



ARSS INFRASTRUCTURE PROJECTS LIMITED

Registered Office: Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Orissa, India

CIN: L14103OR2000PLC006230

Tel No.: +91-0674-2588552, 2588554 Fax: +91-0674-2585074,

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

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of the company will be held on Wednesday, the 17th day of December, 2014 at 11.00 A. M, at the Registered Office of the Company at Plot No. 38, Sector- A, Zone- D, Mancheswar Industrial Estate, Bhubaneswar- 751010 to transact the following business:

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

1. Appointment of Statutory Auditors to fill casual vacancy

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) M/s Ajay B Garg, Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P. A & Associates, Chartered Accountants, Bhubaneswar, Orissa.”

“RESOLVED FURTHER THAT M/s Ajay B Garg, Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company w.e.f. November 11th, 2014 and that they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2015, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

2. Appointment of Mrs. Rima Dhawan as Women/ Independent director

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Rima Dhawan (DIN : 01604113), who has consented to act as a Women/ Independent Director of the company & has also submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as Women/ Independent Director of the Company with effect from December 17th, 2014 to December 16th, 2015 (for one year) not liable to retire by rotation.”

3. Appointment of Mr. Upendra Nath Challu as an Independent director

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Upendra Nath Challu (DIN: 05214065), a non-executive Independent Director of the Company who has consented to act as an Independent Director of the company & has also submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1st April, 2014 to 31st March, 2016 (for two years) not liable to retire by rotation.”

4. Appointment of Mr. Swarup Chandra Parija as an Independent director

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Swarup Chandra Parija (DIN : 00363608), a non-executive Independent Director of the Company who has consented to act as an Independent Director of the company & has also submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1st April, 2014 to 31st March, 2016 (for two years) not liable to retire by rotation.”

SPECIAL RESOLUTION

5. Further issue of shares to promoters & their associates:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, in accordance with the covenants of Corporate Debt Restructuring (CDR), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised on behalf of the Company to issue and allot 63,18,365 (Sixty three lacks eighteen thousands three hundred and sixty five) no. of Equity Shares of face value of Rs. 10/- each (Rs. Ten only), to be issued at a premium of Rs. 85/- each (Rs. Eighty five only) i.e. for Rs. 95/- each (Rs. Ninety five only) to Promoters and their associates, by way of a Preferential Issue, on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be July 19th, 2012 being the date of sanction of CDR approval."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

NOTES:

1. A Member entitled to attend and vote at an Extra-ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. However, proxy forms should be deposited at the registered office of the company not less than 48(Forty Eight) hours before the commencement of the meeting in order to be effective.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The cut-off/ record date for taking ben-pos, for the purpose of e-voting is set by a company is 14th November, 2014 (Friday), those investors, whose names appear on the shareholder list of on that day shall be eligible for e-voting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. 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.
6. All the investor related communication may be addressed to:
Ms. Alka Khemka
Company Secretary cum Compliance Officer
Sector-A, Zone-D, Plot No-38,
Mancheswar Industrial Estate,
Bhubaneswar- 751010.
E-Mail:- cs@arssgroup.in
Tel: 0674-2588552, 2588554, Fax: 0674- 2585074.
7. Members/proxies are requested to kindly take note the following:
 - a. Bring their Attendance slip sent herewith duly completed and signed for attending the meeting.
 - b. Entry to the meeting hall will be strictly on the basis of the entrance slip to be made available at the counters at the venue, to be exchanged with the duly completed and signed Attendance Slip.
8. Members may please note that briefcase, bag, mobile phone and eatables will not be allowed to be taken inside the venue of the meeting for security reasons.

9. Members are requested to notify immediately any change in their address directly to their Depository Participant in case they hold Shares in dematerialized form or to the Company's Registrar & Transfer Agents, in case they hold Shares in physical form.
10. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participants at the earliest, to enable the Bank to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical mode may kindly provide their e-mail IDs to the RTA.

