

ARSS INFRASTRUCTURE PROJECTS LIMITED

Registered Office: Plot No-38, Sector-A, Zone-D Mancheswar Industrial Estate

Bhubaneswar-751010, Odisha, India

CIN: L14103OR2000PLC006230

Tel No.: +91-0674-2588552 / 2588554 / 2602763 Fax: +91-0674-2585074,

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

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of the company will be held on Wednesday, 25th September, 2019 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, Odisha, India to transact the following business:

ORDINARY BUSINESS:

1. Adoption of financial statements

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and auditors thereon.

2. Appointment of Mr. Subash Agarwal as a director liable to retire by rotation

To appoint a Director in place of Mr. Subash Agarwal (DIN: 00218066), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. A R M S & Associates, Chartered Accountant, (Firm Registration No. 013019N) be and are hereby appointed as the Statutory Auditors of the Company to hold office for the five consecutive years from the conclusion of this 19th Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company, on such remuneration plus GST, out of pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. Ratification of Remuneration to Cost Auditor the Financial Year 2019-20

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 remuneration be paid to M/s. Asutosh & Associates, Cost Accountants, Bhubaneswar, (Firm Registration No. 000258), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-2020, amounting to Rs. 50,000/- (Rs. 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 Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To sell or Lease of the Undertakings

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

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to

Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage and/or charge any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 3500.00 Crore (Rupees Three Thousand Five Hundred Crore only) at any point of time.”

“**RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the concerned parties.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

6. To Borrow Money and Temporary Loans

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed shall not exceed Rs. 3500.00 Crore (Rupees Three Thousand Five Hundred Crore only) at any point of time on account of the principal.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

7. Consent of members for making investment /extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the

interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 3500.00 Crore (Rupees Three Thousand Five Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote instead of himself and the proxy need not be a Member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith.

2. Members/Proxies/ authorised representative should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other relevant documents referred to in the Notice and the accompanying Statement will be available for inspection by the Members at the Annual General Meeting of the Company.
6. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date so as to enable the Management to keep the information ready at the AGM.
7. 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.
8. 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.
9. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents and have it duly filled and sent back to them.
10. Section 20 of the Companies Act, 2013, as amended from time to time, permits service of documents on Members by a company through electronic mode. Hence electronic copy of the Annual Report and the Notice for 19th Annual General

Meeting for FY 2018-19 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2018-19 are being sent to them in the permitted mode.

11. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for FY 2018-19 will also be available on the Company's website www.arssgroup.in for their download.
12. Appointment of Directors: Details as prescribed Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/ reappointment at the Annual General Meeting are provided in the Explanatory Statement to the Notice.
13. Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. For any such communication, the members may also send requests to the Company's Registrar & Share Transfer Agents at email id: investor@bigshareonline.com and/or company's email id: cs@arssgroup.in.
14. The cut-off/ record date for taking ben-pos, for the purpose of e-voting is set by a company is 18th September, 2019 (Wednesday), those investors, whose names appear on the shareholder list of on that day shall be eligible for e-voting. A person who is not a Member as on the record date should treat this Notice for information purposes only.
15. 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.

16. 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- 751010, Odisha

E-Mail:- cs@arssgroup.in

Tel: 0674-2588552 / 2588554 / 2602763, Fax: 0674- 2585074.

Or

Registrar and Transfer Agents

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Odisha, Makwana Road,

Marol, Andheri East, Mumbai – 400059, Maharashtra.

Tel: + 91 22-62638261, Fax: + 91 22-62638299

e-mail ids: marketing@bigshareonline.com, investor@bigshareonline.com

Website: www.bigshareonline.com

17. E-Voting- **Process and manner for voting through electronic means:**

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time and the Secretarial Standard on General Meetings issued by The Institute of Companies Secretaries of India, the Company is pleased to provide to its Members the facility to cast their votes electronically, through e-voting services provided by National Securities Depository Limited ('NSDL'), on resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ('remote e-voting') and the services will be provided

by NSDL. Instructions for remote e-voting (including process and manner of e-voting) are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting. The Notice of the Annual General Meeting indicating the instructions of remote e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the Investor relation corner from Company's website www.arssgroup.in and NSDL's website www.evoting.nsdl.com.

