

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L14103OR2000PLC006230
(ii)	Registration Date	17/05/2000
(iii)	Name of the Company	ARSS Infrastructure Projects Limited
(iv)	Category / Sub-Category of the Company	Public Company Having Share Capital
(v)	Address of the Registered office and contact details	Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751 010, Odisha, India.
(vi)	Whether listed company	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059, Maharashtra.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Construction related	99532	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

SL. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	ARSS Damoh-Hirapur Tolls Private limited Address: Plot No. -38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010.	U45201OR2011PTC013524	Subsidiary Company	99.82 %	2 (87)
2	ARSS Developers Limited. Address: Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010.	U45209OR2007PLC009201	Associate Company	38.41 %	2 (6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2724732	0	2724732	18.36	2724732	1318225	4042957	17.78	(0.58)

b) Central Govt.	0	0	0	0	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0	0	6576511	6576511	28.92	28.92
e) Banks / FI	0	0	0	0	0	0	0	0.00	0.00
f) Any other	0	0	0	0		0	0	0.00	0.00
Sub Total A (1)	2724732	0	2724732	18.36	2724732	7894736	10619468	46.70	28.34
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
e) Any Other	0	0	0	0.00	0	0	0	0	0.00
Sub Total A (2)	0	0	0	0.00	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2724732	0	2724732	18.36	2724732	7894736	10619468	46.70	28.34
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
b) Venture Capital Funds	0	0	0	0.00					0.00
c) Alternate Investment Funds	0	0	0	0.00	0	0	0	0	0.00
d) Banks / Financial Institutions	86153	0	86153	0.58	93000	0	93000	0.41	(0.17)
e) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
f) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0	0	0	0	0.00	0.00
Sub-total (B)(1):-	86153	0	86153	0.58	93000	0	93000	0.41	(0.17)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2766461	0	2766461	18.64	2090671	0	2090671	9.19	(9.44)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	7328531	13227	7341758	49.46	7196414	13227	7209641	31.71	(17.75)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1455824	0	1455824	9.81	2345771	0	2345771	10.32	0.51
NBFCs registered with RBI	12617	0	12617	0.09	8700	0	8700	0.04	(0.05)

d) Others (specify)									
i) Non Resident Indians	234504	0	234504	1.58	216677	0	216677	0.95	(0.63)
ii) Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
iii) Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
iv) Clearing Members	221166	0	221166	1.49	154023	0	154023	0.68	(0.81)
v) Trusts	15	0	15	0.0001	15	0	15	0.0001	0.00
vi) Foreign Bodies	0	0	0	0.0	0	0	0	0	0
Sub-total (B)(2):-	12019118	13227	12032345	81.06	12012271	13227	12025498	52.89	(28.17)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	12105271	13227	12118498	81.64	12105271	13227	12118498	53.30	(28.34)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	14830003	13227	14843230	100.00	14830003	7907963	22737966	100.00	0

(ii) Shareholding of Promoters

Sr.No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the beginning of the year (01.04.2018)			% change in shareholding during year
		No.of Shares	% of totals shares of the Company	% shares pledged/ encumbered to total shares	No.of Shares	% of totals shares of the Company	% shares pledged / encumbered to total shares	
1	Mr. Mohanlal agarwal	761,750	5.13	100.00	761,750	3.35	100.00	(1.78)
2	Mr.Subash Agarwal	1,173,500	7.91	100.00	1,381,608	6.08	84.94	(1.83)
3	Mr. Anil agarwal	290,000	1.95	100.00	339,821	1.49	85.34	(0.46)
4	Mr.Rajesh Agarwal	356,000	2.40	100.00	538,745	2.37	66.08	(0.03)
5	Mr.Sunil Agarwal	65,398	0.44	100.00	278,647	1.23	23.47	0.78
6	Mrs.Ramdulari Agarwal	9	0.0001	0.00	184,483	0.81	-	0.81
7	Mrs.Sanju Agarwal	20	0.0001	0.00	118,704	0.52	-	0.52
8	Mrs.Seema Agarwal	20	0.0001	0.00	20,020	0.09	-	0.09
9	Mrs. Sangita agarwal	20	0.0001	0.00	123,796	0.54	-	0.54
10	Mrs.Sabita Agarwal	15	0.00	0.00	217,383	0.96	-	0.96
11	Mr.Ramesh Prasad Agrawal	3,000	0.02	0.00	3,000	0.01	-	(0.01)
12	Mrs.Shilpa Agarwal	75,000	0.51	0.00	75,000	0.33	-	(0.18)
13	ARSS Developers Ltd	-	-	0.00	3,183,480	14.00	-	14.00
14	Sidhant Financial Services Ltd	-	-	0.00	3,393,031	14.92	-	14.92
TOTAL		2,724,732	18.36	18.36	10,619,468	46.70	11.64	28.34

