

**Arshiya is a leading infra
solutions player at the forefront
of Free Trade Warehousing
Logistics in India**



**Arshiya Limited
Annual Report 2021-2022**

Company Highlights



India's first ever fully functional FTWZ with world class Infrastructure spread across 165 acres in Panvel, Mumbai and 135 acres khurja, New Delhi.



Scalable infrastructure with completion of Warehouse no 7 and starting construction of Warehouse no 8. Currently the company has 20,000 sq.m of warehousing space.



FTWZ at Khurja, declared as multipurpose SEZ which further increasing the suites of services at Arshiya

Company Highlights



Best in class handling equipment to drive efficiency and promote cost effective solutions to clients



Aggressive business development efforts underway to drive larger client adoption to effectively utilise the created infrastructure

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ajay S. Mittal	Chairman & Managing Director
Mrs. Archana A Mittal	Joint Managing Director
Mr. Ashishkumar Bairagra	Independent Director
Mr. Rishabh Shah	Independent Director
Mr. Ved Prakash	Independent Director
Mr. Manjari Ashok Kacker	Independent Director (Resigned w.e.f 1 st November 2021)
Mrs. Kiran Shinde	Independent Director (Appointed w.e.f 8 th July 2022)

KEY MANAGERIAL PERSONNEL

Mr. Dinesh Kumar Sodani	Chief Financial Officer (CFO)
Mrs. Ratika Gandhi	Company Secretary & Compliance Officer (Resigned w.e.f. 4 th June 2022)

Statutory Auditors:

Chaturvedi & Shah LLP,
Chartered Accountants, Mumbai

Internal Auditors:

Aneja Associates,
Chartered Accountants, Mumbai

Secretarial Auditors:

Aabid & Co.,
Practicing Company Secretaries, Mumbai

Bankers:

Axis Bank Limited
ICICI Bank Limited
HDFC Bank Limited
State Bank of India
IDFC First Bank Limited
Punjab National Bank
Union Bank of India (e-Corporation Bank)

Registrars & Share Transfer Agents:

Bigshare Services Private Limited

S6 – 2 Pinnacle Business Park, Mahakali Caves Road,
Next to Ahura Centre, Andheri (E), Mumbai – 400 093
Tel: 91 22 62638200
Fax: +91 22 62638299
E-mail: info@bigshareonline.com

Registered office:

205 & 206 (Part), 2nd Floor, Ceejay House, F-Block, Shiv Sagar Estate, Dr.
Annie Besant Road, Worli, Mumbai - 400 018.
T: +91 22 4230 5500
F: +91 22 4230 5555
Website: www.arshiyalimited.com
e- Mail: teamsecretarial@arshiyalimited.com
CIN NO: L93000MH1981PLCO24747
GSTIN: 27AAACI2679A1ZT

Arshiya Sites:

FTWZ - Panvel, Maharashtra
181/3, Sai Village, Taluka Panvel,
Dist Raigad, Raigad, Maharashtra – 410 206

FTWZ - Khurja, Uttar Pradesh
Junction Road, Industrial Area, Village - Maujpur, Khurja, Distt -
Bulandshahr, U.P -203 131

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST (FORTY-FIRST) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ARSHIYA LIMITED WILL BE HELD ON TUESDAY, 27TH SEPTEMBER 2022 AT 03.00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT:

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022, together with the Reports of the Board of Directors and Auditor's thereon.
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022, together with the Report of the Auditor's thereon.

2. TO RE-APPOINT MR. AJAY S. MITTAL (DIN: 00226355), AS DIRECTOR LIABLE TO RETIRE BY ROTATION:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company, be and is hereby accorded to reappoint Mr. Ajay Mittal (DIN: 00226355), a Director, who is liable to retire by rotation".

3. TO APPOINT M/S. N. A. SHAH ASSOCIATES LLP., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141, 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) and on the recommendation of Audit Committee and approval of the Board of Directors in their respective meeting held on 10th August, 2022, M/s. N. A. Shah Associates LLP., Chartered Accountants having Firm Registration No. 116560W/W100149, who have confirmed their eligibility for appointment, be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors Chaturvedi & Shah LLP., Chartered Accountants, (Firm Registration No.: 101720W), for a period of five years, who shall hold office from the conclusion of 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred by the Statutory Auditors in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. TO APPROVE THE APPOINTMENT OF MR. KIRAN SHINDE (DIN: 09667419) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any Statutory modification(s) or re-enactment(s) thereof for time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kiran Shinde (DIN: 09667419), who was appointed as an Additional Director of the Company vide circular resolution passed by the Board of Directors on 8th July, 2022 and who holds office up to the date of the Annual General Meeting of the Company, and being eligible, offered himself for appointment and has consented to act as Independent Director of the Company and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing

under 160 (1) of the Act from a member signifying his intention to propose candidature of Mr. Kiran Shinde for the office of Director of the Company, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 8th July, 2022 up to 7th July, 2027.”

