, 2016 are continue and the order for the resolution plan has been reserved by Hon'ble NCLT, Cuttack.

40. 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.

41. 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. However during CIRP, where Audit Committee is suspended, all the Related party Transaction is approved by the Committee of Creditors (CoC).

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-E'**.

42. 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 the report:

There have been no material changes and commitments affecting the financial position of the company between the end of the financial year and date of this report except the Hon'ble NCLT/NCLAT order(s) related to matters under CIRP.

43. Compounding status:

The company has received show cause notices by the office of Regional Director, Eastern Region and Registrar of Companies of Odisha at Cuttack pursuant to the inspection held under Section 209(A) of the Companies Act, 1956 in the year 2016-17 for the non-compliance of few section of the companies act. The company has already compounded 13 sections out of total Forty Four sections for which show cause notices were issued. Rest are under the process and will be compounded in due course.

44. 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, 2025.

45. 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.

Pursuant to commencement of the CIR Process, the powers of the board of directors stand suspended and are exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code. Accordingly, the Board as well as the Audit Committee has not met during the year under review. At present the company is under CIRP therefore the related risk is associated with the company.

46. Corporate Social Responsibility:

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 commencement of the CIR process, the powers of the board of directors stand suspended and are exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code. The requirement of minimum number of members in the audit committee in accordance with the Companies Act, 2013 and the rules framed thereunder is not maintainable on account of suspension of the powers of the Board. In terms of the SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 18(1)(a) of the SEBI LODR Regulations dealing with the minimum number of the members in the audit committee of a listed company.

iii) No. of Meetings held during the year:

Since the Board and committee thereof has been suspended during CIRP, hence 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. (₹ 46.77) crores loss company need not to incur any amount towards CSR in the FY 2024-25

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/-
Rajesh Agarwal
(Chairman CSR Committee)
(Suspended During CIRP)

Provide 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.

47. 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 (presently this power is vested with Resolution Professional).

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

48. 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 2024-25:

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	

49. 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.

50. Share Capital:

The issued, subscribed and paid-up Share Capital of the Company stood at INR 22.73 crores as at 31st March, 2025 comprising of 2,27,37,966 (Equity) Shares of INR 10 each fully paid-up. The said shares are listed on the BSE Limited and the National Stock Exchange of India Limited. There was no change in Share Capital during the year under review.

51. Compliance with the provisions of Secretarial Standard 1 and Secretarial Standard 2:

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, have been duly complied by your Company.

52. 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 2024-25, ARSS Damoh Hirapur Tolls Private Limited was material subsidiary pursuant to Regulation 16 of SEBI Listing regulation.

53. 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. However due to CIRP the same has not been renewed.

54. Disclosure under Insolvency and Bankruptcy Code (Corporate Insolvency Resolution Process (CIRP) – Disclosure under Rule 8 of the Companies (Accounts) Rules, 2014:

A petition for initiation of Corporate Insolvency Resolution Process under Section 7 of the Insolvency and Bankruptcy Code, 2016 filed by State Bank of India (Financial Creditor) has been admitted against the Company vide Honorable National Company Law Tribunal, Cuttack bench order dated 30.11.2021 and Mr. Uday Narayan Mitra (Reg. No. IBBI/IPA001/IP-P00793/2017-18/11360) having address at 72/1, Dawnagazi Road, bally, Kolkata West Bengal -711201 (Email- udaynarayanmitra@yahoo.co.uk) has been appointed as Interim Resolution Professional/ Resolution Professional by NCLT, Cuttack Bench under Section 13(1)(c) of the Insolvency and Bankruptcy Code, 2016. As a part of CIRP, financial and operational creditors were called upon to submit their claims to the IRP. As on date the admitted claim of the Company is INR 5314.08 crores.

During the year under review, the power of the board was vested with Mr. Uday Narayan Mitra (Reg. No. IBBI/IPA001/IP-P00793/2017-18/11360) having address at 72/1, Dawnagazi Road, bally, Kolkata West Bengal - 711201 (Email- udaynarayanmitra@yahoo.co.uk) as appointed as Resolution Professional by NCLT, Cuttack Bench under Section 13(1)(c) of the Insolvency and Bankruptcy Code, 2016.

Total 42 COC meeting (Committee of Creditors Meeting) was conducted by the RP till date to take various decision to run the company as going concern and to approve the resolution plan. The resolution plan submitted by RA has been approved by 76.67% votes in favour votes but Hon'ble NCLT, Cuttack Bench has rejected the plan on ground of resolution period was over and liquidation was initiated against the Corporate Debtor. vide its order dated 18.04.2023.

However, Application made by Resolution Applicant, has been allowed by the Hon'ble NCLAT, New Delhi vide its order dated 09-08-2023 by setting aside the order rejecting the resolution plan passed by the Hon'ble NCLT, Cuttack Bench and allowed the Resolution Applicant to submit an addendum as per the said order.

Pursuant to the order of the Hon'ble NCLAT the Resolution Applicant submitted its addendum which was approved by a majority voting of 99.36% in favour for consideration. Thereafter a fresh Application filed by the RP for approval of the Plan on dated 18-09-2023.

Hon'ble NCLT, Cuttack Bench vide its order dated 21-11-2024 redirected for convening of meeting of the reconstituted CoC to consider the approval of the modified resolution plan after inclusion of all addendum. The revised resolution plan as approved by the CoC members with majority voting of 96.91% and submitted to Hon'ble NCLT Cuttack Bench which was heard by the Hon'ble Bench and reserve for order.

During the year under review the exposure of State Bank of India, IDBI Bank Limited and Bank of India has been taken over by the CFM Asset Reconstruction Private Limited.

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. There was no revision in the financial statements.

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 2025 including therein the Audited Financial Statements for the financial year 2024-25, will be sent only by email to the Members.

The Board / Resolution Professional 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 Resolution Professional appreciate and value the contribution made by every member of the ARSS family.

For and on behalf of the
Board of Directors (suspended during CIRP)

	Sd/-	**Sd/-**	**Sd/-**
	Subash Agarwal	**Rajesh Agarwal**	**(Uday Narayan Mitra)**
	Chairman	Managing Director	Resolution Professional
Place : Bhubaneswar	(DIN: 00218066)	(DIN: 00217823)	(IP Reg. No. IBBI/IPA001/
Dated : August 11, 2025			IP-P00793/2017-18/11360

Annexure –A

Report on Management Discussion and Analysis

1. 1.1 Global Economy Overview

Global economic growth declined marginally from 3.3% in 2023 to an estimated 3.2% in 2024. This was marked by a slowdown in global manufacturing, particularly in Europe and parts of Asia coupled with supply chain disruption and weak consumer sentiment.

In contrast, the services sector performed more creditably, global inflation declined from 6.1% in 2023 to 4.5% in 2024 (projected at 3.5% and 3.2% in 2025 and 2026 respectively). This decline was attributed to the declining impact of erstwhile economic shocks and labour supply improvements. The monetary policies announced by governments the world over helped keep inflation in check as well.

1.2 Global Economy Outlook

The global economy is anticipated to remain resilient with 3.3% growth in 2025 and 2026. This stability is likely to be influenced by disinflation, declining commodity prices, and easing monetary restrictions. However, conflicts, geopolitical tensions, trade restrictions and climate risks could emerge as challenges. (Source: IMF, United Nations)

1.3 Indian Economy Overview

The Indian economy grew at 6.5% in FY 2024-25, compared to a revised 9.2% in FY 2023-24. This reputed a four-year low due to sluggish manufacturing and investments. Despite the slowdown, India retained its position as the world's fifth-largest economy. In March 2025, the rupee recorded the highest monthly appreciation in the currency since November 2018, rising 2.39%.

India's nominal GDP (at current prices) was INR 330.68 trillion in FY 2024-25 (INR 301.23 trillion in FY 2023-24). The nominal GDP per capita increased from INR 2,15,936 in FY 2023-24 to INR 2,35,108 in FY 2024-25, reflecting the impact of an economic expansion. Inflationary pressures eased, with CPI inflation averaging 4.63% in FY 2024-25, driven by moderating food inflation and stable global commodity prices.

India's services sector grew an estimated 8.9% in FY 25 (9.0% in FY 24), driven by public administration, defense and other services (expanded at 8.8% as in the previous year). In the infrastructure and utilities sector, electricity, gas, water supply and other utility services grew a projected 6.0% in FY 25, compared to 8.6% in FY 24. Meanwhile, the construction sector expanded at 9.4% in FY 25, slowing from 10.4%.

1.4 Indian Economy Outlook

The Union Budget 2025-26 laid a strong foundation for India's economic trajectory, emphasizing agriculture, MSMEs, investment, and exports as the four primary growth engines. With a fiscal deficit target of 4.4% of GDP, the government reinforced fiscal prudence while allocating INR 11.21 lakh crore for capital expenditure (3.1% of GDP) to drive infrastructure development. (Source: CNBC, Press Information Bureau, Business Standard, Economic Times).

1.5 India's infrastructure sector

India's infrastructure sector market size is estimated to grow from USD 223.59 billion in 2025 to USD 353.11 billion by 2030, at a CAGR of 9.57%. The country's ambition to become a developed nation by 2047 is closely linked to robust infrastructure development. Over the past four years, the government has significantly prioritized infrastructure, recognizing its central role in driving economic growth.

Fiscal allocations reflect this commitment. In FY 23 saw a capital expenditure budget of INR 7.5 lakh crore (2.9% of GDP), followed by a substantial rise to INR 10 lakh crore (3.3% of GDP) in FY 24. This upward

trend continued in FY 25 with INR 11.11 lakh crore (3.4% of GDP) and in FY 26, INR 11.21 lakh crore (3.1% of GDP), reinforcing long-term policy continuity and support.

To further boost infrastructure, the government plans to expand the number of airports to 220, operationalize 23 waterways and develop 35 Multi-Modal Logistics Parks by 2030. With strong policy backing, increased investments and technological advancements, India is well-positioned to sustain this momentum, establishing a strong foundation for future growth and global competitiveness.

Roads and bridges: For the year 2025-26, an allocation of INR 1,16,292 crore was allocated for roads and bridges, a 5% increase over the revised estimates for 2024-25. This expenditure covered key initiatives: National Highway development, expressway projects, expansion of lane capacity across projects, and the enhancement of road connectivity in regions affected by left-wing extremism. As part of the long-term vision, 1,000 Road Over Bridges (RoBs) and Road Under Bridges (RuBs) will be constructed in the coming years to further boost safety and connectivity across the network.

Railways: For FY 2025–26, a capital expenditure of INR 2,65,200 crore has been allocated to the Ministry of Railways. Of this, INR 2,52,200 crore, about 95%—will be provided through central government budgetary support. The budget places a strong emphasis on infrastructure development, station and train modernization, improved connectivity and enhanced passenger safety and comfort.

A significant INR 1,16,514 crore has been allocated specifically for safety related initiatives, which include track renewals, signalling upgrades, telecom enhancements and the development of new railway points and crossings. (Source: Mordor Intelligence, Bank Bazaar, IBEF, asianconfluence.org, prsindia.org, investindia.gov.in)

1.6 Union Budget FY 2025-26

For fiscal year 2025-26, a significant capital expenditure of INR 11.21 lakh crore, equivalent to 3.1% of GDP, was allocated. This investment underscores the government's commitment to strengthening the nation's infrastructure.

Pradhan Mantri Gram Sadak Yojana (PMGSY): The government has allocated INR 19,000 crore to the Pradhan Mantri Gram Sadak Yojana (PMGSY) in Budget 2025-26, marking a significant increase from the previous year. This funding will support the construction of 62,500 km of all-weather roads, connecting 25,000 villages and bolstering infrastructure development across India.

Bharatmala Pariyojana: It focuses on the integration of national and economic corridors to enable efficient movement of freight and passengers. Phase I targets the development of 24,800 km of highways, while Phase II(A) proposes an additional 8,100+ km. The combined capital outlay for the programme stands at INR 5.35 trillion.

Vision 2047: This plan proposes expressways within 100-125 km of any location. Encompassing an investment of INR 20 trillion, Vision 2047 outlines the construction of over 75,000 km of highways in next 15 years, including 50,000 km of access control highways or expressways.

2. Company overview

The Company carries out civil and infrastructure projects, Railways, Highways, flyovers, Irrigation works etc. However the company is under going financial stressed. The lenders initiated the Corporate Insolvency Resolution Process (CIRP) against the Company. Mr. Uday Narayan Mitra has been appointed as Interim Resolution Professional w.e.f. 30th November, 2021 and is continuing as RP as per IBC, 2016. During the financial year 2024-25, the total new work order for a worth of INR 238.03 cr. has been awarded to the company and also the existing work has been continuing.

2.1 BUSINESS DEVELOPMENT AT ARSS

The Company has secured the following contracts (work order) during the financial year 2024-2025:

1. **At Dhanbad :** Composite works (Civil & Electrical) involving Earthwork, Blanketing, P.Way work, Minor& Major Bridge work, ROBs/LHS, Retaining wall, Shifting of Utilities, Station buildings, Quarters, Drain, Road diversion, Supply and spreading of ballast, supply of P.Way materials, Linking of track and other P. Way work and other ancillary associated Civil Engineering works and Supply, Installation, Testing and commissioning in connection to electrification with 2X25 KV OHE system and Electrical General work and Removal/Modification of various electrical infringements 11 KV/33 KV H.T. & L.T. overhead lines coming under proposed alignment between Pradhankhanta (DFCC/ IR CH:261.200/260.200) to Gomoh (DFCC/IR CH: 28.470/300.15) Approx. 39.00 KM Route, KM including New Pradhankhunta yard and Excluding 1.4 KM (DFCC/IR CH: 271.090/270.090 to DFCC/ IR Ch: 272.490/271.490) in connection with construction of 3rd & 4th Double line track in Dhanbad Division of East Central Railway under Dy/CE/Con/Dhanbad. vide LOA No. CAO-C-SOUTH-HQ-ENGINEERING / ECR-CAO-C-S-ETEN-57-23-24/0093051010132 dated 16.04.2024. Regarding Issuance of Work Order in two phase with a Contract Value of ₹ 207.74 crores and ₹ 10.04 Crores, respectively.

2. **At Baiguda :** Koraput - Singapur Road Doubling Project: Execution of Earth-work in formation, Major bridges' works, Minor bridges' works, P.Way related works, Supply of Ballast, Station & Service buildings works, Platforms' works, Foot Over Bridges' works and other allied works from Km 33.50 to Km 61.17 in Baiguda - Lakshmipur Road section in connection with doubling of existing single line track in Koraput - Singapur Road line of Waltair Division of East Coast Railway. vide LOA No. ECOR-CONST-HQ-ENGG / ETCPMIIVSKP2020063 / 00853100039499 dated 04.08.2021. Regarding Issuance of Work Order with a Contract Value of ₹ 20.25 cr.

2.2 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."

2.3 Financial performance with respect to operational performance

Since the Company is under CIRP, it has tried to restricted its losses to ₹ 8.36 Cr. (PBT) as compared to the previous year's loss of ₹ 33.49 Cr. However, The turnover of the Company has reduced to ₹ 165.39 Cr. during the year, as against ₹ 320.87 crores in the previous financial year.

The performance during the year ended 31st March, 2025 has been as under:

(₹ In Crores)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operation	165.39	320.87	165.39	320.87
Profit before Depreciation, Interest and Tax	(6.93)	(32.54)	(6.95)	(32.54)
Less : Depreciation	0.98	0.95	0.98	0.95
Interest	0.45	0.0023	0.45	0.0023
Share of net profit or associates and joint ventures accounted using equity method	-	-	1.75	0.51
Profit Before Tax	(8.36)	(33.49)	(6.63)	(32.98)
Less : Tax Expenses				
a) Current Year	-	-	-	-
b) Earlier Year	-	-	-	-

(₹ In Crores)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
c) Deferred Tax	1.13	1.86	1.13	1.86
Profit/Loss After Tax	(9.49)	(35.35)	(7.77)	(34.84)
Balance brought forward from previous year	(383.77)	(348.42)	(391.21)	(356.38)
Add : Re-measurement of defined employee benefit plans through OCI	-	-	-	-
Amount Available for Appropriation	(393.26)	(383.77)	(398.98)	(391.21)
Appropriations				
a) Dividend	-	-	-	-
b) Tax on Dividend	-	-	-	-
c) Transfer to General Reserve	-	-	-	-
Balance Carried to Balance Sheet	(393.26)	(383.77)	(398.98)	(391.21)
Earnings per Share (In `) (Weighted) Basic (Equity Shares of face value of ` 10/- each)	(4.18)	(15.54)	(3.42)	(15.32)
Earnings per Share (In `) (Weighted) Diluted (Equity Shares of face value of ` 10/- each)	(4.18)	(15.54)	(3.42)	(15.32)

2.4 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	2024-25	2023-24	% change as compared to PY
Debtors Turnover (Times)	18.10	37.22	(51.37)
Inventory Turnover (Times)	2.26	5.55	(59.28)
Interest Coverage Ratio (Times)	(17.48)	(14326.89)	(99.88)
Current ratio (Times)	0.17	0.18	(5.56)
Debt Equity Ratio (Times)	(9.94)	(10.55)	(5.78)
Operating profit Margin (%)	(4.46)%	(10.14)%	56.02%
Net Profit Margin (%)	(5.74)%	(11.02)%	47.91%
Return on Net worth (ROE)	(5.80)%	(22.91)%	74.68%

1. **Debtors turnover ratio:** Decreased primarily account of increase in receivables. Further there is decrease in turnover as compared to previous year.
2. **Inventory turnover ratio:** Decreased primarily on account of increase of inventory as compared to previous year.
3. **Interest coverage ratio:** Decreased primarily on account of higher operating profits and higher interest.
4. **Current ratio-**Decreased primarily on account of decrease in current assets.
5. **Debt equity ratio:** Decreased primarily on account of movement of long term borrowing and Decrease in Net Worth.
6. **Operating profit margin:** Increased on account of higher operating profit.
7. **Net profit Margin:** Increased on account of lower net loss.
8. **Return on net worth:** Increased primarily on account of lower loss to reserve as compared to previous year.

3. Human Resources Development and Industrial Relations:

During CIRP, there is no material changes in employment of the company. as on March 31, 2025, we had 383 full time employees in compare to previous year where we had 406 employee.

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.

4. 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 completion of the ongoing real estate projects continues to slow major challenge more particularly in view of the ongoing Corporate Insolvency Resolution Process (CIRP).

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.

5. 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.

6. 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.

7. 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 (suspended during CIRP)

	Sd/-	**Sd/-**	**Sd/-**
	Subash Agarwal	**Rajesh Agarwal**	**(Uday Narayan Mitra)**
	Chairman	**Managing Director**	**Resolution Professional**
Place: Bhubaneswar	(DIN:00218066)	(DIN: 00217823)	(IP Reg.No.IBBI/IPA001/
Dated: August 11, 2025			IP-P00793/2017-18/11360

Annexure-B

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):

The Company remained under CIRP under the provisions of the Insolvency and Bankruptcy Code, 2016 (Insolvency Code) and the powers of the Board were vested with IRP/RP.

As per regulations 15(2A) and 15(2B) of Listing Regulations, regulations 17, 18, 19 and 20 of Listing Regulations which are related to Board of Directors, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee respectively, shall not be applicable during the Insolvency Resolution Process period in respect of a listed entity which is undergoing CIRP under the Insolvency Code. Further the roles and responsibilities of Board of Directors and above mentioned committees as specified in regulations 17, 18, 19, 20 and 21 of Listing Regulations are fulfilled by IRP/RP.

Members may note that pursuant to 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 process ("CIRP") in respect of your company under the provisions of the Insolvency and Bankruptcy Code, 2016 (the "Code") and related rules and regulations issued thereunder with effect from 30th November, 2021 (Corporate Insolvency Resolution Process Commencement Date). Mr. Uday Narayan Mitra (IBBI/IP A-001/IP-P00793/2017-18/11360) has been appointed as Interim Resolution Professional ("IRP") in terms of the NCLT Order. 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.

The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the RP in accordance with the provisions of Section 17 and 23 of the Insolvency Code read with Regulation 15(2A) & (2B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Resolution plan submitted by SRA i.e. Ocean Capital Market Limited which was approved by the COC with 76.67% votes but Hon'ble NCLT, Cuttack Bench has passed an order for liquidation.

However, Application made by Resolution Applicant, has been allowed by the Principal Bench of Hon'ble NCLAT, New Delhi vide its order dated 09-08-2023 by setting aside the order rejecting the resolution plan passed by the Hon'ble NCLT, Cuttack Bench and allowed the Resolution Applicant to submit an addendum as per the said order.

Therefore, pursuant to the order of the Hon'ble NCLAT, the Resolution Applicant submitted its addendum which was approved by a majority voting of 99.36% in favour for consideration. Thereafter a fresh Application filed by the RP for approval of the Plan on dated 18-09-2023.

Hon'ble NCLT, Cuttack Bench vide its order dated 21-11-2024 redirected for convening of meeting of the reconstituted CoC to consider the approval of the modified resolution plan after inclusion of all addendum. The revised resolution plan as approved by the CoC members with majority voting of 96.91% and submitted to Hon'ble NCLT Cuttack Bench which was heard by the Hon'ble Bench and reserve for order.

In terms of Section 25 of the Code, the Company is continuing to operate as a going concern. Further, since the application for approval of the Resolution Plan is pending adjudication before the Tribunal, the financial statements are being presented on a going concern basis.

This Chapter reports the Company's compliance with the provisions of Section 134(3) of the Companies Act, 2013 and the Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations) as given below:

4. Board of Directors:

4.1 Status of the Company:

As the powers of the Board stood suspended with effect from 30th November, 2021 and Mr. Uday Narayan Mitra was appointed as the Interim Resolution Professional ("IRP") to manage the affairs of the Company. Subsequently, the Committee of Creditors ("CoC") appointed the same Mr. Uday Narayan Mitra as the Resolution Professional (RP) to manage the day to day affairs of the Company. Prior to commencement of CIRP the Board of Directors was the apex body constituted by the shareholders for overseeing the Company's overall functioning. The RP/Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that the stakeholders' long term interests are being served.

4.2 The suspended Board of your Company consists of persons with considerable professional expertise and experience in technical, commercial, legal, finance, business administration and other related fields.

Your Company's Board represents diversity in terms of various parameters including academic qualifications, technical expertise, regional and industry knowledge, experience, age etc., in order to enable it to discharge its duties and responsibilities effectively.

4.3 Composition, Category and size of the Board:

Prior to commencement of CIRP the Company had an optimum combination of executive, non-executive and independent directors to maintain its independence and separate its functions of governance and management. In terms of Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), where the regular non-executive Chairman of the Board is a promoter of the listed entity or is related to Promoter, at least half of the Board should comprise of Independent Directors. Since the Powers of the Board of Directors are vested with the Resolution Professional from initiation of Corporate Insolvency Resolution Process. Matters required to be tabled to the Board of Directors were put up for the review and the decision of the RP from time to time in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(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, 2025 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 2024-25. 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 /RP.

(vi) None of the present directors except Mr. Subash Agarwal & Mr. Rajesh Agarwal are "Relative" of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rule 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 2025 are as follows:

Name of Director	Names of Listed Entities where he holds Directorship	Category of Directorship
Mr. Subash Agarwal	ARSS Infrastructure Projects Limited	Chairman
Mr. Rajesh Agarwal	ARSS Infrastructure Projects Limited	Managing Director

* Mr. Rajender Parshad Indoria ceased to be the director of the company due to his resignation dated 28-02-2024 which was approved by the CoC on 01.04.2024.

** Tenure of Mr. Pareswar Panda is completed and has not been re-appointed.

(viii) **Information to the Board/RP:** The Board of Directors / RP 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;
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material;
- 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:**

The Company continued to remain under CIRP during the year under review. Regulation 15 sub regulation (2A) & (2B) of the SEBI LODR states that the provisions of Regulation 17, 18, 19, 20 and 21, shall not be applicable during the insolvency resolution process in respect of a listed entity which is undergoing corporate insolvency resolution process under the insolvency Code. Provided that the role and responsibilities of the board of directors as specified under the aforementioned regulations shall be fulfilled by the interim resolution professional or Resolution Professional in accordance with sections 17 and 23 of the Insolvency Code after initiation of CIRP i.e. 30th November, 2021.

The Company remained under CIRP during the year under review. Further, as per sub-regulation (2A) in Regulation 15 in LODR, the provisions of Regulation 17, 18, 19, 20 and 21, including with regard to meetings of Board are not applicable during the period of CIRP. Consequently, no meeting of the Board has been held during the financial year 2024-2025.

