

Secretarial Audit Report

To

The Board of Directors,
ARSS Infrastructure Projects Limited
Plot No-38, Sector-A, Zone-D
Mancheswar Industrial Estate
Bhubaneswar - 751 010.

We have examined all secretarial records and the compliance of provisions of the Companies Act, 1956, the regulations, guidelines and the instructions issued by the Securities and Exchange Board of India (SEBI) and the relevant clauses of the Listing Agreement with Stock Exchanges where the shares of ARSS Infrastructure Projects Limited (the Company) are listed, the Depositories Act, 1996 and bye-laws framed there under from time to time, for the year ended 31st March, 2011 and we report that :

1. Maintenance of Statutory Records:

The Company is maintaining all statutory records and registers as required to be maintained under various provisions of the Companies Act, 1956 and the rules made there under and all the records and entries in the registers are up to date.

2. Filing of Statutory Returns:

The Company has filed all statutory returns with the Registrar of Companies as well as with other Statutory Authorities and has furnished the required documents / intimations to the Stock Exchanges regularly and within the scheduled time frame as required under various clauses of the Listing Agreements.



3. Composition of the Board:

The Board of Directors of the Company comprised of six directors, consisting of the Chairman (Executive Chairman) & Managing Director, two executive directors and three non-executive independent directors as on 31.03.2011. During the year one independent and one whole time director resigned from the Board. In terms of Clause 49 of Listing Agreement, at least half of the Board should comprise of independent directors which is complied by the Company.

4. Board Meetings:

During the year, the Board of Directors of the Company met five times on 27.04.2010, 26.07.2010, 25.09.2010, 08.11.2011 and 07.02.2011 in respect of which proper notices were given. The proceedings of the meetings including the circular resolutions passed were properly recorded in the Minutes Book maintained by the Company and duly signed.

5. General Body Meetings:

During the Year under review the Annual General Meeting of the Company was held on 26th July 2010 in respect of which proper notices were given. The proceedings of the meetings including the circular resolutions passed were properly recorded in the Minutes Book maintained by the Company and duly signed. The Register of Members were closed from 21.07.2010 to 26.07.2010 both days being inclusive.

6. Registrar & Share Transfer Agent:

M/s. Bigshare Services Private Limited, Mumbai has been entrusted with the responsibility of Registrar and Share Transfer Agent of the Company and all the work relating to Share Registry in terms of both physical and electronic segments are being handled there at a single point.



7. Redressal of Investors Grievances:

All the complaints /grievances relating to share transfers, transmissions, demat / remat of shares, issue of duplicate share certificates, payment of dividend etc were promptly attended by the Company and there are no grievances pending as on date. Details of shares transfers, electronic holding of shares (both NSDL and CDSL) etc. were managed by the RTA under supervision of the Company Secretary & Compliance Officer of the Company.

8. Daily Reconciliation of Listed and Paid up Capital:

The Company has set up adequate systems and procedures in terms of SEBI guidelines to ensure daily reconciliation of shares held in Physical and electronic segments with the total shares issued by the Company.

9. Dematerialization / Rematerialisation:

The dematerialization / rematerialization requests were confirmed to the respective Depositories (NSDL/CDSL) within one week of receipt of physical documents from the DPs as per the SEBI guidelines.

10. Payment of Corporate Cash Benefits to the Investors:

The Company has paid dividend within the due date after its declaration and wherever necessary has kept in abeyance rights to dividend, pending registration of transfer of shares or pending final settlement of suits in compliance with the provisions of the Companies Act, 1956.

11. Transfer to Investor Education and Protection Fund:

There is no amount outstanding for any financial year to the Investor Education and Protection Fund as on 31.03.2011 in terms of Section 205A of the Companies Act, 1956 and the Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001.



12. Insider Trading Regulations:

The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 with regard to disclosures and maintenance of records required under the regulations.

13. No Legal Notice:

The Company has not received any show cause notice for any alleged offence/violation under the Companies Act, 1956 or under SEBI guidelines and no fine, penalty or other punishment has been imposed on the Company in this regard during the year under review.

14. Public Deposits:


No public Deposits were accepted by the Company under Companies (Acceptance of Deposits) Rules, 1975 during the year. The Company has neither issued any GDR/ADR nor any convertible² instrument during the year under report.

15. Borrowings of the Company:

The borrowings made by the Company were within the limit prescribed under Section 293(1)(d) of the Company's Act, 1956 and registration of creation/modification of shares were duly registered.

Place : Bhubaneswar
Date : 05.05.2011




(G. Nayak)
Practicing Company Secretary
C.P. No.6558

I further report that:

- (a) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, share/debenture holdings and directorship in other companies and interest in other entities;
- (b) The Directors have complied with disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct and Ethics for Directors and Management Personnel;
- (c) The Company has obtained all necessary approvals under the Companies Act, 1956;
- (d) There was no prosecution initiated against or show cause notice received by the Company and no fines or penalties were imposed on the Company during the year under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against the Company, its Directors and Officers.

I further report that the Company has complied with the provisions of the Depository Act, 1996 and the Bye-laws framed under that Act by the Depositories with regard to dematerialization / rematerialization of securities and reconciliation of records of dematerialized securities issued by the Company.

I further report that:

- (a) The Company has complied with the requirements under the Equity Listing Agreements entered in to with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.



- (b) The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 1997 including the provisions with regards to disclosures and maintenance of records required under the Regulations.
- (c) The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records under the Regulations.

Place : Bhubaneswar
Date : 05.05.2011



A handwritten signature in black ink, appearing to be "G. Nayak".

(G. Nayak)
Practicing Company Secretary
C.P. No.6558