

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **ARSS Infrastructure Projects Limited**

2. Quarter ending - **31-Mar-2023**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Term	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
M r.	Subash Agarwal	00218066	AAATP A3716 A	C & ED		05-Nov-2007	05-Nov-2007			01-Jan-1965	No				A c t i v e	NA		1	0	0	0		
M r.	Rajesh Agarwal	00217823	ACEP A5209 R	ED	MD	17-May-2000	01-Apr-2021			13-Jul-1974	No				A c t i v e	NA		1	0	0	0		
M r.	Rajender Prashad Indoria	06600912	AAAPI 3945M	ID		22-Jan-2021	22-Jan-2021		27	17-Aug-1954	No				A c t i v e	NA		1	1	2	0	AC,SC,NRC	
M r.	Pareswar Panda	07902468	AAPP P5183 N	ID		09-Aug-2017	09-Aug-2017		68	03-Apr-1957	No				A c t i v e	NA		1	1	2	0	AC,SC,NRC	

Company Remarks	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.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Pareswar Panda	ID	Member	31-Mar-2021	
2	Rajender Prashad Indoria	ID	Member	23-Jul-2021	

Company Remarks	.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/IPA001/IP-P00793/2017q8/11360) has been appointed as the Resolution Professional (IRP) via orders number nil dated 30.11.2021. 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.
Whether Regular chairperson appointed	No

**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Pareswar Panda	ID	Member	31-Mar-2021	
2	Rajender Prashad Indoria	ID	Member	23-Jul-2021	

Company Remarks	
Whether Regular chairperson appointed	No

**c. Risk Management Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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Company Remarks	
Whether Regular chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Pareswar Panda	ID	Member	31-Mar-2021	
2	Rajender Prashad Indoria	ID	Member	23-Jul-2021	

Company Remarks	
Whether Regular chairperson appointed	No

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
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Company Remarks	nnSince 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, no meeting of the board has been conducted during the quarter however the Power of the Board are vested with Mr. Uday Narayan Mitra , Resolution Professional (RP) and he is executing his duty including approval of annual/ quarterly financial results. The Un audited financial results for the quarter ended September 30, 2022 has been approved by the Resolution Professional on 14.11.2022
Maximum gap between any two consecutive (in number of days)	0

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
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Company Remarks	nnnSince 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.n 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.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

**v. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	<p><b>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. 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. Since the Board and Audit committee has been suspended and the power of the same is vested with the resolution professional, he is looking in to the matter for any related party transaction during the quarter under review..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. 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. Since the Board and Audit committee has been suspended and the power of the same is vested with the resolution professional, he is looking in to the matter for any related party transaction during the quarter under review. and shareholder also approved the material related party transaction in the Annual General Meeting held on 27.09.2022</b></p>
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## VI. Affirmations

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**
  - b. Nomination & remuneration committee - **No**
  - c. Stakeholders relationship committee - **No**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **No**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

**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, the board has been suspended therefore the composition of the board and committee 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 Insolvency Code. Also further note that since the board has been suspended the question of meeting of the board and committee**

thereof does not arises.

Name : PRAKASH CHHAJER  
Designation : Company Secretary & Compliance Officer

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.arssgroup.in
Terms and conditions of appointment of independent	Yes		www.arssgroup.in
Composition of various committees of board of	Yes		www.arssgroup.in
Code of conduct of board of directors and senior	Yes		www.arssgroup.in
Details of establishment of vigil mechanism/ Whistle	Yes		www.arssgroup.in
Criteria of making payments to non-executive directors	Yes		www.arssgroup.in
Policy on dealing with related party transactions	Yes		www.arssgroup.in
Policy for determining 'material' subsidiaries	Yes		www.arssgroup.in
Details of familiarization programs imparted to	Yes		www.arssgroup.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting	Yes		www.arssgroup.in
Contact information of the designated officials of the	Yes		www.arssgroup.in
Financial results	Yes		www.arssgroup.in
Shareholding pattern	Yes		www.arssgroup.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.arssgroup.in
Credit rating or revision in credit rating obtained by the	Not Applicable		
Separate audited financial statements of each	Yes		www.arssgroup.in
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.arssgroup.in
Materiality Policy as per Regulation 30	Yes		www.arssgroup.in
Dividend Distribution policy as per Regulation 43A (as	Not Applicable		
It is certified that these contents on the website of the	Yes		www.arssgroup.in
<b>II Annual Affirmations</b>			

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Not Applicable	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Not Applicable	
<i>Meeting of Board of directors</i>	17(2)	Not Applicable	
<i>Quorum of Board meeting</i>	17(2A)	Not Applicable	
<i>Review of Compliance Reports</i>	17(3)	Not Applicable	
<i>Plans for orderly succession for appointments</i>	17(4)	Not Applicable	
<i>Code of Conduct</i>	17(5)	Not Applicable	
<i>Fees/compensation</i>	17(6)	Not Applicable	
<i>Minimum Information</i>	17(7)	Not Applicable	
<i>Compliance Certificate</i>	17(8)	Not Applicable	
<i>Risk Assessment &amp; Management</i>	17(9)	Not Applicable	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Not Applicable	
<i>Recommendation of Board</i>	17(11)	Not Applicable	
<i>Maximum number of directorship</i>	17A	Not Applicable	
<i>Composition of Audit Committee</i>	18(1)	Not Applicable	
<i>Meeting of Audit Committee</i>	18(2)	Not Applicable	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Not Applicable	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Not Applicable	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Not Applicable	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Not Applicable	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Not Applicable	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	21(3A)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Not Applicable	
<i>Familiarization of independent directors</i>	25(7)	Not Applicable	
<i>Declaration from Independent Director</i>	25(8) & (9)	Not Applicable	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Not Applicable	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Not Applicable	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	<b>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</b>
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : PRAKASH CHHAJER  
**Designation** : Company Secretary & Compliance Officer

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

**(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)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(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
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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**Affirmations**

*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*

**Company Remarks in case of non-compliant status**

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<p><b>Name:</b>  <b>Designation:</b> anx4Designation  <b>Place:</b>  <b>Date:</b></p>
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