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, 2025 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 31.03.2025
		Held During the tenure	Attended		Director-ship*	Committee membership#	Chairman-ship#	
Mr. Subash Agarwal	Executive Director (Chairman)	Nil	Nil	Yes	1	Nil	Nil	13,81,608
Mr. Rajesh Agarwal	Executive Director (Managing Director)	Nil	Nil	Yes	1	1	Nil	5,38,745

Notes:

* Mr. Rajender Parshad Indoria ceased to be the director of the company due to his resignation dated 28-02-2024 which was approved by the CoC on 01.04.2024.

** Tenure of Mr. Pareswar Panda is completed and has not been re-appointed.

* 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.

Pursuant to commencement of the CIR process of the Company, the powers of the Board stand suspended and are to be exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code. Further, in terms of the SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 17 of the SEBI LODR Regulations dealing with the requirement of composition of the board of directors.

Further, the dates on which Resolution professional has approved the quarterly and annual financial results of the Company for the financial year ended March 31, 2025:

1st Quarter Results	:	Approved By IRP/RP on 13th August, 2024
2nd Quarter Results	:	Approved By IRP/RP on 14th November, 2024
3rd Quarter Results	:	Approved By IRP/RP on 14th February, 2025
4th Quarter & Annual Results	:	Approved By IRP/RP on 28th May, 2025

The tentative dates of the Board Meetings/ RP Approval date for consideration of financial results for the financial year ending 31st March, 2026 are as follows:

1st Quarter Results	:	Up to 14th August, 2025
2nd Quarter Results	:	Up to 14th November, 2025
3rd Quarter Results	:	Up to 14th February, 2026
4th Quarter & Annual Results	:	Up to 30th May, 2026

(x) **Board/RP Procedure:**

The Board/RP 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/RP/CoC backed by comprehensive background information to enable them to take appropriate decisions. During the year, the information to be placed before board of directors/RP under SEBI (Listing Obligations & Disclosure Requirements), Regulation, 2015, [Reg. 17(7)] has been placed before the Board /RP for its consideration, if required. The Board/RP is also kept informed of major events / items and approvals taken wherever necessary. The Management at the meetings keep the RP apprised of the overall performance of the Company. However during CIRP, the power of the Board has been suspended.

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) **Post meeting follow up:**

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

(xii) **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 RP is annexed to this Report.

(xiii) **Brief Note on the Director seeking appointment and re-appointment at the 25th 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 25th 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 25th AGM.

(xiv) **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 for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within 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.

(xv) **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.

(xvi) **Performance Evaluation:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, a company undergoing CIR Process is not required to comply with the requirement of conducting evaluation of the independent directors. Therefore, subsequent to commencement of the CIR process the evaluation of the independent directors of the Company was not required to be carried out under the provisions of the Regulation 17(10) of the SEBI LODR Regulations. Further, in accordance with Rule 8(4) of Companies (Accounts) Rules, 2014, the board of directors of a company are required to evaluate its own performance and that of its committees and individual directors. However pursuant to commencement of the CIR process, the powers of the board of directors stand suspended and are exercised by the interim resolution professional or the resolution professional, as the case may be, in accordance with the provisions of the Code.

5. Independent Directors:

The Company has complied with the definition of Independence as per SEBI (LODR) Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The company has also 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 http://arssgroup.in/IndependantDirectors.html

In the course of the financial year under review, Pursuant to commencement of the CIR process of the Company, the powers of the Board stand suspended and are exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code. The requirement of appointing women director/independent director under the Companies Act, 2013 and the rules framed thereunder is not maintainable on account of suspension of the powers of the Board of the Company. Further, in terms of the SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 17(1) (a) of the SEBI LODR Regulations dealing with the requirement of appointing a women director/independent director on the board of a listed company.

Recently, SEBI vide its notification dated 9th May, 2018 has amended Regulation 17 of SEBI (LODR), 2015 effective from 1st April, 2019. In view of the same Company is also complying the recent amendments in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

(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:

In view of the company continuing to remain under CIRP, No Independent Directors Meetings were held during the financial year 2024-25.

(iv) 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

(v) 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, and 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. However, all remain suspended during CIRP.

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.

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

Pursuant to commencement of the CIR process, the powers of the board of directors stand suspended and are exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code. The requirement of minimum number of members in the audit committee in accordance with the Companies Act, 2013 and the rules framed thereunder is not maintainable on account of suspension of the powers of the Board. In terms of the SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 18(1)(a) of the SEBI LODR Regulations dealing with the minimum number of the members in the audit committee of a listed company.

iii) No. of Meetings held during the year:

In view of the company continuing to remain under CIRP, No Audit Committee Meetings were held during the financial year 2024-25.

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.

ii) Composition:

Pursuant to commencement of the CIR process, the powers of the board of directors stand suspended and are exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code. The requirement of minimum number of members in the nomination and remuneration committee in accordance with the Companies Act, 2013 and the rules framed thereunder is not maintainable on account of suspension of the powers of the Board. In terms of the SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 19(1) (a) of the SEBI LODR Regulations dealing with the minimum number of the members in the nomination and remuneration committee of a listed company.

Further, in terms of SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 19 of the SEBI LODR Regulations dealing with the requirements of constitution, meetings and terms of reference of the nomination and remuneration committee.

iii) No. of Meetings held during the year:

In view of the company continuing to remain under CIRP, No Nomination and Remuneration Committee Meetings were held during the financial year 2024-25.

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 thereunder.

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, 2025:

Name of the Director	Position	Salary Per Annum (₹ In Lakhs)
Mr. Subash Agarwal	Chairman (Suspended during CIRP)	Nil
Mr. Rajesh Agarwal	Managing Director (Suspended during CIRP)	Nil

vi) Remuneration to Non-Executive Directors:

In view of the company continuing to remain under CIRP, No Board Meeting and Committee Meetings were held for which no setting fees paid to the Non-Executive Directors of the company during the financial year 2024-25.

vii Relationship of Non-Executive Directors with the Company and inter-se:

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

viii) 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. They can be terminated by either party by giving three months notice in writing as per the T&C of appointment letters. Letters of appointment have been issued by the Company to the Independent Directors, incorporating their roles, duties, 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 commencement of the CIR process, the powers of the board of directors stand suspended and are exercised by the Resolution Professional, in accordance with the provisions of the Code. The requirement of minimum number of members in the CSR committee in accordance with the Companies Act, 2013 and the rules framed thereunder is not maintainable on account of suspension of the powers of the Board.

iii) No. of Meetings held during the year:

In view of the company continuing to remain under CIRP, No CSR Committee Meeting held during the financial year 2024-25.

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. (₹46.77) crores loss company need not to incur any amount towards CSR in the FY 2024-25.

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/-
Rajesh Agarwal
(Chairman CSR Committee)
(Suspended during CIRP)

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.

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

Pursuant to commencement of the CIR process, the powers of the board of directors stand suspended and are exercised by the interim resolution professional or the resolution professional, as the case may be, in accordance with the provisions of the Code. Further, in terms of SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 20 of the SEBI LODR Regulations dealing with the requirements of constitution, meetings and terms of reference of the stakeholders' relationship committee.

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

In view of the company continuing to remain under CIRP, No Stakeholder relationship committee meeting were held during the financial year 2024-25.

iv) Name and Designation of Compliance Officer:

Mr. Prakash Chhajer
(Company Secretary cum Compliance Officer)

(v) Shareholder's Services:

Sl. No.	Nature of Complaint	2024-25		2023-24	
		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 company voluntary in its board meeting held on 12th February, 2015 has constituted a Risk Management Committee. This Committee comprises 3 Members i.e. Mr. Rajesh Agarwal- Managing Director (Chairman of the committee), Mr. S. K. Pattanaik- Director (CFO) (Member of the Committee) and Mr. Sunil Agarwal- Chief Executive Officer (Member of the Committee).

This Committee has been delegated the authority by the Board to review and monitor the implementation of the risk management policy of the Company. No meeting of this Committee was mandatorily required nor held during the financial year i.e. 2024-25. However the Board has always discuss and review on the risk management policy of the company in its board meeting. During the CIRP, the power of the board and committee thereof has been suspended and are exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code.

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 a Share Allotment Committee, Internal Complaint Committee (ICC) and Operation Committee of the Board constituted by the Board of directors. However, due to CIRP, Share Allotment Committee and Operation Committee of the Board has been suspended.

13. Annual General Meetings:

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

Year	Date	Time	Location	Special Business- Ordinary/ Special Resolution
2021-22	27-09-2022	11.00 A.M.	Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	**Special Business** 1. Ordinary Resolution for Ratification of Remuneration to Cost Auditor for the Financial year 2022-23 2. Ordinary Resolution for Approval Material Related Party Transaction of the Company With M/s. Shivam Condev Private Limited for the Financial year 2022-23 3. Ordinary Resolution for Approval Material Related Party Transaction of the Company With M/s. Balbhadra Developers Private Limited for the Financial year 2022-23
2022-23	26-09-2023	11.00 A.M.	Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	**Special Business** 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** 1. Ordinary Resolution for Ratification of Remuneration to Cost Auditor for the Financial year 2024-25

ii) Extraordinary General Meeting

No EGM was conducted during the year under review.

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 related party transactions are negotiated on arm's length basis and are intended to further the interests of the Company. **These RPTs did not attract provisions of Section 188 of the Act. However, some of these are material RPTs under Regulation 23 of the Listing Regulations, which require shareholder's approval, and we have included the agenda and notice of shareholders' approval in the ensuing AGM. Pursuant to Regulation 23(1) of the Listing Regulations**, The Company has formulated a policy on Related Party Transactions and the said Policy is available on the website of the Company at http://arssgroup.in/PDF/ArssPolicy/Related%20Party%20Transaction%20Policy.pdf

The necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy. during CIRP all such decision is being taken with the approval of the CoC. **Details of Related Party Transactions in form AOC 2 attached to Board 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 / RP of the Company to report any grievance. During the year, no employee was denied access to the Audit Committee /RP 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/RP and CFO certification

As required under Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Chief Executive Officer (presently Resolution Professional) & 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 Board of Directors has appointed M/s. Sunita Jyotirmoy & Associates, Practicing Company Secretaries (Firm Registration No. P2003OR014400), to conduct secretarial audit of its records and documents for FY2024-25. The Secretarial Audit Report confirms that the Company has complied with all applicable provisions of the Act, Secretarial Standards, Depositories Act, 2018, SEBI Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company except as reported thereunder. The Secretarial Audit Report forms part of the Board's Report.

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

There were no such instance during the year under review, as the power of the Board & Committee thereof has been suspended due to CIRP.

l) Fees paid to the statutory auditors of the company

During the year under review, the company has paid a consolidated fees of ₹ 12,96,000.00 to M/s. M A R S & Associates, the Statutory Auditors of the company.

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 thereunder.

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 2024-25 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 has been designated as the Compliance Officer and Chief Investor Relations Officer. 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 have 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.

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/Halfyearly/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 (presently by Resolution Professional), 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 2024-25, 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 2024-25 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%202024-25.pdf. Further as per SEBI regulations, relevant physical letters are being sent to shareholders who have not provided their email IDs.

e. **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.

f. **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.

g. **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.

h. **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.

i. **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.

j. **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

k. **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.

l. 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/IndependantDirectors/MEMORANDUM%20AND%20ARTICLE%20OF%20ASSOCIATION%20OF%20THE%20COMPANY.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

Sl. No.	Item	Compliance Status (Yes/No/NA)	Web Address
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://arssgroup.in/PDF/ArssPolicy/Vigil%20Mechanism%20and%20Whistle%20Blower%20Policy.pdf
6	Criteria of making payments to nonexecutive Directors	Yes	http://arssgroup.in/PDF/IndependantDirectors/Terms-Conditions-for-Appointment-of-Independent-Director.pdf
7	Policy on dealing with related party transactions	Yes	http://arssgroup.in/PDF/ArssPolicy/Related%20Party%20Transaction%20Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes	http://arssgroup.in/PDF/ArssPolicy/ARSS%20Policy%20for%20determining%20material%20subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	http://arssgroup.in/PDF/IndependantDirectors/Familiarisation%20Programme%20of%20the%20Indpendent%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
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	NA	-
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

Sl. No.	Item	Compliance Status (Yes/No/NA)	Web Address
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/list%20of%20Key%20Managerial%20Personnel%20under%20regulation%2030(5)%20of%20the%20SEBI%20LODR%20REG%202015.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)	NA
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	NA
3	Meeting of Board of directors	17(2)	NA
4	Quorum of Board meeting	17(2A)	NA
5	Review of Compliance Reports	17(3)	NA
6	Plans for orderly succession for appointments	17(4)	NA
7	Code of Conduct	17(5)	NA
8	Fees or Compensation	17(6)	NA
9	Minimum Information	17(7)	NA
10	Compliance Certificate	17(8)	NA
11	Risk Assessment & Management	17(9)	NA
12	Performance Evaluation of Independent Directors	17(10)	NA
13	Recommendation of Board	17(11)	NA
14	Maximum number of Directorships	17A	NA
15	Composition of Audit Committee	18(1)	NA
16	Meeting of Audit Committee	18(2)	NA

Sl. No.	Particulars	Regulation No.	Compliance Status (Yes/No/NA)
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	NA
18	Composition of nomination & remuneration committee	19(1) & (2)	NA
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	NA
20	Meeting of Nomination and Remuneration Committee	19(3A)	NA
21	Role of Nomination and Remuneration Committee	19(4)	NA
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	NA
23	Meeting of Stakeholders Relationship Committee	20(3A)	NA
24	Role of Stakeholders Relationship Committee	20(4)	NA
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)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes
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)	NA
40	Familiarization of independent directors	25(7)	NA
41	Declaration from Independent Director	25(8) & (9)	NA
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)	NA
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 to Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

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: 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:

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/ArssPolicy/Terms-Conditions-for-Appointment-of-Independent-Director.pdf
5	Familiarization Program for Independent Directors	http://arssgroup.in/PDF/ArssPolicy/Familiarisation%20Programme%20of%20the%20Indpendent%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/PDF/ArssPolicy/ARSS%20CODE%20OF%20CONDUCT%20FOR%20THE%20BOARD%20OF%20DIRECTORS%20AND%20SENIOR%20MANAGMENT.pdf
8	Criteria for Making Payments to Non-Executive Directors	http://arssgroup.in/PDF/IndependantDirectors/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-sebi_circular.aspx#parentHorizontalTab3 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 investor 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. Equity shares of the Company representing 99.95 percent of the Company's equity share capital are dematerialized as on March 31, 2025.

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, 2024 to March 31, 2025 and there are no outstanding GDRs/ ADRs/ Warrants as on 31st March, 2025.

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

The Company has complied with all the mandatory items of the SEBI (LODR) Regulations, 2015.

However, As per Regulation 15 (2A) and (2B) of SEBI LODR Regulation, 2015, the provision of Regulation 17, 18, 19, 20 and 21 is not applicable during the insolvency resolution process period in respect of listed companies undergoing CIRP under Insolvency Code.

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 Directors' 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 25th 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 No. 09/2024 dated September 19, 2024 (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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/0133 dated October 3, 2024 **('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 2025. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 25th AGM of the Company is being held through VC/OAVM on Wednesday, September 24, 2025, 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	Behavioural 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 2024-25 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	Behavioural and Human Resources Expertise
		1	2	3	4	5	6
1	Mr. Subash Agarwal	√	√	√	√	√	√
2	Mr. Rajesh Agarwal	√	√	√	√	√	√

* Mr. Rajender Parshad Indoria ceased to be the director of the company due to his resignation dated 28-02-2024 which was approved by the CoC on 01.04.2024.

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 SHAREHOLDER'S INFORMATION

Day, Date and Time of AGM	**Wednesday, the 24th Day of September, 2025 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 No. 09/2024 dated September 19, 2024 (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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 **('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 2025. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the **25th AGM** of the Company is being held through VC/OAVM on Wednesday, September 24, 2025, 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	Wednesday, the 17th Day of September, 2025 to Wednesday, the 24th Day of September, 2025 (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 National Stock Exchange of India Limited	
Stock /Scrip Code	BSE : 533163 NSE : ARSSINFRA- EQ	
ISIN Numbers	INE267I01010 (NSDL & CDSL)	
Financial Calendar	1st April, 2025 – 31st March, 2026	
	First Quarter Results	On or before 14th August, 2025*
	Second Quarter Results	Up to 14th November, 2025*
	Third Quarter Results	Up to 14th February, 2026*
	Fourth Quarter Results	Up to 30th May, 2026*
		*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 No. 09/2024 dated September 19, 2024 (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 2024-2025	Refer Table No. 1
Performance in comparison to board indices BSE Sensex & Nifty 50	Refer Table No. 2
Suspension from Trading	No Security of the Company has been suspended from trading on BSE and NSE. However, during the year under review at many occasion, the trading of the security of the company was restricted due to Additional Surveillance Measure for Companies as per Insolvency and Bankruptcy Code (IBC).
Registrar & Transfer Agents.	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, **e-mail ids:** investor@bigshareonline.com marketing@bigshareonline.com **Website:** 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. 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: a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders. b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder. 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.
	The Board has delegated the authority for approving transfers, transmissions etc. of the Company's securities to the committee. Such transactions are placed before next committee meeting and Board Meeting. The Company obtains from a Company Secretary in Practice, a half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (LODR) Regulation, 2015 erstwhile Clause 47(c) of the Listing Agreement and files a copy of the certificate with the Stock Exchanges.

Particulars	2024-25 (As on 31st March, 2025)	2023-24 (As on 31st March, 2024)
Shares Transferred	NIL	NIL
Total No. of Shares	2,27,37,966	2,27,37,966
% on Share Capital	NIL	NIL

Distribution of Shareholding	Refer Table No. 3
Shareholding Pattern	Refer Table No. 4

Top Ten Shareholders of the company	Refer Table No. 5
Dematerialization of Securities and Liquidity	The Company's Shares are available for trading in the Depository System both at the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Demat Status of the Company as on March 31, 2025 is as under:

Particulars	No. of Shareholders	(Percentage %)	No. of Shares	(Percentage %)
CDSL	8,076	53.59	1,46,24,033	64.32
NSDL	6,986	46.36	81,01,207	35.63
PHYSICAL	7	0.05	12,726	0.06
TOTAL	**15,069**	**100.00**	**2,27,37,966**	**100.00**

And on an average the dematerialization process is completed within a period of 15 days from receipt of a valid demat request along with all documents.

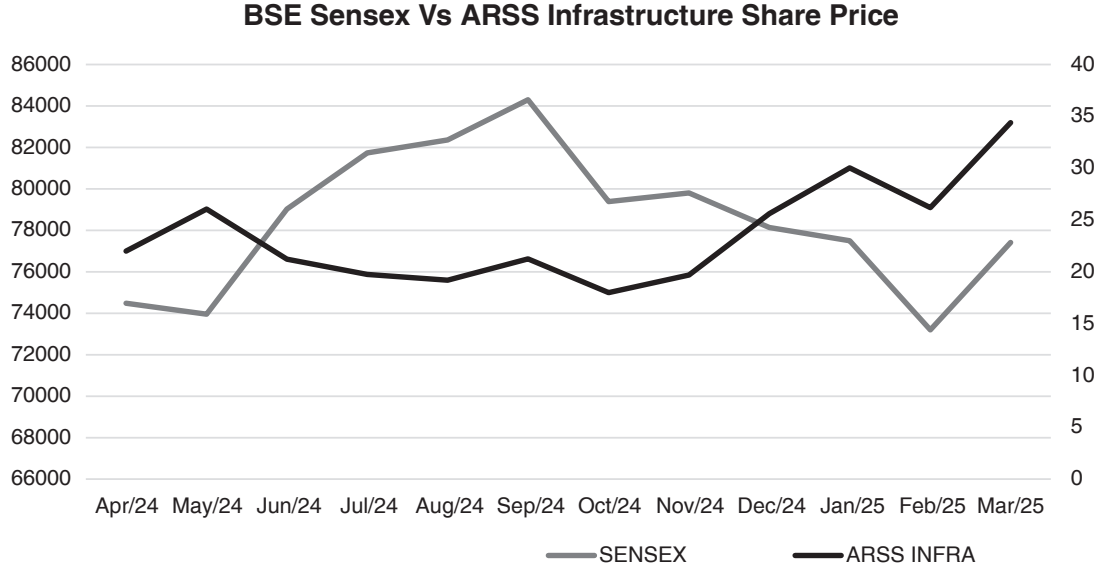
Designated e-mail address for investor services	To serve the investors better and as required under Regulation 46(2)(j) of the SEBI Listing Regulations, the designated e-mail address for investor complaints is cs@arssgroup.in The e-mail address for grievance redressal is monitored by the Company's Compliance Officer.
Outstanding GDR/ADR or warrants or any convertible instruments, conversion date and likely impact on equity	As on March 31 2025, The Company had no outstanding warrants to be converted into shares. The company has not issued any GDR's/ ADR's.
Commodity Price risk / Foreign Exchange risk and hedging activities	Commodity Price Risk / Foreign Exchange Risk and Hedging Activities: The core business of storage infrastructure and renewable energy 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 ARSS Infrastructure Projects Ltd. Sector-A, Zone-D, Plot No. 38, Mancheswar Industrial Estate, Bhubaneswar-751010 (Odisha) **Tel:** (0674) 2602763 **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 2024-2025 of the company at BSE and NSE:

Sr. No	Months	Bombay Stock Exchange			National Stock Exchange		
		High Price (In ₹)	Low Price (In ₹)	No. of Shares Traded	High Price (In ₹)	Low Price (In ₹)	No. of Shares Traded
1	Apr-24	24.25	17.81	55,952	23.85	17.50	3,45,777
2	May-24	26.04	19.70	36,230	26.75	19.20	4,67,220
3	Jun-24	24.75	21.23	66,356	25.30	21.67	24,182
4	Jul-24	24.60	19.52	1,10,898	24.50	18.87	3,79,560
5	Aug-24	20.43	17.35	1,06,920	20.48	17.25	4,55,127
6	Sep-24	22.44	18.23	93,692	22.70	18.01	2,49,008
7	Oct-24	21.80	16.55	69,801	22.50	16.00	2,16,256
8	Nov-24	20.09	17.81	32,763	20.25	17.54	1,46,517
9	Dec-24	25.60	17.35	2,34,975	25.05	17.20	4,69,233
10	Jan-25	33.19	24.35	3,53,566	32.94	24.15	3,33,478
11	Feb-25	29.67	26.19	86,913	29.82	26.17	1,13,728
12	Mar-25	36.16	24.90	27,333	37.97	25.00	2,57,898

TABLE - 2: PERFORMANCE OF THE SHARE PRICE OF THE COMPANY IN COMPARISON TO BSE SENSEX AND NIFTY50 FOR THE PERIOD 1st APRIL, 2024 TO 31st MARCH, 2025 IS GIVEN BELOW:



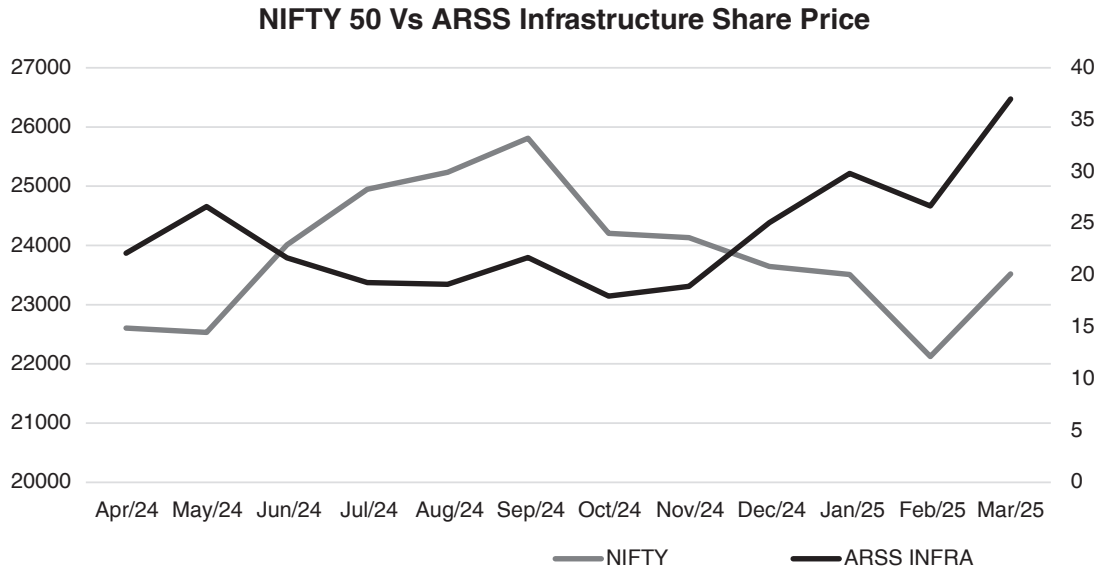


TABLE - 3: DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2025

Sr. No	Range	As on 31st March, 2025			
	(No. of Shares)	Number of Shareholders	Percentage (%) of Total	Total Shares Held	Percentage (%) of Total
1	1- 500	12,869	85.4005	13,84,722	6.0899
2	501-1000	999	6.6295	8,09,116	3.5584
3	1001-2000	525	3.4840	8,11,707	3.5698
4	2001-3000	183	1.2144	4,73,333	2.0817
5	3001-4000	88	0.5840	3,12,934	1.3763
6	4001-5000	82	0.5442	3,86,784	1.7010
7	5001-10000	146	0.9689	10,88,544	4.7873
8	10001 and above	177	1.1746	1,74,70,826	76.8355
	TOTAL	**15,069**	**100.00**	**2,27,37,966**	**100.00**