11. E-Voting-

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement entered into with stock exchanges, the Company is pleased to provide members facility to exercise their right to vote at an Extra- ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The following matter as given below will be forwarded to you shortly.
EVEN (E Voting Event Number) _____ USER ID _____ PASSWORD/PIN _____
- (ii) NSDL shall also be sending the User-ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.
- (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iv) Click on Shareholder – Login
- (v) Put user ID and password as initial password noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select "EVEN" of ARSS Infrastructure Projects Limited.
- (ix) Now you are ready for e-Voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. 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 Downloads section of www.evoting.nsd.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on Monday, December 8th, 2014 (at 9:00 am) and ends on Tuesday, December 9th, 2014 (at 9:00 am) i.e. e-voting is open for one day only. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 14th, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, November 14th, 2014.
- VII. The Company is required to provide members facility to exercise their right to vote by electronic means to those shareholders of the Company, (holding shares either in physical form or in dematerialized form) whose names are appearing in the ben-pos as on the cut-off date (record date) November 14th, 2014.
- VIII. Shareholders not casting their vote electronically may only cast their vote at an Extra-ordinary General Meeting.
- IX. The Company has appointed M/s Adesh Tandon & Associates, Company Secretaries, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.
- X. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at-least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- XI. The Results shall be declared on or after the General Meeting of the Company. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.nestle.in and on the website of NSDL within two (2) days of passing of the resolutions at the General Meeting of the Company and communicated to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the General Meeting of the Company.

Explanatory Statement under Section 102(1) of the Companies Act, 2013:

Item no. 1

The Company had appointed M/s. P. A & Associates, Chartered Accountants, Bhubaneswar, Orissa, as the Statutory Auditors of the Company at the Annual General Meeting (AGM) held on July 18th, 2014 to hold office till the conclusion of the next AGM.

Due to some unavoidable circumstances M/s. P. A & Associates, Chartered Accountants, Bhubaneswar, Orissa, have tendered their resignation from the position of Statutory Auditors w.e.f. October 25th, 2014, resulting into a casual vacancy in the office of Statutory Auditors caused by the resignation of existing statutory auditors, as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of statutory auditors can only be filled up by the Company in General Meeting. After consideration of the profile & resume of few Chartered Accountants firms from all over India, Audit Committee recommended the name of M/s. Ajay B Garg, Chartered Accountants, Mumbai. M/s. Ajay B Garg, Chartered Accountants, Mumbai, may be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P. A & Associates, Chartered Accountants, Bhubaneswar, Orissa and to hold the office of the Statutory Auditors until the conclusion of the ensuing Annual General Meeting.

M/s. Ajay B Garg, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item no. 2

Section 149 (1) (a) of the Companies Act, 2013 requires certain categories of companies to have at least one Woman director on the board. Such companies also include listed companies. Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Rima Dhawan (DIN : 01604113), for the office of Director. Mrs. Rima Dhawan is a Chartered Accountant by profession and she is having the wide expertise in the field of Direct Tax/ indirect tax laws etc. The Company has received from Mrs. Rima Dhawan (i) consent in writing to act as Women / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

In the opinion of the Board of Directors, Mrs. Rima Dhawan proposed to be appointed, as a Women / Independent Director for a term of one year i.e. from December 17th, 2014 to December 16th, 2015, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent.

A copy of the draft letter for the appointment of Mrs. Rima Dhawan as a Women / Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Extra-ordinary General Meeting.

The Resolution seeks the approval of members for the appointment of Mrs. Rima Dhawan as Women / Independent Director of the Company for a term of one year i.e. from December 17th, 2014 to December 16th, 2015 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Rima Dhawan for whom the Resolution relates, are interested or concerned in the Resolution.

Item No. 3

Mr. Upendra Nath Challu is a non- executive an Independent Director of the Company. He joined the Board of Directors of the Company on February 7th, 2012. Mr. Upendra Nath Challu is a director whose period of office is liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Upendra Nath Challu being eligible and offers himself for appointment. Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Upendra Nath Challu (DIN: 05214065), for the office of Director.