2. The facility for voting through ballot shall be made available at the Annual General Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. Members can opt for only one mode of voting, i.e. either by remote e-voting or voting at the Meeting. In case Members cast their vote through both the modes, voting done by remote e-voting shall prevail and votes cast at the Meeting shall be treated as invalid.

The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system? The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at

<https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 S1***** and EVEN is 110643 (fully paid shares) then user ID is 110643S1***** and, If, EVEN is 110644 (partly paid shares) then user ID is 110644S1*****.

5. Your password details are given below:

- (a) If you are already registered for e-Voting, then you can use 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. 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Open the email sent to you by NSDL and open the attachment PDF file viz; "remote e-voting.pdf. 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, your 'initial password' is communicated to you on your postal address.
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) Click on '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.
 - (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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active E-voting Cycles.
2. After clicking on Active E-voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

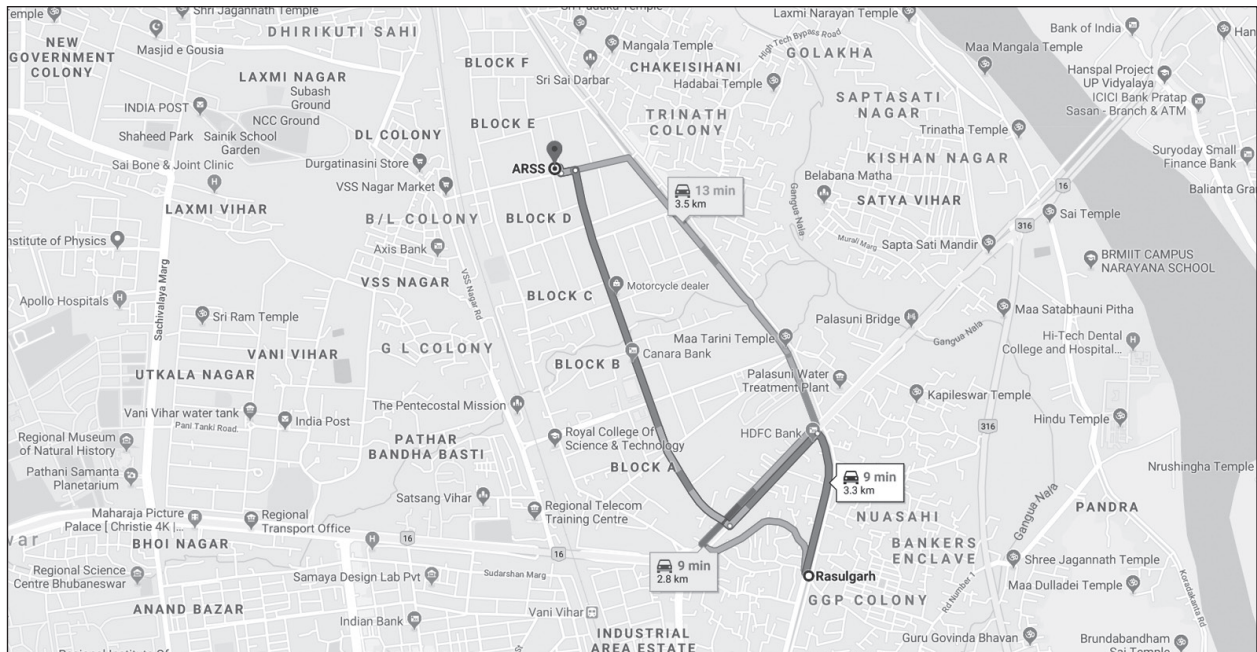
- i. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail secretarial@sunitamohantyandassociates.com with a copy marked to evoting@nsdl.co.in on or before the closing of e-voting.