TABLE - 4: SHAREHOLDING PATTERN AS ON 31ST MARCH, 2025

Sr. No.	Category	Total No. of Shareholders	Percentage (%)	Total Shares Held	Percentage (%)
1	Clearing Member	16	0.1062	39,179	0.1723
2	Corporate Bodies	74	0.4911	9,29,503	4.0879
3	Corporate Bodies (Promoter Co)	2	0.0133	65,76,511	28.9230
4	Corporate Body NBFC	1	0.0066	8,700	0.0383
5	IEPF	1	0.0066	11,782	0.0518
6	Key Managerial Personnel	2	0.0133	10,120	0.0445
7	Non-Resident Indian	114	0.7565	1,27,762	0.5619
8	Promoters	12	0.0796	40,42,957	17.7806
9	Public	14846	98.5201	1,09,91,437	48.3396
10	Trusts	-	-	-	-
11	Unclaimed Suspense Account	1	0.0066	15	0.0001
	TOTAL	**15,069**	**100.00**	**2,27,37,966**	**100.0000**

TABLE - 5: TOP TEN SHAREHOLDERS OF THE COMPANY AS ON 31ST MARCH, 2025

Sr. No.	Name of Shareholders	Category	No. of Shares	Percentage (%)
1	Sidhant Financial Services Ltd	Corporate Body (Promoter Co)	33,93,031	14.9223
2	ARSS Developers Limited	Corporate Body (Promoter Co)	31,83,480	14.0007
3	Subash Agarwal	Promoter	13,81,608	6.0762
4	Mohanlal Agarwal	Promoter	7,61,750	3.3501
5	Rajesh Agarwal	Promoter	5,38,745	2.3694
6	Devkiben Tharya Bhadra	Public	5,05,000	2.2210
7	Anil Agarwal	Promoter	3,39,821	1.4945
8	Tao Builders and Developers Pvt	Corporate Body	3,33,000	1.4645
9	Sunil Agarwal	Promoter	2,78,647	1.2255
10	Sabita Agarwal	Promoter Group	2,17,383	0.9560
	TOTAL		**1,09,32,465**	**48.0802**

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 - Nityanandapur, PO - Nihalprasad, Dist - Dhenkanal, Pin-759016, 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 - Mundher, PO - Jhankarpali, PS- Jujamura, Dist - Sambalpur Pin-768005, Odisha.	2. At/PO - Kharbhuin, PS - Harbhanga, Charichhak, Dist - Boudh, Pin-762020, Odisha.
3. At-Kelar, PO - Kakirguma, Laxmipur Pin-765013, (Odisha). Dist - Koraput, Odisha.	3. At - Nuasahi, PO - Badimunda, Tahasil-Tikabali, Dist - Kandhamal (Phulbani), Pin-762010, Odisha.	3. At - Kelar, PO - Kakirguma, Laxmipur, Dist - Koraput, Pin-765013, Odisha.
4. At - Dankari, PO - Chadhaidhara, Dist - Jajpur, Pin-755023, Odisha.	4. At - Dankari, PO - Chadhaidhara, Dist - Jajpur Pin-755023, Odisha.	4. At - Dankari, PO - Chadhaidhara, Dist - Jajpur, Pin-755023, Odisha.
5. At - Nuasahi, PO - Badimunda, Tahasil - Tikabali, Dist - Kandhamal (Phulbani) Pin-762010, Odisha.		

For and on behalf of the Board of Directors (suspended during CIRP)

Sd/-	**Sd/-**	**Sd/-**
Subash Agarwal	**Rajesh Agarwal**	**(Uday Narayan Mitra)**
Chairman	**Managing Director**	**Resolution Professional**
(DIN: 00218066)	(DIN: 00217823)	(IP Reg. No. IBBI/IPA001/ IP-P00793/2017-18/11360)

Place : Bhubaneswar
Dated : August 11, 2025

DECLARATION BY THE MANAGING DIRECTOR/ RESOLUTION PROFESSIONAL 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 (suspended board) 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, 2025.

For and on behalf of the Board of
Directors (suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
(IP Reg. No. IBBI/IPA001/IP-P00793/2017-18/11360)

Place : Bhubaneswar
Dated : August 11, 2025

CEO/CFO/RESOLUTION PROFESSIONAL CERTIFICATION

To,
ARSS Infrastructure Projects Limited
Plot No. 38, Sector-A, Zone-D,
Mancheswar Industrial Estate,
Bhubaneswar - 751010, Odisha

Sub: Compliance Certificate Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

We, Uday Narayan Mitra, Resolution Professional (IBBI/IP A-001/IP-P00793/2017-18/11360) 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, 2025:

A. We have reviewed financial statements and the cash flow statement of ARSS Infrastructure Projects Limited for the year ended on 31st March, 2025 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.

On behalf of the Board (suspended during CIRP)
For ARSS Infrastructure Projects Limited

Sd/-	Sd/-
(S. K. Pattanaik) Chief Financial Officer	**Uday Narayan Mitra** Resolution Professional (IP Registration No. IBBI/IP A-001/IP-P00793/2017-18/11360)

Place : Bhubaneswar
Dated : May 28, 2025

Note:

1. The Company is undergoing Corporate Insolvency Resolution Process, vide Hon'ble NCLT, Cuttack Bench Order dated 30th November, 2021 and Mr. Uday Narayan Mitra was appointed as Resolution Professional. The powers of the Board were suspended since then. The Resolution Professional was in-charge of the assets and affairs of the Company w.e.f. 30.11.2021.

*2. The Audit Committee was functioning up to 29.11.2021. Corporate Insolvency Resolution Process (CIRP) initiated on 30.11.2021. As per Regulation 15(2A) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the provisions as specified in regulation 17 is not applicable during insolvency resolution process.

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 2025 ("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 company has been undergoing Corporate Insolvency Resolution Process ("CIRP") in terms of the provisions of the Insolvency & Bankruptcy Code, 2016 ("Insolvency Code") vide order dated 30.11.2021 passed by the Hon'ble National Company Law Tribunal ("NCLT") Cuttack. As per Section 20 of the Insolvency Code, management & operations of the Company were being managed by Interim Resolution Professional (IRP/RP) Mr. Uday Narayan Mitra, on a Going Concern Basis.

The Resolution plan submitted by SRA i.e. Ocean Capital Market Limited which was approved by the COC with 76.67% votes has been rejected by Hon'ble NCLT, Cuttack Bench, Cuttack and liquidation has been initiated against the Corporate Debtor.

However the Resolution Applicant has filed an appeal with Hon'ble NCLAT, New Delhi against the Order of Liquidation. The Hon'ble NCLAT passed an order dated 30th May, 2023, directing for liquidation shall remain stayed and resolution professional shall continue to manage the affairs of the company as a going concern.

The Application has been allowed by the Hon'ble NCLAT, New Delhi vide its order dated 09-08-2023 by setting aside the order rejecting the resolution plan passed by the Hon'ble NCLT, Cuttack bench vide its order dated 18.04.2023 and allowed the Resolution Applicant to prepare an addendum to the Resolution Plan incorporating the conditions as given in the affidavit dated 20.02.2023.

Therefore, pursuant to the order of the Hon'ble NCLAT the Resolution Applicant submitted its addendum which was approved by a majority voting of 99.36% in favour. Thereafter a fresh Application filed by the RP for approval of the Plan on dated 18-09-2023, Hon'ble NCLT, Cuttack Bench vide its order dated 21-11-2024 redirected for convening of meeting of the reconstituted CoC to consider the approval of the modified resolution plan after inclusion of all addendum. The revised resolution plan as approved by the CoC members with requisite majority was submitted to Hon'ble NCLT Cuttack Bench which was heard by the Hon'ble Bench and reserve for order on 20.05.2025.

The Company remained under CIRP under the provisions of the Insolvency and Bankruptcy Code, 2016 (Insolvency Code) and the powers of the Board were vested with and exercised by IRP/RP.

As per regulations 15(2A) and 15(2B) of Listing Regulations, regulations 17, 18, 19, 20 and 21 of Listing Regulations which are related to Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee respectively, shall not be applicable during the Insolvency Resolution Process period in respect of a listed entity which is undergoing CIRP under the Insolvency Code. Further the roles and responsibilities of Board of Directors and above mentioned committees as specified in regulations 17, 18, 19, 20 and 21 of Listing Regulations are fulfilled by IRP.

As far as constitution of the Board is concerned, Mr. Rajendra Prasad Indoria, Independent Director of the Company resigned vide his letter dated 28.02.2024. The resignation was approved by Committee of Creditors in their meeting held through VC on 21.03.2024 and voting held between 27.03.2024 to 01.04.2024. The resignation was approved with effect from 01.04.2024. *Hence during the period under review, the Constitution of Board was not with proper balance of executive, non-executive, independent Directors and women Director.* Now since the Board has been suspended, no appointment of Director can be made. After initiation of CIRP against the Company, moratorium has been granted to the Company.

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 the representations made by the management and considering the relaxations granted by the Ministry of Corporate Affairs, Securities and Exchange Board of India and IBC, 2016, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2025. (as applicable).

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: F006556G000973214

Place : Bhubaneswar
Dated : August 11, 2025

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, the application made by Financial Creditor has been admitted under the provision of Corporate Insolvency Resolution Process under the IBC Code 2016 and board has been suspended w.e.f. 30.11.2021.

We hereby certify that none of the below Directors of the Company have been debarred or disqualified by any statutory Authority(ies) in writing.

Name	Category	DIN	Date of Appointment in Company
Mr. Subash Agarwal (Chairman)	Executive Director	00218066	5th November, 2007
Mr. Rajesh Agarwal (Managing Director)	Executive Director	00217823	17th May, 2000
Mr. Pareswar Panda*	Independent Director	07902468	9th August, 2007

* Tenure of Mr. Pareswar Panda is completed and has not been re-appointed.

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: F006556G000973269

Place : Bhubaneswar
Date : August 11, 2025

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

[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, 2025 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 Projects Limited ("the company") for the financial year ended on 31st March, 2025 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 thereunder 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 except the following :

i. The Status of the Company is showing as 'Under CIRP', and because of technical issues in MCA portal, the Company could not file any of the e-Forms required to be filed with Registrar of Companies during the period under review. However, as on date all the pending forms has been filed by the company through GNL-2

ii. **Regulation 33(3)(d) :** The company could not submit the Annual Financial Statements with Stock Exchanges within 60 days of end of Financial Year 31.03.2024 because of accidental death of the Statutory Auditor. After the new Auditor firm was appointed, they also resigned because of expiry of Peer Review certificate. The new Auditor firm was appointed on 31.07.2024. The Audited Financial Results of the Company for the FY 2023-24 has been submitted to the Stock Exchange on 10.08.2024 after a delay of 72 days.

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. However, after initiation of CIRP against the Company, moratorium has been granted to the Company.

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, after initiation of CIRP against the Company, Resolution Professional was appointed and COC was formed. After the order of NCLAT, New Delhi, Resolution Applicant submitted its addendum which was approved by a majority voting of 99.36% in favour. Thereafter a fresh Application filed by the RP for approval of the Plan on dated 18-09-2023.

Hon'ble NCLT, Cuttack Bench vide its order dated 21-11-2024 redirected for convening of meeting of the reconstituted CoC to consider the approval of the modified resolution plan after inclusion of all addendum. The revised resolution plan as approved by the CoC members with requisite majority was submitted to Hon'ble NCLT Cuttack Bench which was heard by the Hon'ble Bench and reserve for order on 20.05.2025.

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, for the quarter ended June 2024, the National Stock Exchange has asked for clarification regarding the Consolidated Financial Statements for the quarter ended 30.06.2024 not being in proper format and also imposed penalty to the tune of ₹ 1,71,100/-. However, the Company filed the revised Consolidated Financial Statement as per prescribed format on 04.11.2024. The stock exchanges however in their letter dated 19.05.2025 has waived their penalty.

We further report that there was a 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. The outcome of the search operation in yet to be known.

We further report that, Mr. Rajendra Prasad Indoria, Independent Director of the Company resigned vide his letter dated 28.02.2024. The resignation was approved by Committee of Creditors in their meeting held through VC on 21.03.24 and voting held between 27.03.24 to 01.04.2024. The resignation was approved with effect from 01.04.2024. Hence during the period under review, the Constitution of Board was not with proper balance of executive, non-executive, independent Directors and women Director. Now since the Board has been suspended, no appointment of Director can be made. After initiation of CIRP against the Company, moratorium has been granted to the Company.

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;

Since the Board has been suspended, no board meetings were held during the year. The quarterly results are approved by Resolution Professional in valid called and held meetings.

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.

For Sunita Jyotirmoy & Associates
Company Secretaries

Sd/-
CS Jyotirmoy Mishra
Partner
FCS No.: 6556; CP No.: 6022
UDIN : F006556G000973170
PR No.: 1021/2020

Place : Bhubaneswar
Date : August 11, 2025

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.

For Sunita Jyotirmoy & Associates
Company Secretaries

Sd/-
CS Jyotirmoy Mishra
Partner
FCS No.: 6556; CP No.: 6022
UDIN: F006556G000973170
PR No.: 1021/2020

Place : Bhubaneswar
Date : August 11, 2025

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025

[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, 2025 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, 2025 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, Form for appointment of Director was filed after due date with payment of additional fees.

We further report that because of technical issues in MCA portal, the Company is not able to file the Annual Return in Form MGT 7 for the FY 2023-24.

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, 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, Mr. S. K. Pattanik, CFO of the Company 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. However, in the Case No. 05/2022 which was related to Section 137, the Hon'ble Court has acquitted the Company and Mr. S. K. Pattanik, CFO of the Company in its order dated 01.05.2024. And the case No. 06/2022 which was related to Section 129 of the Companies Act, 2013, in this matter, The Court has convicted Mr. S. K. Pattanik, CFO and imposed the penalty of ₹ 2,00,000/- (Two Lakhs only) which was deposited by him and the case has been disposed off.

We further report that, Mr. Rajendra Prasad Indoria, Independent Director of the Company resigned vide his letter dated 28.02.2024. However, the Board of Directors of the Company in its meeting held on 01.04.2024 approved the resignation to be effective from 01.04.2024. The parent Company ARSS Infrastructure Projects Limited is under CIRP and as per IBC Laws, any change in management of the Corporate Debtor and its subsidiary needs approval of CoC of the Corporate Debtor. Therefore his resignation was approved effective from 01.04.2024. ***Hence during the period under review, the Constitution of Board was not with proper balance of executive, non-executive and independent Directors***. Since the Holding Company is under CIRP and the Board is suspended, the Clause of appointment of independent director of holding company in material subsidiary company is not applicable.

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.

For Sunita Jyotirmoy & Associates
Company Secretaries

Sd/-
CS Jyotirmoy Mishra
Partner
FCS No.: 6556; CP No.: 6022
UDIN : F006556G000973324
PR No.: 1021/2020

Place : Bhubaneswar
Date : August 11, 2025

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.

For Sunita Jyotirmoy & Associates
Company Secretaries

Sd/-
CS Jyotirmoy Mishra
Partner
FCS No.: 6556; CP No.: 6022
UDIN : F006556G000973324
PR No.: 1021/2020

Place : Bhubaneswar
Date : August 11, 2025

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 2024-25 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	Sub-contract Given	Consultancy	Crusher Rent	Consultancy	Sub-contract 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	1655.20	97.66	105.00	7.19	2020.57
(e)	Date of approval by the Members/date of approval by the Board	27th September, 2022/ 11th February, 2017	27th September, 2022/ 11th February, 2017	27th September, 2022/ 11th February, 2017	27th September, 2022/ 11th February, 2017	27th September, 2022/ 11th February, 2017
(f)	Amount paid as advance, if any (₹ In Crores)	Nil	Nil	Nil	Nil	Nil

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

(₹ In Lakhs)

Sr. 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	4.15	1982.74
(e)	Date of approval by the Members / board)	27th August, 2020	27th August, 2020
(f)	Amount paid as advance, if any (₹ In Crores)	Nil	Nil

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

(₹ In Lakhs)

Sr. No.	Particulars	Details	
(a)	Name(s) of the related party & nature of relationship	Mr. Anil Agarwal (Sr. Vice President, COO)	Mr. Sunil Agarwal (President, CEO)
(b)	Nature of contracts/ arrangements/ transaction	Nil	Nil
(c)	Duration of the contracts/ arrangements /transaction	Nil	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil	Nil
(e)	Date of approval by the Members (ratified by the board)	Nil	Nil
(f)	Amount paid as advance, if any (₹ In Lakhs)	Nil	Nil

For and on behalf of the Board of Directors (Suspended during CIRP)

Sd/-	**Sd/-**	**Sd/-**
Subash Agarwal	**Rajesh Agarwal**	**(Uday Narayan Mitra)**
Chairman	Managing Director	Resolution Professional
(DIN: 00218066)	(DIN: 00217823)	(IP Reg. No. IBBI/IPA001/ IP-P00793/2017-18/11360)

Place : Bhubaneswar
Dated : May 28, 2025

Independent Auditor's Report

To
The Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00793/2017-18/11360
In the matter 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, 2025, 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, 2025, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

The Hon'ble National Company Law Tribunal, Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016 has admitted the petition of the Financial Creditors vide the order no. CP(IB) No. 34/CB/2021 dated November 30, 2021. Pursuant to the order, the powers of the Board of Directors stand suspended and are vested with Mr. Uday Narayan Mitra (having Reg. No. IBBI/IPA-001/IP-P00793/2017-18/11360), has been appointed as Resolution Professional (RP). In view of the on going CIRP and suspension of powers of Board of Directors and as explained to us, the powers of adoption of the statements vests with RP.

Material Uncertainty related to Going Concern Attention is invited to Note No. 14 & 15 in the standalone financial statements which indicate that the company has incurred losses during the current and past years, the company has accumulated losses and its net worth has been fully eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern.

However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said note in respect of initiation of Corporate Insolvency Resolution Process (CIRP).

Basis for Qualified Opinion

In absence of relevant records, Contract-wise surplus/loss has neither been ascertained nor recognized in compliance with IND AS-115 'Revenue from contract with customers.

We conducted our audit in accordance with 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 there-under, 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.

Emphasis of Matter

We draw attention to:-

i. Para - 3 of the qualified opinion of this report, Corporate Insolvency Resolution Process under Section-7 of the Insolvency and Bankruptcy Code 2016 has been initiated against the company by State Bank of India (Financial Creditor) which has been admitted vide the Order no. CP(IB) No. 34/CB/2021 dated November 30, 2021 of the Hon'ble National Company Law Tribunal, Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016. Pursuant to the order, the powers of the Board of Directors stand suspended and are vested with Mr. Uday Narayan Mitra (having Reg. No. IBBI/IPA-001/IP-P00793/2017-18/11360), has been appointed as Resolution Professional (IRP). The Company continues to operate as a going concern.

ii. Note No. 72 to the standalone financial statement, where the Hon'ble Cuttack Bench of NCLT, Odisha has heard the resolution plan matter and reserved its order.

iii. Note No. 71 to the standalone financial statement, that there was a search & seizure operation by Enforcement Directorate (ED) during the year under consideration.

iv. Note No. 73 to the standalone financial statement, that Serious Fraud Investigation Office (SFIO) has initiated investigation to the affairs of the Company.

Our opinion is not modified in respect of these matters.

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. Claim receivable amounting to ₹ 121567.58 Lakhs are under dispute/ arbitration. Same are subject to the outcome of arbitration and/ or reconciliation proceedings arising out of various contractual obligations. Recognition and measurement of the same is based on management evaluation. [Refer note to Note 9: Other Financial Assets]	➢ Evaluate the reasonableness of management's assessment and judgement considering the relevant sector and industry specific phenomenon. ➢ Assessed the individual project-wise and case-wise outstanding claim receivable. ➢ Discussed the status of significant arbitration claims with the Company's in house legal counsel and other senior management personnel and assessing their responses. ➢ Verified documentation of claim receivable under arbitration. ➢ Checked the arithmetical accuracy of the essential calculations of the management estimate and judgement. ➢ Reviewed the adequacy of disclosures made in the financial statements with this regard. ➢ Based on the above procedures performed by us, we considered the management's assessment of recoverability of claims receivable to be reasonable.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors/ Resolution Professional 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 consolidated financial statements, 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/ Resolution Professional and Board of Directors for the Standalone Financial Statements

The Company's Management/ Resolution Professional and Board of Directors 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, management and Board of Directors/ Resolution Professional 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 Company's Board of Directors/Resolution Professional 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 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 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 para above of the 'Basis for Qualified Opinion'.

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 para above of the 'Basis for Qualified Opinion'.

e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors/ Resolution Professional, none of the directors is disqualified as on March 31, 2025 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.

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 56 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 Managements/ Resolution Professional 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 Managements/ Resolution Professional 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 standalone 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 Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 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, no remuneration has been paid by the Company to its directors during the current year. 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 M A R S & Associates
Chartered Accountants
Firm Registration No. 010484N

Sd/-
CA. Vipul Kumar Gupta
Partner
Membership No. 522310
UDIN: 25522310BMOTAH6738

Date: May 28, 2025
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. In Respect of Property Plant & Equipment

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 to cover all the assets in 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 agreement for land on which building is 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 to 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 (45 of 1988) and rules made thereunder.

ii. a. The inventory has been physically verified by the management/RP during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

b. The Company has not availed working capital limit in excess of ₹ 5 Crore during the year, in aggregate from banks or financial institution on the basis of security of current assets during the year. Hence, a monthly statement is not required to be filed with banks or financial institution. In past years, the company has availed the working capital limit in excess of 5 Crore which was eventually declared NPA and the Monthly Statements for those limits have not been filed as the financial creditors have moved to National Company Law Tribunal and their application has been accepted by the Hon'ble National Company Law Tribunal and RP has been appointed for the company and now all powers have been vested with RP.

iii. Based on our audit procedures and as per the information and explanations given by the management/RP, the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Hence, reporting under clause (iii) of the order 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 Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security given to directors or any other person in whom the director is interested.

v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.

vi. As informed to us, the maintenance of Cost Records is applicable to company based on required criteria for applicability on the company under sub-section (1) of Section 148 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 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. In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable, except as mentioned below, in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of the statuete	Nature of the dues	Period to which the amount relates	Amount (₹ in Lakhs)	Forum where dispute is pending
Sales Tax Act	Sales Tax Act Demand 12(8)	01.04.2003 to 31.03.2004	1.31	Commissioner of Commercial Taxes Cuttack, Odisha
	Sales Tax Act Demand 12(4)	01.04.2004 to 31.03.2005	35.60	Commissioner of Commercial Taxes Cuttack, Odisha
	Sales Tax Act Demand 12(8)	01.04.2004 to 31.03.2005	2.77	Joint Commissioner of Commercial Taxes, Puri, Odisha
Orissa VAT Act	Orissa VAT Act	01.04.2005 to 31.12.2007	14.52	Commissioner of Commercial Taxes Cuttack, Odisha
	Orissa VAT Act (U/s-43)	01.04.2005 to 31.12.2007	7.79	Joint Commissioner of Commercial Taxes, Angul, Odisha
	Orissa VAT Act (U/s-43)	01.04.2010 to 31.03.2011	10.91	Joint Commissioner of Commercial Taxes, Bhubaneswar Range, Bhubaneswar, Odisha
Maharashtra VAT Act	Maharashtra VAT Act (U/s-23)	01.04.2012 to 31.03.2013	17.19	Asst. Commissioner of State Tax, Mumbai Nodal Div.-203, Mumbai
Orissa ET Act	ET Assessment Demand	01.04.2005 to 31.12.2007	9.84	Commissioner of Commercial Taxes, Cuttack, Odisha
	ET Assessment Demand	01.04.2011 to 31.03.2014	109.15	Sales Tax Tribunal, Commissioner of Commercial Taxes, Cuttack, Odisha
	ET Assessment Demand	01.01.2008 to 31.03.2010	89.87	Sales Tax Tribunal, Commissioner of Commercial Taxes, Cuttack, Odisha
	ET Assessment Demand	01.04.2005 to 31.12.2007	24.60	Joint Commissioner of Commercial Taxes, Angul, Odisha
Central Sales Tax Act	Central Sales Tax Act U/s-10-A-ODISHA	01.04.2008 to 31.03.2009	500.16	Commissioner of Commercial Taxes Cuttack, Odisha
	Central Sales Tax Act U/s-10-A-ODISHA	01.04.2005 to 31.01.2008	290.95	Commissioner of Commercial Taxes Cuttack, Odisha
	Central Sales Tax Act TAMILNADU	01.04.2008 to 31.03.2009	15.05	State Tax Officer, Royapetha Assessment Circle Chennai-600035
	Central Sales Tax Act TAMILNADU	01.04.2009 to 31.03.2010	5.16	State Tax Officer, Royapetha Assessment Circle, Chennai-600035
	Central Sales Tax Act TAMILNADU	01.04.2010 to 31.03.2011	13.62	State Tax Officer, Royapetha Assessment Circle, Chennai-600035
Goods & Service Tax	GST Annual Audit	01.07.2017 to 31.03.2018	240.13	Superintendent, Bhubaneswar Audit Circle (Gr.-2), Central GST & Central Excise, Bhubaneswar, Odisha
	GST Annual Audit	01.04.2018 to 31.03.2019	470.72	Superintendent, Bhubaneswar Audit Circle (Gr.-2), Central GST & Central Excise, Bhubaneswar, Odisha
	Interest on delayed payment of tax on cash offset in GSTR-3B Return	01.07.2017 to 30.11.2021	41.90	Superintendent, Bhubaneswar IX Range, Bhubaneswar, Cuttack, Odisha
Orissa Electricity Act	Electricity		47.00	Cuttack R D C

Name of the statuete	Nature of the dues	Period to which the amount relates	Amount (₹ in Lakhs)	Forum where dispute is pending
Income tax Act	Income Tax- Block Assessment	A Y 2006-07 to 2010-11	4,397.17	Odisha High Court
	Income Tax- Penalty u/s 271(1)(c)	AY 2011-12	158.30	CIT (Appeals)
	Income Tax- Penalty u/s 271(1)(c)	AY 2012-13	76.99	CIT (Appeals)
	Income Tax	AY 2012-13	163.36	A.O.
	Income Tax- Penalty u/s 271(1)(c)	AY 2013-14	0.77	CIT (Appeals)
	Income Tax- Penalty u/s 271(1)(c)	AY 2014-15	421.60	CIT (Appeals)
	Income Tax- Penalty u/s 271(1)(c)	AY 2015-16	420.55	CIT (Appeals)
	Income Tax- Penalty u/s 270A	AY 2017-18	6,911.58	CIT (Appeals)
	Income Tax- Penalty u/s 270A	AY 2019-20	217.31	CIT (Appeals)

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 (43 of 1961).

ix. (a) Based on our Audit procedures and according to information and explanation given to us, the Company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon in earlier years which was classified as NPA and the company is under CIRP. The details of Company overdue outstanding dues to financial institutions, banks as at 31st March 2025 is as follows:-

Bank Name	₹ in Crores
State Bank of India (CFM ARC P. Ltd)	872.29
Punjab National Bank (CFM ARC P. Ltd)	358.96
ICICI Bank Ltd	14.85
IDBI Bank Ltd (CFM ARC P. Ltd)	120.53
Bank of India (CFM ARC P. Ltd)	59.88
EXIM Bank (CFM ARC P. Ltd)	187.44
Kotak Mahindra Bank	13.93
Total	**1627.88**

(b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender during the year. As informed in past years, the Company has been declared wilful defaulter by bank or financial institution, the documents for the same is not available during audit.