The Company has received from Mr. Upendra Nath Challu (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

In the opinion of the Board of Directors, Mr. Upendra Nath Challu proposed to be appointed, as an Independent Director for a term of two years i.e. from April 1st, 2014 to March 31st, 2016, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent.

A copy of the draft letter for the appointment of Mr. Upendra Nath Challu as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Extra-ordinary General Meeting.

The Resolution seeks the approval of members for the appointment of Mr. Upendra Nath Challu as an Independent Director of the Company for a term of two years i.e. from April 1st, 2014 to March 31st, 2016 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Upendra Nath Challu for whom the Resolution relates, are interested or concerned in the Resolution.

Item No. 4

Mr. Swarup Chandra Parija is a non- executive an Independent Director of the Company. He joined the Board of Directors of the Company on February November 27th, 2007. Mr. Swarup Chandra Parija is a director whose period of office is liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Swarup Chandra Parija being eligible and offers himself for appointment. Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Swarup Chandra Parija (DIN : 00363608), for the office of Director.

The Company has received from Mr. Swarup Chandra Parija (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

In the opinion of the Board of Directors, Mr. Swarup Chandra Parija proposed to be appointed, as an Independent Director for a term of two years i.e. from April 1st, 2014 to March 31st, 2016, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent.

A copy of the draft letter for the appointment of Mr. Swarup Chandra Parija as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Extra-ordinary General Meeting.

The Resolution seeks the approval of members for the appointment of Mr. Swarup Chandra Parija as an Independent Director of the Company for a term of two years i.e. from April 1st, 2014 to March 31st, 2016 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Swarup Chandra Parija for whom the Resolution relates, are interested or concerned in the Resolution.

Item No. 5

In terms of the conditions stipulated by Corporate Debt Restructuring Empowered Group (**CDR EG**), Promoters and their associates has to bring in at least Rs.60.00 Crores as Promoters Contribution for augmentation of working capital and repayment of high cost outstanding debts and accordingly they have brought in Rs.19.51 Crore in first tranche in the financial year 2012-13 and Rs.40.51 Crores in the financial year 2013-14. In terms of Section 42 & 62 of the Companies Act, 2013 permission of shareholders through special resolution is necessary with proper disclosure as required under Section 102 of the Companies Act, 2013 read with Clause 73(1) of SEBI (ICDR Regulations), 2009.

For first tranche, after according the approval of the shareholders of the company at its 13th Annual General Meeting held on September 27th, 2013 the company had made an application to BSE which was objected on the ground of pricing and other disclosures. Accordingly, again the company had accorded the approval of the shareholders a fresh at its 14th Annual General Meeting held on July 18th, 2014 and de novo application for the entire amount was being made to the exchange for in-principle approval.

Thereafter, after making the necessary enquiries from the exchange the company was advised that since the names of the beneficial owners (shareholding pattern) of the two proposed allottees i.e. Sidhant Financial Services Limited and ARSS Developers Limited was inadvertently not disclosed in the notice conveying general meeting, the same may be made right if the company accord a fresh approval of the shareholders incorporating in its notice conveying general meeting, the disclosure regarding beneficial owners (shareholding pattern) of these two proposed allottees i.e. Sidhant Financial Services Limited and ARSS Developers Limited.

Therefore, in continuation with the earlier approved resolutions, consent of the shareholders (special resolution) is being sought pursuant to the provisions of the section 42 & 62 of the Companies Act 2013 and other applicable provisions with disclosures mentioned herein below-

Disclosures in terms of Clause 73(1) of SEBI (ICDR) 2009-

a) The object of the issue;

Infusion of capital by promoters is required for augmenting working capital requirement of the Company for execution of pending projects which will bring in the required cash flow for generation of funds. Moreover, the company plans to retire high cost debts out of these promoters' contributions there by reducing interest burden.

b) The proposal of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;

Following promoters and their associates have proposed to subscribe the offer the amount as mentioned against their name-

SI No.	Name of Person	Relationship with the Promoters	No. of shares proposed to be allotted	Amount brought in Rs. (In Crore)
1.	Subash Agarwal	Promoter (Chairman of the Company)	1,66,486	1.58
2.	Rajesh Agarwal	Promoter (Managing Director)	1,46,196	1.39
3.	Anil Agarwal	Relative of Director	39,857	0.38
4.	Sunil Agarwal	Relative of Director	1,70,599	1.62
5.	Ramdulari Agarwal	Relative of Director	1,47,579	1.40
6.	Seema Agarwal	Relative of Director	16,000	0.15
7.	Sanju Agarwal	Relative of Director	94,947	0.90
8.	Sangita Agarwal	Relative of Director	99,021	0.94
9.	Sabita Agarwal	Relative of Director	1,73,895	1.65
10.	Sidhant Financial Services Limited	Group Company	27,17,000	25.81
11.	ARSS Developers Limited	Group Company	25,46,785	24.20
	TOTAL		63,18,365	60.02

- c) The shareholding pattern of the issuer before and after the preferential issue;

Shareholding Pattern-

Shareholding pattern (Rs. 95/- is calculated in terms of regulation 71 and 76 of SEBI (ICDR) regulations, 2009 as the Company is under CDR)

ARSS INFRASTRUCTURE PROJECTS LIMITED					
Allotment of Equity shares at Rs. 95/-					
Sl. No	Particulars	No. Of Share	%	No. Of Share	%
		Pre-Issue		Post- Issue	
1	Promoters & Promoter Group	2,799,723	18.86%	9,118,088	43.09%
2	Others	12,043,507	81.14%	12,043,507	56.91%
	TOTAL	14,843,230	100.00%	21,161,595	100.00%

- d) The time within which the preferential issue shall be completed;

The preferential issue of Equity Shares shall be completed within the time as specified in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

- e) The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue;

Identity of proposed allottees-

Sr. No.	Name of the Allottee	Category of the allottee as per Clause 35 of the Listing Agreement	PAN of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1	Subash Agarwal	Promoter	AATPA3716A	11,73,500	7.91	1,66,486	13,39,986	6.33
2	Rajesh Agarwal	Promoter	ACEPA5209R	3,56,000	2.40	1,46,196	5,02,196	2.37
3	Anil Agarwal	Promoter	AATPA3717B	2,90,000	1.95	39,857	3,29,857	1.56
4	Sunil Agarwal	Promoter	AATPA3718Q	65,398	0.44	1,70,599	2,35,997	1.12
5	Ramdulari Agarwal	Promoter	ACEPA5208Q	Nil	Nil	1,47,579	1,47,579	0.70
6	Sanju Agarwal	Promoter	ACEPA5217D	20	0.01	94,947	94,967	0.45
7	Seema Agarwal	Promoter	ACEPA5207B	20	0.01	16,000	16,020	0.08
8	Sangita Agarwal	Promoter	ACEPA5218N	20	0.01	99,021	99,041	0.47
9	Sabita Agarwal	Promoter	AEUPA0201P	15	0.01	1,73,895	1,73,910	0.82
10	Sidhant Financial Services Ltd.	Promoter	AADCS9447D	Nil	Nil	27,17,000	27,17,000	12.84
11	ARSS Developers Ltd.	Promoter	AABCI6623P	Nil	Nil	25,46,785	25,46,785	12.03
	TOTAL			18,84,973	12.74	63,18,365	82,03,338	38.77

There will be no change in control in the management after post issue.

Note:

1. The disclosure regarding beneficial owners of shares of Sidhant Financial Services Ltd. is made hereunder.
2. The disclosure regarding beneficial owners of shares of ARSS Developers Ltd. is made hereunder.

