

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: cs@arssgroup.in, Website: www.arssgroup.in

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

To,

The Members of ARSS Infrastructure Projects Limited

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Company is seeking the consent of its members for the resolutions mentioned in this Notice through postal ballot / electronic voting (e-voting).

Accordingly, the proposed special resolutions along-with the explanatory statement stating material facts and the justification are being sent along with a Postal Ballot form for consideration by the Shareholders. E-voting facility is also being provided to all shareholders' in compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and Section 108 of the Companies Act, 2013.

Special Business:

1. BORROWING POWER OF THE COMPANY

To consider and if thought fit, to pass, the following Resolution as Special Resolution.

"RESOLVED THAT in supersession to the earlier resolution passed by the shareholders on 24th September, 2011 through postal ballot and pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 and Memorandum and the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the board', which term shall include any committee constituted by the board or any person (s) authorised by the board to exercise the powers conferred on the Board by this resolution) to borrow such sums of money, from time to time, as they may deem requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the Ordinary Course of Business) will exceed the Aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which the money may be borrowed by the Board of Directors shall not exceed Rs. 3000/- Crores (Rs. Three thousands crores only) outstanding at any time."

"RESOLVED FURTHER THAT the board be and is hereby authorised to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities or any other terms and conditions and to execute all the agreements, deeds, undertakings or any other papers and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this resolution."

2. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

To consider and if thought fit, to pass, the following Resolution as Special Resolution.

"RESOLVED THAT in supersession to the earlier resolution passed by the shareholders on 24th September, 2011 through postal ballot and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made there under and Memorandum and the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as 'the board', which term shall include any committee constituted by the board or any person (s) authorised by the board to exercise the powers conferred on the Board by this resolution), to create mortgage and / or hypothecate, charge on all or any of the immovable and movable properties (including pledge of securities held in subsidiaries/associates) of the Company, present and future, and /or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of any Bank(s) or Financial Institution(s) situated within or outside India (hereinafter referred to as "the Lenders") to secure repayment of rupee term loans or foreign currency loans or a combination of both not exceeding of Rs. 3,000 Crores (Rs. Three thousands crores only), advanced or agreed to lend and advanced by the lender(s) to the Company either jointly or severally or in any other combination thereof, as the case may be,

in terms of the loan agreement(s), entered into/ to be entered into by the Company with each of the lenders for the purpose of implementation of the project(s) of the Company.”

“**RESOLVED FURTHER THAT** the board be and is hereby authorised to negotiate and finalise the deeds, documents and other writings as may be applicable or required for creating the aforesaid mortgages or charges and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this resolution.”

By Order of the Board

Alka Khemka
Company Secretary

Place: Bhubaneswar

Date: 07.08.2015

NOTES:

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. The cut-off/ record date for taking ben-pos, for the purpose of e-voting is set by a company is Friday, 28th August, 2015 and those investors, whose names appear on the shareholder list of on that day shall be eligible for e-voting.
3. Mr. Adesh Tandon, Practicing Company Secretary has been appointed as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner by Board at their meeting held on 07.08.2015.
4. The e-voting facility is available at the link www.evoting.nsdl.com from Thursday, 3rd September, 2015 (6:00 P.M) till Saturday, 3rd October, 2015 (6:00 P.M) Members may refer to the instructions given for e-voting mentioned in this Notice.
5. Members may note that as required under the provisions of Sections 108, 110 of the Act and other applicable rules in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes physically and sending back the Postal Ballot forms to the Company/Scrutinizer. If a member has voted through e-voting facility, he/she is not required to send back the Postal Ballot form. If a member votes through e-voting facility as well as send his/her vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through postal ballot form shall not be considered by the Scrutinizer. If a member has opted for e-voting, then he/she should not vote by Postal Ballot and vice-versa.
6. The members are requested to read carefully the instructions printed in the attached Postal Ballot form. If members are voting through physical form, the Postal Ballot form duly completed and signed, shall be returned through the enclosed self addressed (postage to be paid by addressee) envelope directly to the Scrutinizer so as to reach the Scrutinizer, not later than the close of the working hours i.e., 6.00 P.M. on 3rd October, 2015. If the consent or otherwise received after 6.00 P.M. on 3rd October, 2015 shall be treated as if reply from the member has not been received.
7. The result of the Postal Ballot will be declared on Tuesday, 6th October, 2015 at 04.00 P.M. at the Registered Office: Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Orissa, India and will also be informed to the Stock Exchanges and posted on the Company's website www.arssgroup.in. The result of Postal Ballot will be published in one English News paper and one local/ Odia Newspaper.
8. The date of declaration of results will be taken as the date on which the resolutions were passed.
9. A Copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 3.00 P.M. and 5.00 P.M. up to the date of declaration of Results of Postal Ballot.
10. 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.