(c) As informed to us, the term loans were applied for the purpose for which the loans were obtained. However, during the year no fresh term loan has been raised by the company.

(d) The company has not raised any short-term fund during the year; hence this clause is not applicable.

(e) On an overall examination of the financial statements of the Company, 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 their subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.

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 and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, 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 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 whistle blower 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. Where applicable, the details of such transactions have been disclosed in the Financial Statement as required by the applicable accounting standards.

xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the 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 the records of the company, the company has not entered into any non-cash transaction with directors or persons connected with them. Accordingly, the paragraph 3(xv) of the Order is not applicable.

xvi. (a) According to the information and explanations given to us and based on our examination the records of the company, 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) According to the information and explanations given to us and based on our examination the records of the company, 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 ₹ 737.86 Lakhs during the financial year and ₹ 846.14 Lakhs in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

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 and Resolution Professional plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, except the liabilities up to the date of institution of CIRP i.e. 30/11/2021, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of 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.

xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) There are no remaining unspent amounts under sub-section (5) of Section 135 of the Companies Act, pursuant to any ongoing project, required to be transferred to special account in compliance with the provision of sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For M A R S & Associates
Chartered Accountants
Firm Registration No. 010484N

Sd/-
CA. Vipul Kumar Gupta
Partner
Membership No. 522310
UDIN: 25522310BMOTAH6738

Date: May 28, 2025
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 31st March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's/ Resolution Professional and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management/ Resolution Professional and the Board of Directors 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 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 with reference to standalone 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 standalone 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone 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 Company's internal financial controls with reference to standalone financial statements.

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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 control with reference to standalone 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, 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 with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to standalone financial statements 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 M A R S & Associates
Chartered Accountants
Firm Registration No. 010484N

Sd/-
CA. Vipul Kumar Gupta
Partner
Membership No. 522310
UDIN: 25522310BMOTAH6738

Date: May 28, 2025
Camp: Bhubaneswar

Standalone Balance Sheet

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
1. Non-current Assets			
(a) Property,Plant and Equipment	5	3,539.02	3,601.00
(b) Capital Work-in-progress	5	-	-
(c) Right of use Assets	5	25.66	26.28
(d) Financial Assets			
(i) Investments	6	3,191.30	3,191.30
(ii) Trade Receivables	7	-	-
(iii) Loans	8	-	-
(iv) Other Financial Assets	9	1,21,614.46	1,21,613.12
(e) Deferred Tax Assets (net)	11	503.12	616.80
(f) Other Non-Current Assets	10	-	-
2. Current Assets			
a. Inventories	12	6,639.38	5,504.64
b. Financial Assets			
(i) Investments	6	-	-
(ii) Trade Receivables	7	913.58	862.08
(iii) Cash & Bank Balance	13	1,951.91	5,277.82
(iv) Bank Balances Other Than Three Above	13	1,657.80	1,862.24
(v) Loans	8	-	-
(vi) Other Financial Assets	9	11,781.33	12,208.65
c. Current Tax Assets (Net)	21	2,195.92	2,515.96
d. Other Current Assets	10	4,435.26	3,580.22
TOTAL ASSETS		**1,58,448.74**	**1,60,860.11**
II. EQUITY AND LIABILITIES			
1. Equity			
a. Equity Share Capital	14	2,273.80	2,273.80
b. Other Equity	15	(18,652.35)	(17,702.98)
2. Liabilities			
(i) Non Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	16	-	-
(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	146.41
c. Deferred Tax Liabilities (net)	11	-	-
d. Other Non-current Liabilities	20	-	-
(ii) Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	16	1,62,788.49	1,62,788.49
(ii) Trade Payables	17		
Total Outstanding Dues of MSME		-	-
Total Outstanding Dues other than MSME		3,826.15	5,951.44
(iii) Other Financial Liabilities	18	3,126.49	2,797.68
b. Provisions	19	-	-
c. Other Current Liabilities	20	4,939.75	4,605.27
d. Current Tax Liability (Net)	21	-	-
TOTAL EQUITY AND LIABILITIES		**1,58,448.74**	**1,60,860.11**

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAH6738

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Standalone Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Note No.	Year Ended March 31, 2025	Year Ended March 31, 2024
Income			
I. Revenue From Operations	22	16,538.80	32,087.18
II. Other Income	23	450.01	574.00
III. Other Gains/(Losses)	24	183.68	867.87
Total Income		**17,172.49**	**33,529.05**
IV. Expenses			
(a) Cost of Materials Consumed	25	3,794.07	6,563.45
(b) Cost Of Services Sold	27	12,842.37	25,319.57
(c) Change in Inventories (Increase) /Decrease	26	(1,630.32)	(1,350.32)
(d) Depreciation and Amortization expenses	30	97.83	94.94
(e) Employee Benefit Expenses	28	1,225.26	1,123.77
(f) Finance cost	29	45.23	0.23
(g) Other Expenses	31	1,633.74	5,126.12
Total Expenses		**18,008.18**	**36,877.76**
V. Profit Before Exceptional Items and Tax		**(835.69)**	**(3,348.71)**
Exceptional Items		-	-
VI. Profit Before Taxes		**(835.69)**	**(3,348.71)**
VII. Tax Expenses			
(a) Current Tax		-	-
(b) Tax of Earlier Years		-	-
(c) Deferred Tax	11	113.68	185.90
VIII. Profit (Loss) for the Period		**(949.37)**	**(3,534.61)**
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		**(949.37)**	**(3,534.61)**
XII. Earnings per equity share:			
(1) Basic		(4.18)	(15.54)
(2) Diluted		(4.18)	(15.54)

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAH6738

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Standalone Statement of Changes in Equity

A. Equity Share Capital

(₹ in Lakhs)

Particulars	Amount
As at 31 March 2024	**2,273.80**
Changes in equity share capital	-
As at 31 March 2025	**2,273.80**

B. Other Equity

Particulars	Share Application Money	Reserves & Surplus			Total other equity
		General Reserves	Securities premium reserve	Retained earnings	
Balance at 31 March 2024	**-**	**727.00**	**19,947.00**	**(38,376.98)**	**(17,702.98)**
Profit for the year	-	-	-	(949.37)	(949.37)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year		-	**-**	**(949.37)**	**(949.37)**
Issue of equity shares	-	-	-	-	-
Balance at 31 March 2025	**-**	**727.00**	**19,947.00**	**(39,326.35)**	**(18,652.35)**

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAH6738

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Standalone Statement of Cash Flows

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Operating Activities		
Profit before tax from continuing operations	(835.69)	(3,348.71)
Profit/(loss) before tax from discontinuing operations	-	-
Profit before tax	(835.69)	(3,348.71)
Adjustments for		
Adjustments for depreciation and amortisation expense	97.83	94.94
Adjustments for fair value losses (gains)	-	-
Re-measurement of Defined Benefits Plan	-	-
Interest received	120.81	95.33
Interest paid	45.23	0.23
Assets held for disposal	-	-
Dividend Income	-	-
Operating profit / (loss) before working capital changes	**(571.82)**	**(3,158.21)**
Working capital adjustments:		
Adjustments for increase (decrease) in trade payables, current	(2,125.29)	3,235.98
Adjustments for increase (decrease) in other current liabilities	334.49	406.98
Adjustments for decrease (increase) in trade receivables, current	(51.50)	360.17
Adjustments for decrease (increase) in inventories	(1,134.74)	(2,123.09)
Adjustments for provisions, current	0.00	-
Adjustments for decrease (increase) in other current assets	(855.05)	(1,338.81)
Adjustments for other bank balances	204.44	788.23
Adjustments for decrease (increase) in other non-current assets	-	-
Adjustments for other financial assets, non-current	318.69	4,417.34
Adjustments for other financial assets, current	427.32	(620.93)
Adjustments for other financial liabilities, non-current	-	-
Adjustments for other financial liabilities, current	328.80	781.84
	(3,124.64)	**2,749.50**
Income taxes paid (refund)	-	-
NET CASH INFLOW FROM OPERATING ACTIVITIES (A)	**(3,124.64)**	**2,749.50**
Investing Activities		
Purchase of property, plant and equipment	(35.22)	(32.56)
Purchase of Intangible Assets	-	-
Proceeds from Sale of Property,Plant and equipment	-	-
Purchase of investment property	(0.01)	-
Interest received	(120.81)	(95.33)
NET CASH OUTFLOW FROM INVESTING ACTIVITIES (B)	**(156.03)**	**(127.89)**
Financing Activities		
Proceeds from issuing shares	-	-
Payments of other equity instruments	-	-
Interest paid	(45.23)	(0.23)
Proceeds from borrowings	-	-
Repayments of borrowings	-	-
Dividends paid	-	-
NET CASH INFLOW (OUTFLOW) FROM FINANCING ACTIVITIES	**(45.23)**	**(0.23)**
Net increase (decrease) in cash and cash equivalents (A+B+C)	**(3,325.91)**	**2,621.38**
Cash and cash equivalents at the beginning of the year	5,277.82	2,656.44
Cash and cash equivalents at year end	**1,951.91**	**5,277.82**

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAH6738

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note - 1 Company Overview

ARSS infrastracture Projects Limted (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 infrastracture projects including road work, bridge work, railway tracking and irrigation projects.

Note - 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 appropiate, 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, 2025

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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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 intially 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 catagories:

#Those to be measured subsequently at fair value (either through other comprhensive income or through profit and loss)

#Those measured at amoritized costs

The classification depends upon the business model for managing the financial assets and contractual characterstics 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:

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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 ows 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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(ii) Post-employment obligations

The entity operates the following post-employment schemes:

(a) defined benefit plans such as gratuity, Super annuation 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 annualy 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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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.

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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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.

Note - 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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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.

Note - 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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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, 2025

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, 2023	737.00	347.00	183.75	25,164.37	348.97	1,078.36	27,859.45
Additions/Adjustments during the year	-	-	-	32.20	0.35	-	32.55
Disposals/Adjustment during the year	-	-	-	-	-	-	-
At 31st March, 2024	**737.00**	**347.00**	**183.75**	**25,196.57**	**349.32**	**1,078.36**	**27,892.00**
Additions/Adjustments during the year	-	-	-	33.79	1.44	-	35.23
Disposals/Adjustment during the year	-	-	-	-	-	-	-
At 31st March, 2025	**737.00**	**347.00**	**183.75**	**25,230.36**	**350.76**	**1,078.36**	**27,927.23**
Accumulated Depreciation and Impairment							
At 1st April, 2023	-	77.14	177.93	22,588.66	316.29	1,036.66	24,196.68
Depreciation charge for the year	-	5.55	0.34	87.94	0.49	-	94.32
Disposals/Adjustment during the year	-	-	-	-	-	-	-
At 31st March, 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**	**22,767.30**	**317.42**	**1,036.66**	**24,388.21**
Net Book Value At 31st March, 2025	**737.00**	**258.78**	**5.14**	**2,463.06**	**33.34**	**41.70**	**3,539.02**
Net Book Value At 31st March, 2024	737.00	264.31	5.48	2,519.97	32.54	41.70	3,601.00

Capital Work in Progress aging Schedule for the Year ended March 31, 2025 and March 31, 2024 is 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, 2025					
Work in Progress	-	-	-	-	-
As at March 31, 2024					
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, 2025

Right of Use of Assets

(₹ in Lakhs)

Particulars	Amount
Gross Carrying Amount	
At 1st April, 2023	34.00
Additions/Adjustments during the year	-
Disposals/Adjustment during the year	-
At 31st March, 2024	**34.00**
Additions/Adjustments during the year	-
Disposals/Adjustment during the year	-
At 31st March, 2025	**34.00**
Accumulated Amortiszed Lease prepayments	
At 1st April, 2023	7.10
Amortization charge for the year	0.62
Amortization Disposals/Adjustment during the year	-
At 31st March, 2024	**7.72**
Amortization charge for the year	0.62
Amortization Disposals/Adjustment during the year	-
At 31st March, 2025	**8.34**
Net Book Value of Lease Prepayments At 31st March, 2025	**25.66**
Net Book Value of Lease Prepayments At 31st March, 2024	**26.28**

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.

Note 6: Investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in Equity Instruments		
Unquoted at Cost		
Investment in Subsidiary Entities*		
2,20,83,730 (31 March, 2024:2,20,83,730) Equity Shares of ₹ 10/- each fully paid up in ARSS Damoh-Hirapur Tolls Private Limited	2,208.37	2,208.37
Investment in Associate Entities**		
25,00,000 (31 March, 2024:25,00,000) 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	(17.47)	(17.47)
Other Investments :		
Investment in Mutual Funds	0.40	0.40
Total	**3,191.30**	**3,191.30**
(i) Non-current	3,191.30	3,191.30
(ii) Current	-	-
Category wise Investments:		
At Amortized Cost	3,190.90	3,190.90
At Fair value through Profit & Loss (FVPL)	0.40	0.40
At Fair value through Other Comprehensive Income (FVOCI)	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

*The construction of Damoh- Batiyagarh-Baxwala-Hirapur section of state Highway No. 37, which was alloted 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 a huge uncertainty of revoverability of this amount.

** ARSS Developers Ltd. is involved in the business of Real Esate development. ARSS Infrastructure Projects Ltd. holds 38.41% stake in ADL as on 31.03.2025. ARSS Developers Ltd. has negative Net Worth of ₹ 6.06 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.

Note 7: Trade receivables(₹ in Lakhs)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
(i) Non-Current	-	-
Sub-Total	**-**	**-**
(ii) Current		
Gross Trade Receivables	913.58	862.08
Less: Trade Receivable Written off	-	-
Sub-Total	913.58	862.08
Total	913.58	862.08

Trade receivables are non-interest bearing and are generally on terms of 90 to 180 days. Refer Note No. 60 for detailed disclosure of trade receivables from related parties.

Trade Receivable aging Schedule for the year ended as on March 31, 2025 and March 31, 2024

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	51.28	14.06	-	136.96	711.28	913.58
Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
Total Trade Receivable	**51.28**	**-**	**-**	**136.96**	**711.28**	**913.58**
As at March 31, 2024						
Undisputed Trade receivables-considered good	9.97	0.30	138.35	653.86	59.60	862.08
Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
Total Trade Receivable	**9.97**	**0.30**	**138.35**	**653.86**	**59.60**	**862.08**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 8: Loans

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Secured, 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

Particulars	As at March 31, 2025	As at March 31, 2024
(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	32.04	30.70
Claims Receivable*	1,21,567.58	1,21,567.58
Other advances	-	-
Sub-Total	**1,21,614.46**	**1,21,613.12**
(ii) Current		
Claims Receivable	-	-
Security Deposit'-'Government authorities.(Current)	59.88	59.88
Security Deposit'-'Others(Current)*	4,647.55	5,106.86
Earnest Money Deposits	541.65	541.65
Gratuity Fund with SBI Life	161.49	129.50
Other advances (Includes related party)	6,370.76	6,370.76
Sub-Total	**11,781.33**	**12,208.65**
Total	**1,33,395.79**	**1,33,821.77**

*Others Includes Security Deposit & Withheld money receivable.

** Out of the Total other Financial Assets 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, 2025

Note 10: Other Assets

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Non-Current		
Capital Advance	-	-
Lease Prepayments (Refer Below Note)	-	-
Sub-Total	**-**	**-**
(ii) Current		
Prepaid Expenses	110.70	104.58
Employee Advances	5.88	3.18
Vendor Advances	3,310.45	2,556.94
GST Refundable	1,007.61	914.90
Unbilled revenue	-	-
Lease Prepayments (Refer Below Note)	0.62	0.62
Sub-Total	**4,435.26**	**3,580.22**
Total	**4,435.26**	**3,580.22**

(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, 2025	As at March 31, 2024
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)

Particulars	As at March 31, 2025	As at March 31, 2024
Property, plant and equipment	342.23	459.53
Lease Prepayments	(8.74)	(7.80)
Employee Benefit Obligation	42.63	38.07
Impairment loss/(gain) on financial assets	-	-
Minimum Alternate Tax(MAT)	127.00	127.00
Remeasurement of Defined Benefit Obligation	-	-
Total	**503.12**	**616.80**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 12: Inventories

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Materials at Site	1,155.04	1,612.02
b. Stores,Spares & Loose Tools	45.71	84.31
c. Work In Progress	5,301.42	3,522.30
d. Finished Goods	137.21	286.01
Total	**6,639.38**	**5,504.64**

Note 13: Cash and Bank Balance

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
Cash at bank**	1,951.91	5,277.49
Cash on hand	-	0.33
Less: Bank overdraft	-	-
Total	**1,951.91**	**5,277.82**
Balances In Bank Other Than Above*	1,657.80	1,862.24
	1,657.80	**1,862.24**
Details of Cash at Bank :		
In Current Account	1,951.91	5,277.49
In Fixed Deposits	1,657.80	1,862.24

*Fixed deposit with carrying amount of ₹ 1,657.80 lakhs including interest accrued on the same (31st March, 2024: ₹ 1,862.24) 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

Note 14: Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Authorised Shares Capital		
Equity Shares :		
4,00,00,000 (As on 31st March 2024 : 4,00,00,000) Equity Shares of ₹10/- Each	4,000.00	4,000.00
Preference Shares :		
15,00,000 (As on 31st March 2024 : 15,00,000) Preference Shares of ₹ 10/- Each	1,500.00	1,500.00
(B) Issued, Subscribed and Paid Up		
Equity Shares:		
2,27,37,966 (As on 31st March 2024 : 2,27,37,966) equity shares of ₹ 10 each fully paid up	2,273.80	2,273.80
Total	**2,273.80**	**2,273.80**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

(C) Reconcilition of Number of Shares	As at March 31, 2025	As at March 31, 2024
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	-	-
c) Shares forfeited/brought back/cancelled during the year	-	-
d) Shares outstanding at the end of the financial year	**2,27,37,966**	**2,27,37,966**

(D) Details of shareholders holding more than 5% of shares	As at March 31, 2025		As at March 31, 2024	
Name of the Shareholders	**% Held**	**No. of Shares**	**% Held**	**No. of Shares**
Equity Shares:				
Subash Agarwal	6.08%	13,81,608	6.08%	13,81,608
ARSS Developers Ltd	14.00%	31,83,480	14.00%	31,83,480
Sidhant Financial Services Limited	14.92%	33,93,031	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.

(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 March 31, 2025		As at March 31, 2024		% Change during the year	
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
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	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 15: Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Securities Premium		
Opening Balance	19,947.00	19,947.00
Add:-Additions during the year	-	-
Sub Total	**19,947.00**	**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**
c. Retained Earnings		
Opening Balance/ As on Transition Date	(38,376.98)	(34,842.37)
Add: Profit/(Loss) during the year	**(949.37)**	(3,534.61)
Add :Re-measurement of defined employee benefit plans through OCI	-	-
Sub Total	**(39,326.35)**	**(38,376.98)**
Grand Total	**(18,652.35)**	**(17,702.98)**

Note 16: Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Non-Current Borrowings		
Secured Loan		
Term Loan From Banks	-	-
Financial Lease Obligations	-	-
Unsecured Loan		
Loans from Bank	-	-
Loan from Others	-	-
Less : - Current Maturity of Long term debt	-	-
Term Loan From Banks	-	-
Financial Lease Obligations	-	-
Total non-current borrowings	**-**	**-**
(ii) Current Borrowings		
Cash Credit	99,304.49	99,304.49
Term Loan From Banks	63,484.00	63,484.00
Financial Lease Obligations	-	-
From Related Parties	-	-
From Others	-	-
Total current borrowings	**1,62,788.49**	**1,62,788.49**

Notes :-

The Company's secured debt account with various Banks and others has become NPA since 2012-13. The State Bank of India(Financial Creditor) had moved to NCLT as a result a Corporate Insolvency Resolution Process(CIRP) has been initiated against the Company vide the order no. CP(IB) No. 34/CB/2021 dated November 30, 2021 by the Hon'ble National Company Law Tribunal , Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016. The Financial Creditors (Secured/ Unsecured) have placed their claims with the Resolution Professional as summarised in Note 70 of the Financial Statements which is subject to final outcome of the Resolution Process.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 17: Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current Trade Payables	-	-
Sub-Total	-	-
Current Trade Payables	3,826.15	5,951.44
Sub-Total	**3,826.15**	**5,951.44**
Grand Total	**3,826.15**	**5,951.44**

As at March 31, 2025 and March 31,20,24, there are no outstanding dues to Micro, Small and Medium Enterprises.There is no interest due or outstanding on the same. Attention is drawn to Note No. 70 whereby the claims have been placed by various category of creditors including operational Creditors as part of CIRP. The management is of the opinion that the liabilities sitting under this line item including Pre CIRP Liability if any is subject to final outcome of Corporate Insolvency Resolution Process.

