

FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L14103OR2000PLC006230

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCA4203D

(ii) (a) Name of the company

ARSS INFRASTRUCTURE PROJE

(b) Registered office address

PLOT NO 38 SECTOR A ZONE DMANCHESWAR INDL
ESTATE BBSR
KHURDA
Orissa
INDIA
751010

(c) *email-ID of the company

cs@arssgroup.in

(d) *Telephone number with STD code

06742588552

(e) Website

www.arssgroup.in

(iii) Date of Incorporation

17/05/2000

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2	NATIONAL STOCK EXCHANGE OF INDIA LTD	1,024

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD
SAKINAKA

(vii) *Financial year From 01/04/2014 (DD/MM/YYYY) To 31/03/2015 (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held Yes No

(a) If yes, date of AGM 29/09/2015

(b) Due date of AGM 30/09/2015

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 19

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	ARSS DAMOH HIRAPUR TOLLS	U45201OR2011PTC013524	Subsidiary	99.74
2	ARSS Bus Terminal Pvt. Limited	U63031OR2010PTC012372	Subsidiary	51

3	ARSS Developers Limited	U45209OR2007PLC009201	Associate	38.41
4	NIRAJ-ARSS JV		Joint Venture	40
5	ARSS-ATLANTA JV		Joint Venture	51
6	ATLANTA-ARSS JV		Joint Venture	49
7	ARSS-HCIL CONSORTIUM		Joint Venture	60
8	ARSS-TRIVENI JV		Joint Venture	51
9	PATEL-ARSS JV		Joint Venture	49
10	BACKBONE-ARSS JV		Joint Venture	49
11	SOMDATT BUILDERS-ARSS JV		Joint Venture	49
12	ARSS-ANPR JV		Joint Venture	51
13	HCIL-ADHIKARYA-ARSS JV		Joint Venture	30
14	ARSS GVR JV		Joint Venture	51
15	HCIL-ARSSSPL-TRIVENI JV		Joint Venture	30
16	HCIL-KALINDEE-ARSS JV		Joint Venture	30
17	HARISH CHANDRA- ARSSSPL JV		Joint Venture	49
18	ARSS-MVPL JV		Joint Venture	51
19	ARSS-BALAJI JV		Joint Venture	30

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	30,000,000	14,843,230	14,843,230	14,843,230
Total amount of equity shares (in rupees)	300,000,000	148,432,300	148,432,300	148,432,300

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	30,000,000	14,843,230	14,843,230	14,843,230
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000	148,432,300	148,432,300	148,432,300

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	25,000,000	15,000,000	15,000,000	15,000,000
Total amount of preference shares (in rupees)	250,000,000	150,000,000	150,000,000	150,000,000

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	25,000,000	15,000,000	15,000,000	15,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	250,000,000	150,000,000	150,000,000	150,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	14,843,230	148,432,300	148,432,300	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	

vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	
viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
At the end of the year	14,843,230	148,432,300	148,432,300	
Preference shares				
At the beginning of the year	15,000,000	150,000,000	150,000,000	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify				
At the end of the year	15,000,000	150,000,000	150,000,000	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

- Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable
- Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM		<input type="text"/>	
Date of Registration of Transfer		<input type="text"/>	
Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer		<input type="text"/>	
Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			14,497,879,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			527,024,000
Deposit			353,262,000
Total	0		15,378,165,000

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	0				

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

6,645,779,089

(ii) Net worth of the Company

3,770,985,725

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,799,732	18.86	15,000,000	100
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	2,799,732	18.86	15,000,000	100

Total number of shareholders (promoters)

13

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,716,066	58.72	0	0

	(ii) Non-resident Indian (NRI)	256,472	1.73	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	8,502	0.06	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	2,942,085	19.82	0	0
10.	Others 0	120,373	0.81	0	0
	Total	12,043,498	81.14	0	0

Total number of shareholders (other than promoters)

21,285

Total number of shareholders (Promoters+Public/Other than promoters)