Or

Registrar and Transfer Agents

Bigshare Services Private Limited
 E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka
 Andheri (E), Mumbai- 400 072
 Tel: + 91-22-2847 0652, 4043 0200, Fax: +91-22-2847 5207
 Website: - www.bigshareonline.com , E-mail: edp@bigshareonline.com

11. E-Voting

- 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 by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The process and manner for remote e-voting are as under:

In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants(s)):

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) 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.
- (vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vii) Select “EVEN” of ARSS Infrastructure Projects Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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.

In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy):

- (i) Initial password is provided as below/at the bottom of the Postal Ballot notice:

| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/ PIN |
|-------------------------------------|---------|---------------|
| | | |

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- 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.nsdl.com. or call on toll free no.: 1800-222-990.

- 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 voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, 28th August, 2015.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 28th August, 2015 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" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VII. The e-voting period commences on from Thursday, 3rd September, 2015 (6:00 P.M) till Saturday, 3rd October, 2015 (6:00 P.M) i.e. e-voting is open for thirty days. 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 Friday, 28th August, 2015, may cast their vote electronically.
- VIII. 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.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The Shareholders of the Company by way of Ordinary Resolutions passed by Postal Ballot on 24th September, 2011 had authorized the Board of Directors for raising borrowings through loans, credits etc. upto a limit of Rs. 3000/- crores (Rs. Three thousands crores only) (apart from the temporary loans obtained or to be obtained from time to time from the company's bankers in the ordinary course of business).

The Companies Act, 2013 has been notified to become effective from 1st April 2014. The provisions of Section 180(1)(c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Further, the Ministry of Corporate Affairs vide their Circular No.4, dated: 25-03-2014 had clarified that all such resolutions passed earlier under section 293(1)(a) and 293(1)(d) of the erstwhile Companies Act, 1956 are valid and effective only for a period of one year up to 11-09-2014. Any such mortgages and borrowings after this date would require a fresh prior approval of the shareholders under section 180 of the Companies Act, 2013 through a special resolution.

It is imperative that such an authority is required to be delegated to the Board of Directors considering the growing financial requirements of the company & for carrying on the business of the Company in the ordinary course and the Board is of the view that the earlier approved borrowing limits of up to Rs. 3000/- Crores (Rs. Three thousands crores only) would be sufficient for exploring various opportunities for all round growth of the company through expansion, diversification by taking up various projects throughout India.

It is, therefore, proposed to seek the approval of the shareholders to the borrowing limits of Rs. 3000/- crore (Rs. Three thousands crores only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) under section 110 of the Companies Act, 2013 by way of a Special Resolution.

Similarly the approval of shareholders was also obtained by way of ordinary resolution to create security or charge on the assets of the Company for the purposes of the borrowings. The mortgage and/or charge by the Company on its moveable and/or immoveable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s), may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act 2013 which provides for approval of shareholders by a Special Resolution.

Hence, approval of the shareholders is solicited vide Resolution No. 2 to create charge on movable/immovable properties of the Company in favour of the lenders.

Accordingly, the Board of Directors of the company at its meeting held on 09.08.2014 and 07.08.2015 respectively had approved these proposals subject to your approval.

The Board of Directors of your Company recommends the Special Resolutions as set out in Item No. 1 & 2 in the accompanied notice for approval of the Shareholders through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

By Order of the Board
For ARSS Infrastructure Projects Limited

Place: Bhubaneswar

Date: 07.08.2015

(Alka Khemka)
Company Secretary

ARSS Infrastructure Projects Limited

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: cs@arssgroup.in, Website: www.arssgroup.in

POSTAL BALLOT FORM

Sl.No. _____

1. Name(s) of Shareholder(s) : _____
(in block letters) (including joint holders, if any)
2. Regd. Folio No./Client ID : _____
3. Registered address of the sole/ : _____
First named shareholder : _____
- 4 Number of Shares held: : _____

I / We hereby exercise my/our vote in respect of the special business to be transacted through this notice of postal ballot of the Company by sending my/our assent or dissent to the said resolutions by placing the tick () mark at the appropriate box below.

