



ARSS INFRASTRUCTURE PROJECTS LTD.

EXTRACTS OF RESOLUTIONS PASSED BY THE SHAREHOLDERS OF ARSS INFRASTRUCTURE PROJECTS LIMITED AT AN EXTRA ORDINARY GENERAL MEETING HELD ON WEDNESDAY, THE 17TH DAY OF DECEMBER, 2014 AT 11.00 A.M AT ITS REGISTERED OFFICE AT PLOT NO-38, SECTOR-A, ZONE-D, MANCHESWAR INDUSTRIAL ESTATE, BHUBANESWAR-751010, INDIA

SPECIAL RESOLUTION

Further issue of Equity Shares to Promoters & their Associates:

“**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

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Corp. Office : ARSS Mall, Community Centre, Plot No.40, Block-A, Paschim Vihar, Opposit to Jwalaheri Market, New Delhi - 110063, (India)

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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.”

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

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.

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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-

Sl 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

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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-

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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.

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ARSS INFRASTRUCTURE PROJECTS LTD.

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

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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%
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%

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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 Jhavar		2,000	0.03%
44	Mukesh Agarwal		5,000	0.08%
45	Nidhi Agarwal		5,000	0.08%
46	Ramesh Kavar		5,000	0.08%

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47	Simi Kavar		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%
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%

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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%
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%

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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.

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

Certified to be true copy


For ARSS Infrastructure Projects Limited


Managing Director



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