By order of Board of Directors of Arshiya Limited

Date: 10th August 2022
Place: Mumbai

Ajay S. Mittal
Chairman & Managing Director
DIN: 00226355

Registered Office:

205 and 206 (part), 2nd Floor, Ceejay House,
F-Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai – 400 018.
CIN: L93000MH1981PLC024747
Email: teamsecretarial@arshiyalimited.com
Website: www.arshiyalimited.com
Tel: +91 22 4230 5500

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively “SEBI Circulars”), have permitted Companies to conduct Annual General Meeting (‘AGM’/‘the Meeting’) through VC/ OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 41st AGM of the Company is being convened on **Tuesday, 27th September 2022** and will be conducted through VC at 03.00 P.M IST. The deemed venue for AGM shall be the registered office of the Company.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. In pursuance of section 112 and section 113 of the Companies Act, 2013, the Institutional investors and Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members are required to send, (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act sent to the Scrutinizer by email through its registered email address to jog@aacs.in with a copy marked to evoting@nsdl.co.in and teamsecretarial@arshiyalimited.com.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Annual General Meeting.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of ordinary/special businesses to be transacted at the meeting, is annexed hereto. Further, the particulars of the Director proposed to be reappointed/appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, are annexed hereto.
6. The Members attending the 41st AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2022 and the Circulars issued by the Ministry of Corporate Affairs as mentioned above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM, on all the resolutions set forth in this Notice, will be provided by NSDL.
8. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 41st AGM being held through VC.
9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
10. Pursuant to Section 91 of the Companies Act 2013 and Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 21st September 2022 to Tuesday, 27th September 2022** (both days inclusive).
11. In line with the MCA Circulars, the notice of the 41st AGM along with the Annual Report 2021-22 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2021-22 will also be available on the Company's website www.arshiyalimited.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. The physical copies of notice of 41st Annual General Meeting and the Annual Report 2021-22 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 1.00 P.M. except on holidays, up to the date of the Annual General Meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by Members electronically from the date of dispatch of Notice till **Friday, 23rd September 2022**. Members seeking to inspect such documents can send an email to teamsecretarial@arshiyalimited.com in that regard.
14. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and Annexure to Notice shall be made available for inspection. During the 41st AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; the certificate from the Statutory Auditors of the Company stating that the Company has implemented the Arshiya Limited Employees Stock Option Scheme 2019 ('Scheme') in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and the Special resolution passed by the Members of the Company approving the Scheme on 30th September, 2019. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at teamsecretarial@arshiyalimited.com.
15. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Investor Relations Department of the Company, at teamsecretarial@arshiyalimited.com at **least 7 days** before the date of the meeting (**i.e on or before Tuesday, 20th September, 2022**), to enable the Company to make available the required information at the meeting, to the extent practicable.
16. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at teamsecretarial@arshiyalimited.com also to our Registrar & Transfer Agent (RTA) Bigshare Services Private Limited at jibu@bigshareonline.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to our RTA Bigshare Services Private Limited at jibu@bigshareonline.com & to the Company at teamsecretarial@arshiyalimited.com.

17. The Members can join the AGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
18. All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely **Tuesday, 20th September 2022** only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the Annual General Meeting.
19. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
20. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents, Bigshare Services Private Limited at jibu@bigshareonline.com. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
22. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited at jibu@bigshareonline.com.
23. Securities and Exchange Board of India (SEBI) has, vide its circular number SEBI / HO / MIRSD / MIRSD _ RTAMB / P / CIR / 2021 / 655 dated 3rd November 2021, mandated to all the physical security holders for furnishing their PAN, KYC and Nomination details with Company or RTA. The communication with respect to the said circular has already been forwarded to all such shareholder for updating their PAN, KYC, and Nomination details with the Company / RTA. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. In the event where any one of the aforesaid details is not updated on or before 31st March 2023, the Company / RTA will freeze the physical folios, effective from 1st April 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.arshiyalimited.com.
24. Members can also provide their feedback on the shareholder services of the Company using the 'Shareholders Satisfaction Survey' form available on the 'Investor Relations' page of the website of the Company at www.arshiyalimited.com. This feedback will help the Company in improving Shareholder Service Standards.
25. Since, this AGM will be held through VC, no attendance slips and route map of the venue for AGM are enclosed with this notice.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.