Note 18: Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
i. Non-Current		
Retention Money	-	-
Capital Creditors	-	-
Sub-Total	-	-
ii. Current		
Current Maturity of Long term Debt		
Term Loan From Banks		
Financial Lease Obligations	-	-
Retention Money	300.00	300.00
Outstanding Employee Benefit Cost	2,394.96	2,208.95
Gratuity Payable	96.58	95.70
Gratuity Liability	113.69	-
Liability For Expenses	161.49	129.50
Excess Drawings From JV	59.77	63.53
Sub-Total	**-**	**-**
Total	**3,126.49**	**2,797.68**
	3,126.49	**2,797.68**

Note 19: Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits	146.41	146.41
Provision for Tax	-	-
Total	**146.41**	**146.41**
Current	-	-
Non Current	146.41	146.41

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 20: Other Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non- Current Liabilities		
Mobilization advance Received	-	-
	-	**-**
Current Liabilities		
Payable to Statutory Authorities	949.42	615.72
Mobilization advance Received	4.09	4.09
Advance From Customers	3,986.24	3,985.46
Total	**4,939.75**	**4,605.27**

Note 21: Current Tax Liability/ (Assets) In Net

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax payable	-	-
TDS receivable*	(2,195.92)	(2,515.96)
Total	**(2,195.92)**	**(2,515.96)**

Note 22: Revenue from operations

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Revenue from Operation :		
Sale of Services	16,538.80	32,087.18
Sale of Products	-	-
Less: Impact of finance component of deferred revenue	-	-
Total	**16,538.80**	**32,087.18**

Note 23: Other income

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest Income From Financial Assets measured at Amortized Cost	120.81	95.33
Interest on Arbitration Cases	-	-
Liability Written-off	-	-
Miscellaneous Income	329.20	478.67
Total	**450.01**	**574.00**

Note 24: Other Gains/(Losses)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Net gain on disposal of Property,Plant, Equipment & Others	156.11	165.16
Interest On Income Tax refund	27.57	702.71
Unwinding of finance component of deferred consideration	-	-
Total	**183.68**	**867.87**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 25: Cost of material consumed

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Material and components consumed		
Opening Stock	1,696.33	923.57
Add: Material Purchased during the year	3,298.49	7,336.21
Less: Closing Stock	1,200.75	1,696.33
Total	**3,794.07**	**6,563.45**

Note 26: Change in Inventories

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Opening Stock		
Work In Progress	3,522.30	2,422.14
Finished Goods	286.01	35.84
Sub-Total	**3,808.31**	**2,457.98**
Less:- Closing Stock		
Work In Progress	5,301.42	3,522.30
Finished Goods	137.21	286.01
Sub-Total	**5,438.63**	**3,808.31**
INCREASE(-)/DECREASE(+)	**(1,630.32)**	**(1,350.32)**

Note 27: Cost of Goods/Services Sold

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Sub-Contract Expenses	12,289.21	24,197.33
Transportation	220.01	546.78
Wages & Salary	21.27	77.04
Hire Charges	2.68	31.95
Rents, Rates and related Taxes	309.20	466.47
Total	**12,842.37**	**25,319.57**

Note 28: Employee Benefit Expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Salary & Allowances	1,068.09	1,084.54
Managerial Remuneration	-	-
Gratuity	113.69	-
Contribution to PF & Other Funds*	41.91	37.72
Staff Welfare	1.57	1.51
Total	**1,225.26**	**1,123.77**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 29: Finance Cost

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest on Borrowings	-	-
Interest on Deferred Payment Terms	0.41	0.23
Interest on Mobilisation Advance	44.82	-
Total	**45.23**	**0.23**

Note 30: Depreciation and Amortization expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Depreciation Expenses	97.21	94.32
Amortization Expenses	0.62	0.62
Total	**97.83**	**94.94**

Note 31: Other expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Repairs & maintenance:		
Plant & Machinery	631.27	1,240.04
Other repairs and maintenance	2.28	3.81
Bad Debt	-	922.52
De-Recognition of Investments in JV	-	-
Provision for Bank Guarantee Invoked	-	1,678.46
Legal & Professional Charges	408.40	518.97
Royalty	227.37	340.82
Travelling & Conveyance	35.04	34.49
Auditors Remuneration	12.00	12.00
Directors' Sitting fees	-	-
Bank Charges	23.49	55.25
Insurance Charges	132.10	136.76
Electricity Charges	20.58	20.45
Loss on Sale of Property, Plant & Equipment	-	-
IBBI Expenses	1.14	2.06
Miscellaneous Expenses	140.07	160.49
	1,633.74	**5,126.12**

Note 32 : Details of Payment to Auditors

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
As Auditors		
Statutory Audit Fees including quarterly review 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	-	-
	12.00	**12.00**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 33: Corporate Social Responsibility Expenses :

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
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	-	-

Note 34 : 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.

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
(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	113.68	185.90
(Decrease)/Increase in deferred tax liabilities	-	-
Adjustments for deferred tax of prior periods	-	-
Total Deferred tax expenses/(benefits)	**113.68**	**185.90**
Total Income Tax Expenses	**113.68**	**185.90**
Income Tax Expenses is attributable to :		
Current Tax	-	-
Deferred Tax	113.68	185.90
Total Tax Expenses Charged to SPL	**113.68**	**185.90**
Total Tax Expenses Charged against OCI	-	-
Total Tax Expenses	**113.68**	**185.90**

(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

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
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, 2025

(d) Tax losses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Unused tax losses for which no deferred tax has been recognized	-	-
Potential tax benefits @26.00%	-	-

(e) Unrecognized temporary differences

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
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 35 : Movement in Deferred Tax (Asset-Incomes) / (Liability-Expenses)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Through PL	Through OCI	Through PL	Through OCI
Property,plant and equipment	342.23	-	459.53	-
Lease Prepayments	(8.74)	-	(7.80)	-
Employee Benefit Obligation	42.63	-	38.07	-
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	**503.12**	**-**	**616.80**	**-**

Note 36 : Employee benefit obligations

(All amounts in lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Change in Defined Benefit Obligation :		
Defined Benefit Obligation at the beginning	129.50	135.70
Current Service Cost	24.63	16.59
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	9.32	10.19
Benefit Payments from Plan Assets	(0.81)	-
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	-	-
Remeasurements - Due to Experience Adjustments	-	-
Actuarial Loss/(gain) on Obligation	**112.53**	**(32.98)**
Defined Benefit Obligation at the end	**275.17**	**129.50**
Change in Fair Value of Plan Assets :		

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(All amounts in lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Fair Value of Plan Assets at the beginning	153.55	142.83
Adjustment to Opening Balance	-	-
Expected to Return on Plan Assets	11.27	10.73
Employer Contribution	5.88	-
Employee Contribution	-	-
Benefits Paid	(0.81)	-
Net Transfer in/(out) (including effect of any business combinations/divestiture)	-	-
Acturial Loss/(gain) on Obligation	(8.41)	-
Fair Value of Plan Assets at the end	**161.49**	**153.56**
Fair Value of Plan Assets at the beginning	**153.55**	**142.83**
Adjustment to Opening Balance		
Actual Return to Plan Assets	2.86	10.73
Employer Contribution	5.88	-
Employee Contribution	-	-
Benefits Paid	(0.81)	-
Net Transfer in/(out)(including effect of any business combinations/divestiture)	-	-
Fair Value of Plan Assets at the end	**161.49**	**153.56**
Excess of Actual over estimated return on plan Assets	(8.41)	-

Weighted Average Asset Allocations at the end of current period

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Equities	-	-
Bonds	-	-
Insurance Policies	100%	100%

Note 37 : Components of Defined Benefit Cost

(All amounts in lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Current Service Cost	24.63	16.59
Interest Cost on Obligation	9.32	10.19
Past Service Cost	-	-
Expected Return on Plan Assets	(11.27)	(10.73)
Amortization of Prior Service Cost	-	-
Net Actual (Gain)/ Loss to recognized	120.94	(32.98)
Transfer in/Out	-	-
Curtailment(Gain)/Loss recognized	-	-
Settlement(Gain)/Loss recognized	-	-
Expense Recognized in Profit and Loss Account	**143.62**	**(16.93)**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 38 : 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, 2025	As at March 31, 2024
Actuarial Loss/(Gain) for the current period - Obligation	112.53	(32.98)
Actuarial Loss/(Gain) for the current period - Plan Assets	8.41	-
Total Actuarial Loss/(Gain) for the current period	**120.94**	**(32.98)**
Actuarial Loss/(Gain) loss recognized in the current period	**120.94**	**(32.98)**

Note 39 : Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate (Per Annum)	6.94%	7.22%
Salary growth rate (Per Annum)	10.00%	10.00%
Expected rate of Return on Plan Assets (per Annum)	6.94%	7.22%
Mortallity Rate (as % of IALM (2012-014) Ult. Mortality Table	100.00%	100.00%
Disability Rate (as % of above mortality rate)	-	-
Withdrawal rate	15.00%	15.00%

Sensitivity Analysis :

The Financial results are sensitive to the actuarial assumptions. The change to the Defined Benefit Obligations for increase in decrease of 1% from assumed salary escalation, withdrawal and disscount rates are given below:

(All amounts in lakhs, unless otherwise stated)

Scenario	DBO	Percentage Change
Under Base Scenario	275.18	-
Salary Escalation - Up by 1%	290.82	5.68%
Salary Escalation - Down by 1%	260.45	(5.35%)
Withdrawal Rates - Up by 1%	273.11	(0.75%)
Withdrawal Rates - Down by 1%	277.43	0.82%
Discount Rates - Up by 1%	260.83	(5.22%)
Discount Rates - Down by 1%	291.12	5.79%
Mortality Rates - Up by 10%	275.11	(0.03%)
Mortality Rates - Down by 10%	275.25	0.03%

Note 40 : 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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Inflation risks :

In the gratuity plans, the payments are not linked to inflation, so there is less material risk.

Note 41 : 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, 2025	As at March 31, 2024
Current Liability (Short Term)	36.08	17.43
Non-Current Liability (Long Term)	239.09	112.07
Present Value of Obligation as at the end	**275.17**	**129.50**

Note 42 : Amounts recognised in the Statement of Financial Position

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation	275.18	129.50
Fair value of plan assets	161.49	153.55
Funded Status	**113.69**	**(24.05)**
Effect of Asset Ceiling/Onerous Liability	-	-
Net Defined Benefit Liability/(Asset)	**113.69**	**(24.05)**

Note 43 : Movement in the Liability Recognized in the Balance Sheet

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Present Value of obligations as at the beginning	129.50	153.55
Defined Benefit Cost included in P & L		(24.05)
Total Remeasurements in OCI	**-**	**-**
Net Transfer In / (Out) (Including the effect of any business combination/divestiture)	-	-
Expenses recongized in P & L statement	143.62	-
Benefits paid	(0.81)	-
Actual return on plan Assets	2.86	-
Employer Direct Benefit Payments	-	-
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at the end	**275.17**	**129.50**

Note 44 : Experience Adjustments on Present Value of DBO and Plan Assets

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(Gain) / Loss on Plan Liabilities	(108.36)	(35.09)
% of Opening Plan Liabilities	83.67%	(25.86%)
Gain / (Loss) on Plan Assets	(8.41)	-
% of Opening Plan Assets	(5.48%)	-

Note 45 : Best Estimate of Contribution during the next year

The Best Estimate Contribution for the Company during the next year will be as per Actuarial valuation.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 46 : Discontinuance Liability

Amount payable upon discontinuance of all employment is 213.93 Lakhs.

Note 47 : Summary of Membership Status

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Number of Employees	456	406
Total Monthly Salary (₹)	3,7,94,669	2,8,94,640
Average Monthly Salary (₹)	8,322	7,130
Average Past Service	7.96	5.61
Average Age	40.46	37.70
Average Future Service	19.61	22.33
Adjusted Average Future Service	5.72	5.92

*Adjusted future service takes into account the effect of mortality and attrition.

Note 48 : Age Analysis

Age	Count	Percentage
18 to 25	19	4.17%
25 to 30	49	10.75%
30 to 35	75	16.45%
35 to 40	85	18.64%
40 to 45	86	18.86%
45 to 50	63	13.82%
50 to 55	47	10.31%
> 55	32	7.02%
Total	**456**	**100%**

Note 49 : There were no Changes in Reimbursement Rights.

Note 50 : (i) There were no Changes in Asset Ceiling / Onerous Liability.

Note 51: Fair value measurements

(i) Financial instruments by category:

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVPL	FVOCI	Amortized cost	FVPL	FVOCI	Amortized cost
Financial assets						
Investments	-	-	-	-	-	-
Equity instruments	-	-	3,191.30	-	-	3,191.30
Trade receivables	-	-	913.58	-	-	862.08
Cash & Bank Balance	-	-	1,951.91	-	-	5,277.82
Bank Balance Other than above	-	-	1,657.80	-	-	1,862.24
Loans	-	-	-	-	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVPL	FVOCI	Amortized cost	FVPL	FVOCI	Amortized cost
Derivative financial assets	-	-	-	-	-	-
Others	-	-	1,33,395.79	-	-	1,33,821.77
Total financial assets	**-**	**-**	**1,41,110.38**	**-**	**-**	**1,45,015.21**
Financial liabilities						
Borrowings	-	-	1,62,788.49	-	-	1,62,788.49
Derivative financial liabilities	-	-	-	-	-	-
Trade payables	-	-	3,826.15	-	-	5,951.44
Other financial liabilities	-	-	3,126.49	-	-	2,797.68
Total financial liabilities	**-**	**-**	**1,69,741.13**	**-**	**-**	**1,71,537.61**

(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.

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, 2024	Level 1	Level 2	Level 3	Total
Financial assets :				
Financial investments at FVPL				
Equity instruments	-	-	-	-
Mutual funds	-	-	-	-
Financial investments at FVOCI				
Quoted equity investments	-	-	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2024	Level 1	Level 2	Level 3	Total
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 equivalents
3. Loans
4. Borrowings
5. Trade payables
6. Capital creditors
7. Other payables

Note 52 : 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 1,09, 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 receivables.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

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.

Note 53: 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, 2025	As at March 31, 2024
Net Debt	1,60,836.58	1,57,510.68
Total Equity	(16,378.55)	(15,429.18)
Net debt to Equity Ratio	(9.82)	(10.21)

(b) Dividends

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Equity shares		
Final dividend for the year ended 31.03.2025 of ₹ NIL (31.03.2024 ₹ NIL) per fully paid share	-	-
Interim dividend for the year ended 31.03.2025 of ₹ NIL (31.03.2024 ₹ 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 (31.03.2024 ₹ NIL). This proposed dividend is subject to the approval of shareholders in the ensuring annual general meeting.	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 54:

(All amounts in lakhs, unless otherwise stated)

EARNINGS PER SHARE (EPS)		As at March 31, 2025	As at March 31, 2024
i)	Net Profit after tax as per statement of Profit & Loss attributable to Equity Shareholders (₹ Lakhs)	(949.37)	(3,534.61)
ii)	Weighted Average number of equity shares used as denominator for calculating EPS	2,27,37,966	2,27,37,966
iii)	Face Value per Equity Share (₹)	10.00	10.00
iv)	Basic and Diluted Earnings per share (₹)	(4.18)	(15.54)

Note 55:

EARNINGS IN FOREIGN EXCHANGE	As at March 31, 2025	As at March 31, 2024
FOB Value of Exports	-	-
Billing Adjustment	-	-
Total	-	-
EXPENDITURE IN FOREIGN CURRENCY		
Interest and finance charges	-	-
Commission on Sales	-	-
Legal and Professional fees	-	-
Others	-	-
	-	-

Note 56:

CONTINGENT LIABILITIES		As at March 31, 2025	As at March 31, 2024
i.	Guarantees given by Company's Bankers on behalf of the Company	2,064.94	2,921.21
ii.	Claims against the Company not acknowledged as debts:		
a)	Central Sales Tax	824.94	824.94
b)	VAT	89.07	89.07
c)	Orissa Entry tax	233.46	233.46
d)	GST	752.75	752.75
e)	Orissa Electricity Act	47.00	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	4,397.17
h)	CIT (A), Bhubaneswar (A.Y. 2011-12 to 2015-16, 2017-18 & 2019-20) Penalty Demand	8,207.11	6,988.58

However as per management perception, the above liabilities will not devolve upon the company in future.

iii. Pending Litigation Initiated during CIRP

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

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Sl. No.	Party Name	Amount in Crores	Forum
3	Uday Narayan Mitra, RP Vrs. Assistant Director of Income Tax CPC, Bengaluru & Another (Claim ₹ 5,57,97,680/-)	5.57	Pending before NCLT, Cuttack, Bench
4	Uday Narayan Mitra Vrs. Jaipur Development Authority (Laxmi Mandir Tonk Road) (Claim ₹ 1,24,98,840/-)	1.24	Pending before NCLT, Cuttack, Bench
5	Uday Narayan Mitra Vrs. Jaipur Development Authority (B2 Bypass) (Claim ₹ 3,00,00,000/-)	3.00	Pending before NCLT, Cuttack, Bench
6	State Bank of India Vrs. ARSS IPL and J. Sathyakumar (Claim ₹ 38,15,666/)	0.38	Pending before NCLT, Cuttack, Bench
7	Kalpataru Pal Vrs. ARSS IPL (Claim ₹ 35,46,290/-)	0.35	Pending before NCLT, Cuttack, Bench
8	Asstistant Director of Income Tax CPC, Bengaluru Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd.	557.98	Pending before NCLT, Cuttack, Bench
9	Deputy Commissioner of Commercial Taxes & GST, CT & GST Circle, Dhenkanal Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd.	212.06	Pending before NCLT, Cuttack, Bench
10	Steel Authority of India Ltd. Vrs. ARSS IPL (Claim ₹ 22,85,22,837/-)	22.85	Pending before NCLT, Cuttack, Bench
11	SREI Equipment Finance Ltd., through its Administrator Rajneesh Sharma Vrs. Uday Narayan Mitra, RP of ARSS IPL	295.69	Pending before NCLAT, Kolkata
12	Ocean Capital Market Limited Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd.	-	Pending before NCLAT, New Delhi
13	Uday Narayan Mitra Vrs. Rajneesh Sharma	-	Pending before NCLAT, Kolkata
14	Uday Narayan Mitra Vrs. Ocean Capital Market Ltd. (Plan Approval)	-	Pending before NCLT, Cuttack, Bench

NOTE 57:

CAPITAL COMMITMENTS	As at March 31, 2025	As at March 31, 2024
Estimated value of contracts in capital account remaining to be executed	-	-

NOTE 58:

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.

NOTE 59:

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 1,08, if revenues from transactions with a single extrernal 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 :

(All amounts in lakhs, unless otherwise stated)

Customer Name	% of Total Revenues	
	As at March 31, 2025	As at March 31, 2024
East Coast Railway Division (Boudh)	28.25%	45.49%
	₹ 4,672.68	₹ 14,596.79

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(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 :

(All amounts in lakhs, unless otherwise stated)

Customer Name	% of Total Revenues	
	As at March 31, 2025	As at March 31, 2024
Top 10 Customers	96.92%	94.88%
	₹ 16,029.08	₹ 30,634.90

NOTE 60: 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

Patel-ARSS JV

Backbone-ARSS JV

Somdatt Builders-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

d. Key Managerial Personnel

Name	Designation
Subash Agarwal	Chairman cum Director (Suspended during CIRP)
Rajesh Agarwal	Managing Director (Suspended during CIRP)
Sunil Agarwal	Chief Executive Officer
Anil Agarwal	Chief Operating Officer
S.K. Pattanaik	Chief Financial Officer

The Company Secretary has not been considered as related party as he is not having the authority and responsibility for planning, directing and controlling the executive decision-making activities of the entity, directly or indirectly. This is in line with Ind AS 24,

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

"Related party transactions".

e. Enterprises in which Key Management Personnel has significant influence

Shivam Condev Private Limited

ARSS Cements Limited

ARSS Steel & Power Limited

ARSS Holdings Limited

Anil Contractors Private Limited

ARSS ETOE Rail Private Limited

Sidhant Financials Services Limited

Faster Infracon Private Limited

Holy Vanijya Private Limited

Balabhadra Developers Private Limited

Balabhadra Crusher Private Limited

Gypsum Commerce India Private Limited

f. Close Family members of Key Managerial Personnel

None of the close members of all Key Managerial Personnel are considered as Related Party in accordance with Ind AS 24 considering the fact that they are neither participating nor influencing executive decision-making of the company.

(II) Balances and Transactions with Related parties

(₹ in Lakhs)

a. Statement of Profit And Loss Items — **Net Transaction During the Period**

Name	Particulars	2024-25	2023-24
Atlanta ARSS JV	Sale Of Services	-	29.52
ARSS Royal JV	Sale Of Services	1,982.74	1,775.43
ARSS SNKI JV	Sale Of Services	4.15	7.30
Balbhadra Developers Pvt Ltd	Sale Of Services	7.19	22.00
Balbhadra Developers Pvt Ltd	Sub-Contract Given	2,020.57	3,847.28
Shivam Condev Pvt Ltd (Consultancy)	Sale Of Services	97.66	202.22
Shivam Condev Pvt Ltd (Crusher Rent)	Sale Of Services	105.00	105.00
Shivam Condev Pvt Ltd	Sub-Contract Given	1,655.20	1,835.94

b. Balance Sheet Items*

(₹ in Lakhs)

Name	Particulars	2024-25		2023-24	
		Transaction during the year	Outstanding	Transaction during the year	Outstanding
Som Dutt Builders ARSS JV	Advance From Customer	-	1,697.85	-	1,697.85
Backbone-ARSS Jv.	Advance From Customer	-	139.81	-	139.81
Patel-ARSS Jv.	Advance From Customer	-	1,490.25	-	1,490.25
ARSS Atlanta JV	Receivables	-	59.27	-	59.27
ARSS Royal JV	Receivables	1,982.74	187.21	1,775.43	182.39
ARSS SNKI JV	Receivables	4.15	0.97	7.30	0.33
Atlanta ARSS JV	Receivables	-	448.12	29.52	448.12
ARSS SCPL JV	Trade Advance	-	1,662.83	-	1,662.83
ARSS NTLLP JV	Advance From Customer	0.78	540.01	46.76	538.36

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Name	Particulars	2024-25		2023-24	
		Transaction during the year	Outstanding	Transaction during the year	Outstanding
Shivam Condev Private Limited	Payable	1,655.20	-	1,584.12	48.40
Balbhadra Developers Pvt Ltd	Payable	2,020.57	269.68	3,847.28	406.92
ARSS Damoh Hirapur Tolls Pvt Ltd	Finance provided	-	4,418.20	-	4,418.20
Anil Agarwal	Remuneration Payable	-	5.55	-	5.55
Sunil Agarwal	Remuneration Payable	-	5.21	-	5.21

*Balance sheet items do not include Investments in Subsidiary, Associate and Joint Ventures. The same is separately shown in Note No. 6.

(III) Remuneration to key managerial personnel

Name	2024-25	2023-24
Anil Agarwal	-	-
Sunil Agarwal	-	-
Rajesh Agarwal	-	-
Subash Agarwal	-	-
Director Sitting Fees	-	-

Note 61:

FINANCIAL HEDGING INSTRUMENTS	As at March 31, 2025	As at March 31, 2024
i) For hedging Currency Related Risks :		
Forward Contracts - Outstanding Nominal Value	Nil	Nil

Note 62:

Assets Provided As Security

Particulars	As at March 31, 2025	As at March 31, 2024
Current Assets		
Financial Assets		
Trade Receivables	913.58	862.08
Other Financial Assets	11,781.33	12,208.65
Total Current assets provided as security	**12,694.91**	**13,070.73**
Non-Financial Assets		
Non-Current assets		
Property, Plant and Equipment :		
i Tangible Assets	3,539.02	3,601.00
ii Intangible Assets	-	-
Inventories	6,639.38	5,504.64
Other Financial Assets	1,21,614.46	1,21,613.12
Total Non - Current assets provided as security	**1,31,792.86**	**1,30,718.76**
Total Assets provided as Security	**1,44,487.77**	**1,43,789.49**

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 63:

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, 2025	As at March 31, 2024
Future minimum lease payable	-	-
Not Later than 1 year	-	-
Later than 1 year and not later than 5 years	-	-
Later than 5 year	-	-
	-	-

Note 64:

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.

