

General information about company	
Scrip code	533163
NSE Symbol	ARSSINFRA
MSEI Symbol	NOTLISTED
ISIN	INE267I01010
Name of the entity	ARSS INFRASTRUCTURE PROJECTS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)					
Whether the listed entity has a Regular Chairperson												Yes					
Whether Chairperson is related to MD or CEO												Yes					
of or	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No pro
l al	AATPA3716A	00218066	Executive Director	Chairperson		01- 01- 1965	NA		05-11-2007	05-11-2007			1	0	0	0	
al	ACEPA5209R	00217823	Executive Director	Not Applicable	MD	13- 07- 1974	NA		17-05-2000	01-04-2021			1	0	0	0	
ler d t	AAAPI3945M	06600912	Non- Executive - Independent Director	Not Applicable		17- 08- 1954	NA		22-01-2021	22-01-2021		15	1	1	2	0	
'ar	AAPPP5183N	07902468	Non- Executive - Independent Director	Not Applicable		03- 04- 1957	NA		09-08-2017	09-08-2017		56	1	1	2	0	

Text Block	
Textual Information(1)	The corporate insolvency resolution process ("CIRP") has been initiated against ARSS Infrastructure Projects Limited. As per the section 17 of IBC Code, 2016 the board has been suspended and Shri Uday Narayan Mitra (Reg. No. IBBI/IPA001/IP-P00793/2017q8/11360) has been appointed as the Resolution Professional (IRP) via orders number nil dated 30.11.2021.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	<p>Please be informed that pursuant to orders dated November 30, 2021 of the National Company Law Tribunal, Cuttack Bench ("NCLT"), (Under CP (IB) No. 34/CB/2021), the corporate insolvency resolution process ("CIRP") has been initiated against ARSS Infrastructure Projects Limited. As per the section 17 of IBC Code, 2016 the board has been suspended and Shri Uday Narayan Mitra (Reg. No. IBBI/PA001/IP-P00793/2017q8/11360) has been appointed as the Resolution Professional (IRP) via orders number nil dated 30.11.2021.</p> <p>As per Regulation 15 (2A) and (2B) of SEBI LODR Regulation, 2015, the provision of Regulation 17, 18, 19, 20 and 21 is not applicable during the insolvency resolution process period in respect of listed companies undergoing CIRP under Insolvency Code.</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07902468	Pareswar Panda	Non-Executive - Independent Director	Member	31-03-2021		
2	06600912	Rajender Prashad Indoria	Non-Executive - Independent Director	Member	23-07-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07902468	Pareswar Panda	Non-Executive - Independent Director	Member	31-03-2021		
2	06600912	Rajender Prashad Indoria	Non-Executive - Independent Director	Member	23-07-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07902468	Pareswar Panda	Non-Executive - Independent Director	Member	31-03-2021		
2	06600912	Rajender Prashad Indoria	Non-Executive - Independent Director	Member	23-07-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217823	Rajesh Agarwal	Executive Director	Chairperson	17-05-2000		
2	07902468	Pareswar Panda	Non-Executive - Independent Director	Member	09-08-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-11-2021				Yes	5	3

Text Block	
Textual Information(1)	Since the Board has been suspenses w.e.f. 30.11.2021 as the CIRP has been initaited against the company by NCLT Cuttack under IBC Code, no meeting of the board has been conducted during the quarter however the Power of the Board is vested with Mr. Uday Narayan Mitra , Resolution Professional (RP) and he is executing his duty including approval of quarterly financial results. the unaudited financial results for the quarter ended December 31, 2021 has been approved by the RP on 14.02.2022

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	
1	Audit Committee	12-11-2021				Yes	3	3
2	Nomination and remuneration committee	12-11-2021				Yes	3	3
3	Stakeholders Relationship Committee	12-11-2021				Yes	3	3

Text Block	
Textual Information(1)	<p>Since the Board has been suspended w.e.f. 30.11.2021 as the CIRP has been initiated against the company by NCLT Cuttack under IBC Code, so no committee meeting of the board has been held during the quarter under review.</p> <p>As per Regulation 15 (2A) and (2B) of SEBI LODR Regulation, 2015, the provision of Regulation 17, 18, 19, 20 and 21 is not applicable during the insolvency resolution process period in respect of listed companies undergoing CIRP under Insolvency Code.</p>

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	No
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Prakash Chhajer
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>Since the Board has been suspenses w.e.f. 30.11.2021 as the CIRP has been initaited against the company by NCLT Cuttack under IBC Code, the board has been suspended therefore the composition of the board and commiittee thereof has not been constituted as per SEBI LODR Regulation. however As per Regulation 15 (2A) and (2B) of SEBI LODR Regulation, 2015, the provision of Regulation 17, 18, 19, 20 and 21 is not applicable during the insolvency resolution process period in respect of listed companies undergoing CIRP under Insloveny Code.</p> <p>Also further note that since the board has been suspended the question of meeting of the board and committee thereof does not arises.</p>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.arssgroup.in
2	Terms and conditions of appointment of independent directors	Yes		www.arssgroup.in
3	Composition of various committees of board of directors	Yes		www.arssgroup.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.arssgroup.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.arssgroup.in
6	Criteria of making payments to non-executive directors	Yes		www.arssgroup.in
7	Policy on dealing with related party transactions	Yes		www.arssgroup.in
8	Policy for determining 'material' subsidiaries	Yes		www.arssgroup.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.arssgroup.in

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.arssgroup.in
11	email address for grievance redressal and other relevant details	Yes		www.arssgroup.in
12	Financial results	Yes		www.arssgroup.in
13	Shareholding pattern	Yes		www.arssgroup.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.arssgroup.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.arssgroup.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.arssgroup.in
21	Materiality Policy as per Regulation 30	Yes		www.arssgroup.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.arssgroup.in
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	<p>Since the CIRP has been initiated against the company w.e.f. 30.11.2021, a separate tab in the name of CIRP has been created at following path - http://arssgroup.in/irp.html</p> <p>any information regarding development under CIRP has been updated by the company under this tab as per the requirement of IBC Law.</p>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	NA	
2	Board composition	17(1), 17(1A) & 17(1B)	NA	
3	Meeting of Board of directors	17(2)	NA	
4	Quorum of Board meeting	17(2A)	NA	
5	Review of Compliance Reports	17(3)	NA	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	NA	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	NA	
10	Compliance Certificate	17(8)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	NA	
14	Maximum number of Directorships	17A	NA	
15	Composition of Audit Committee	18(1)	NA	
16	Meeting of Audit Committee	18(2)	NA	
17	Composition of nomination & remuneration committee	19(1) & (2)	NA	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	NA	
19	Meeting of Nomination and Remuneration Committee	19(3A)	NA	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	NA	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	As per Regulation 15 (2A) and (2B) of SEBI LODR Regulation, 2015, the provision of Regulation 17, 18, 19, 20 and 21 is not applicable during the insolvency resolution process period in respect of listed companies undergoing CIRP under Insolvency Code.

Annexure II		
1	Name of signatory	Prakash Chhajer
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Prakash Chhajer
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability		Textual Information(1)	
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Soumendra Keshari Pattanaik		
Designation	CFO		
Place	Bhubaneswar		
Date	16-04-2022		

Signatory Details	
Name of signatory	Prakash Chhajer
Designation of person	Company Secretary and Compliance Officer
Place	Bhubaneswar
Date	16-04-2022

