



## ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 10.01.2017.

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 31<sup>st</sup> December, 2016.

Thanking You

For ARSS Infrastructure Projects Limited

  
(Alka Khemka)  
Company Secretary

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

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 : 31<sup>st</sup> December, 2016

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Exec utive/Non-Executi ve/independent/No minee) &	Date of Appointm ent in the current term /cessation	Tenure *	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listihg 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	01.04.2014	2 Years	2	4	3



Mr.	Kamlesh Kumar Sharma	PAN:-AAOPS8179G DIN:- 07174947	Non-Executive/ Independent	04.05.2015	2 Years	1	1	Nil
Ms.	Rima Dhawan	PAN:-AAMPD6994L DIN:- 01604113	Non-Executive/ Independent	17.12.2016	2 Years	1	1	Nil
Mr.	Krishna Chandra Raut	PAN:-AHPPR0441L DIN:- 03592433	Non-Executive/ Nominee	11.05.2013	-	2	2	Nil

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.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1.Mr.Swarup Chandra Parija - Chairman 2.Ms.Rima Dhawan - 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.Swarup Chandra Parija - Chairman 2. Mr. Kamlesh Kumar Sharma - 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. Swarup Chandra Parija - Chairman *2.Mr. Kamlesh Kumar Sharma - 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 2.Mr. Swarup Chandr Parija 3. Ms. Rima Dhawan	- Chairman - Member - Member	Managing Director/Executive Non-Executive/Independent Director Non-Executive/ Independent Director
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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.

Note: \* The Nomination & Remuneration Committee reconstituted. Mr. Kamlesh Kumar Sharma (Non-Executive/ Independent Director) has been appointed as member of the Nomination & Remuneration Committee of the company in the board meeting held on 14<sup>th</sup> November, 2016.

<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)		
12.08.2016	14.11.2016	93 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	14.11.2016	YES	12.08.2016	93 DAYS
Stakeholders Relationship Committee Meeting	14.11.2016	YES	12.08.2016	93 DAYS



Audit Committee Meeting	14.11.2016	YES	12.08.2016	93 DAYS
Corporate Social Responsibility Committee		YES	12.08.2016	NA

\* 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	YES
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.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - \* The Nomination & Remuneration Committee reconstituted. Mr. Kamlesh Kumar Sharma (Non-Executive/ Independent Director) has been appointed as member of the Nomination & Remuneration Committee of the company in the board meeting held on 14<sup>th</sup> November, 2016.
  - c. Stakeholders relationship committee
  - 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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NA

  
Name: Alka Khemka

Designation : Company Secretary / Compliance Officer

Signature :   
Name : Alka Khemka  
Designation : Company Secretary  
Address : Plot No-38, Sector-A, Zone-D  
Pancheswar Ind. Estate, Bhubaneswar-751017  
E-mail : alka@fcdipr.com