

# Arshiya



**Arshiya Limited**  
**ANNUAL REPORT 2016-2017**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

(As on 31st March 2017)

Mr. Ajay S Mittal - Chairman and Managing Director  
Mrs. Archana A Mittal - Joint Managing Director  
Mr. Ashish Bairagra - Non-Executive Independent Director  
Mr. Rishabh Shah - Non-Executive Independent Director  
Mr. Mukesh Kacker - Non-Executive Independent Director  
Mr. G. Raghuram - Non-Executive Independent Director  
(Resigned w.e.f. 18th May, 2017)

### CORPORATE MANAGEMENT TEAM

(As on 31st March 2017)

Mr. Ananya A Mittal - Chief Strategy Officer  
Mr. S Maheshwari - Group president & CFO  
Ms. Savita Dalal - Company Secretary & Compliance Officer

### AUDITORS

**M/s. M. A. Parikh & Co., Chartered Accountants**

**Statutory Auditor**

Yusuf Building, 2nd Floor, 43 Mahatma Gandhi Road,  
Fort, Mumbai - 400001

**M/s. Jayesh Sangharjka & Co. LLP, Chartered Accountants**

**Internal Auditor**

405-408, Hind Rajasthan Centre, D. S. Phalk Road, Dadar  
(E) Mumbai - 400014

**Aabid & Co., Company Secretaries**

**Secretarial Auditor**

Capital One Advisory LLP 12, 4th Floor, Sai Sadan 68,  
Janma Bhoomi Marg Fort, Mumbai - 400 001

**Prashant Karlekar & Associates, Cost Accountants**

**Cost Auditor**

Flat No. 5 & 6, Suasha Soc., Prashant Nagar, WadarWadi,  
Naupada, Thane (West) 400 602

### BANKERS

Axis Bank  
Bank of India  
Bank of Baroda  
Corporation Bank  
HDFC Bank  
Indian Overseas Bank  
Kotak Mahindra Bank  
Punjab National Bank  
State Bank of India  
Tamilnad Mercantile Bank  
The KarurVysya Bank  
UCO Bank

### REGISTRAR & SHARE TRANSFER AGENT

**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Makwana Road,  
Marol, Andheri East, Mumbai - 400059.

**Tel:** +91 22 62638200

**Fax:** +91 22 62638299

**Email:** info@bigshareonline.com

### Registered Office

302 Ceejay House, Level 3, Shiv Sagar  
Estate, F-Block, Dr. Annie Besant Road,  
Worli, Mumbai - 400 018

**Tel:** +91 22 4230 5500

**Fax:** +91 22 4230 5555

**Website:** www.arshiyalimited.com

**Email:** info@arshiyalimited.com

## BOARD OF DIRECTORS



**Ajay Mittal**  
Group Chairman &  
Managing Director

Mr. Mittal represents the driving force behind Arshiya in its vision of being India's first Unified Supply Chain & Infrastructure Group. With 22 years of entrepreneurial career, over the last decade Mr. Mittal has successfully scaled Arshiya Limited by adding Free Trade & Warehousing Zones (FTWZs), Rail & Rail Infrastructure, Industrial & Domestic Hub, Forwarding, Supply Chain Technology & Management and Transport & Handling to its unified business portfolio. Today, Arshiya stands at the helm of being not just the first developer and operator of India's first of its kind two FTWZs, but also the second largest Private Container Train Operator (PCTO) in the country.

Under Mr. Mittal's visionary leadership Arshiya Limited is presently working on a phased plan towards infusing USD 1.6 billion into developing pioneering unified supply chain infrastructure across India's strategic locations. Arshiya presently operates state-of-the-art FTWZs, one in the West (Mumbai - Panvel) spanning 165 acres and another in North (Khurja - In the state of UP near New Delhi) spanning 127 acres, near the confluence of the planned eastern and western freight corridors. Arshiya's Khurja zone is part of the 315 acres mega logistics hub which also includes a 50 acres rail siding and 130 acres Industrial & Distribution Hub. Mr. Mittal also plans to have additional zones across Central, South and East of India. Complementing each FTWZ will be Industrial & Distribution Hubs, Rail operations connectivity and Rail terminals. Under Mr. Mittal's guidance, Arshiya Limited has also received national as well as international awards and accolades for its initiatives in the supply chain space. Mr. Mittal's vision is to create a revolution in India's logistics evolution. Mr. Mittal in his professional career has held key leadership positions in diverse sectors including Commercial and Private Real Estate Development, Financial Services, Manufacturing, International Trading, Information Technology and Global Supply Chain Management. Mr. Mittal received his M.B.A from the United States. He is also very active with various social reform and community service organizations. His personal mission is for Arshiya Group to play a major supporting role in India's economic transformation and growth.