Note 65:

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 66:

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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 67: Ratio Analysis

(₹ in Lakhs)

Sl. No.	Name of the Ratio	Units	Methodology	2024-25	2023-24	Variance (%)
1	Net Worth		(Paid-up Equity Capital + Reserves and Surplus)	(16,378.55)	(15,429.18)	6.15
2	Debt Equity Ratio	Times	Total debt / (Paid-up Equity Capital + Reserves and Surplus)	(9.94)	(10.55)	(5.80)
3	Debt Service Coverage Ratio	Times	EBIT / Interest Expense + Principal Repayments made during the period for long term loans	(17.48)	(14,326.89)	(99.88)
4	Current Ratio	Times	Current Assets/ Current Liabilities	0.17	0.18	(6.25)
5	Long-Term Debt to Working Capital	Times	Long-Term Debts/Net Working Capital	-	-	-
6	Current Liability Ratio	Times	Current Liabilities/Total Liabilities	1.10	1.10	0.68
7	Total Debts to Total Assets	Times	Total Outstanding Debts/Total Assets	1.03	1.01	1.52
8	Debtors Turnover	Times	Revenue from operations/ Trade Receivables	18.10	37.22	(51.36)
9	Return on Equity Ratio	Percentage	Net Profit/ Average Shareholder's equity	(41.75)	(155.45)	(73.14)
10	Inventory Turnover	Times	Cost of Goods Sold/ Inventories	2.26	5.55	(59.25)
11	Trade Payable Turnover Ratio	Times	Net Credit Purchases/Average Accounts Payable	0.86	1.23	(30.06)
12	Net Capital Turnover Ratio		Total Sales/Shareholder's Equity	7.55	14.75	(48.78)
13	Return on Capital Employed	Percentage	Earning before Interest and Tax/Capital Employed	5.15	21.91	(76.50)
14	Return of Investment	Percentage	Net Profit/Cost of Investment	-	-	-
15	Operating Margin (%)	Percentage	Profit before Depreciation, Tax & Exceptional item /Revenue from Operation	(4.46)	(10.14)	(56.00)
16	Net Profit Margin (%)	Percentage	Net Profit/ Revenue from operation	(5.74)	(11.02)	(47.89)

Reasons for more than 25% change

a. Changed due to Decrease in finance cost

b. Decreased due to Decrease in Turnover

c. Increased due to decrease in Shareholder fund

d. Decreased due to reduce in Turnover

e. Decreased due to reduce in Turnover

f. Decreased due to reduce in Turnover

g. Decreased due to reduce in Turnover

h. Decreased due to reduce in Turnover

i. Decreased due to reduce in Turnover

Note - 68 Figures for the previous year has been re-arranged and re-grouped wherever necessary.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note - 69

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 - 70

CIRP Matter

Corporate Insolvency Resolution Process (CIRP) has been initiated against the Company vide the order no. CP(IB) No. 34/CB/2021 dated November 30, 2021 by the Hon'ble National Company Law Tribunal, Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016 whereby Mr. Uday Narayan Mitra has been appointed Interim Resolution Professional and his appointment as Resolution Professional was confirmed by the Committee of Creditors. Pursuant to initiation of CIRP, the class of creditors have placed their claims berore the IRP/ RP. The summary of the claims received, Claims Admitted etc. (as on 31-03-2024) have been tabulated below:

(₹ in Lakhs)

Sl. No.	Category of Creditor	Summary of Claims Received	Summary of Claims Admitted	% Share in Total Amount of Claims Admitted
		Amount	Amount	
1	Secured financial creditors belonging to any class of creditors	-	-	-
2	Unsecured financial creditors belonging to any class of creditors	-	-	-
3	Secured financial creditors (other than financial creditors belonging to any class of creditors)	5,68,331.30	4,94,013.99	92.96
4	Unsecured financial creditors (other than financial creditors belonging to any class of creditors)	-	-	-
5	Operational creditors (Workmen)	-	-	-
6	Operational creditors (Employees)	-	-	-
7	Operational creditors (Government Dues)	37,367.14	37,367.14	7.03
8	Operational creditors (other than Workmen and Employees and Government Dues)	42.83	26.92	0.01
9	Other creditors, if any, (other than financial creditors and operational creditors)	-	-	-
	Total	**6,05,741.27**	**5,31,408.05**	**100.00**

The particulars of aforementioned claims have been uploaded on IBBI Portal at the link below:-

https://ibbi.gov.in/claims/claimProcess/L14103OR2000PLC006230

The aforementioned claims as placed by different category of creditors as specified above is a compilation of the claims admitted / not admitted as per the extant guidelines of IBC 20,16, the same may or may not be sitting under the relevant line item in the Financial Statements. The Resolution plan submitted by SRA is under Sub judice.

During the FY 2023-24, the Claim of ₹ 919.79 crore of SREI Equipment Finance Limited (SREI) has been admitted by RP pursuant to the order of Hon'ble NCLAT. It is now expected that the Arbitration claims of ₹ 1,082.06 cr assigned to SREI prior to the commencement of CIRP, should come back to the CD. Despite multiple reminders by the RP to SREI, a detailed communication on the status of such Arbitration claims from SREI is still awaited. Pending such communication, the quantum and status of such arbitration claims could not be evaluated. Here it is pertinent to mention that the RP has filed a petition before Hon'ble NCLT Cuttack Bench in this regard.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Note 71:

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 72:

The Hon' ble Cuttack bench of NCLT, Odisha has heard the Resolution Plan matter on dated 20th May 2025 and reserved the order.

Note 73:

The Serious Fraud Investigation Office has intiated investigation into the affairs of the company during the year 2024-25.

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.:- 522310

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Date : May 28, 2025
Bhubaneswar
UDIN: 25522310BMOTAH6738

Sd/-
(Prakash Chhajer)
Company Secretary

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

Annexure I

Statement on Impact of Audit Qualifications (for audit report dated 28.05.2025 with modified opinion) submitted along-with Annual Audited Standalone Financial Results of ARSS Infrastructure Projects Limited for the Financial Year ended on 31st March, 2025.

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025

[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	17,172.49	17,172.49
	2.	Total Expenditure	18,008.18	18,008.18
	3.	Net Profit/(Loss)	(949.37)	(949.37)
	4.	Earnings Per Share	(4.18)	(4.18)
	5.	Total Assets	1,58,448.74	1,58,448.74
	6.	Total Liabilities	1,74,827.29	1,74,827.29
	7.	Net Worth	(16,378.55)	(16,378.55)
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification:

a) In absence of relevant records, contract-wise surplus/loss has neither been ascertained nor recognized in compliance with Ind AS-115 'Revenue from contract 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:

For Qualification No. (a): During the work execution period there is escalation claim, revision of contract 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 combined 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.

Notes to the Standalone Financial Statements for the year ended 31st March, 2025

III.	Signatories:	
	Uday Narayan Mitra (Resolution Professional) IP Reg. No .: IBBI/IPA-001/IP-P00793/2017-18/11360	**Sd/-** **Uday Narayan Mitra**
	Mr. S. K. Pattanaik Chief Financial Officer	**Sd/-** **S. K. Pattanaik**
	Statutory Auditor **CA Vipul Kumar Gupta** Partner M A R S & Associates Chartered Accountant FRN-010484N M.No.: 522310 UDIN: 25522310BMOTAJ9235	**Sd/-** **Vipul Kumar Gupta**
	Place: Bhubaneswar **Date: May 28, 2025**	

Independent Auditor's Report

To
The Resolution Professional
Reg. No. IBBI/IPA-001/IP-P00793/2017-18/11360
In the matter 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, 2025, 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, 2025 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.

The Hon'ble National Company Law Tribunal, Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016 has admitted the petition of the Financial Creditors vide the order no. CP(IB) No. 34/CB/2021 dated November 30, 2021. Pursuant to the order, the powers of the Board of Directors stand suspended and are vested with Mr. Uday Narayan Mitra (having Reg. No IBBI/IPA-001/IP-P00793/2017-18/11360), has been appointed as Resolution Professional (RP). In view of the on-going CIRP and suspension of powers of Board of Directors and as explained to us, the powers of adoption of the statements vests with RP.

Material Uncertainty related to Going Concern, Attention is invited to Note No. 14 & 15 in the consolidated financial statements which indicate that the Company has incurred losses during the current and past years, the Company has accumulated losses and its net worth has been fully eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said note in respect of initiation of Corporate Insolvency Resolution Process (CIRP).

Basis for Qualified Opinion

In absence of relevant records, Contract-wise surplus/loss has neither been ascertained nor recognized in compliance with IND AS-115 'Revenue from contract with customers'.

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.

Emphasis of Matter

We draw attention to:-

i. Para - 3 of the qualified opinion of this report, Corporate Insolvency Resolution Process under section-7 of the Insolvency and Bankruptcy Code 2016 has been initiated against the Company by State Bank of India (Financial Creditor) which has been admitted vide the order no. CP(IB) No. 34/CB/2021 dated November 30, 2021 of the Hon'ble National Company Law Tribunal, Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016. Pursuant to the order, the powers of the Board of Directors stand suspended and are vested with Mr. Uday Narayan Mitra (having Reg. No. IBBI/IPA-001/IP-P00793/2017-18/11360), has been appointed as Resolution Professional (IRP). The Company continues to operate as a going concern.

ii. Note No. 72 to the consolidated financial statement, where the Hon'ble Cuttack Bench of NCLT, Odisha has heard the resolution plan matter and reserved its order.

iii. Note No. 71 to the consolidated financial statement, that there was a search & seizure operation by Enforcement Directorate (ED) during the year under consideration.

iv. Note No. 73 to the consolidated financial statement, that Serious Fraud Investigation Office (SFIO) has initiated investigation to the affairs of the Company.

v. Note No. 9 to the consolidated financial statement in case of ARSS Damoh - Hirapur Tolls Private Limited, earlier the capital work in progress valued at ₹ 6,694.70 Lakhs (P/Y 6,694.70 Lakhs) has been classified into 'Other Non-Current Financial Assets' as the Company's claim was pending with MPRDC authority. So therefore, there is no need of verification of Capital Work in Progress.

vi. Note No. 1 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/Resolution Professional 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 Resolution Professional.

Our opinion is not modified in respect of these matters.

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. Claim receivable amounting to ₹ 121567.58 Lakhs are under dispute/arbitration. Same are subject to the outcome of arbitration and/ or reconciliation proceedings arising out of various contractual obligations. Recognition and measurement of the same is based on management evaluation. [Refer note to Note 9: Other Financial Assets]	• Evaluate the reasonableness of management's assessment and judgement considering the relevant sector and industry specific phenomenon. • Assessed the individual project wise and case wise outstanding claim receivable. • Discussed the status of significant arbitration claims with the Company's in house legal counsel and other senior management personnel and assessing their responses. • Verified documentation of claim receivable under arbitration. • Checked the arithmetical accuracy of the essential calculations of the management estimate and judgement. • Reviewed the adequacy of disclosures made in the financial statements with this regard. • Based on the above procedures performed by us, we considered the management's assessment of recoverability of claims receivable to be reasonable.

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/Resolution Professional and Board of Directors for the Consolidated Financial Statements

The Company's Management/Resolution Professional and Board of Directors 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/Resolution Professional/ 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/ Resolution Professional/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/RP.
- 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)(b), 3(ix)(a), (b) & 3(xvii)
Subsidiary Company	M/s ARSS Damoh - Hirapur Tolls Private Limited	3(ix)(a), (b) & 3(xvii)
Associate Company	M/s ARSS Developers Limited	3(vii)(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, 2025 taken on record by the Board of Directors/Resolution Professional 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, 2025 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/ Resolution Professional 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/ Resolution Professional 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, 2025 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 M A R S & Associates
Chartered Accountants
Firm Registration No. 010484N

Sd/-
CA. Vipul Kumar Gupta
Partner
Membership No. 522310
UDIN: 25522310BMOTAI4726

Date: May 28, 2025
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, 2025.]

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, 2025, 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.

Management's/Resolution Professional and Board of Directors' Responsibility for Internal Financial Controls

The respective Management/ Resolution Professional 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, 2025, 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 M A R S & Associates
Chartered Accountants
Firm Registration No. 010484N

Sd/-
CA. Vipul Kumar Gupta
Partner
Membership No. 522310
UDIN: 25522310BMOTAI4726

Date: May 28, 2025
Camp: Bhubaneswar

Consolidated Balance Sheet

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
1. Non-current Assets			
(a) Property, Plant and Equipment	5	3,539.02	3,601.00
(b) Capital Work-in-progress	5	-	-
(c) Right of use of Assets	5	25.66	26.28
(d) Financial Assets			
(i) Investments	6	418.41	243.53
(ii) Trade Receivables	7	-	-
(iii) Loans	8	-	-
(iv) Other Financial Assets	9	1,28,309.16	1,28,307.82
(e) Deferred Tax Assets (net)	11	503.12	616.80
(f) Other Non-Current Assets	10	-	-
2. Current Assets			
a. Inventories	12	6,639.38	5,504.64
b. Financial Assets			
(i) Investments	6	-	-
(ii) Trade Receivables	7	913.58	862.08
(iii) Cash & Bank Balance	13	1,952.37	5,278.11
(iv) Bank Balances Other Than Three Above	13	1,657.80	1,862.24
(v) Loans	8	-	-
(vi) Other Financial Assets	9	7,363.13	7,790.45
c. Current Tax Assets (Net)	21	2,195.92	2,515.97
d. Other Current Assets	10	4,436.91	3,580.22
TOTAL ASSETS		**1,57,954.46**	**1,60,189.14**
II. EQUITY AND LIABILITIES			
1. Equity			
a. Equity Share Capital	14	2,273.80	2,273.80
b. Other Equity	15	(19,223.91)	(18,447.34)
Non-Controlling Interest		4.00	4.00
2. Liabilities			
(i) Non Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	16	-	-
(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	146.41
c. Deferred Tax Liabilities (net)	11	-	-
d. Other Non-current Liabilities	20	-	-
(ii) Current Liabilities			
a. Financial Liabilities			
(i) Borrowings	16	1,62,856.62	1,62,852.74
(ii) Trade Payables	17		
Total Outstanding Dues of MSME		-	-
Total Outstanding Dues other than MSME		3,828.94	5,954.23
(iii) Other Financial Liabilities	18	3,128.85	2,800.03
b. Provisions	19	-	-
c. Other Current Liabilities	20	4,939.75	4,605.27
d. Current Tax Liability (Net)	21	-	-
TOTAL EQUITY AND LIABILITIES		**1,57,954.46**	**1,60,189.14**

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAI4726

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Consolidated Statement of Profit and Loss

(₹ in Lakhs)

Particulars	Note No.	Year Ended March 31, 2025	Year Ended March 31, 2024
Income			
I. Revenue From Operations	22	16,538.80	32,087.18
II. Other Income	23	450.01	574.00
III. Other Gains/(Losses)	24	183.68	867.87
Total Income		**17,172.49**	**33,529.05**
IV. Expenses			
(a) Cost of Materials Consumed	25	3,794.07	6,563.45
(b) Cost Of Services Sold	27	12,842.37	25,319.57
(c) Change in Inventories (Increase) /Decrease	26	(1,630.32)	(1,350.32)
(d) Depreciation and Amortization expenses	30	97.83	94.94
(e) Employee Benefit Expenses	28	1,226.46	1,123.77
(f) Finance cost	29	45.23	0.23
(g) Other Expenses	31	1,634.64	5,126.22
Total Expenses		**18,010.28**	**36,877.86**
V. Profit Before Exceptional Items and Tax		**(837.79)**	**(3,348.81)**
Share of net profit or associates and joint ventures accounted using equity method		174.89	51.13
Exceptional Items		-	-
VI. Profit Before Taxes		**(662.90)**	**(3,297.68)**
VII. Tax Expenses			
(a) Current Tax		-	-
(b) Tax of Earlier Years		-	-
(c) Deferred Tax	11	113.67	185.90
VIII. Profit (Loss) for the Period		**(776.57)**	**(3,483.58)**
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		**(776.57)**	**(3,483.58)**
XII. Earnings per equity share:			
(1) Basic		(3.42)	(15.32)
(2) Diluted		(3.42)	(15.32)

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAI4726

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Consolidated Statement of Changes in Equity

(₹ in Lakhs)

A. Equity Share Capital

Particulars	Amount
As at 31 March 2024	**2,273.80**
Changes in equity share capital	-
As at 31 March 2025	**2,273.80**

B. Other Equity

Particulars	Share Application Money	Rserves & Surplus			Total other equity
		General Reserves	Securities premium reserve	Retained earnings	
Balance at 31 March 2024	**-**	**727.00**	**19,947.00**	**(39,121.34)**	**(18,447.34)**
Profit for the year	-	-	-	(776.57)	(776.57)
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	**-**	**(776.57)**	**(776.57)**
Issue of equity shares	-	-	-	-	-
Balance at 31 March 2025	**-**	**727.00**	**19,947.00**	**(39,897.92)**	**(19,223.92)**

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAI4726

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(Prakash Chhajer)
Company Secretary

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Consolidated Statement of Cash Flows

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Operating Activities		
Profit before tax from continuing operations	(662.90)	(3,297.68)
Profit/(loss) before tax from discontinuing operations	-	-
Profit before tax	(662.90)	(3,297.68)
Adjustments for		
Adjustments for depreciation and amortisation expense	97.83	94.94
Adjustments for fair value losses (gains)	-	-
Re-measurement of Defined Benefits Plan	-	-
Interest received	120.81	95.33
Interest paid	45.23	0.23
Assets held for disposal	-	-
Dividend Income	-	-
Operating profit / (loss) before working capital changes	**(399.03)**	**(3,107.18)**
Working capital adjustments:		
Adjustments for increase (decrease) in trade payables, current	(2,125.29)	3,235.99
Adjustments for increase (decrease) in other current liabilities	334.49	406.96
Adjustments for increase (decrease) in trade receivables, current	(51.50)	360.17
Adjustments for decrease (increase) in inventories	(1,134.74)	(2,123.09)
Adjustments for provisions, current	-	-
Adjustments for decrease (increase) in other current assets	(856.69)	(1,338.81)
Adjustments for other bank balances	204.44	788.23
Adjustments for decrease (increase) in other non-current assets	-	-
Adjustments for other financial assets, non-current	318.70	4,417.33
Adjustments for other financial assets, current	427.32	(620.93)
Adjustments for other financial liabilities, non-current	-	-
Adjustments for other financial liabilities, current	332.71	781.94
	(2,949.59)	2,800.61
Income taxes paid	-	-
NET CASH INFLOW FROM OPERATING ACTIVITIES (A)	**(2,949.59)**	**2,800.61**
Investing Activities		
Purchase of property, plant and equipment	(35.22)	(32.55)
Proceeds/(Purchase) of Capital Work In Progress	-	-
Proceeds from Sale of Property, Plant and equipment	-	-
Purchase/(Sale) of Investments	(174.88)	(51.13)
Interest received	**(120.81)**	**(95.33)**
NET CASH OUTFLOW FROM INVESTING ACTIVITIES (B)	**(330.91)**	**(179.01)**
Financing Activities		
Proceeds from issue of equity shares	-	-
Proceeds from securities premium	-	-
Interest paid	(45.23)	(0.23)
Proceeds/(Repayment) from borrowings	-	-
Dividends paid including Dividend Distribution Tax	-	-
NET CASH INFLOW (OUTFLOW) FROM FINANCING ACTIVITIES	**(45.23)**	**(0.23)**
Net increase (decrease) in cash and cash equivalents (A+B+C)	**(3,325.73)**	**2,621.37**
Cash and cash equivalents at the beginning of the year	5,278.11	2,656.74
Cash and cash equivalents at year end	1,952.37	5,278.11

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAI4726

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

1) Background

ARSS infrastracture Projects Limted (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 infrastracture 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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(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 appropiate, 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 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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Financial Assets

(i) Trade Receivables

Trade Receivables are recognized intially 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 catagories:

#Those to be measured subsequently at fair value (either through other comprhensive income or through profit and loss)

#Those measured at amoritized costs

The classification depends upon the business model for managing the financial assets and contractual characterstics 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 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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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,Super annuation 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 annualy 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

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(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.

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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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, 2025

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, 2023	737.00	347.00	183.75	25,164.37	348.97	1,078.36	27,859.45
Additions/Adjustments during the year	-	-	-	32.20	0.35	-	32.55
Disposals/Adjustment during the year	-	-	-	-	-	-	-
At 31st March, 2024	**737.00**	**347.00**	**183.75**	**25,196.57**	**349.32**	**1,078.36**	**27,892.00**
Additions/Adjustments during the year	-	-	-	33.79	1.44	-	35.23
Disposals/Adjustment during the year	-	-	-	-	-	-	-
At 31st March, 2025	**737.00**	**347.00**	**183.75**	**25,230.36**	**350.76**	**1,078.36**	**27,927.23**
Accumulated Depreciation and Impairment							
At 1st April, 2023	-	77.14	177.93	22,588.66	316.29	1,036.66	24,196.68
Depreciation charge for the year	-	5.55	0.34	87.94	0.49	-	94.32
Disposals/Adjustment during the year	-	-	-	-	-	-	-
At 31st March, 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**	**22,767.30**	**317.42**	**1,036.66**	**24,388.21**
Net Book Value At 31st March, 2025	**737.00**	**258.78**	**5.14**	**2,463.06**	**33.34**	**41.70**	**3,539.02**
Net Book Value At 31st March, 2024	737.00	264.31	5.48	2,519.97	32.54	41.70	3,601.00

Capital Work in Progress aging Schedule for the year ended March 31, 2025 and March 31, 2024 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, 2025					
Work in Progress	-	-	-	-	-
As at March 31, 2024					
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, 2025

Right of use of Assets

(₹ in Lakhs)

Particulars	Amount
Gross Carrying Amount	
At 1st April, 2023	34.00
Additions/Adjustments during the year	-
Disposals/Adjustment during the year	-
At 31st March, 2024	34.00
Additions/Adjustments during the year	-
Disposals/Adjustment during the year	-
At 31st March, 2025	34.00
Accumulated Amortiszed Lease prepayments	
At 1st April, 2023	7.10
Amortization charge for the year	0.62
Amortization Disposals/Adjustment during the year	-
At 31st March, 2024	7.72
Amortization charge for the year	0.62
Amortization Disposals/Adjustment during the year	-
At 31st March, 2025	**8.34**
Net Book Value of Lease Prepayments At 31st March, 2025	**25.66**
Net Book Value of Lease Prepayments At 31st March, 2024	**26.28**

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.

Note 6: Investments

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in Equity Instruments		
Unquoted at Cost		
Investment in Subsidiary Entities		
2,20,83,730 (31, March 2024: 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 2024: 25,00,000) Equity Shares of ₹ 10/- issued at ₹ 40/- each fully paid up in ARSS Developers Ltd	-	-
Investment in Joint Ventures	418.01	243.13
Other Investments :		
Investment in Mutual Funds	0.40	0.40
Total	**418.41**	**243.53**
(i) Non-current	418.41	243.53
(ii) Current	-	-
Category wise Investments:		
At Amortized Cost	418.01	243.13
At Fair value through Profit & Loss (FVPL)	0.40	0.40
At Fair value through Other Comprehensive Income (FVOCI)	-	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Note 7: Trade receivables

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
(i) Non-Current	-	-
Sub-Total	**-**	**-**
(ii) Current		
Gross Trade Receivables	913.58	862.08
Less: Trade Receivable Written off	-	-
Sub-Total	**913.58**	**862.08**
Total	**913.58**	**862.08**

Trade receivables are non-interest bearing and are generally on terms of 90 to 180 days. Refer Note No 60 for detailed disclosure of trade receivables from related parties.

Trade Receivable aging Schedule for the year ended as on March 31, 2025 and March 31, 2024

As at March 31, 2025

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	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**
As at March 31, 2024						
Undisputed Trade receivables-considered good	9.97	0.30	138.35	653.86	59.60	862.08
Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
Total Trade Receivable	**9.97**	**0.30**	**138.35**	**653.86**	**59.60**	**862.08**

Note 8: Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Secured, 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, 2025

Note 9: Other Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(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	32.04	30.70
Claims Receivable **	1,28,262.28	1,28,262.28
Other advances	-	-
Sub-Total	**1,28,309.16**	**1,28,307.82**
(ii) Current		
Claims Receivable	-	-
Security Deposit'-'Government authorities.(Current)	59.88	59.88
Security Deposit'-'Others(Current)*	4,647.55	5,106.86
Earnest Money Deposits	541.65	541.65
Gratuity Fund with SBI Life	161.49	129.50
Other advances (Includes related party)	1,952.56	1,952.56
Sub-Total	**7,363.13**	**7,790.45**
Total	**1,35,672.29**	**1,36,098.27**

*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 ₹ 6697.70 Lakhs.