SIDHANT FINANCIAL SERVICES LIMITED (Proposed allottee)

Shareholders list (Beneficial owners of the shares)

SIDHANT FINANCIAL SERVICES LIMITED			
SHAREHOLDERS LIST			
Sl. No	Shareholders Name	No. of Share	%age
1	Ruchina Merchants Private Ltd	20,000	0.25%
2	SKM Travels Private Limited	100	0.00%
3	Faster Infracon Private Limited	4,000,000	49.87%
4	Holy Vanijya Private Limited	4,000,000	49.87%
5	Sahara Tradecomm Private Limited	900	0.01%
6	Ashiyana Mercantile Private Limited	100	0.001%
7	Scope Vyapar Private Limited	100	0.001%
	TOTAL	8,021,200	100.00%

Note:

1. The disclosure regarding beneficial owners of shares of Faster Infracon Private Limited is made hereunder.
2. The disclosure regarding beneficial owners of shares of Holy Vanijya Private Limited is made hereunder.

FASTER INFRACON PRIVATE LIMITED

Shareholders list (Beneficial owners of the shares)

FASTER INFRACON PRIVATE LIMITED			
SHAREHOLDERS LIST			
Sr. No	Shareholder Name	No. of Share	% age
1	Mr. Sourab Agarwal	5,000	50.00
2	Mr. Ankush Agarwal	5,000	50.00
	TOTAL	10,000	100.00

HOLY VANIJYA PRIVATE LIMITED

Shareholders list (Beneficial owners of the shares)

HOLY VANIJYA PRIVATE LIMITED			
SHAREHOLDERS LIST			
Sr. No	Shareholder Name	No. of Share	% age
1	Mr. Sourab Agarwal	5,000	50.00
2	Mr. Ankush Agarwal	5,000	50.00
	TOTAL	10,000	100.00

ARSS DEVELOPERS LIMITED (Proposed allottee)

Shareholders list (Beneficial owners of the shares)

ARSS DEVELOPERS LIMITED				
LIST OF SHAREHOLDERS				
Sl. No	Name	Beneficial Owner (Karta- HUF)	No. of Shares	% age
1	Rajesh Agarwal		887,500	13.64%
2	Subash Agarwal		840,000	12.91%
3	Sunil Agarwal		517,500	7.95%
4	Anil Agarwal		517,500	7.95%

ARSS DEVELOPERS LIMITED

LIST OF SHAREHOLDERS

Sl. No	Name	Beneficial Owner (Karta- HUF)	No. of Shares	% age
5	Sanju Agarwal		76,666	1.18%
6	Sangita Agarwal		10,000	0.15%
7	Sabita Agrawal		10,000	0.15%
8	Shiv Kumar Agarwal		10,000	0.15%
9	ARSS Infrastructure Projects Limited		2,500,000	38.41%
10	Ajay Agarwal		15,000	0.23%
11	Sushma Agarwal		10,000	0.15%
12	Rajesh Agarwal (HUF)	Rajesh Agarwal	1,000	0.02%
13	Shiv Kumar Singla		50,000	0.77%
14	Shilpa Agarwal		255,000	3.92%
15	Prateek Agarwal		350,000	5.38%
16	Urmila devi Agrawal		5,000	0.08%
17	Pawan Atmaram Bansal		15,000	0.23%
18	Ayush Pawan Bansal		10,000	0.15%
19	Bela Agarwal		5,000	0.08%
20	Tushar Sunil Garg		5,000	0.08%
21	Sunil O Garg (HUF)	Sunil O Garg	5,000	0.08%
22	Atin Sunil Garg		5,000	0.08%
23	Sunil Omprakash Garg		10,000	0.15%
24	Poonam Agarwal		32,500	0.50%
25	Saurabh Rajendra Agarwal		7,500	0.12%
26	Nisha Ajay Agarwal		7,500	0.12%
27	Harshvardhan Agrawal.		10,000	0.15%
28	Vijay Agarwal		42,500	0.65%
29	Vijay Kumar Agarwal (HUF)	Vijay Kumar Agarwal	7,500	0.12%
30	Archit Agarwal		17,500	0.27%
31	Shiv Kumar Gohalyan		1,000	0.02%
32	Pawan Kumar Gohalyan (HUF)	Pawan Kumar Gohalyan	1,000	0.02%
33	Shital Gupta		2,000	0.03%
34	Rajendra Arvind Parpani		5,000	0.08%
35	Devkisan Arvind Parpani		5,000	0.08%
36	Nikunj Rajendra Parpani		5,000	0.08%
37	Meena Rajendra Parpani		5,000	0.08%
38	Parul Vinay Parpani		2,500	0.04%
39	Vinay A Parpani		2,500	0.04%
40	Bajrang Lal Aggarwal		15,000	0.23%
41	Umesh Agarwal		7,500	0.12%
42	Vikash Agarwal		7,500	0.12%
43	Sonal Jhawar		2,000	0.03%
44	Mukesh Agarwal		5,000	0.08%
45	Nidhi Agarwal		5,000	0.08%
46	Ramesh Kawar		5,000	0.08%
47	Simi Kawar		5,000	0.08%
48	Kanika Agarwal		300	0.00%
49	Prakash Agarwal & Sons (HUF)	Prakash Agarwal	300	0.00%
50	Prakash Agarwal		300	0.00%
51	Deepak Agarwal & Sons (HUF)	Deepak Agarwal	300	0.00%
52	Deepak Agarwal		300	0.00%