Note:-

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sr. No		Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year (01.04.2017)	27,24,732	18.36	1,06,19,468	46.70
2	78,94,736 equity share were allotted on 09.08.2017 preferential Basis in terms of Corporate Debt Restructuring (CDR) scheme.	78,94,736	34.72 (7894736 *100/227379 66)	-	-
	At the end of the year (31.03.2018)	1,06,19,468	46.70	1,06,19,468	46.70

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No	Name of shareholders	Shareholding at the Beginning of the year 01.04.2017		Shareholding at the end of the year 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Tao Builders And Developers Pvt. Ltd.	343,000	2.31%	343,000	1.51%
2	Mr.Gopi Kishan Malani	271,000	1.83%	219,292	0.96%
3	Motilal Oswal Securities Ltd	126,697	0.85%	212,180	0.93%
4	Bombay cable co. Pvt. Ltd.	200,000	1.35%	200,000	0.88%
5	Greshma Finvest Private Limited	165,070	1.11%	177,070	0.78%
6	Mr.Viraf Dinshaw Mehta	-	0.00%	152,481	0.67%
7	Mr.Raooof Razak Dhanani	145,500	0.98%	142,500	0.63%
8	Mr.Anand Vijay Sarda	111,666	0.75%	112,000	0.49%
9	Mentor Capital Limited	103,253	0.70%	103,253	0.45%
10	Axis Bank Limited	33,453	0.23%	93,000	0.41%
TOTAL		1,499,639	10.10%	1,754,776	7.72%

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (01.04.2017)		Shareholding at the end of the Year (31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Directors					
1	Mr. Subash Agarwal	11,73,500	7.91%	13,81,608	6.08%
2	Mr. Rajesh Agarwal	3,56,000	2.40%	5,38,745	2.37%
3	Mr. Swarup Chandra Parija	0	0	0	0
4	Mr. Krishna Chandra Raut	0	0	0	0
5	Mr. Pareswar Panda	0	0	0	0
6	Mrs. Jahnabi Deo	0	0	0	0
	Key Managerial Personnel				
1	Mr. Rajesh Agarwal	3,56,000	2.40%	5,38,745	2.37%
2	Mr. Soumendra Keshari Pattanaik	120	0.0008%	120	0.0005%
3	Ms. Alka Khemka	300	0.0020%	300	0.0013%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs. In Lacks)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2017)				
i) Principal Amount	162,380.95	6,443.04	-	168,823.99
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	162,380.95	6,443.04	-	168,823.99
Change in Indebtedness during the financial year				
* Addition	52,417.77	401.80		52,819.57
* Reduction	48,609.56	4,902.91		53,512.46
Net Change	3,808.21	(4,501.11)	-	(692.89)
Indebtedness at the end of the financial year (31.03.2018)				
i) Principal Amount	166,189.16	1,941.94	-	168,131.10
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	166,189.16	1,941.94	-	168,131.10

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lacks)

Sr. No	Particulars of Remuneration	Name of MD, WTD OR MANAGER		Total Amount (Rs. In Lacks)
		Mr. Subash Agarwal , (Executive Chairman)	Mr. Rajesh Agarwal (Managing Director)	
1	Gross salary	33.00	30.00	63.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	33.00	30.00	63.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total (A)	33.00	30.00	63.00
	Ceiling as per the Act	124.13 (Rs. 120 lakhs plus Rs. 4.13 lakhs i.e 0.01% of the effective capital in excess of Rs. 250 crores)	124.13 (Rs. 120 lakhs plus Rs. 4.13 lakhs i.e 0.01% of the effective capital in excess of Rs. 250 crores)	248.26
		The above paid managerial remuneration is subject to the approval of Central Government as per the provisions of third proviso of section II of Part II Schedule V read with sub section (3) of section 197 of The Companies Act, 2013.		

