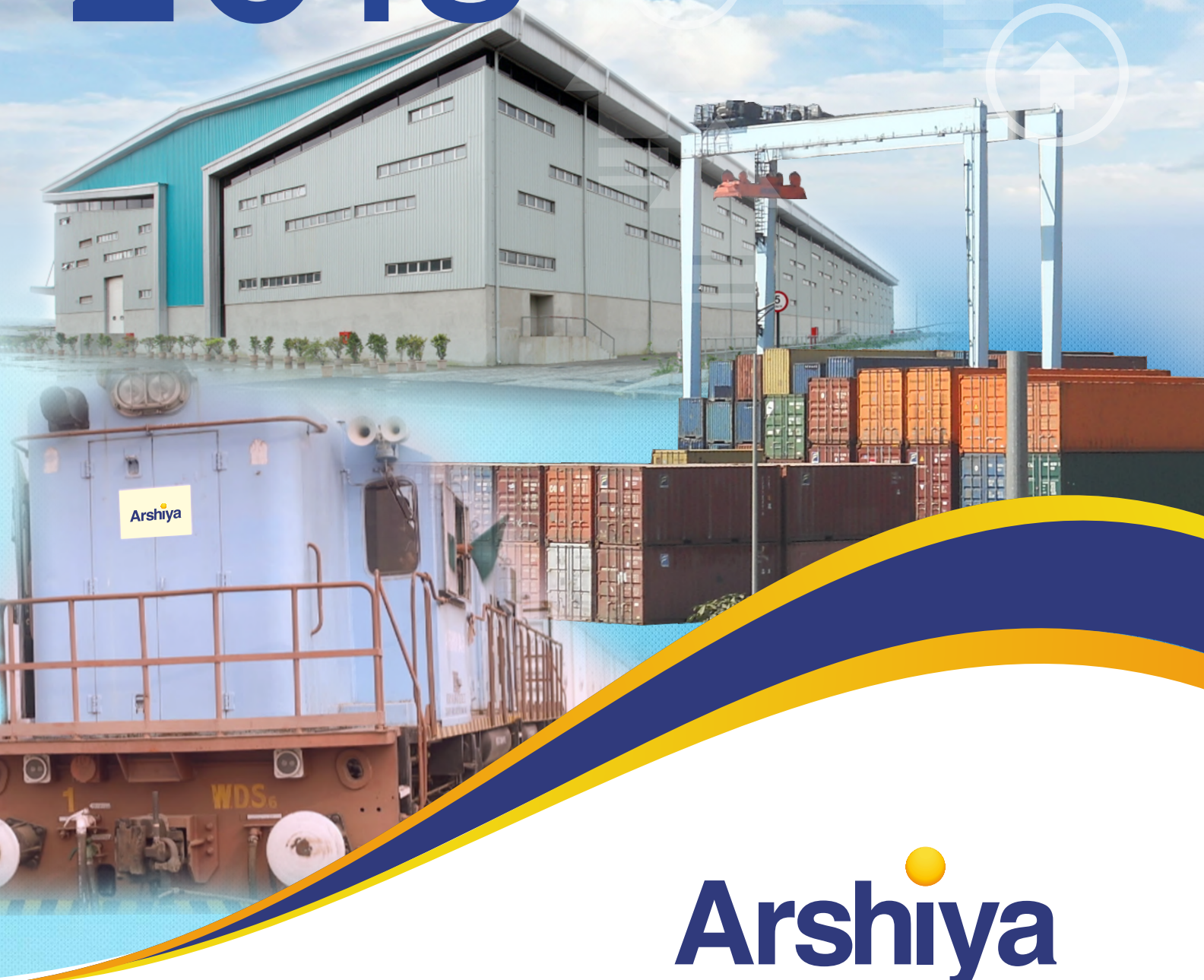


ANNUAL REPORT 2018



Arshiya

Redefining Supply Chain for
Global Players in India

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CORPORATE INFORMATION

BOARD MEMBERS

(As on 31st May 2018)

Mr. Ajay S Mittal - Chairman and Managing Director

Mrs. Archana A Mittal - Joint Managing Director

Mr. Ashishkumar Bairagra - Non-Executive Independent Director

Mr. Rishabh Shah - Non-Executive Independent Director

Mr. Mukesh Kacker-Non- Executive Independent Director

Mr. T. S. Bhattacharya – Additional Non - Executive Independent Director

(Appointed w.e.f 24th May, 2018)

Mr. Ananya A Mittal- Chief Strategy Officer

Ms. Savita Dalal- Company Secretary & Compliance Officer

Mr. S Maheshwari - Group president & CFO

LIST OF BANKERS

Axis Bank

Bank of India

Corporation Bank

ICICI Bank

Punjab National Bank

AUDITORS

M/s. Chaturvedi & Shah, Chartered Accountants

Statutory Auditors

714/715, Tulsiyani Chembars, 212, Nariman Point, Mumbai – 400021

REGISTRAR & SHARE TRANSFER AGENT

Big Share 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

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

Internal Auditor

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

Registered Office

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

T: +91 22 4230 5500

F: +91 22 4230 5555

Website:www.arshiyalimited.com

E- Mail: info@arshiyalimited.com

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, Wadar Wadi, Naupada, Thane (West) 400 602

NOTICE

NOTICE IS HEREBY GIVEN THAT the 37th Annual General Meeting (AGM) of the Members of Arshiya Limited to be held on Tuesday, September 18, 2018 at 3:00 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 March 31, 2018 together with the reports of the Board of Directors' and of the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay S Mittal (DIN 00226355), who retires by rotation and being eligible offers himself for re-appointment.
3. **Ratification for Appointment of Statutory 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 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) appointment of M/s. Chaturvedi & Shah, Chartered Accountants having Firm Registration No. 101720W as Statutory Auditors of the Company to hold office for a period of Five years from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting to be held in the year 2022, on such remuneration as may be agreed upon by Board of Directors and Auditors, be and is hereby ratified."

