



ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 05.07.2017

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 30th June, 2017.

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
Bhubaneswar, Odisha - 751010

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 : 30th June, 2017

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	01.04.2016	5 Years	2	4	3



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. *

* Term of office of *Mr. Kamlesh Kumar Sharma*, Ex Independent Director of the company (who was appointed as Independent Director in the board of the company for a period of two years w.e.f 4th May, 2015 till 3rd May, 2017) got completed on 3rd May, 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.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.Ms. Rima Dhawan - 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.Ms. Rima Dhawan - 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.Ms. Rima Dhawan - Member	Managing Director/Executive Non-Executive/Independent Director Non-Executive/ Independent Director
<p>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.</p> <p>* <i>Mr. Kamlesh Kumar Sharma</i>, Ex Independent Director of the company (who was appointed as Independent Director in the board of the company for a period of two years w.e.f 4th May, 2015 till 3rd May, 2017) got completed on 3rd May, 2017, was also member of Nomination & Remuneration Committee and Stakeholders Relationship Committee. Consequently of completion of term of office of Mr. Sharma, both the committees got reconstituted by the board at its meeting held on 27th May, 2017 and Ms. Rima Dhawan, Non-Executive/Independent Director was appointed as member in both the committees with immediate effect.</p>		

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)	
11.02.2017 & 28.03.2017	27.05.2017	59 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*
Nomination & Remuneration committee	27.05.2017	YES	11.02.2017 104 DAYS



Stakeholders Relationship Committee Meeting	27.05.2017	YES	11.02.2017	104 DAYS
Audit Committee Meeting	27.05.2017	YES	11.02.2017	104 DAYS
Corporate Social Responsibility Committee	-	-	-	-

* 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: No
(Term of office of *Mr. Kamlesh Kumar Sharma*, Ex Independent Director of the company (who was appointed as Independent Director in the board of the company for a period of two years w.e.f 4th May, 2015 till 3rd May, 2017) got completed on 3rd May, 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
 - b. Nomination & remuneration committee
 - * The Nomination & Remuneration Committee was reconstituted. Ms. Rima Dhawan (Non-Executive/ Independent Director) has been appointed as member of the Committee in the board meeting held on 27th May, 2017.
 - c. Stakeholders relationship committee
 - * Stakeholders relationship Committee was reconstituted. Ms. Rima Dhawan (Non-Executive/ Independent Director) has been appointed as member of the Committee in the board meeting held on 27th May, 2017.
 - 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-F6832

Name: Alka Khemka

Designation : Company Secretary / Compliance Officer