ARSS DEVELOPERS LIMITED

LIST OF SHAREHOLDERS

Sl. No	Name	Beneficial Owner (Karta- HUF)	No. of Shares	% age
53	Purnima Agarwal		300	0.00%
54	Rameti Devi Agarwal		300	0.00%
55	Fate Chand Agarwal & Sons (HUF)	Fate Chand Agarwal	300	0.00%
56	Fate Chand Agarwal		300	0.00%
57	Sarad Pathak		4,000	0.06%
58	Pradeep Mathur		2,500	0.04%
59	Rashmi Ranjan Singh		5,000	0.08%
60	Aditya Kumar Mishra		10,000	0.15%
61	Shantilata Mishra		10,000	0.15%
62	Sanjiv Dua		3,000	0.05%
63	Navin Agarwal		10,000	0.15%
64	Abhishek Jajoo		4,000	0.06%
65	Pradeep Kumar Agarwala		6,000	0.09%
66	Pawan Kumar Agarwalla		4,000	0.06%
67	Manoj Kumar Agarwala		10,000	0.15%
68	Siba Prasad Dash		2,000	0.03%
69	Bhairab Kumar Jain		4,000	0.06%
70	Sanjay Hariram Agarwal		6,250	0.10%
71	Nisha Agarwal		6,250	0.10%
72	Sanjay Agarwal (HUF)	Sanjay Agarwal	12,500	0.19%
73	Ashoka Parija		6,250	0.10%
74	Prayash Exim Private Limited		7,000	0.11%
75	Prerak Baid		1,000	0.02%
76	Niranjan Sagri		500	0.01%
77	Arun Kumar Agarwalla		10,000	0.15%
78	Ajay Kumar Agrawalla		2,500	0.04%
79	Kamal Kumar Agrawalla		2,500	0.04%
80	Jayshree Jain		2,500	0.04%
81	Rama Jain		2,500	0.04%
82	Narayan Somani		2,000	0.03%
83	Bipin Patel		1,000	0.02%
84	Rupal Lathi		1,000	0.02%
85	Chandrika Patel		500	0.01%
86	Vidhya Kankani		5,000	0.08%
87	Jagdish Chandra Somani		1,000	0.02%
88	Rajendra Agarwal		1,000	0.02%
89	Ganesh Prasad Agarwal		1,000	0.02%
90	Veena Ben A. Shah		3,000	0.05%
91	Suman Singla		500	0.01%
92	Sushil Kumar		500	0.01%
93	Shashi kant Singhal		500	0.01%
94	Ravi Kant Singhal		500	0.01%
95	Brij Mohan Bansal		500	0.01%
96	Munish Kumar		750	0.01%
97	Sanjay Sanchit Goel (HUF)	Sanjay Sanchit Goel	5,000	0.08%
98	Jyoti Bhala		2,000	0.03%
99	Banshi J Parakh (HUF)	Banshi J Parakh	5,000	0.08%
100	Sanjay Goel & Sons (HUF)	Sanjay Goel	5,000	0.08%
101	Dimple Parekh		500	0.01%

