

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **ARSS INFRASTRUCTURE PROJECTS LIMITED**
 2. Quarter ending - **QUARTER ENDED 31-03-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	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	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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
Mr.	Subash Agarwal	00218066	AATPA 3716A	C & ED		05-Nov-2007	05-Nov-2007			13-Jul-1970	NA		1	0	0	0		
Mr.	Rajesh Agarwal	00217823	ACEPA 5209R	ED	MD	17-May-2007	17-May-2007			01-Jan-1965	NA		1	0	0	0		
Mr.	Swarup Chandra Parija	00363608	AGAPP 2620B	ID		27-Nov-2007	01-Apr-2016		72	03-Mar-1941	Yes	27-Sep-2018	2	2	4	0	AC,SC,NRC	
Mr.	Pareswar Panda	07902468	AAPPP5 183N	ID		09-Aug-2017	09-Aug-2017		32	03-Apr-1957	NA		1	1	0	0		
Mr.	Krishna Chandra Raut	03592433	AHPPR 0441L	NED,ND		11-May-2013	11-May-2013			25-Apr-1945	No		2	0	2	0	AC,SC,NRC	
Mrs.	Janhabi Deo	07257699	AAJPD5 736D	ID		11-Nov-2017	11-Nov-2018		29	28-Jun-1970	NA		1	1	2	2	AC,SC,NRC	



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

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Janhabi Deo	ID	Chairperson	11-Nov-2018	
2	Swarup Chandra Parija	ID	Member	01-Apr-2016	
3	Krishna Chandra Raut	NED,ND	Member	11-May-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Janhabi Deo	ID	Chairperson	11-Nov-2018	
2	Swarup Chandra Parija	ID	Member	01-Apr-2016	
3	Krishna Chandra Raut	NED,ND	Member	11-May-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee



Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Janhabi Deo	ID	Chairperson	11-Nov-2018	
2	Swarup Chandra Parija	ID	Member	01-Apr-2016	
3	Krishna Chandra Raut	NED,ND	Member	11-May-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
14-Nov-2019	10-Feb-2020	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	87

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	14-Nov-2019		Yes	3	2
Audit Committee		10-Feb-2020	Yes	3	2
Nomination & Remuneration Committee	14-Nov-2019		Yes	3	2
Nomination & Remuneration Committee		10-Feb-2020	Yes	3	2
Stakeholders	14-Nov-2019		Yes	3	2



Relationship Committee					
Stakeholders Relationship Committee		10-Feb-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	87

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
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	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - 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) - **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. - **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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

the Corporate Governance Report for the previous quarter ended 31st December,2019 was placed before the Board meeting held on 10thFebruary, 2020, there were NO qualification or adverse remarks and the same was taken on record and approved.nnThis report will be placed at the ensuing Board Meeting.

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)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.arssgroup.in
Terms and conditions of appointment of	Yes		www.arssgroup.in
Composition of various committees of	Yes		www.arssgroup.in
Code of conduct of board of directors and	Yes		www.arssgroup.in
Details of establishment of vigil mechanism/	Yes		www.arssgroup.in
Criteria of making payments to non-	Yes		www.arssgroup.in
Policy on dealing with related party	Yes		www.arssgroup.in
Policy for determining 'material' subsidiaries	Yes		www.arssgroup.in
Details of familiarization programs imparted	Yes		www.arssgroup.in
Email address for grievance redressal and other relevant details entity who are	Yes		www.arssgroup.in
Contact information of the designated	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	Not Applicable		
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.arssgroup.in
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Yes		www.arssgroup.in
As per other regulations of the LODR:			
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	Not		
It is certified that these contents on the	Yes		www.arssgroup.in
II Annual Affirmations			



Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	



<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</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)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Not Applicable	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<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)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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**

Other Information	
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Name : **Prakash Chhajer**
Designation : **Company Secretary & Compliance Officer**