- ii. 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.
- iii. 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 or send a request at evoting@nSDL.co.in

Other Instructions:

- i. The remote e-voting period commences on Sunday, September 22, 2019 (9.00 a.m. IST) and ends on Tuesday, September 24, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, September 18, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change the vote subsequently.
- ii. You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 18, 2019, and as per the Register of Members of the Company.
- iv. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e. Wednesday, September 18, 2019, may obtain the login ID and password by sending a request at evoting@nSDL.co.in or investor@bigshareonline.com (RTA Email). 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 have forgotten 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 contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at evoting@nSDL.co.in
- v. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through e-voting.
- vi. The Board of Directors has appointed Mr. Jyotirmoy Mishra (Membership No. FCS 6556 and CP No. 6022) of M/s Sunita Mohanty & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.
- vii. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- viii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- ix. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- x. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.arssgroup.in and on the website of NSDL www.evoting.nSDL.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
- xi. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact Mr. Amit Vishal, Senior Manager at amitv@nSDL.co.in (+91 22 2499 4360) or Ms. Pallavi Mhatre, Manager at pallavid@nSDL.co.in (+91 22 2499 4545) or at evoting@nSDL.co.in (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

Route-map from Rasulgarh Square to venue of Annual General Meeting is as under:



By Order of the Board

For ARSS Infrastructure Projects Limited

Place: Bhubaneswar
Date: 12th August, 2019

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

ARSS Infrastructure Projects Limited
CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38, Sector-A, Zone -D,
Mancheswar Industrial Estate, Bhubaneswar, 751010, Odisha
Website: www.arssgroup.in

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

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 3 to 7 of the accompanying Notice dated 12th August, 2019.

ITEM NO. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Your Directors recommend that M/s. A R M S & Associates, Chartered Accountant (Firm’s Registration No. 013019N) of Gurugram, who have confirmed in writing their willingness and also that they fulfill all requisite criteria specified, are appointed as Statutory Auditors of your Company for a term of 5 (five) years from FY 2019-2020 to hold office immediately after conclusion of ensuing 19th Annual General Meeting of Shareholders of your Company till the conclusion of 24th Annual General Meeting i.e. up to 2023-24 , subject to necessary approvals.

Aforesaid recommendation of your Board is in view that M/s. Ajay B Garg, Chartered Accountants (Mem. Number - 032538), Mumbai, who will complete their term of five years as your Company’s Statutory Auditors on conclusion of forthcoming Annual General Meeting, have not communicated their willingness to be re-appointed for further period, possibly because of provisions relating to rotation of Statutory Auditors in the Act and Rules framed thereunder. They have also been Statutory Auditors of the company on and from conclusion of the AGM held on 25.09.2015.

Disclosures under Regulation 36(5) of the SEBI LODR, for the appointment of M/s. A R M S & Associates, Chartered Accountants, are as under:

i. Proposed fees payable to the statutory auditor(s) along with terms of appointment.	Appointment of M/s. A R M S & Associates, Chartered Accountants, is being proposed from the conclusion of 19 th Annual General Meeting till the conclusion of the 24 th Annual General Meeting at a fee of up to Rs. 24.00 Lacs for audit of each financial year.
ii. Material change in the fee payable to M/s. A R M S & Associates from that paid to CA Ajay B Garg, Chartered Accountants (the outgoing auditor) along with the rationale for such change.	There is no material change in the proposed fee of M/s. A R M S & Associates from that paid to CA Ajay B Garg, Chartered Accountants (outgoing Auditors).
iii. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	<p>Since the tenure (5 years) of CA Ajay B Garg, Chartered Accountants, would be completed at the ensuing Annual General Meeting, the Board of Directors at its meeting held on August 12, 2019, have recommended the appointment of M/s. A R M S & Associates for a term of five years.</p> <p>On the basis of comparative analysis with other potential audit firms and in view of the better presence and experience, capability to serve a diverse and complex business as that of the company, audit experience, technical knowledge etc and found ARMS to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the company, the Board recommended the appointment of M/s. A R M S & Associates, as the statutory auditor of the Company.</p>

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 3. The Board recommends passing of the resolution set out in Item No. 3 as an Ordinary Resolution.