ARSS DEVELOPERS LIMITED				
LIST OF SHAREHOLDERS				
Sl. No	Name	Beneficial Owner (Karta- HUF)	No. of Shares	% age
102	Kalpesh Jitendra Shah		3,000	0.05%
103	Rekha Ben Jitendra Kumar Shah & Jitendra Vinay Chandra Shah.		3,000	0.05%
104	Jagruti Ben Bhavesh Kumar Shah & Bhavesh Vinay Chandra Shah.		3,000	0.05%
105	Niraj Agrawal		1,000	0.02%
106	Dr. Mohanlal Jain		1,050	0.02%
107	Rishabraj Estate Developers Pvt. Ltd		5,000	0.08%
108	Bindiya Agrawal		1,000	0.02%
109	Ratul Sood		2,000	0.03%
	TOTAL		6,508,416	100.00%

Note: Since ARSS Infrastructure Projects Limited is a listed (BSE, NSE) company the disclosure of beneficial owner is not required.

- f) Undertakings
- (i) The issuer company undertakes that they shall re-compute the price of the specified securities in terms of the provisions SEBI (ICDR) Regulations, 2009 as amended where it is required to do so;
- (ii) The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The company shall place a copy of the certificate of its statutory auditor before the general meeting of the shareholders, considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of these regulations.
- h) The "Relevant Date" for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be July 19th, 2012 being the date of sanction of CDR approval in accordance with the provisions of ICDR Regulations.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

None of the Directors is concerned or interested in the proposed resolution except to the extent of their Directorship and Shareholdings in the Company.

Place: Bhubaneswar

Date: November 11th, 2014

By Order of the Board
For ARSS Infrastructure Projects Limited

Sd/-

(Alka Khemka)

Company Secretary

CIN: L14103OR2000PLC006230

Regd. Office-Plot No.38,
Sector-A, Zone -D,
Mancheswar Industrial Estate, Bhubaneswar, 751010
Website: www.arssgroup.in



ARSS INFRASTRUCTURE PROJECTS LIMITED

Registered Office: Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Orissa, India
CIN: L14103OR2000PLC006230
Tel No.: +91-0674-2588552, 2588554 Fax: +91-0674-2585074,
E-mail: response@arssgroup.in, Website: www.arssgroup.in

ATTENDANCE SLIP

L.F. No..... No of Shares held.....

DP ID Client ID

I/We hereby record my/our presence at an Extra- ordinary General Meeting of the Company on December 17th, 2014 at the Registered Office of the Company.

Name of the Member:
(IN BLOCK LETTER)

Signature of member/proxy*

Note: You are requested to sign and hand this over at the entrance.



ARSS INFRASTRUCTURE PROJECTS LIMITED

Registered Office: Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Orissa, India
CIN: L14103OR2000PLC006230
Tel No.: +91-0674-2588552, 2588554 Fax: +91-0674-2585074,
E-mail: response@arssgroup.in, Website: www.arssgroup.in

PROXY FORM - MGT11

Name of the Company : ARSS Infrastructure Projects Limited

Registered Office : Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Orissa, India.

Name of the Member (s)	
Registered Address	
E- Mail ID: DP ID No.*: Client ID No.*:	

I/We being member(s) of Equity Shares of ARSS Infrastructure Projects Limited, hereby appoint .

1. Name: Address:
.....

E-mail ID: Signature:..... , or failing him/her

2. Name: Address:
.....

E-mail ID: Signature:..... , or failing him/her

3. Name: Address:
.....

E-mail ID: Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on the December 17th, 2014 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No.1: Appointment of Statutory Auditors to fill casual vacancy

Resolution No.2: Appointment of Mrs. Rima Dhawan as Women/ Independent director

Resolution No.3: Appointment of Mr. Upendra Nath Challu as an Independent director



Resolution No.4: Appointment of Mr. Swarup Chandra Parija as an Independent director
Resolution No.5: Further issue of shares to promoters & their associates on preferential basis

(Signed this day of 2014)

Affix
Revenue
Stamp

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.