| Resolution No | Brief Description | No. of Shares | I/We assent to the resolution (For) | I/We dissent to the resolution (Against) |
|---------------|--|---------------|-------------------------------------|--|
| 1. | BORROWING POWER OF THE COMPANY | | | |
| 2. | CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS | | | |

Place:

Date:

(Signature of the shareholder)

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self addressed envelope. Postages will be borne and paid by the company. However, envelope containing postal ballot if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. (as per the specimen signature registered with the company or furnished to National Security Depository Limited or Central Depository Services (India) Limited in respect of shares held in physical form or dematerialised form respectively). In case of joint holding, this form should be completed and signed by the first named share holder and in his absence, by the next named share holder
4. Incomplete and /or unsigned Postal Ballot Form will be rejected.
5. Duly completed postal ballot form should reach the address of the scrutinizer not later than the close of working hours (6.00 P.M) on 3rd October, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. In case of shares held by companies/trusts, societies etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority for the purpose.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the share holders on the date of dispatch of the notice.

8. Exercise of vote by postal ballot through proxy is not permitted. Members are requested to carefully read the instructions printed and tick (✓) mark should be placed in the relevant box signifying assent (FOR) /dissent (AGAINST) for the resolution, as the case may be before mailing the postal ballot form.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. Postal Ballot forms bearing tick marks in both the columns will render the postal ballot form invalid.
10. The members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the scrutinizer and any extraneous paper found in the such envelope would be destroyed by the scrutinizer.
11. The scrutinizer's decision on the validity of postal ballot shall be final.

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

Sr. No:-

Folio No/DP ID / Client ID :

Name :

Address :

Number of Shares held :

Dear Member,

Subject: Process and Manner for Availing E-Voting facility

Pursuant to the Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Company is seeking the consent of its members for the resolutions mentioned in the Notice of the Postal Ballot.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in the Notice of postal ballot.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. The e-voting facility is available at the link [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) .

The e-voting particulars are set out below:

| EVEN (E-voting event number) | User ID | Password / Pin |
|------------------------------|---------|----------------|
| | | |

The e-voting facility will be available during the following voting period:

| Commencement of e-voting | End of e-voting |
|---|--|
| 3 rd September, 2015 (6.00 P.M.) | 3 rd October, 2015 (6.00 P.M) |

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions mentioned hereunder for casting their vote through E-voting:

1. User ID and Initial Password for E-voting is provided in the table given on the face of this annexure to the Notice.
2. NSDL shall also be sending the User-ID and Initial password to those members whose shareholding is in dematerialized format and whose Email addresses are registered with the Company/Depository Participants. For members who have not registered their Email Id can use the details as mentioned in the table above.
3. Launch the internet browser by typing the following URL:<https://www.evoting.nsdl.com>
4. Click on "Shareholder-Login."
5. Put user ID and Password noted in step (a) above as the initial password. Click login. If are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
6. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
7. Home page of "e-voting" opens. Click on "e-voting" : Active Voting Cycles.

8. Select “EVEN (E-Voting Event Number)” of ARSS Infrastructure Projects Limited For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
9. Now you are ready for “e-voting” as “Cast Vote” Page opens.
10. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
11. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/ JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company’s Email ID: cs@arssgroup.in .
12. Once the vote on a resolution is cast by the shareholder s/he shall not be allowed to change it subsequently.
13. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in.
14. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date (record date) of Friday, 28th August, 2015.
15. M/s Adesh Tandon & Associates, Firm of Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the E-voting process/ Postal ballot in a fair and transparent manner.
16. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the E-voting period unblock the votes in the presence of atleast 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.
17. The Results shall be declared on Monday, 5th October, 2015 at the registered office of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the company’s website www.arssgroup.in and on the website of NSDL within two (2) days of passing of the resolution and the same shall also be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

Registered Office of the Company:

Plot No. 38, Sector – A, Zone- D, Mancheswar Industrial Estate,
Bhubaneswar – 751010, Odisha
CIN- L14103OR2000PLC006230
Tel: 0674 – 2588552 / 2588554.
Fax:-0674 – 2585074. Email: cs@arssgroup.in

Share Transfer Agents:

M/s. Bigshare Services Private Limited.
Unit – ARSS Infrastructure Projects Ltd
E/2, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai – 400 072
Tel: + 91 22 2847 0652, 4043 0200
Fax: + 91 22 2847 5207
e-mail: investor@bigshareonline.com
Website:www.bigshareonline.com