ITEM NO. 4

The Board of Directors of the Company on the recommendation of the Audit Committee & Nomination and Remuneration Committee approved the appointment and remuneration of M/s. Asutosh & Associates, Cost Accountants, (FRN: 000258) Bhubaneswar at a remuneration of Rs 50,000/- (Rs. 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, 2020.

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 2019-2020 as set out in the Resolution for the aforesaid services to be rendered by them.

Accordingly, Ordinary Resolution is submitted at item no. 4 to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel or their relatives, are interested or concerned in any way in the Resolution at Item No. 4 of the Notice.

ITEM NO. 5

Section 180 (1) (a) of the Companies Act, 2013 provides that the Board of directors / Committee of directors of a Public/Listed Company shall not, except with the consent of the Company in the General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Company would be borrowing from time to time for the purpose of its business by way of loans, Debentures, Bonds, Hypothecation Loans, Term loans and/other financial assistance from various financial/investment institution(s), bank(s), insurance Company(ies), Corporate Body(ies) and other persons / investors apart from working Capital facilities from Banks in the ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and/or charges on all or some of the movable and/or immovable properties of the Company, both present and future in favour of the lenders/ trustees. The proposed resolution seeks to empower the Board/Committee of directors to mortgage and/or charge the movable or immovable properties of the Company to secure loans, Debentures, Bonds, Loans financial assistance , credit facilities and such transactions for finance and other credit facilities obtained / to be obtained by the Company from the lenders upto Rs. 3500/- crores (Rupees Three Thousand Five Hundred Crores).

None of the Directors/ Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the proposed resolution.

The Board of directors commend passing of the resolution set out in Item No. 5 of the accompanying Notice

ITEM NO. 6

Your Directors are of the view that the require additional funds for the business purpose. Hence, the mobilization of funds by the Company will substantially increase. Therefore it is considered desirable to increase the limit of borrowings to Rs. 3500/- crores (Rupees Three Thousand Five Hundred crores) apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business.

None of the Directors/ Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the proposed resolution.

The Board of directors commend passing of the resolution set out in Item No. 6 of the accompanying Notice.

ITEM NO. 7

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up

share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2019, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 18.63 Crores while one hundred per cent of its free reserves and securities premium account amounts to Rs. 8.31 Crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs. 8.31 Crores. As on 31st March 2019, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to Rs. 132.18 Crores. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.7 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Place: Bhubaneswar
Date: 12th August, 2019

By Order of the Board
For ARSS Infrastructure Projects Limited

CIN: L14103OR2000PLC006230
Regd. Office-Plot No.38, Sector-A, Zone -D,
Mancheswar Industrial Estate, Bhubaneswar, 751010, Odisha
Website: www.arssgroup.in

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

**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)

Name of Director	Mr. Subash Agarwal
DIN	00218066
Date of Birth	1 st January,1965
Date of Appointment	5 th November,2007
Qualifications	B. Com
Expertise in specific functional areas	Civil Construction
Position in the company	Chairman
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
Number of equity shares held in the Company (as on 31.03.2019)	13,81,608



ARSS INFRASTRUCTURE PROJECTS LIMITED

Registered Office- Plot No-38, Sector-A, Zone-D

Mancheswar Industrial Estate

Bhubaneswar-751010, Odisha, India

CIN: L14103OR2000PLC006230

Tel No.: + 91-0674-2588552 / 2588554 / 2602763 Fax: +91-0674-2585074,

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

ATTENDANCE SLIP

L.F. No.	
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No. of Shares held	
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DP ID	
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Client ID	
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I/We hereby record my/our presence at 19th Annual General Meeting of the Company on Wednesday, 25th September, 2019 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, Odisha, India
CIN: L14103OR2000PLC006230
Tel No.: + 91-0674-2588552 / 2588554 / 2602763 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, Odisha, India
Website: www.arssgroup.in