The Central Bureau of Investigation(CBI) has filed a case against the subsidary Company ARSS Damoh Hirapur Tolls Pvt Ltd on the basis of complained filed by Central Bank of India dated 09.04.20,18, 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

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Non-Current		
Capital Advance	-	-
Lease Prepayments (Refer Below Note)	25.66	26.28
Sub-Total	**25.66**	**26.28**
(ii) Current		
Prepaid Expenses	110.70	104.58
Employee Advances	5.88	3.18
GST Refundable	1,007.61	914.90
Vendor Advances	3,310.60	2,556.94
Security Deposit(NSDL)	1.50	-
Lease Prepayments (Refer Below Note)	0.62	0.62
Sub-Total	**4,436.91**	**3,580.22**
Total	**4,462.57**	**3,606.50**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(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:-

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
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)

Particulars	As at March 31, 2025	As at March 31, 2024
Property, plant and equipment	342.23	459.53
Lease Prepayments	(8.74)	(7.80)
Employee Benefit Obligation	42.63	38.07
Impairment loss/(gain) on financial assets	-	-
Minimum Alternate Tax(MAT)	127.00	127.00
Remeasurement of Defined Benefit Obligation	-	-
Brought forward losses	-	-
Total	**503.12**	**616.80**

Note 12: Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
a. Materials at Site	1,155.04	1,612.02
b. Stores,Spares & Loose Tools	45.71	84.31
c. Work In Progress	5,301.42	3,522.30
d. Finished Goods	137.21	286.01
Total	**6,639.38**	**5,504.64**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Note 13: Cash and Bank Balance

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
Cash at bank	1,952.19	5,277.77
Cash on hand	0.18	0.34
Less: Bank overdraft	-	-
Total	**1,952.37**	**5,278.11**
Balances In Bank Other Than Above*	1,657.80	1,862.24
	1,657.80	**1,862.24**
Details of Cash at Bank :		
In Current Account	1,952.19	5,277.77
In Fixed Deposits	1,657.80	1,862.24

*Fixed deposit with carrying amount of ₹ 1657.80 lakhs including interest accrued on the same (31st March, 2024: ₹ 1,862.24) 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

Note 14: Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Authorised Shares Capital		
Equity Shares :		
4,00,00,000 (As on 31st March 2,024 : 4,00,00,000) Equity Shares of ₹ 10/- Each	4,000.00	4,000.00
Preference Shares :		
15,00,000 (As on 31st March 2,024 : 15,00,000) Preference Shares of ₹ 10/- Each	1,500.00	1,500.00
(B) Issued Subscribed and Paid Up		
Equity Shares:		
2,27,37,966 (As on 31st March 2,024 : 2,27,37,966) equity shares of ₹ 10 each fully paid up	2,273.80	2,273.80
Total	**2,273.80**	**2,273.80**

(C) Reconcilation of Number of Shares	As at March 31, 2025	As at March 31, 2024
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	-	-
c) Shares forfeited/brought back/cancelled during the year	-	-
d) Shares outstanding at the end of the financial year	**2,27,37,966**	**2,27,37,966**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

(D) Details of shareholders holding more than 5% of shares	As at March 31, 2025		As at March 31, 2024	
Name of the Shareholders	% Held	No.of Shares	% Held	No.of Shares
Equity Shares:				
Subash Agarwal	6.08%	13,81,608	6.08%	13,81,608
ARSS Developers Ltd	14.00%	31,83,480	14.00%	31,83,480
Sidhant Financial Services Limited	14.92%	33,93,031	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.

(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 March 31, 2025		As at March 31, 2024		% Change during the year	
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
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	-	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Note 15: Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
a. Securities Premium		
Opening Balance	19,947.00	19,947.00
Add:-Additions during the year	-	-
Sub Total	**19,947.00**	**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**
c. Retained Earnings		
Opening Balance	(39,121.34)	(35,637.76)
Add: Profit/(Loss) during the year	(776.57)	(3,483.58)
Add: Re-measurement of defined employee benefit plans through OCI	-	-
Sub Total	**(39,897.91)**	**(39,121.34)**
Grand Total	**(19,223.91)**	**(18,447.34)**

Note 16: Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Non-Current Borrowings		
Secured Loan		
Term Loan From Banks	-	-
Financial Lease Obligations	-	-
Unsecured Loan		
Loans from Bank	-	-
Loan from Others	-	-
Less : - Current Maturity of Long term debt	-	-
Term Loan From Banks	-	-
Financial Lease Obligations	-	-
Total non-current borrowings	**-**	**-**
(ii) Current Borrowings		
Cash Credit	99,304.49	99,304.49
Term Loan From Banks	63,484.00	63,484.00
Financial Lease Obligations	-	-
From Related Parties	3.88	-
From Others	64.25	64.25
Total current borrowings	**1,62,856.62**	**1,62,852.74**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Notes :-

The Company's secured debt account with various Banks and others has become NPA since 2012-13. The State Bank of India(Financial Creditor) had moved to NCLT as a result a Corporate Insolvency Resolution Process(CIRP) has been initiated against the Company vide the order no. CP(IB) No. 34/CB/2021 dated November 30, 2021 by the Hon'ble National Company Law Tribunal , Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016. The Financial Creditors (Secured / Unsecured) have placed their claims with the Resolution Professional as summarised in Note 70 of the Financial Statements which is subject to final outcome of the Resolution Process.

Note 17: Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current Trade Payables	-	-
Sub-Total	-	-
Current Trade Payables	3,828.94	5,954.23
Sub-Total	**3,828.94**	**5,954.23**
Grand Total	**3,828.94**	**5,954.23**

As at March 31, 2025 and March 31,20,24, there are no outstanding dues to Micro, Small and Medium Enterprises.

There is no interest due or outstanding on the same. Attention is drawn to Note No. 70 whereby the claims have been placed by various category of creditors including operational Creditors as part of CIRP. The management is of the opinion that the liabilities sitting under this line item including Pre CIRP Liability if any is subject to final outcome of Corporate Insolvency Resolution Process.

Note-18: Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
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	2,394.96	2,208.94
Outstanding Employee Benefit Cost	96.58	95.70
Gratuity Payable	113.69	-
Liability For Expenses	62.13	65.88
Gratuity Liability	161.49	129.50
Excess Drawings From JV	-	-
Sub-Total	**3,128.85**	**2,800.03**
Total	**3,128.85**	**2,800.03**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Note-19: Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits	146.41	146.41
Provision for Tax	-	-
Total	**146.41**	**146.41**
Current	-	-
Non Current	146.41	146.41

Note-20: Other Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Non- Current Liabilities		
Mobilization advance Received	-	-
	-	**-**
Current Liabilities		
Payable to Statutory Authorities	949.42	615.72
Mobilization advance Received	4.09	4.09
Advance From Customers	3,986.24	3,985.46
Total	**4,939.75**	**4,605.27**

Note-21: Current Tax Liability / (Assets) In Net

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax payable	-	-
TDS receivable	(2,195.92)	(2,515.97)
Total	**(2,195.92)**	**(2,515.97)**

Note-22: Revenue from operations

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Revenue from Operation :		
Sale of Services	16,538.80	32,087.18
Sale of Products	-	-
Less: Impact of finance component of deferred revenue	-	-
Total	**16,538.80**	**32,087.18**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Note-23: Other income

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest Income From Financial Assets measured at Amortized Cost	120.81	95.33
Interest On Arbitration Cases	-	-
Liability Written-off	-	-
Miscellaneous Income	329.20	478.67
Total	**450.01**	**574.00**

Note-24: Other Gains/(Losses)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Net gain on disposal of Property,Plant, Equipment & Others	156.11	165.16
Interest On Income Tax refund	27.57	702.71
Unwinding of finance component of deferred consideration	-	-
Total	**183.68**	**867.87**

Note-25: Cost of material consumed

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Material and components consumed		
Opening Stock	1,696.33	923.57
Add: Material Purchased during the year	3,298.49	7,336.21
Less: Closing Stock	1,200.75	1,696.33
Total	**3,794.07**	**6,563.45**

Note-26: Change in Inventories

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Opening Stock		
Work In Progress	3,522.31	2,422.14
Finished Goods	286.01	35.84
Sub-Total	**3,808.32**	**2,457.98**
Less:- Closing Stock		
Work In Progress	5,301.42	3,522.31
Finished Goods	137.21	286.01
Sub-Total	**5,438.63**	**3,808.32**
INCREASE(-)/DECREASE(+)	**(1,630.32)**	**(1,350.32)**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Note-27: Cost Of Goods/Services Sold

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Sub-Contract Expenses	12,289.21	24,197.33
Transportation	220.01	546.78
Wages & Salary	21.27	77.04
Hire Charges	2.68	31.95
Rents, Rates and related Taxes	309.20	466.47
Total	**12,842.37**	**25,319.57**

Note-28: Employee Benefit Expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Salary & Allowances	1,069.29	1,084.54
Managerial Remuneration	-	-
Gratuity	113.69	-
Contribution to PF & Other Funds	41.91	37.72
Staff Welfare	1.57	1.51
Total	**1,226.46**	**1,123.77**

Note-29: Finance Cost

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Interest On Borrowings	-	-
Interest on Deferred Payment Terms	0.41	0.23
Interest on Mobilisation Advance	44.82	-
Total	**45.23**	**0.23**

Note-30: Depreciation and Amortization expenses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Depreciation Expenses	97.21	94.32
Amortization Expenses	0.62	0.62
Total	**97.83**	**94.94**

Note-31: Other expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Repairs & maintenance:		
Plant & Machinery	631.27	1,240.04
Other repairs and maintenance	2.28	3.81
Bad Debt	-	922.52

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
De-Recognition of Investments in JV	-	-
Provision for Bank Guarantee Invoked	-	1,678.46
Legal & Professional Charges	408.40	518.97
Royalty	227.37	340.82
Travelling & Conveyance	35.04	34.49
Auditors Remuneration	12.14	12.10
Directors' Sitting fees	-	-
Bank Charges	23.49	55.25
Insurance Charges	132.10	136.76
Electricity Charges	20.58	20.45
Loss on Sale of Property, Plant & Equipment	-	-
IBBI Expenses	1.14	2.06
Miscellaneous Expenses	140.83	160.49
Total	**1,634.64**	**5,126.22**

Note 32 : Details of Payment to Auditors

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
as Auditors		
Statutory Audit Fees including quarterly review 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	-	-
Total	**12.00**	**12.00**

Note 33: Corporate Social Responsibility Expenses :

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
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, 2025

Note 34 : 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, 2025	Year Ended March 31, 2024
(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	113.67	185.90
	(Decrease)/Increase in deferred tax liabilities	-	-
	Adjustments for deferred tax of prior periods	-	-
	Total Deferred tax expenses/(benefits)	**113.67**	**185.90**
	Total Income Tax Expenses	**113.67**	**185.90**
	Income Tax Expenses is attributable to :		
	Current Tax	-	-
	Deferred Tax	113.67	185.90
	Total Tax Expenses Charged to SPL	**113.67**	**185.90**
	Total Tax Expenses Charged against OCI	**-**	**-**
	Total Tax Expenses	**113.67**	**185.90**

(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

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
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	-	-
	-	-

(d) Tax losses

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Unused tax losses for which no deferred tax has been recognized	-	-
Potential tax benefits @26.00%	-	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(e) Unrecognized temporary differences

(₹ in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
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 No. 35 : Movement in Deferred Tax (Asset-Incomes) / (Liability-Expenses)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Through PL	Through OCI	Through PL	Through OCI
Property,plant and equipment	342.23	-	459.53	-
Lease Prepayments	(8.74)	-	(7.80)	-
Employee Benefit Obligation	42.63	-	38.07	-
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	**503.12**	**-**	**616.80**	**-**

NOTE 36 : Employee benefit obligations

(All amounts in lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Change in Defined Benefit Obligation :		
Defined Benefit Obligation at the beginning	129.50	135.70
Current Service Cost	24.63	16.59
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	9.32	10.19
Benefit Payments from Plan Assets	(0.81)	-
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	-	-
Remeasurements - Due to Experience Adjustments	-	-
Acturial Loss/(gain) on Obligation	**112.53**	**(32.98)**
Defined Benefit Obligation at the end	**275.17**	**129.50**
Change in Fair Value of Plan Assets :		
Fair Value of Plan Assets at the beginning	153.55	142.83
Adjustment to Opening Balance	-	-
Expected to Return on Plan Assets	11.27	-
Employer Contrubution	5.88	-
Employee Contrubution	-	10.73
Benefits Paid	(0.81)	-
Net Transfer in/(out)(including effect of any business combinations/divestiures)	-	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(All amounts in lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Acturial Loss/(gain) on Obligation	(8.41)	-
Fair Value of Plan Assets at the end	**161.48**	**153.56**
Fair Value of Plan Assets at the beginning	**153.55**	**142.83**
Adjustment to Opening Balance	-	-
Actual Return to Plan Assets	2.86	10.73
Employer Contrubution	5.88	-
Employee Contrubution	-	-
Benefits Paid	(0.81)	-
Net Transfer in/(out)(including effect of any business combinations/divestiures)	-	-
Fair Value of Plan Assets at the end	**161.48**	**153.56**
Excess of Actual over estimated return on plan Assets	(8.41)	-

Weighted Average Asset Allocations at the end of current period

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Equities	-	-
Bonds	-	-
Insurance Policies	100%	100%

Note 37 : Components of Defined Benefit Cost

(All amounts in lakhs, unless otherwise stated)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Current Service Cost	24.63	16.59
Interest Cost on Obligation	9.32	10.19
Past Service Cost	-	-
Expected Return on Plan Assets	(11.27)	(10.73)
Amortization of Prior Service Cost	-	-
Net Actual (Gain)/ Loss to recognized	120.94	(32.98)
Transfer in/Out	-	-
Curtaailment(Gain)/Loss recognized	-	-
Settlement(Gain)/Loss recognized	-	-
Expense Recognized in Profit and Loss Account	**143.62**	**(16.93)**

NOTE 38 : 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, 2025	As at March 31, 2024
Actuarial Loss/(Gain) for the current period -Obligation	112.53	(32.98)
Actuarial Loss/(Gain) for the current period - Plan Assets	8.41	-
Total Actuarial Loss/(Gain) for the current period	**120.94**	**(32.98)**
Actuarial Loss/(Gain) loss recognized in the current period	**120.94**	**(32.98)**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

NOTE 39 : Significant estimates: actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate (Per Annum)	6.94%	7.22%
Salary growth rate(Per Annum)	10.00%	10.00%
Expected rate of Return on Plan Assets (per Annum)	6.94%	7.22%
Morallity Rate (as % of IALM(2012-014) Ult. Morality Table	100.00%	100.00%
Disability Rate(as % of above morality rate)	-	-
Withdrawal rate	15.00%	15.00%

Sensitivity Analysis :

The Financial results are sensitive to the actuarial assumptions. The change to the Defined Benefit Obligations for increase in decrease of 1% from assumed salary escalation, withdrawal and disscount rates are given below:

All amounts in lakhs, unless otherwise stated)

Scenario	PV DBO	Percentage Change
Under Base Scenario	275.18	-
Salary Escalation - Up by 1%	290.82	5.68%
Salary Escalation - Down by 1%	260.45	(5.35%)
Withdrawal Rates - Up by 1%	273.11	(0.75%)
Withdrawal Rates - Down by 1%	277.43	0.82%
Discount Rates - Up by 1%	260.83	(5.22%)
Discount Rates - Down by 1%	291.12	5.79%
Mortality Rates - Up by 10%	275.11	(0.03%)
Mortality Rates - Down by 10%	275.25	0.03%

NOTE 40 : 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 41 : 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, 2025	As at March 31, 2024
Current Liability(Short Term)	36.08	17.43
Non-Current Liability(Long Term)	239.09	112.07
Present Value of Obligation as at the end	**275.17**	**129.50**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

NOTE 42 : Amounts recognised in the Statement of Financial Position

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation	275.18	129.50
Fair value of plan assets	161.49	153.55
Funded Status	**113.69**	**(24.05)**
Effect of Asset Ceiling/Onerous Liability	-	-
Net Defined Benefit Liability/(Asset)	**113.69**	**(24.05)**

NOTE 43 : Net Defined Benefit Liability/(Asset) reconcillation

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Net Defined Benefit Liability/(Asset) at the beginning	129.50	153.55
Defined Benefit Cost included in P & L	-	(24.05)
Total Remeasurements in OCI	-	-
Net Transfer In / (Out) (Including the effect of any business combination/ divesture)	-	-
Amount recognised due to Plan Combinations	143.62	-
Employer Contributions	(0.81)	-
Employer Direct Benefit Payments	2.86	-
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at the end	**275.17**	**129.50**

NOTE 44 : Experience Adjustments on Present Value of DBO and Plan Assets

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
(Gain) / Loss on Plan Liabilities	(108.36)	(350.94)
% of Opening Plan Liabilities	83.67%	(25.86%)
Gain / (Loss) on Plan Assets	(8.41)	-
% of Opening Plan Assets	(5.48%)	0.00%

NOTE 45 : Best Estimate of Contribution during the next year

The Best Estimate Contribution for the Company during the next year will be as per Actuarial valuation.

NOTE 46 : Discontinuance Liability

Amount payable upon discontinuance of all employment is 213.93 Lakhs

NOTE 47 : Summary of Membership Status

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Number of Employees	456	406
Total Monthly Salary (₹)	37,94,669	28,94,640
Average Monthly Salary (₹)	8,322	7,130

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Average Past Service	7.96	5.61
Average Age	40.46	37.70
Average Future Service	19.61	23.33
Adjusted Average Future Service	5.72	5.92

*Adjusted future service takes into account the effect of mortality and attrition.

NOTE 48 : Age Analysis

Age	Count	Percentage
18 to 25	19	4.17%
25 to 30	49	10.75%
30 to 35	75	16.45%
35 to 40	85	18.64%
40 to 45	86	18.86%
45 to 50	63	13.82%
50 to 55	47	10.31%
> 55	32	7.02%
Total	**456**	**100%**

NOTE 49 : There were no Changes in Reimbursement Rights.

NOTE 50 : (i) There were no Changes in Asset Ceiling / Onerous Liability.

NOTE 51 Fair value measurements

(i) Financial instruments by category:

(All amounts in lakhs, unless otherwise stated)

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVPL	FVOCI	Amortized cost	FVPL	FVOCI	Amortized cost
Financial assets						
Investments	-	-	-	-	-	-
Equity instruments	-	-	418.41	-	-	243.53
Trade receivables	-	-	913.58	-	-	862.08
Cash & Bank Balance	-	-	1,952.37	-	-	5,278.11
Bank Balance Other than above	-	-	1,657.80	-	-	1,862.24
Loans	-	-	-	-	-	-
Derivative financial assets	-	-	-	-	-	-
Others	-	-	1,35,672.29	-	-	1,36,098.27
Total financial assets	**-**	**-**	**1,40,614.45**	**-**	**-**	**1,44,344.23**
Financial liabilities						
Borrowings	-	-	1,62,856.62	-	-	1,62,852.74
Derivative financial liabilities	-	-	-	-	-	-
Trade payables	-	-	3,828.94	-	-	5,954.23
Other financial liabilities	-	-	3,128.85	-	-	2,800.03
Total financial liabilities	**-**	**-**	**1,69,814.41**	**-**	**-**	**1,71,607.00**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(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.

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, 2024	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, 2025

(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 No. 52 : 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 1,09, 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.

Note No. 53: 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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

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, 2025	As at March 31, 2024
Net Debt	1,60,904.26	1,57,574.63
Total Equity	(16,950.11)	(16,173.54)
Net debt to Equity Ratio	(9.49)	(9.74)

(b) Dividends

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Equity shares		
Final dividend for the year ended 31.03.2025 of ₹ NIL (31.03.2024 ₹ NIL) per fully paid share	-	-
Interim dividend for the year ended 31.03.2025 of ₹ NIL (31.03.2024 ₹ 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 (31.03.2024 ₹ NIL). This proposed dividend is subject to the approval of shareholders in the ensuring annual general meeting.	-	-

NOTE - 54

(All amounts in lakhs, unless otherwise stated)

EARNINGS PER SHARE (EPS)		As at March 31, 2025	As at March 31, 2024
i)	Net Profit after tax as per statement of Profit & Loss attributable to Equity Shareholders (₹ Lakhs)	(776.57)	(3,483.58)
ii)	Weighted Average number of equity shares used as denominator for calculating EPS	2,27,37,966	2,27,37,966
iii)	Face Value per Equity Share (₹)	10.00	10.00
iv)	Basic and Diluted Earnings per share (₹)	(3.42)	(15.32)

NOTE - 55

EARNINGS IN FOREIGN EXCHANGE	As at March 31, 2025	As at March 31, 2024
FOB Value of Exports	-	-
Billing Adjustment	-	-
Total	-	-
EXPENDITURE IN FOREIGN CURRENCY		
Interest and finance charges	-	-
Commission on Sales	-	-
Legal and Professional fees	-	-
Others	-	-
	-	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

NOTE - 56

(₹ in Lakhs)

CONTINGENT LIABILITIES		As at March 31, 2025	As at March 31, 2024
i.	Guarantees given by Company's Bankers on behalf of the Company.	2,064.94	2,921.21
ii.	Claims against the Company not acknowledged as debts:		
a)	Central Sales Tax	824.94	824.94
b)	VAT	89.07	89.07
c)	Orissa Entry tax	233.46	233.46
d)	GST	752.75	752.75
e)	Orissa Electricity Act	47.00	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	4,397.17
h)	CIT (A), Bhubaneswar (A.Y. 2011-12 to 2015-16, 2017-18 & 2019-20) Penalty Demand	8,207.11	6,988.58

However as per management perception, the above liabilities will not devolve upon the Company in future.

iii Pending Litigation Initiated during CIRP

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	Uday Narayan Mitra, RP Vrs. Assistant Director of Income Tax CPC, Bengaluru & Another (Claim ₹ 5,57,97,680/-)	5.57	Pending before NCLT, Cuttack, Bench
4	Uday Narayan Mitra Vrs. Jaipur Development Authority (Laxmi Mandir Tonk Road) (Claim ₹ 1,24,98,840/-)	1.24	Pending before NCLT, Cuttack, Bench
5	Uday Narayan Mitra Vrs. Jaipur Development Authority (B2 Bypass) (Claim ₹ 3,00,00,000/-)	3.00	Pending before NCLT, Cuttack, Bench
6	State Bank of India Vrs. ARSS IPL and J. Sathyakumar (Claim ₹ 38,15,666/-)	0.38	Pending before NCLT, Cuttack, Bench
7	Kalpataru Pal Vrs. ARSS IPL (Claim ₹ 35,46,290/-)	0.35	Pending before NCLT, Cuttack, Bench
8	Asstistant Director of Income Tax CPC, Bengaluru Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd	557.98	Pending before NCLT, Cuttack, Bench
9	Deputy Commissioner of Commercial Taxes & GST, CT & GST Circle, Dhenkanal Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd.	212.06	Pending before NCLT, Cuttack, Bench
10	Steel Authority of India Ltd. Vrs. ARSS IPL (Claim ₹ 22,85,22,837/-)	22.85	Pending before NCLT, Cuttack, Bench
11	SREI Equipment Finance Ltd., through its Administrator Rajneesh Sharma Vrs Uday Narayan Mitra, RP of ARSS IPL	295.69	Pending before NCLAT, Kolkata
12	Ocean Capital Market Limited Vrs. Udaya Narayan Mitra (RP) of ARSS Infrastructure Projects Ltd.	-	Pending before NCLAT, New Delhi
13	Uday Narayan Mitra Vrs. Rajneesh Sharma	-	Pending before NCLAT, Kolkata
14	Uday Narayan Mitra Vrs. Ocean Capital Market Ltd.(Plan Approval)	-	Pending before NCLT, Cuttack, Bench

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

NOTE - 57

(₹ in Lakhs)

CAPITAL COMMITMENTS	As at March 31, 2025	As at March 31, 2024
Estimated value of contracts in capital account remaining to be executed	-	-

NOTE - 58

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.

NOTE - 59

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 1,08, 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 :

Customer Name	% of Total Revenues	
	As at March 31, 2025	As at March 31, 2024
East Coast Railway Division(Boudh)	28.25%	45.49%
	₹ 4,672.68	₹ 14,596.79

(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	% of Total Revenues	
	As at March 31, 2025	As at March 31, 2024
Top 10 Customers	96.92%	94.88%
	₹ 16,029.08	₹ 30,634.90

NOTE - 60

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

Patel-ARSS JV

Backbone-ARSS JV

Somdatt Builders-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

d. Key Managerial Personnel

Name	Designation
Subash Agarwal	Chairman cum Director(Suspended during CIRP)
Rajesh Agarwal	Managing Director(Suspended during CIRP)
Sunil Agarwal	Chief Executive Officer
Anil Agarwal	Chief Operating Officer
S.K. Pattanaik	Chief Financial Officer

The Company Secretary has not been considered as related party as he is not having the authority and responsibility for planning, directing and controlling the executive decision making activities of the entity, directly or indirectly. This is in line with Ind AS 24, "Related party transactions".

e. Enterprises in which Key Management personnel has significant influence

Shivam Condev Private Limited

ARSS Cements Limited

ARSS Steel & Power Limited

ARSS Holdings Limited

Anil Contractors Private Limited

ARSS ETOE Rail Private Limited

Sidhant Financials Services Limited

Faster Infracon Private Limited

Holy Vanijya Private Limited

Balabhadra Developers Pvt Limited

Balabhadra Crusher Private Limited

Gypsum Commerce India Private Limited

f. Close Family members of Key Managerial Personnel

None of the close members of all Key managerial Personnel's are considered as Related Party In accordance with Ind AS 24 considering the fact that they are neither participating nor influencing executive decision making of the Company.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

(II) Balances and Transactions with Related parties

(₹ in Lakhs)

a. Statement Of Profit And Loss Items — **Net Transaction During the Period**

Name	Particulars	2024-25	2023-24
Atlanta ARSS JV	Sale Of Services	-	29.52
ARSS Royal JV	Sale Of Services	1,982.74	1,775.43
ARSS SNKI JV	Sale Of Services	4.15	7.30
Balbhadra Developers Pvt Ltd	Sale Of Services	7.19	22.00
Balbhadra Developers Pvt Ltd	Sub Contract Given	2,020.57	3,847.28
Shivam Condev Pvt Ltd(Consultancy)	Sale Of Services	97.66	202.22
Shivam Condev Pvt Ltd(Crusher Rent)	Sale Of Services	105.00	105.00
Shivam Condev Pvt Ltd	Sub Contract Given	1,655.20	1,835.94

b. Balance Sheet Items*

Name	Particulars	2024-25		2023-24	
		Transaction during the year	Outstanding	Transaction during the year	Outstanding
Som Dutt Builders ARSS JV	Advance From Customer	-	1,697.85	-	1,697.85
Backbone-Arss Jv.	Advance From Customer	-	139.81	-	139.81
Patel-Arss Jv.	Advance From Customer	-	1,490.25	-	1,490.25
ARSS Atlanta JV	Receivables	-	59.27	-	59.27
ARSS Royal JV	Receivables	1,982.74	187.21	1,775.43	182.39
ARSS SNKI JV	Receivables	4.15	0.97	7.30	0.33
Atlanta ARSS JV	Receivables	-	448.12	29.52	448.12
ARSS SCPL JV	Trade Advance	-	1,662.83	-	1,662.83
ARSS NTLLP JV	Advance From Customer	0.78	540.01	46.76	538.36
Shivam Condev Private Limited	Payable	1,655.20	-	1,584.12	48.40
Balbhadra Developers Pvt Ltd	Payable	2,020.57	269.68	3,847.28	406.92
ARSS Damoh Hirapur Tolls Pvt Ltd	Finance provided	-	4,418.20	-	4,418.20
Anil Agarwal	Remuneration Payable	-	5.55	-	5.55
Sunil Agarwal	Remuneration Payable	-	5.21	-	5.21

* 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.