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 March 31, 2018, amounting to ₹ 60,000/- (Rupees Sixty Thousand only) plus taxes as applicable.

5. **Appointment of Mr. T. S. Bhattacharya as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. T. S. Bhattacharya (DIN: 00157305), who has been appointed as an Additional Director (Independent) by the Board of Directors with effect from May 24, 2018, in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from May 24, 2018 for a period of 5 years i.e. until May 23, 2023 as his First Term of Appointment", not liable to retire by rotation."

Registered Office:

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

By Order of the Board of Directors of
Arshiya Limited

Savita Dalal
Company Secretary

Date: May 24, 2018
Place: Mumbai

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 and 5 of the accompanying Notice is annexed hereto.
4. A profile of the Director seeking Re- appointment/appointment as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is given as **Annexure – I & Annexure- II** respectively.
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 2nd & 4th 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 September 14, 2018 to September 18, 2018 (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 applicable provisions of Companies Act, 2013 the Company has transferred on due dates, the unpaid and unclaimed dividend amount for the financial year ended March 31, 2010 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 September 26, 2017 (date of last Annual General Meeting) on the website of the Company (www.arshiyalimited.com) as also on the Ministry of Corporate Affairs Website.

The details of dividend declared are given below:

Date of Declaration	For Financial Year	Dividend Per share (₹)	Due Date of the proposed transfer to the IEPF
20.09.2011	2010-11	1.20	November 1, 2018
18.09.2012	2011-12	1.40	October 29, 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 be transferred to the Investor Education and Protection Fund.
11. Electronic copy of the Annual Report for the year 2017-18 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 37th 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 37th 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 37th Annual General Meeting and the Annual Report for the year 2017-18 will be available on the website of the Company www.arshiyalimited.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 2nd & 4th 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@arshiyalimited.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, 1st 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, September 15, 2018 at 10:00 a.m. and will end on Monday, September 17, 2018 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, September 12, 2018 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 and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Thirty-Seventh 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.: _____
 - (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 with a copy marked to 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.
 - (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 37TH ANNUAL GENERAL MEETING

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

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 March 31, 2018 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 members.

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 2017-18, 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.

Item No. 5

The Company had, pursuant to the provisions of Section 161 of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointed Mr. T. S. Bhattacharya DIN 00157305) as Additional Director (Independent Director) holding office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Bhattacharya as Independent Directors of the Company.

The Nomination & Remuneration Committee has recommended and the Board has approved the reappointment of Mr. Bhattacharya as Independent Director as per their letter of appointment for a period of Five years w.e.f. May 24, 2018. Mr. Bhattacharya, has given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Bhattacharya fulfil the conditions specified in the Act and the rules framed thereunder for appointment/re-appointment as Independent Director and he is Independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Mr. Bhattacharya as Independent Directors is now being placed before the Members for their approval.

All the relevant documents of the appointment of Mr. Bhattacharya as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 1:00 pm on all working days (Monday to Friday) except Saturdays, Sundays and public holidays upto the date of Annual General Meeting. Kindly refer report on Corporate Governance for information in respect of appointment of Mr. Bhattacharya, pursuant to the Secretarial Standard on General Meetings and regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A brief profile of the Independent Directors to be appointed is given in **Annexure II** to the Notice

Registered Office:

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

By Order of the Board of Directors of
Arshiya Limited

Savita Dalal
Company Secretary

Date: May 24, 2018

Place: Mumbai

ANNEXURE- I

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT FORTHCOMING ANNUAL GENERAL MEETING
[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Ajay S Mittal
Director Identification Number	00226355
Date of Birth	28th June, 1965
Date of Appointment on the Board	December 31, 2005
Qualification	MBA from the United States
Expertise	<p>Mr. Mittal is the key driving force behind Arshiya's growth into India's first fully integrated supply chain management and logistics infrastructure solutions company.</p> <p>With over three decades of experience, Mr. Mittal has successfully scaled Arshiya Limited by developing Free Trade Warehousing Zones (FTWZs), Rail & Rail Infrastructure, Industrial & Domestic Hub, and Transport & Handling to its unified business portfolio.</p>
Directorship held in other companies	<ul style="list-style-type: none"> • Arshiya Limited • Arshiya Rail Infrastructure Limited • Arshiya Northern FTWZ Limited • Arshiya Industrial & Distribution Hub Limited • Arshiya Transport and Handling Limited • Mega Custodial Services Limited • Mega Capital Broking Private Limited. • Mega Meditex Limited* • Mega Fin (India) Limited • Mega Safe Deposit Vaults Private Limited*
Committee position held in other companies	<ul style="list-style-type: none"> • Arshiya Industrial & Distribution Hub Limited • Mega Fin (India) Limited
Shareholding of Director As on March 31, 2018	3,70,60,937

*Said Companies are under liquidation.