Name of the Member(s) :		
Registered address:		
E-mail Id:	DP ID No.*	Client ID No.*

I / We, being the 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 19th Annual General Meeting of the Company, to be held on 25th September, 2019 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: Ordinary resolution for adoption of Audited Financial Statements (including the Consolidated Financial Statements), Report of the Board of Directors and Auditors for the year ended March 31, 2019.

Resolution No.2: Ordinary Resolution for re-appointment of Mr. Subash Agarwal as a director liable to retire by rotation.

Resolution No.3: Ordinary Resolution for appointment of M/s. A R M S & Associates, Chartered Accountants, as statutory auditors of the company.

Resolution No.4: Ratification of Remuneration to Cost Auditors for the financial year 2019-20.

Resolution No.5: Special Resolution under section 180(1)(a) of the companies act, 2013 for creation of security.

Resolution No.6: Special Resolution under section 180(1)(c) of the companies act, 2013 for borrowing limit not exceeding ₹ 3500 cr.

Resolution No.7: Special Resolution under section 186 of the companies act, 2013 for making investment /extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate.

Signed this _____ day of _____, 2019

Affix Revenue Stamp of ₹ 1/-

Signature of Shareholder

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.

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ARSS INFRASTRUCTURE PROJECTS LIMITED

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

CIN: L14103OR2000PLC006230

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

E-mail: cs@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 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and of Companies (Management and Administration) Rules, 2015 as amended that the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Wednesday, 25th September, 2019 at 11.00 A.M.

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
Sunday, 22 nd September, 2019 (9:00 am)	Tuesday, 24 th September, 2019 (5:00 pm)

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 : secretarial@sunitamohantyandassociates.com in 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 18th September, 2019 (Wednesday)
15. M/s Sunita Mohanty & Associates, Company Secretaries, Bhubaneswar 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 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.
17. The Results shall be declared on Wednesday, 25th September, 2019 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:

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai – 400059 Maharashtra
Tel: + 91 22-62638261 Fax: + 91 22-62638299

E-mail ids:

marketing@bigshareonline.com
investor@bigshareonline.com
Website: www.bigshareonline.com

FORM NO. MGT-12**POLLING PAPER**

[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : ARSS Infrastructure Projects Limited
 CIN : L14103OR2000PLC006230
 Registered Office : Plot No -38, Sector-A, Zone- D,
 Mancheswar Industrial Estate, Bhubaneswar-751 010, Odisha.
 Telephone : 0674- 2588552, 2588554
 Website : www.arssgroup.in

BALLOT PAPER

(For Annual General Meeting on 25.09.2019)

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In BLOCK letters)	
2.	Postal address	
3.	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of ₹ 10/- each

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said resolution in the following manner:

ORDINARY BUSINESSES

Sr. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of financial statements To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and auditors thereon			
2	Appointment of Mr. Subash Agarwal as a director liable to retire by rotation			
3	To appoint Statutory Auditors M/s. A R M S & Associates, Chartered Accountant, (Firm Registration No. 013019N) and fix their remuneration.			

SPECIAL BUSINESSES

4	Ratification of Remuneration to Cost Auditor for the financial year 2019-20			
5	Special Resolution under section 180(1)(a) of the companies act, 2013 for creation of security			
6	Special Resolution under section 180(1)(c) of the companies act, 2013 for borrowing limit not exceeding ₹ 3500 cr.			
7	Special Resolution under section 186 of the companies act, 2013 for making investment /extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate.			

Place: Bhubaneswar

Date: 25.09.2019

(Signature of the shareholder)