B. Remuneration to other directors:

(Rs. In Lacks)

Sr. No	Particulars of Remuneration	Name of Directors					Total Amount (Rs. In Lacks)
		Mr. S.C. Parija	Mrs. Rima Dhawan	Mr. Pareswar Panda	Mrs. Jahnabi Deo	Mr.K.C. Raut	
1	Independent Directors						
	Fee for attending board committee meetings	4.80	2.60	2.40	1.00	0	10.80
	Commission	-	-	-	-	0	-
	Others, please specify (Incidental exp. For attending meetings)	0.25	0.15	0.15	0.10	0	0.65
	Total (1)	5.05	2.75	2.55	1.10	0	11.45
2	Other Non-Executive Directors (ND)						-
	Fee for attending board committee meetings	-	-	-	-	4.60	4.60
	Commission	-	-	-	-	Nil	-
	Others, please specify (Incidental exp. For attending meetings)	-	-	-	-	0.25	0.25
	Total (2)	-	-	-	-	4.85	4.85
	Total (B)=(1+2)	5.05	2.75	2.55	1.10	4.85	16.30
	Total Managerial Remuneration	-	-	-	-	-	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/W.T.D

Sr. No	Particular Remuneration	Key Managerial Personnel (Rs. In Lakhs)		
		Mr. S.K. Pattanaik (Chief Financial Officer)	Ms. Alka Khemka (Company Secretary)	Total (Rs. In Lacks)
1	Gross Salary			
a	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.00	9.00	39.00
b	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	
c	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission as % of profit - others, specify	-	-	
5	Others, please specify	-	-	
	TOTAL	30.00	9.00	39.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Sections of the Companies Act	Brief	Details of Penalty / Punishment / Compounding fees imposed	Authority	Appeal made,
		Description		[RD / NCLT / COURT]	if any (give Details)
A. COMPANY: ARSS INFRASTRUCTURE PROJECTS LTD					
Penalty	NIL		NIL	NIL	N.A
Punishment	NIL		NIL	NIL	N.A
Compounding	Section 198 read with 309 schedule XIII, Section 256, Section 138, Section 303(1)	Show Cause Notices received from the office of Regional Director, Eastern Region and Registrar of Companies at Cuttack Pursuant to the inspection u/s 209(A) Inspection.	22,500	RD	N.A
B. DIRECTORS: MR.RAJEH AGARWAL (MANAGING DIRECTOR)					
Penalty	NIL		NIL	NIL	N.A
Punishment	NIL		NIL	NIL	N.A
Compounding	Section 198 read with 309 schedule XIII, Section 256, Section 138, Section 303(1)	Show Cause Notices received from the office of Regional Director, Eastern Region and Registrar of Companies at Cuttack Pursuant to the inspection u/s 209(A) Inspection.	14,500	RD	N.A
B. DIRECTORS: MR.SUBASH AGARWAL(CHAIRMAN, WTD)					
Penalty	NIL		NIL	NIL	N.A
Punishment	NIL		NIL	NIL	N.A

Compounding	Section 198 read with 309 schedule XIII, Section 256, Section 138, Section 303(1)	Show Cause Notices received from the office of Regional Director, Eastern Region and Registrar of Companies at Cuttack Pursuant to the inspection u/s 209(A) Inspection.	14,500	RD	N.A
B. OTHER OFFICERS IN DEFAULT: MR.SOUMENDRA KESHARI PATTANAİK(EX.DIRECTOR (FINANCE))					
Penalty	NIL	-	NIL	NIL	N.A
Punishment	NIL	-	NIL	NIL	N.A
Compounding	Section 198 read with 309 schedule XIII, Section 256, Section 138, Section 303(1)	Show Cause Notices received from the office of Regional Director, Eastern Region and Registrar of Companies at Cuttack Pursuant to the inspection u/s 209(A) Inspection.	14,500	RD	N.A
C. OTHER OFFICERS IN DEFAULT: MR.BIBHUTI BHUSAN SAHOO(EX. COMPANY SECRETARY)					
Penalty	NIL		NIL	NIL	N.A
Punishment	NIL		NIL	NIL	N.A
Compounding	Section 256	Show Cause Notices received from the office of Regional Director, Eastern Region and Registrar of Companies at Cuttack Pursuant to the inspection u/s 209(A) Inspection.	7,500	RD	N.A
C. OTHER OFFICERS IN DEFAULT: MR.HARAPRASAD RAUT(COMPANY SECRETARY)					
Penalty	NIL		NIL	NIL	N.A
Punishment	NIL		NIL	NIL	N.A

Compoundi ng	Section 138	Show Cause Notices received from the office of Regional Director, Eastern Region and Registrar of Companies at Cuttack Pursuant to the inspection u/s 209(A) Inspection.	2,500	RD	N.A
C. OTHER OFFICERS IN DEFAULT: MR.SUSHANTA PRADHAN(EX. COMPANY SECRETARY)					
Penalty	NIL		NIL	NIL	N.A
Punishment	NIL		NIL	NIL	N.A
Compoundi ng	Section 198 read with 309 schedule XIII, Section 138, Section 303(1)	Show Cause Notices received from the office of Regional Director, Eastern Region and Registrar of Companies at Cuttack Pursuant to the inspection u/s 209(A) Inspection.	7,000	RD	N.A
SUB-TOTAL			83,000		