



## ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 12.10.2017

Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers  
1st Floor, Rotunda Building,  
Dalal Street,  
Mumbai- 400 001

National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai- 400051

**Sub: Compliance Report on Corporate Governance  
Reg. 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Please find enclosed herewith Compliance Report on Corporate Governance under Reg. 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on 30<sup>th</sup> September, 2017.

Thanking You

**For ARSS Infrastructure Projects Limited**

(Alka Khemka)  
Company Secretary



Encl: As above

**CIN : L14103OR2000PLC006230**

**Regd. Office :** Sector A, Zone D, Plot #38, Mancheswar Industrial Estate, Bhubaneswar 751010, Odisha

Tel.: 91 674 2588552 / 2588554, Fax :+91 674 2585074, E-mail: response@arssgroup.in, Website : www.arssgroup.in

**Corp. Office :** ARSS Mall, Community Centre, Plot No. 40, Block-A, Paschim Vihar, Opposit to Jwalaheri Market, New Delhi-110063 (India)  
Tel.:+91 1125252024, Fax : +91 1125252012, E-mail : delhi@arssgroup.in

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity : ARSS Infrastructure Projects Limited

2. Quarter ending : 30<sup>th</sup> September, 2017

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Exec utive/Non-Execu tive/independent/ Nominee) &	Date of Appointme nt in the current term /cessation	Tenure *	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(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)
Mr.	Subash Agarwal	PAN:- AATPA3716A DIN:- 00218066	Chairperson/ Executive	05.11.2007	-	1	Nil	Nil
Mr.	Rajesh Agarwal	PAN:- ACEPA5209R DIN:- 00217823	Managing Director/Executive	17.05.2000	-	1	Nil	Nil
Mr.	Swarup Chandra Parija	PAN:- AGAPP2620B DIN:- 00363608	Non-Executive/ Independent	01.04.2016	5 Years	2	4	2
Mr.	* Pareswar Panda	PAN:- AAPPP5183N DIN:- 0007902468	Non-Executive/ Independent	09.08.2017	5 Years	1	2	2
Mr.	Krishna Chandra Raut	PAN:- AHPPR0441L DIN:- 03592433	Non-Executive/ Nominee	11.05.2013	-	2	2	Nil



Mrs.	* Rima Dhawan	PAN:-AAMPD6994L DIN:- 01604113	Non-Executive/ Independent	Cessation due to vacation 27.09.2017	2 Years	1	-	-
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PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

\* Mr. Pareswar Panda is appointed as Independent Director in the board by board of directors of the company at their meeting held on 9<sup>th</sup> August, 2017 for the period of five years wef 9<sup>th</sup> August, 2017 to 8<sup>th</sup> August, 2022.

\* Office of Mrs. Rima Dhawan (DIN: 01604113), Ex Independent Director of the company is vacated under section 167 (1) of the Companies Act, 2013 w.e.f 27<sup>th</sup> September, 2017. Board is taking steps to appoint another Independent Director shortly.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. *Mr. Pareswar Panda - Chairman 2. Mr. Swarup Chandra Parija - Member 3. Mr. Krishna Chandra Raut - Member	Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/ Nominee Director
2. Nomination & Remuneration Committee	1. *Mr. Pareswar Panda - Chairman 2. Mr. Swarup Chandra Parija - Member 3. Mr. Krishna Chandra Raut - Member	Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/ Nominee Director
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	1. *Mr. Pareswar Panda - Chairman 2. Mr. Swarup Chandra Parija - Member 3. Mr. Krishna Chandra Raut - Member	Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/ Nominee Director
5. Corporate Social Responsibility Committee	1. Mr. Rajesh Agarwal - Chairman 2. Mr. Swarup Chandra Parija - Member 3. Mr. Pareswar Panda - Member	Managing Director/Executive Non-Executive/Independent Director Non-Executive/Independent Director

Category of directors means executive/non-executive/independent/Nominee if a director fits into more than one category write all categories separating them with hyphen.



\* Mr. Pareswar Panda is appointed as Independent Director in the board by board of directors of the company at their meeting held on 9<sup>th</sup> August, 2017 for the period of five year wef 9<sup>th</sup> August, 2017 to 8<sup>th</sup> August, 2022. Mrs. Rima Dhawan showed her unwillingness to continue as a member in Audit Committee & Nomination & Remuneration Committee, Stakeholders Relationship Committee & Corporate Social Responsibility Committee and resigned from all these committees and Mr. Pareswar Panda is appointed as Chairman/member in all the above mentioned committees wef 9<sup>th</sup> August, 2017 (after the conclusion of meetings of the above committees) i.e. from the next committee meeting onwards.

\* Office of Mrs. Rima Dhawan (DIN: 01604113), Ex-Independent Director of the company was also member in all the above mentioned Committee, is vacated under section 167 (1) of the Companies Act, 2013 w.e.f 27<sup>th</sup> September, 2017. Board is taking steps to appoint another Independent Director shortly.

<b>III. Meeting of Board of Directors</b>				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)		
27.05.2017	09.08.2017 & 14.09.2017	73 DAYS & 35 DAYS		
<b>IV. Meeting of Committees</b>				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Nomination & Remuneration committee	09.08.2017	YES	27.05.2017	73 DAYS
Stakeholders Relationship Committee Meeting	09.08.2017	YES	27.05.2017	73 DAYS





Audit Committee Meeting	09.08.2017 & 14.09.2017	YES	27.05.2017	73 DAYS & 35 DAYS
Corporate Social Responsibility Committee	09.08.2017	YES	-	-
Share Allotment Committee	09.08.2017	YES	-	-

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

#### Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.



## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: No  
(\* Office of *Mrs. Rima Dhawan* (DIN: 01604113), Ex Independent Director of the company is vacated under section 167 (1) of the Companies Act, 2013 w.e.f 27<sup>th</sup> September, 2017. Board is taking steps to appoint another Independent Director shortly.)
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: Yes
  - a. Audit Committee : Yes
  - b. Nomination & remuneration committee : Yes
  - c. Stakeholders relationship committee : Yes
  - d. Risk management committee (applicable to the top 100 listed entities) NA
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: Yes
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: Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: Yes  
Any comments/observations/advice of Board of Directors may be mentioned here: NA

Signature :-   
Name : Alka Khemka  
Designation : Company Secretary  
Address : Plot No-38, Sector-A, Zone-D  
Mancheswar Ind. Estate, Bhubaneswar-751010  
Membership No-F6838

Name: Alka Khemka

Designation : Company Secretary / Compliance Officer