



ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 12.01.2016

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

National Stock Exchange of India Ltd.,
Exchange Plaza,
BandraKurla 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 31st December, 2015.

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 : 31st December, 2015

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 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	01.04.2014	2 Years	2	4	3

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Mr.	Bhushan Kumar Makhija	PAN:- AAGPM4792D DIN:- 01059280	Non-Executive/ Independent	31.03.2015	2 Years	1	1	Nil
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	17.12.2014	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. Bhushan Kumar Makhija - 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

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Company Secretary

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
&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		

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	Maximum gap between any two consecutive (in number of days)
07.08.2015 & 06.09.2015	07.11.2015	61 DAYS

IV. Meeting of Committees

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*
07.11.2015	YES	07.08.2015	91 DAYS

* 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

For ARSS Infrastructure Projects Ltd.

Company Secretary

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
 - 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

For ARSS Infrastructure Projects Ltd.


Company Secretary

Name: Alka Khemka

Designation : Company Secretary / Compliance Officer