(III) Remuneration to key managerial personnel

(₹ in Lakhs)

Name	2024-25	2023-24
Anil Agarwal	-	-
Sunil Agarwal	-	-
Rajesh Agarwal	-	-
Subash Agarwal	-	-
Director Sitting Fees	-	-

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

NOTE - 61

(₹ in Lakhs)

FINANCIAL HEDGING INSTRUMENTS		As at March 31, 2025	As at March 31, 2024
i)	**For hedging Currency Related Risks :**		
	Forward Contracts - Outstanding Nominal Value	Nil	Nil

NOTE - 62

ASSETS PROVIDED AS SECURITY

Particulars		As at March 31, 2025	As at March 31, 2024
	Current Assets		
	Financial Assets		
	Trade Receivables	913.58	862.08
	Other Financial Assets	7,363.13	7,790.45
	Total Current assets provided as security	**8,276.71**	**8,652.53**
	Non Financial Assets		
	Non Current assets		
	Property, Plant and Equipment :		
i	Tangible Assets	3,539.02	3,601.00
ii	Intangible Assets	-	-
	Inventories	6,639.38	5,504.64
	Other Financial Assets	1,28,309.16	1,28,307.82
	Total Non - Current assets provided as security	**1,38,487.56**	**1,37,413.46**
	Total Assets provided as Security	**1,46,764.27**	**1,46,065.99**

NOTE - 63

The obligations on long term, non-cancellable finance leases payable as per the respective agreements are as follows :-

Particulars	As at March 31, 2025	As at March 31, 2024
Future minimum lease payable	-	-
Not Later than 1 year	-	-
Later than 1 year and not later than 5 years	-	-
Later than 5 year	-	-
	-	-

NOTE - 64

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, 2025

NOTE - 65

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 - 66

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 - 67 Ratio Analysis

(₹ in Lakhs)

Sl. No.	Name of the Ratio	Units	Methodology	2024-25	2023-24	Variance (%)
1	Net Worth		(Paid up Equity Capital + Reserves and Surplus)	(16,946.11)	(16,169.55)	4.80
2	Debt Equity Ratio	Times	Total debt / (Paid up Equity Capital + Reserves and Surplus)	(9.61)	(10.07)	(4.58)
3	Debt Service Coverage Ratio	Times	EBIT / Interest Expense + Principal Repayments made during the period for long term loans	(17.52)	(14,327.31)	(99.88)
4	Current Ratio	Times	Current Assets/ Current Liabilities	0.14	0.16	(7.39)
5	Long Term Debt to Working Capital	Times	Long Term Debts/Net Working Capital	-	-	-
6	Current Liability Ratio	Times	Current Liabilities/ Total Liabilities	1.11	1.10	-
7	Total Debts to Total Assets	Times	Total Outstanding Debts/Total Assets	1.03	1.02	1.42
8	Debtors Turnover	Times	Revenue from operations/ Trade Receivables	18.10	37.22	(51.36)
9	Return on Equity Ratio	Percentage	Net Profit/ Average Shareholders equity	(34.15)	(153.21)	(77.71)
10	Inventory Turnover	Times	Cost of Goods Sold/ Inventories	2.26	5.55	(59.25)
11	Trade Payable Turnover Ratio	Times	Net Credit Purchases/Avearge Accounts Payable	0.86	1.23	(30.08)
12	Net Capital Turnover Ratio		Total Sales/Shareholders Equity	7.55	14.75	(48.78)
13	Return on Capital Employed	Percentage	Earning before Interest and Tax/Capital Employed	4.99	20.90	(76.14)
14	Return of Investment	Percentage	Net Profit/Cost of Investment	-	-	-
15	Operating Margin (%)	Percentage	Profit before Depreciation, Tax & Exceptional item /Revenue from Operation	(5.07)	(10.44)	(51.46)
16	Net Profit Margin (%)	Percentage	Net Profit/ Revenue from operation	(4.70)	(10.86)	(56.75)

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Reasons for more than 25% change

a. Changed due to Decrease in finance cost

b. Decreased due to Decrease in Turnover

c. Increased due to decrease in Share holder fund

d. Decreased due to reduce in Turnover

e. Decreased due to reduce in Turnover

f. Decreased due to reduce in Turnover

g. Decreased due to reduce in Turnover

h. Decreased due to reduce in Turnover

i. Decreased due to reduce in Turnover

NOTE -68 Figures for the previous year has been re-arranged and re-grouped wherever necessary

NOTE - 69

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 - 70

CIRP Matter

Corporate Insolvency Resolution Process(CIRP) has been initiated against the Company vide the order no. CP(IB) No. 34/CB/2021 dated November 30, 2021 by the Hon'ble National Company Law Tribunal, Cuttack Bench (NCLT) under the provisions of the Insolvency and Bankruptcy Code, 2016 whereby Mr. Uday Narayan Mitra has been appointed Interim Resolution Professional and his appointment as Resolution Professional was confirmed by the Committee of Creditors. Pursuant to initiation of CIRP, the class of creditors have placed their claims berore the IRP/ RP. The summary of the claims received, Claims Admitted etc (as on 21-03-2022) have been tabulated below:

(₹ in Lakhs)

Sl. No.	Category of Creditor	Summary of Claims Received	Summary of Claims Admitted	% Share in Total Amount of Claims Admitted
		Amount	Amount	
1	Secured financial creditors belonging to any class of creditors	-	-	-
2	Unsecured financial creditors belonging to any class of creditors	-	-	-
3	Secured financial creditors (other than financial creditors belonging to any class of creditors)	5,68,331.30	4,94,013.99	92.96
4	Unsecured financial creditors (other than financial creditors belonging to any class of creditors)	-	-	-
5	Operational creditors (Workmen)	-	-	-
6	Operational creditors (Employees)	-	-	-
7	Operational creditors (Government Dues)	37,367.14	37,367.14	7.03
8	Operational creditors (other than Workmen and Employees and Government Dues)	42.83	26.92	0.01
9	Other creditors, if any, (other than financial creditors and operational creditors)	-	-	-
	Total	**6,05,741.27**	**5,31,408.05**	**100.00**

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

The particulars of aforementioned claims have been uploaded on IBBI Portal at the link below:-

https://ibbi.gov.in/claims/claimProcess/L14103OR2000PLC006230

The aforementioned claims as placed by different category of creditors as specified above is a compilation of the claims admitted / not admitted as per the extant guidelines of IBC 20,16, the same may or may not be sitting under the relevant line item in the Financial Statements. The Resolution plan submitted by SRA is under Subjudice.

During the FY 2023-24, the Claim of ₹ 919.79 crore of SREI Equipment Finance Limited (SREI) has been admitted by RP pursuant to the order of Hon'ble NCLAT. It is now expected that the Arbitration claims of ₹ 1082.06 cr assigned to SREI prior to the commencement of CIRP, should come back to the CD. Despite multiple reminders by the RP to SREI, a detailed communication on the status of such Arbitration claims from SREI is still awaited. Pending such communication, the quantum and status of such arbitration claims could not be evaluated. Here it is pertinent to mention that the RP has filed a petition before Hon'ble NCLT Cuttack Bench in this regard.

NOTE - 71

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 - 72

The Hon' ble cuttack bench of NCLT has heard the Resolution Plan matter on dated 20th May 2025 and reserved the order.

NOTE - 73

The Serious Fraud Investigation Office has intiated investigation into the affairs of the Company during the year 2024-25.

As per our report of even date attached.

For M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAI4726

Date : May 28, 2025
Bhubaneswar

Sd/-
(Rajesh Agarwal)
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
IP Reg. No .: IBBI/IPA-001/
IP-P00793/2017-18/11360

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

Annexure I

Statement on Impact of Audit Qualifications (for audit report dated 28.05.2025 with modified opinion) submitted along-with Annual Audited Consolidated Financial Results of ARSS Infrastructure Projects Limited for the Financial Year ended on 31st March, 2025.

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025

[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	17,172.49	17,172.49
	2.	Total Expenditure	18,010.28	18,010.28
	3.	Net Profit/(Loss)	(776.57)	(776.57)
	4.	Earnings Per Share	(3.42)	(3.42)
	5.	Total Assets	1,57,954.46	1,57,954.46
	6.	Total Liabilities	1,74,900.58	1,74,900.58
	7.	Net Worth	(16,950.11)	(16,950.11)
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification:

a) In absence of relevant records, Contract-wise surplus/loss of holding Company has neither been ascertained nor recognized in compliance with Ind AS-115 'Revenue from contract with customers.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification:
Qualification No. a) since Financial Year 2016-17

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:

For Qualification No-(a): 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.

Notes to the Consolidated Financial Statements for the year ended 31st March, 2025

III.	Signatories:	
	Uday Narayan Mitra (Resolution Professional) IP Reg. No .: IBBI/IPA-001/IP-P00793/2017-18/11360	**Sd/-** **Uday Narayan Mitra**
	Mr. S. K. Pattanaik Chief Financial Officer	**Sd/-** **S. K. Pattanaik**
	Statutory Auditor CA Vipul Kumar Gupta Partner M A R S & Associates Chartered Accountant FRN-010484N M.No. 522310 UDIN: 25522310BMOTAK9744	**Sd/-** **Vipul Kumar Gupta**
	Place: Bhubaneswar **Date: May 28, 2025**	

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

(Rupees in 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	(5.71)
6.	Total assets	6,696.81
7.	Total Liabilities	4,490.15
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	(2.10)
11.	Provision for taxation	-
12.	Profit after taxation	(2.10)
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

(Rupees in Lakhs)

Name of Associates Company		ARSS Developers Limited
1.	Latest audited Balance Sheet Date	31.03.2025
2.	Shares of Associate held by the Company on the year ended	
	No. of shares	25,00,000 Nos Equity Shares
	Amount of Investment in Associates/Joint Venture	2419.44
	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	NA
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 M A R S & Associates
Chartered Accountants
FRN : 010484N

Sd/-
(CA. Vipul Kumar Gupta)
Partner
M.No.- 522310
UDIN : 25522310BMOTAL3861

Date : May 28, 2025
Bhubaneswar

Sd/-
Rajesh Agarwal
Managing Director
DIN: 00217823

Sd/-
Subash Agarwal
Chairman
DIN: 00218066

Sd/-
(Prakash Chhajer)
Company Secretary

For and on behalf of the Board of Directors
(Suspended during CIRP)

Sd/-
(Uday Narayan Mitra)
Resolution Professional
(IP Reg. No .: IBBI/IPA-001/ IP-P00793/2017-18/11360)

Sd/-
(S.K. Pattanaik)
Chief Financial Officer

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 25th Annual General Meeting of the Members of the company will be held on Wednesday, 24th September, 2025 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.

BACKGROUND:

The members are hereby informed that pursuant to 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 your company under the provisions of the Insolvency and Bankruptcy Code, 2016 (the "Code"). As a result, pursuant to Section 17 of the Code, the powers of the Board of Directors of the Company ("Board of Directors") stand suspended as on the CIR Commencement Date and are vested with Mr. Uday Narayan Mitra, who was appointed as the Interim Resolution Professional of the Company in terms of the Order. Mr. Uday Narayan Mitra (having IBBI registration number IBBI/IP A-001/IP-P00793/2017-18/11360) has been confirmed to continue as the resolution professional ("Resolution Professional") by the Committee of Creditors ("CoC") (constituted as per the Code). Consequently, all actions that are deemed to be taken by the Board of Directors shall be given effect to by the Resolution Professional during the continuance of the CIR Process as per the Code.

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, 2025 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, 2025 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, 2025 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, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

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

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

3. **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 Resolution Professional of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025-26, amounting to ₹ 50,000/- (₹ Fifty Thousands only) 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** the Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution."

4. **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**

To consider and if thought fit, to pass, the following as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Act, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and Regulation 24A & other applicable provisions of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), 2015 ("SEBI Listing Regulations") read with circulars issued thereunder from time to time and as recommended by Resolution Professional, consent of the members of the Company be and is hereby accorded for the appointment of M/s Sunita Jyotirmoy and Associates, Company Secretaries, having Peer Review Certificate No. 1021/2020 and Unique Identification Number - P2003OR014400 as Secretarial Auditors of the Company for a period of 5 consecutive years commencing from April 01, 2025 to March 31, 2030 ('the Term') to conduct the secretarial audit for the aforesaid Financial Years at an annual fees of INR 50,000 (Fifty thousand only) and on such terms & conditions, as may be determined by the Board of Directors / Resolution Professional, as the case may be (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board in this regard)."

"RESOLVED FURTHER THAT Resolution Professional of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

5. Approval of Material Related Party Transactions 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 Insolvency and Bankruptcy Code, 2016, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, Related Party Transactions Policy of the Company and pursuant to the recommendations of RP/CoC of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing to enter into contracts/transactions, with ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner and Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations and Section 5 (24) of the code, in the nature of a) sale, purchase, lease or supply of goods or business assets or property or equipment; b) availing or rendering of services; c) transfer of any resources, services or obligations to meet the Company's business objectives/ requirements ("Related Party Transactions"), aggregating upto an amount not exceeding **INR 217.79 crore** on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee of the Company/RP be and is hereby authorized to delegate all or any of the powers conferred on it as they may deem fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

RESOLVED FURTHER THAT the Board of Directors of the Company (whose powers, pursuant to Section 17 of the Code, are being exercised by the Resolution Professional during the continuance of the CIR Process), be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

RESOLVED FURTHER THAT all actions taken by the Resolution Professional in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

By Order of the Board/RP
For **ARSS Infrastructure Projects Limited**
(A company under CIRP)

Sd/-
(Prakash Chhajer)
Company Secretary & Compliance Officer

Place: Bhubaneswar
Date: August 11, 2025

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38,Sector-A, Zone –D,
Mancheswar Industrial Estate, Bhubaneswar, 751 010, 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. 09/2024 dated September 19, 2024 (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, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ('**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 2025. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the **25th AGM** of the Company is being held through VC/OAVM on Wednesday, September 24, 2025, 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 Wednesday, the 17th Day of September, 2025 to Wednesday, the 24th Day of September, 2025 (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 2024-25 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 2024-25 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 2024-25 no complaints were received through SCORES portal or ODR portal. Also no shareholders complaints were lying on result as on March 31, 2025.

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. 24th September, 2025 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. Prakash Chhajer, Company Secretary cum Compliance Officer
Sector-A, Zone-D, Plot No-38,
Mancheswar Industrial Estate,
Bhubaneswar- 751 010, Odisha
E-Mail;- cs@arssgroup.in
Tel: 0674-2602763
Or

Registrar and Transfer Agents:
Bigshare Services Private Limited
Office No. S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai 400 093, 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 2024-25 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 **Wednesday, September 17, 2025 ('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 Resolution Professional 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 Resolution Professional 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. Wednesday, September 24, 2025.

G. INSTRUCTIONS FOR REMOTE E-VOTING THROUGH ELECTRONIC MEANS

1. 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.
2. 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.

3. 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.
4. 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.
5. 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.
6. 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. 09/2024 dated September 19, 2024 (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 **Saturday, September 20, 2025 (9.00 a.m. IST) and ends on Tuesday, September 23, 2025 (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. **Wednesday, September 17, 2025**, 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 **September 17, 2025**.

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. 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. 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 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.

Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
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 Myeasi Tab and then user your existing my easi username & password. 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. 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. 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 cdslindia.com home page. 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. 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. 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.in or 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 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 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 For example if folio number is 001*** and EVEN is 125626 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. 17th September, 2025, 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. 17th September, 2025 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 Wednesday, September 17, 2025.
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 **Thursday, September 18, 2025 (9:00 a.m. IST)** to **Saturday, September 20, 2025 (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 24, 2025.

By Order of the Board/RP
For **ARSS Infrastructure Projects Limited**
(A company under CIRP)

Sd/-
(Prakash Chhajer)
Company Secretary & Compliance Officer

Place: Bhubaneswar
Date: August 11, 2025

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38,Sector-A, Zone –D,
Mancheswar Industrial Estate, Bhubaneswar, 751 010, 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. 03 to 05 of the accompanying Notice dated 11th August, 2025.

ITEM No – 03

M/s. I C Kundu & Co, Cost Accountants, (Firm Registration No. 100778) Bhubaneswar at has been appointed as Cost Auditors at a remuneration of INR 50,000/- (INR Fifty Thousand only) 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, 2026.

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 2025-2026 as set out in the Resolution for the aforesaid services to be rendered by them.

The Resolution Professional 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. 03 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. 03 of the Notice.

ITEM NO. 4

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting. Accordingly, the Resolution Professional had recommended to the members of the Company appointment of M/s Sunita Jyotirmoy & Associates, Company Secretaries (FRN: P2003OR014400) as the Secretarial Auditors of the Company for a period of five years, commencing from conclusion of this (25th) Annual General Meeting till the conclusion of 30th Annual general Meeting to be held in the year 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending M/s Sunita Jyotirmoy & Associates, for appointment, the Resolution Professional evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, the clientele it serves, and its technical expertise. M/s Sunita Jyotirmoy & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s Sunita Jyotirmoy & Associates, is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Bhubaneswar, Odisha. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, secretarial services, litigation, advocacy, and

legal due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence, and commitment.

The terms and conditions of M/s Sunita Jyotirmoy & Associates appointment include a tenure of five years, from this (25th) Annual General Meeting till the conclusion of 30th Annual general Meeting to be held in the year 2030 (from the Financial Year 2025-26 to Financial year 2029-30). The proposed fees in connection with the secretarial audit shall be INR 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors/RP and M/s Sunita Jyotirmoy & Associates. In addition to the secretarial audit, M/s Sunita Jyotirmoy & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors/RP. The relevant fees will be determined by the Board/RP, as recommended by the Audit Committee/COC in consultation with the Secretarial Auditors. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by the firm to conduct the audit effectively.

M/s Sunita Jyotirmoy & Associates is the existing Secretarial Auditors of the Company. The fee proposed to be paid to M/s Sunita Jyotirmoy & Associates for the Financial year 2025-26 is same as that for FY 2024-25. Accordingly, there is no change in the fee payable compared to that of the outgoing auditor, making the requirement to disclose such a change not applicable. M/s Sunita Jyotirmoy & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of as the Secretarial Auditors of the Company.

The RP are of the opinion that the aforesaid appointment of Secretarial Auditors M/s Sunita Jyotirmoy & Associates, Company Secretaries for conducting the Secretarial Audit for the 5 consecutive years is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 04 for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 04 of the accompanying Notice.

ITEM NO. 5

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of INR 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

The Company, in order to further its business interests, enters into various transactions with its related parties as defined in Insolvency and bankruptcy Code, 2016 and Rules & Regulation made thereunder. Amongst these transactions, the estimated value of transactions with ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner, a related party under Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2025-26 and onwards is expected to exceed the materiality threshold as stated above.

The Power of the Board of Directors of the Company are suspended during CIRP and pursuant to Section 17 of the Code, the power of the Board are being exercised by the Resolution Professional during the continuance of the CIR Process), recommended for the approval of the Members, entering into material related party transactions with ABCI-SCPL-SIPS JV during the financial year 2025-26 and onwards, as set out in the Resolution. These transactions will be entered in the ordinary course of business and on arm's length basis.

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 2nd November, 2021, are given hereunder:

Details w.r.t Material Related Party Transactions:

Sl. No.	Particulars	Details of transactions
1	Name of the Related Parties	ABCI-SCPL-SIPS JV, a Joint Venture where one of the related party of the Company is the JV Partner.
2	Nature of Relationship	a related party under Regulation 2(1)(zb) of the Listing Regulations and Section 5 (24) of the IBC, 2016
3	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	a) Sale, purchase, lease or supply of goods, business assets or equipment; b) Availing or rendering of services; c) Transfer or exchange of any resources, services or obligations to meet its business objectives/ requirements d) Contract / Sub-contract of work. Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 2 financial years i.e. from FY2025-26 to FY2026-27 and for ratification of the transaction entered into since FY 2024-25 onwards. Value of Transaction - The Company estimates that the monetary value of overall related party transaction and allied transactions with ABCI-SCPL-SIPS JV shall be INR 217.79 crore and tenure of the transaction shall be 24 months.
4	Nature of concern or Interest	Financial
	Total Transactions for Past three years	NIL
5	Transaction related to providing loan(s)/ advance(s) or securities for loan taken by a related party	Not Applicable
6	Details of the source of funds in connection with the proposed transaction	Not Applicable
7	If any financial indebtness is incurred to make or give such loans/ advances/securities for loan and Nature of Indebtness/Cost of Funds/ Tenure	Not Applicable
8	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable
9	Purpose for which funds will be utilised	Not Applicable

Sl. No.	Particulars	Details of transactions
10	Any advance paid or received for the transaction	Nil
11	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year (i.e FY 25) that is represented by the value of the proposed transaction	131.69 %
12	Details about valuation, arm's length and ordinary course of business. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Pricing will be benchmarked to similar transactions with unrelated parties with adjustments for commercial terms, as necessary. The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/ recoveries are basis actual cost incurred.
13	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
14	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	Since the Company is under CIRP and not able to participate in the Bidding of Govt. Works. So, your company need to depend upon the private works/petty works. To keep the Company as going concern and to mitigate the running expenses, the arranged some work orders for continuation of execution otherwise the man, machine will be idle and will cost to company.
15	Any other information relevant or important for the shareholders to take an informed decision	All important information forms part of the statement setting out material facts, pursuant to section 102(1) of the Companies Act, 2013 forming part of this Notice.

Any subsequent material modification in the proposed transactions, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Company will seek separate approval on an Annual Basis from the shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

The Resolution Professional recommends the Resolution set out at Item Nos. 05 for approval of the Shareholders.

The Directors/key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 05 of the Notice only to the extent of shares held by them, if any, in the Company.

The members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the Resolutions set out at Item Nos. 05.

By Order of the Board/RP
For **ARSS Infrastructure Projects Limited**
(A company under CIRP)

Sd/-
(Prakash Chhajer)
Company Secretary & Compliance Officer

Place: Bhubaneswar
Date: August 11, 2025

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38,Sector-A, Zone –D,
Mancheswar Industrial Estate, Bhubaneswar, 751 010, 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 25th 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. Subash Agarwal**
DIN	00218066
Date of Birth	1st January,1965
Date of Appointment	5th November, 2007
Qualifications	B. Com (Graduate)
Brief Resume including Expertise in specific functional Areas	Mr. Agarwal has expertise in Civil Construction and Finance However his power has been suspended during CIRP
Position in the company	Chairman cum Director (suspended during CIRP)
Terms and Conditions of Appointment/ Reappointment	Liable to retire by rotation however pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process
Remuneration sought to be paid/Last drawn	Nil
Number of Meetings of Board attended during the year	NA
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	He is the brother of Managing Director (Suspended)
Number of equity shares held in the Company (as on 31.03.2025)	13,81,608 (6.07 %)

ARSS INFRASTRUCTURE PROJECTS LIMITED

www.sapprints.com