21,298

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING INDIA FOC	Standard Chartered Bank, CRESCEN			8,500	0.06
VCM LTD. MAURITIUS	MANOR HOUSE 1ST FLOOR CNR S			2	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	8	13
Members (other than promoters)	23,033	21,285
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	10.34	0
B. Non-Promoter	1	2	0	3	0	0
(i) Non-Independent	1	0	0	0	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	3	0	2	0	0
(i) Banks and FIs	0	3	0	2	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	2	5	10.34	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
MR.SUBASH AGARWA	00218066	Whole-time director	1,173,500	

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
MR.RAJESH AGARWA	00217823	Managing Director	356,000	
MR.SWARUP CHANDR	00363608	Director	0	
MS.RIMA DHAWAN	01604113	Director	0	
MR.BHUSHAN KUMAR	01059280	Additional director	0	
MR.BIKRAM KUMAR M	06878231	Nominee director	0	07/07/2015
MR.KRISHNA CHANDR	03592433	Nominee director	0	
MR.SOUMENDRA KES	AFNPP7713B	CFO	120	
MS. ALKA KHEMKA	AKDPK3731H	Company Secretar	120	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MR. BOMMANA RAMES	05293558	Nominee director	30/04/2014	Cessation
MR. PARMOD KUMAR	06430363	Nominee director	30/04/2014	Cessation
MR. SUSHANTA PRAD	APJPP6416R	Company Secretar	30/09/2014	Cessation
MS. ALKA KHEMKA	AKDPK3731H	Company Secretar	01/11/2014	Appointment
MRS. RIMA DHAWAN	01604113	Director	17/12/2014	Appointment
MR. UPENDRA NATH C	05214065	Director	24/02/2015	Cessation
MR.SOUMENDRA KES	00009924	Whole-time directo	31/03/2015	Cessation
MR.SOUMENDRA KES	AFNPP7713B	CFO	31/03/2015	Appointment
MR.BHUSHAN KUMAR	01059280	Additional director	31/03/2015	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
Annual General Meeting	18/07/2014	22,387	33	18.87
Extra Ordinary Meeting	17/12/2014	21,778	36	18.96

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	30/04/2014	6	6	100
2	09/08/2014	7	7	100
3	11/11/2014	7	7	100
4	12/02/2015	8	7	87.5
5	31/03/2015	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	Audit Committee	30/04/2014	3	3	100
2	Audit Committee	09/08/2014	3	3	100
3	Audit Committee	11/11/2014	3	3	100
4	Audit Committee	12/02/2015	3	3	100
5	Nomination & Remuneration	30/04/2014	3	3	100
6	Nomination & Remuneration	09/08/2014	3	3	100
7	Nomination & Remuneration	11/11/2014	3	3	100
8	Nomination & Remuneration	12/02/2015	3	3	100
9	CSR COMMITTEE	12/02/2015	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
10	STAKEHOLDER	30/04/2014	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2015
								(Y/N/NA)
1	MR.SUBASH A	5	4	80	0	0	0	No
2	MR.RAJESH A	5	5	100	1	1	100	Yes
3	MR.SWARUP	5	5	100	13	13	100	No
4	MS.RIMA DHA	2	2	100	0	0	0	Yes
5	MR.BHUSHAN	0	0	0	0	0	0	No
6	MR.BIKRAM K	4	4	100	0	0	0	Not Applicable
7	MR.KRISHNA	5	5	100	12	12	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr.Subash Agarwal	Executive Chairman	2,700,000	0	0	0	2,700,000
2	Mr.Rajesh Agarwal	Managing Director	2,100,000	0	0	0	2,100,000
3	Mr.Soumendra Kesh	Director Finance	1,800,000	0	0	0	1,800,000
	Total		6,600,000	0	0	0	6,600,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr.Sushant Pradhan	Company Secretary	240,000	0	0	0	240,000

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Ms.Alka Khemka	Company Secre	250,000	0	0	0	250,000
	Total		490,000	0	0	0	490,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013

during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

CS JYOTIRMOY MISHRA

Whether associate or fellow

Associate Fellow

Certificate of practice number

6022

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

Declaration

I am authorised by the Board of Directors of the company vide resolution no. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company Secretary in Practice

Membership number

Certificate of practice number

Attachments

- 1. list of share holders, debenture holders;
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any.

Attach
Attach
Attach
Attach

List of attachments

MGT 8_ARSS INFRA.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company