**Archana Mittal**  
Joint Managing Director

Mrs. Archana A Mittal, Joint Managing Director represents Arshiya as one of the Board of Directors while also leading the charter of Projects & Procurement for Arshiya's intensive CAPEX deployment into developing Unified Supply Chain & Infrastructure. Mrs. Mittal brings with her extensive experience and leadership towards implementation, budgeting & adherence for Arshiya's consolidated infrastructure projects including the development and operations of Free Trade & Warehousing Zones (FTWZ), Rail & Rail Infrastructure, Industrial & Distribution Hubs, Forwarding, Supply Chain Technology & Management and Transport & Handling across India. Mrs. Mittal is also a key member of Arshiya's executive management team involved with strategic decision-making towards Arshiya's growth & development. Under Mrs. Mittal's guidance, Arshiya Limited presently operates India's first of its kind state-of-the-art two FTWZs, one in the West (Mumbai - Panvel) spanning 165 acres and another in North (Khurja - In the state of UP near New Delhi) spanning 135 acres, near the confluence of the planned eastern and western freight corridors. Arshiya's Khurja zone is part of the 315 acres mega logistics hub which also includes India's largest private Rail terminal spanning 50 acres and 130 acres Industrial & Distribution Hub. Mrs. Mittal is a graduate in Bachelor of Arts (Honours) from Punjab University and is also very active with various social reform organizations across India especially in the field of girl child education and women empowerment.



**Ashish Bairagra**  
Independent Director and  
Chairman of the Audit  
Committee

Education : Chartered Accountant, Bachelor of Commerce (India), Certified Management Consultant

Mr. Bairagra has extensive experience in handling internal audits, statutory audits, tax advisory and business advisory assignments. His areas of specialization include International Taxation, Transfer Pricing, Valuation, Due Diligence, Inbound / Outbound Investments. He is a Partner of M L Bhuwania And Co LLP, Chartered Accountants, which is an independent member of Geneva Group International (GGI). He is also the Global Vice Chair of the International Taxation Practice Group (ITPG) of GGI.



## BOARD OF DIRECTORS



**Rishabh P Shah**  
Independent Director

Education: Bachelor of Arts(India), LL.B. (India)

Mr. RishabhShah is a practicing legal counsel and a legal consultant who advises on several areas of civil law, in particular, commercial documentation, property documentation, various areas of banking, commercial contracts, company restructuring and securities law. Banking and Corporate law and litigation being his areas of specialisation. He has over 18 years of experience representing major corporations as legal counsel.



**Mukesh Kacker**  
Independent Director

Education: Masters in Economics(Public Policy) from Harvard University, USA, M.A.(Political Science) and BSc.(Physics, Mathematics & Statistics) from Allahabad University. He belongs to the 1979 batch of I.A.S.

Mr. Kacker has almost 3 decades of experience of working in the Government as an I.A.S. officer before he opted for voluntary retirement in 2007 to work in the areas of infrastructure and finance, and has held important senior positions, both in policy formulation roles as well as in executing capacities. As Member, National Highways Authority of India (NHAI), he was in the vanguard of personnel leading India's highways revolution and was instrumental in planning and executing a major portion of the Golden Quadrilateral. As Joint Secretary (Petrochemicals), he drafted the National Policy on Petrochemicals and conceptualized the policy on Investment Regions anchored by big petrochemical units. In his state cadre of Madhya Pradesh, he has held various positions including Secretary to the Government, Managing Director of two state Public Sector Undertakings and Secretary to the Chief Minister. After his voluntary retirement from the I.A.S, in view of his experience in the infrastructure sector, the Government of India inducted him as Member, Task Force on Infrastructure Development and Mega Projects.. Mr. Kacker also served as Director General of CUTS Institute for Regulation and Competition (CIRC), Advisor to Vestergaard-Frandsen India Ltd and Non-Executive Chairman of IsoluxCorsan, India. He is also the founder-promoter of Kacker & Daughter Infrastructure Consultancy Services Ltd.

Currently, apart from Arshiya Ltd, he also serves as Independent Director on the Board of Capri Global Capital Ltd, a listed NBFC. He is the Chairman of its subsidiary Capri Global Resources Pvt. Ltd. He also serves as Independent Director on the Boards of three project SPVs promoted by the Delhi Mumbai Industrial Development Corporation Ltd (DMIDC) – Global City Project, Mass Rapid Transport System and Integrated Multi Modal Logistics Hub.

# NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 36<sup>th</sup> Annual General Meeting (AGM) of the shareholders of Arshiya Limited to be held on Tuesday the 26<sup>th</sup> September, 2017 at 03.00 p.m. at Hall of Culture (Nehru Centre), Dr. Annie Besant Road, Worli, Mumbai- 400 018 to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and reports of the Board of Directors' and of the Auditors thereon.
2. To appoint a Director in place of Mrs. Archana A Mittal (DIN 00703208), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment thereto or re-enactment(s) thereof for the time being in force) M/s. Chaturvedi & Shah, Chartered Accountants having Firm Registration No. 101720W be and is hereby appointed as Statutory Auditors of the Company (in place of the retiring Auditors M/s. M. A. Parikh & Co., Chartered Accountants, whose tenure as Auditor comes to an end at the close of the 36<sup>th</sup> Annual General Meeting of the Company in terms of Section 139(2) of the Companies Act, 2013 ) to hold office for a period of Three years from the conclusion of this Annual General Meeting till the conclusion of 39<sup>th</sup> Annual General Meeting to be held in the year 2020, subject to ratification of their appointment by the shareholders at every intervening Annual General Meeting to be held after this Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

## SPECIAL BUSINESS:

4. **Ratification of Remuneration to Cost Auditor**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Prashant Karlekar & Associates, Cost Accountants, (Firm Registration Number 16075), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be paid a remuneration, for the Financial Year ended 31<sup>st</sup> March, 2017, amounting to ₹ 60,000/- (Rupees Sixty Thousand only) plus taxes as applicable.

5. **Ratification of disclosure in respect of Special Resolution passed in the Extra-Ordinary General Meeting of the members of the company held on 29<sup>th</sup> April, 2017**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in continuation to the Special Resolution passed for Item No. 3 by the members of the company in the Extra-Ordinary General Meeting ('EGM') held on 29<sup>th</sup> April, 2017 for the Issue of Equity Shares, Optionally Convertible Redeemable Preference Shares, Warrants on Preferential Basis read with the Explanatory Statement to the Resolution, the consent of the members of the company be and is hereby accorded to the board by ratifying that the disclosure of ultimate beneficiary owner as mentioned in the explanatory statement Item No. 3 Point 8 of the said resolution in respect of Edelweiss Asset Reconstruction Company Limited ('Lender on behalf of various EARC trusts') is in compliance with Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009 and amendments thereof and also in compliance with SEBI Circular No. CIR/MIRDS/2/2013 dated January 24, 2013.

By Order of the Board of Directors of  
**Arshiya Limited**

**Registered Office:**  
302, Ceejay House, Level-3,  
Shiv Sagar Estate, F-Block,  
Dr. Annie Besant Road,  
Worli, Mumbai - 400018

**Date:** 26<sup>th</sup> August, 2017  
**Place:** Mumbai

Savita Dalal  
**Company Secretary**



## NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Explanatory Statement under Section 102 of the Companies Act, 2013, in respect of the Special Business at Item No. 4 & 5 of the accompanying Notice is annexed hereto.
4. A profile of the Director seeking re-appointment as required under item no. 2 of the accompanying Notice, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is given as **Annexure - I**.
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at Company's Registered Office on all working days (except 2<sup>nd</sup> & 4<sup>th</sup> Saturdays, Sundays and Public Holidays) between 11:00 a. m. to 1:00 p.m. upto the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books will remain closed from 18<sup>th</sup> September, 2017 to 25<sup>th</sup> September, 2017 (both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
9. Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the Company has transferred on due dates, the unpaid and unclaimed dividend amount for the financial year ended 31<sup>st</sup> March, 2009 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29<sup>th</sup> July, 2016 (date of last Annual General Meeting) on the website of the Company ([www.arshiyalimited.com](http://www.arshiyalimited.com)) as also on the Ministry of Corporate Affairs Website.

The details of dividend declared are given below:

Date of Declaration	For FY	Dividend Per share (₹)	Due Date of the proposed transfer to the IEPF
24.09.2010	2009-10	1.00	28 <sup>th</sup> October, 2017
20.09.2011	2010-11	1.20	1 <sup>st</sup> November, 2018
18.09.2012	2011-12	1.40	29 <sup>th</sup> October, 2019

10. Members who have not encashed the Dividend Warrants for the above years are requested to write to the Company or to the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Ltd., immediately for revalidation of Dividend Warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.



11. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) and have given their consent to receive the same through electronic means. Members other than above, physical copies of the Annual Report are being sent by the permitted mode.
12. Electronic copy of the Notice of the 36<sup>th</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. Members other than above, physical copies of the Notice of the 36<sup>th</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by the permitted mode.
13. Members may also note that the Notice of the 36<sup>th</sup> Annual General Meeting and the Annual Report for the year 2016-17 will be available on the website of the Company [www.arshyalimited.com](http://www.arshyalimited.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office on all working days (except 2<sup>nd</sup> & 4<sup>th</sup> Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m.
14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [grv.redressal@arshyalimited.com](mailto:grv.redressal@arshyalimited.com)
15. Members/Proxies should bring duly filled in Attendance Slip in the form annexed hereto and tender the same at the entrance of the meeting hall.
16. Members are requested to bring their copy of the Annual Report at the meeting.
17. Representative of corporate members should send/carry a duly certified copy of the Board Resolution/Power of Attorney authorizing the attendance and voting at the meeting.
18. Members are requested to send their queries, if any, at least seven days in advance to the extent possible, so that the information could be made available at the meeting.
19. Members are requested to notify change, if any, in its/his/her address to the Registrar & Share Transfer Agents of the Company quoting their folio number or to their respective Depository Participant, as the case may be, regarding shares held in physical or electronic form.
20. Members are requested to send all the correspondence concerning registration of transfers, transmissions, subdivision, consolidation of share certificates or any other share related matters to M/s. Bigshare Services Private Ltd., Registrar & Share Transfer Agents, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai 400059.
21. Members desirous of making a nomination in respect of their shareholding in physical form under Section 72 of the Companies Act, 2013, are requested to send the same to the Company's Registrar & Share Transfer Agents in the prescribed form.
22. Non-resident Indian Members are requested to inform M/s. Bigshare Services Private Ltd., Company's Registrar & Share Transfer Agents immediately of the following:
  - a. The change in the residential status upon return to India for permanent settlement;
  - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with postal index number.
23. The Company also request you to update your email address with your Depository Participant to enable us to send you the communications via e-mail.
24. The businesses as set out in the Notice may be transacted through electronic voting system under Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014. The Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
  - (I) The voting through electronic means will commence on Saturday, the 23<sup>rd</sup> September, 2017 at 10:00 a.m. and will end on Monday, the 25<sup>th</sup> September, 2017 at 5:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above. During this period shareholders of the Company, holding shares either



in physical form or in dematerialized form, as on cut-off date i.e. Wednesday, the 20<sup>th</sup> September, 2017 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (II) The Company has appointed Mr. Mohammad Aabid, Partner of M/s. Aabid & Co., Practising Company Secretary to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- (III) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the chairman or a person authorised by him in writing who shall countersign the same.
- (IV) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- (V) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- (VI) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.arshiyalimited.com](http://www.arshiyalimited.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the Thirty-Sixth Annual General Meeting of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- (VII) The procedure and instructions for the voting through electronic means is, as follows:
  - (a) In case of Shareholders' receiving e-mail from NSDL.
    - (i) Open e-mail and open PDF file viz; "Arshiya info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder – Login.
    - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" of Arshiya Limited viz.:107522
    - (viii) Now you are ready for e-Voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail [infoevoting@arshiyalimited.com](mailto:infoevoting@arshiyalimited.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
    - (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- (xiv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (xv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (b) In case a Member receives physical copy of the Notice of AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):
  - i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

#### ANNEXURE TO THE NOTICE OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING

#### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### For Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Prashant Karlekar & Associates, Cost Accountants (Firm Registration No. 16075), to conduct the audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2017 at a remuneration of ₹60,000/- (Rupees Sixty Thousand only) per annum plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify/ approve the remuneration payable to the Cost Auditors during the year 2016-17, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution.

The Resolution is recommended for your approval.

##### For Item No. 5

The Members of the company has in the Extra-Ordinary General Meeting ( 'EGM') held on 29th April, 2017 approved the Special Resolution for the Issue of Equity Shares, Optionally Convertible Redeemable Preference Shares, Warrants on Preferential Basis.

Although the disclosure of ultimate beneficiary owner in respect of Edelweiss Asset Reconstruction Company Limited ('Lender on behalf of various EARC trusts') mentioned in the explanatory statement Item No. 3 Point 8 of the said resolution was in compliance with Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009 and amendments thereof and also in compliance with SEBI Circular No. CIR/MIRDS/2/2013 dated January 24, 2013, however **National Stock Exchange of India Limited** required the company to inform the shareholders by providing ultimate beneficiary owner of Edelweiss Asset Reconstruction Company Limited with reference to SEBI Circular dated January 24, 2013 and SEBI (ICDR) Regulations, 2009 and amendments thereof and get the same ratified by the members of the company.

Therefore, the members of the company are hereby informed that the details of disclosure which were mentioned in the explanatory statement Item No. 3 Point 8 of the said resolution of the EGM held on April 29, 2017 is in compliance with Regulation 73(1)(e) SEBI (ICDR) Regulations, 2009 and amendments thereof and also in compliance with SEBI Circular No. CIR/MIRDS/2/2013 dated January 24, 2013 and the same is hereby again given as under: